



ANNUAL REPORT

2019

Future Started Here



Contents

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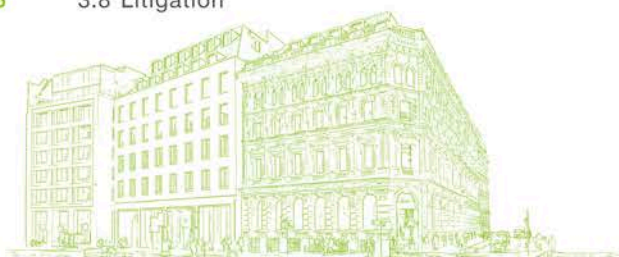
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Introduction



Future Started Here

- 1.1 Financial Highlights
- 1.2 Important Events of the Company
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- 1.5 Assets Acquired During the Year

WE ARE A GLOBAL CAPITAL ALLOCATOR

Investing in Diversified Assets Globally

THB **53.5** bn
Total Asset Value
(31 Dec 2019)

76%

of total revenue
from overseas*

PRESENCE IN 11 EUROPEAN COUNTRIES

Hotels, Hotel Management Platform
and Office Buildings

- Austria
- Czech Republic
- Germany
- Romania
- Slovakia
- United Kingdom
- Belarus
- France
- Poland
- Russia
- Switzerland

* Based on FY2019 revenue, excluding gain
from sale of Mo Chit Land

 VIENNA HOUSE

VIENNA HOUSE
Easy

VIENNA HOUSE
R-EVO

VIENNA TOWNHOUSE

24%

of total revenue
from Thailand*

PRESENCE IN 6 ASIAN & MIDDLE EASTERN COUNTRIES

Hotels, Hotel Management Platform, Office Buildings
and Real Estate Development Business

- Thailand
- Vietnam
- Indonesia
- India
- Oman
- Hong Kong



1.1 FINANCIAL HIGHLIGHTS

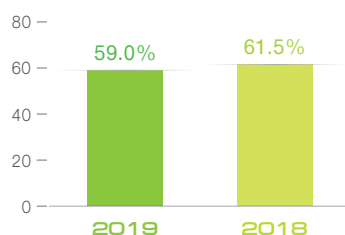


1888 THE CUSTOMS HOUSE
Designed by Joachim Grassi

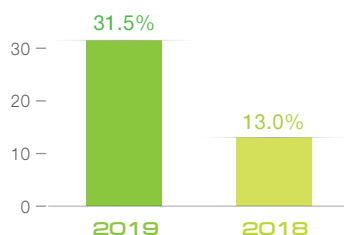
1892 VIENNA HOUSE ANDEL'S LODZ
Designed by Wojciech Poplawski

Key Ratios

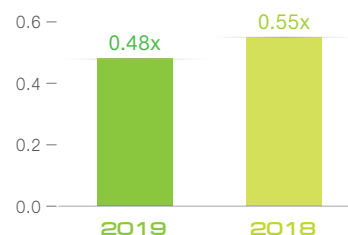
Operating Gross Margin (%)



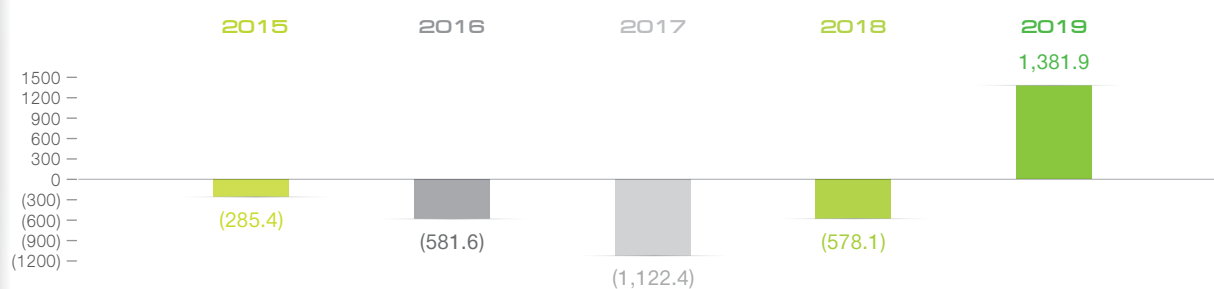
EBITDA Margin (%)



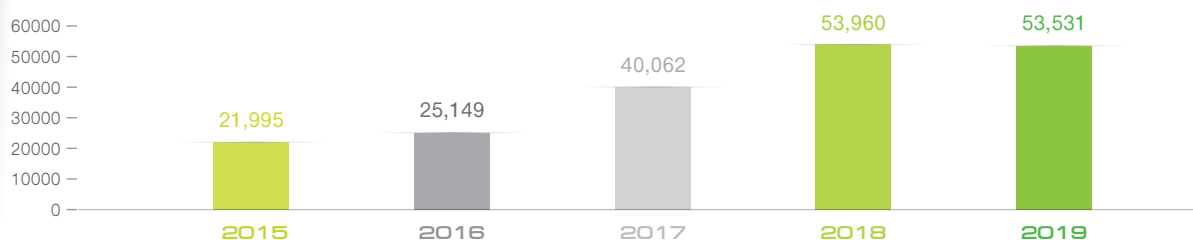
Net Debt to Equity (times)



Statement of Comprehensive Income (THB million)



Total Assets (THB million)





1901 33 GRACECHURCH STREET
Designed by Frederick Tyerman

2020 KHUN by YOO
Designed by YOO & Philippe Starck

| | 2015 | 2016 | 2017 | 2018 | 2019 |
|--|-----------|-----------|-----------|-----------|----------|
| Statement of Comprehensive Income (THB Million) | | | | | |
| Operating Revenue | 965.2 | 1,089.9 | 4,029.7 | 6,032.9 | 7,780.5 |
| Total Revenue | 1,258.2 | 1,164.8 | 4,454.0 | 6,612.5 | 10,145.2 |
| Operating Gross Profit | 581.5 | 723.3 | 2,563.4 | 3,709.3 | 4,588.0 |
| EBITDA | 48.1 | 54.3 | 209.1 | 857.4 | 3,195.4 |
| EBIT | (148.5) | (150.6) | (244.6) | 238.6 | 2,760.8 |
| Recurring Net Profit | 34.3 | (321.6) | (62.1) | (254.6) | 443.5 |
| Net Profit | (277.1) | (321.6) | (983.2) | (633.1) | 1,866.9 |
| Total Comprehensive Income for the Year | (258.4) | (581.6) | (1,122.4) | (578.1) | 1,381.9 |
| Statement of Financial Position (THB Million) | | | | | |
| Total Assets | 21,995.2 | 25,148.6 | 40,062.3 | 53,959.9 | 53,531.2 |
| Net Debt | (2,717.1) | 4,104.6 | 16,539.5 | 16,004.6 | 14,726.1 |
| Shareholders' Equity | 19,437.4 | 18,855.7 | 17,858.4 | 29,147.5 | 30,542.7 |
| Cash Flow (THB Million) | | | | | |
| Net Cash from (used in) Operating Activities | 630.7 | (1,393.2) | 110.1 | (501.8) | 203.9 |
| Capital Expenditures | 1,120.7 | 1,511.2 | 824.6 | 1,480.6 | 1,783.6 |
| Per Share Data (THB/Share) | | | | | |
| Earnings Per Share (Basic) | (0.00055) | (0.00057) | (0.17365) | (0.25954) | 0.18605 |
| Book Value Per Share | 0.03875 | 0.03359 | 0.03181 | 3.11594 | 3.26511 |
| Key Ratios | | | | | |
| Operating Gross Margin (%) | 60.2% | 66.4% | 63.6% | 61.5% | 59.0% |
| EBITDA Margin (%) | 3.8% | 4.7% | 4.7% | 13.0% | 31.5% |
| EBIT Margin (%) | (11.8%) | (12.9%) | (5.5%) | 3.6% | 27.2% |
| Net Debt to Equity (Times) | (0.14) | 0.22 | 0.93 | 0.55 | 0.48 |
| ROA (%) | (0.9%) | (0.6%) | (0.8%) | 0.5% | 5.1% |
| ROE (%) | (2.0%) | (1.7%) | (5.3%) | (2.7%) | 6.3% |
| Share Information | | | | | |
| Par Value (THB/Share) | 1.00 | 1.00 | 1.00 | 3.20 | 3.20 |
| Share Price (THB) | 0.03 | 0.03 | 0.03 | 2.56 | 1.71 |
| Outstanding Shares (Million shares) | 561,362.3 | 561,362.3 | 561,362.3 | 5,613.7 | 5,613.7 |
| Market Capitalization (THB Million) | 16,840.9 | 16,840.9 | 16,840.9 | 14,371.1 | 9,599.5 |

1.2 IMPORTANT EVENTS OF THE COMPANY

In June 2019, the Company continuously expanded the hotel portfolio internationally through the investment of Vienna House Germany II GmbH (“VHG II”) (which is a subsidiary in Germany in which the Company indirectly holds 100 percent of shares via Lombard Estate Holdings Limited, which is a subsidiary in which the Company holds 100 percent of its total registered capital). VHG II (Purchaser) has entered into the Agreement to sell and purchase shares in 12 companies in Germany and Switzerland with arcona Management GmbH (Seller) and receive rights of operating lease of 15 existing hotels (total number of room is 1,609 room keys) consist of hotels under (1) arcona brand, (2) arcona Living brand and (3) Steigenberger brand, which is located in Germany and Switzerland.

IMPORTANT EVENTS OF THE COMPANY FOR THE YEAR 2019

JANUARY

- On 7 January 2019, Vienna International Hotelmanagement AG (“VI”) (which is a subsidiary in Austria in which the Company indirectly holds 100 percent of shares via Lombard Estate Holdings Limited, which is a subsidiary in which the Company holds 100 percent of its total registered capital) has acquired 100 ordinary shares or equivalent to 100 percent of paid-up capital of Glamford Investments sp. z o.o. (“Glamford”) from Vistra Shelf Companies Sp. z o.o. at a total purchase price of EUR 2,795.73 (or equivalent to Baht 102,938.78).

APRIL

- On 10 April 2019, the Company enters into the Share Sale and Purchase Agreement to sell all shares of Mo Chit Land Company Limited (formerly known as BTS Assets Company Limited whereby the change of name to Mo Chit Land Company Limited was registered on 20 November 2018, and it is a subsidiary in which the Company holds 100 percent of its total shares) (“Mo Chit Land”), to Sino-Thai Engineering and Construction Public Company Limited (“STEC”) with purchase price in amount of Baht 4,320,000,000.
- On 30 April 2019, Vienna House Germany II GmbH (“VHG II” or the “Purchaser”) (which is a subsidiary in Germany in which the Company indirectly holds 100 percent of shares via Lombard Estate Holdings Limited, which is a subsidiary in which the Company holds 100 percent of its total registered capital) has entered into the Agreement to sell and purchase shares in 12 companies in Germany and Switzerland (“Shares Sale and Purchase Agreement”) with arcona

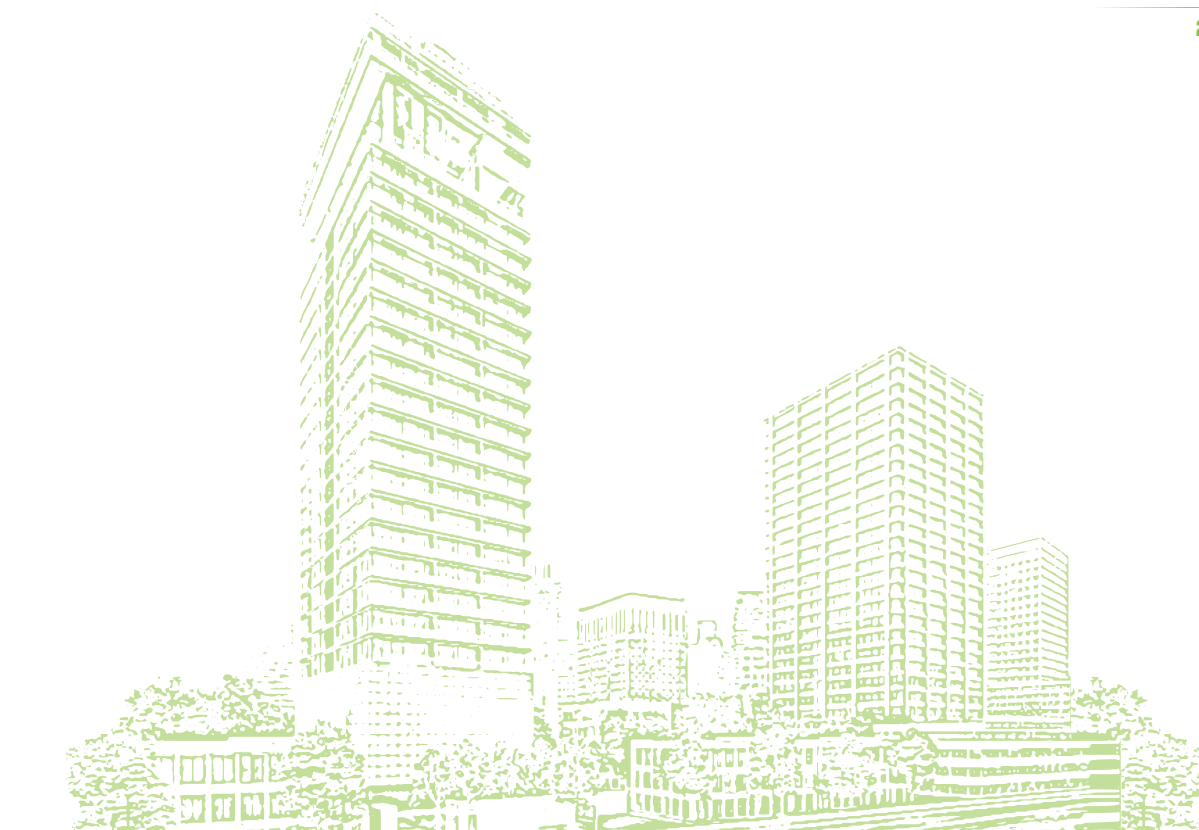
Management GmbH (the “Seller”), total purchase price is in the amount of EUR 24.7 million (or approximately Baht 890,489,340).

MAY

- On 23 May 2019, the Company formed a new subsidiary in Romania with the registered capital of RON 45,000 (or approximately THB 336,600) to be in line with the shareholding restructure plan of the Company’s subsidiaries which operated hotel business in Europe.
- On 24 May 2019, the Joint Venture of U City Public Company Limited, Amanresorts Services Limited and Silverlink Resorts Limited (the “Joint Venture”), and the Ministry of Finance have entered into (a) the Amendment to the Agreement in relation to the Joint Investment on Construction and Operation of Rong Pasee Roi Chak Sam Royal Land Development Project, Bangrak District, Bangkok dated 10 May 2005 and (b) the Memorandum to the Agreement in relation to the Joint Investment on Construction and Operation of Rong Pasee Roi Chak Sam Royal Land Development Project and the Lease Agreement for Royal Land located in Rong Pasee Roi Chak Sam, Bangrak District, Bangkok dated 10 May 2005 (the “Amendment Agreements”). The value of the Built-Transfer-Lease Building and the renovation of the Historic Building not less than Baht 1,040.57 million and Total Consideration for Land Use and Lease in the amount of Baht 1,659.34 million.

JUNE

- On 4 June 2019, VHG II received transfer of ordinary shares in 12 companies in Germany and Switzerland, as well as received rights of operating lease of 15



2020 KHUN by YOO

Designed by YOO & Philippe Starck

existing hotels (total number of room is 1,609 room keys) consist of hotels under (1) arcona brand, (2) arcona Living brand and (3) Steigenberger brand, which is located in Germany and Switzerland.

JULY

On 31 July 2019, VHG II received transfer of ordinary shares in 2 companies in Germany under the terms and conditions in the Share Sale and Purchase Agreement dated 30 April 2019 between VHG II and arcona Management GmbH. In this regard, VHG II received rights of operating lease of 2 existing hotels (total number of room is 183 room keys) consist of hotels under (1) arcona brand and (2) arcona Living brand, which is located in Germany. VHG II paid the share purchase price in the amount of EUR 4,213,788 (or approximately Baht 146,134,167.84) to arcona Management GmbH.

SEPTEMBER

On 20 September 2019, Vienna International Hotelmanagement AG ("VI") (which is a subsidiary in Austria in which the Company indirectly holds 100 percent of shares via Lombard Estate Holdings

Limited, which is a subsidiary in which the Company holds 100 percent of its total registered capital) has acquired 100 ordinary shares or equivalent to 100 percent of paid-up capital of Trebren Investments Sp.z o.o. ("Trebren Investments") from Vistra Shelf Companies Sp.z o.o. at a total purchase price of EUR 2,637.84 (or equivalent to Baht 89,838.50). In this regard, the purpose of Trebren Investments is to invest in leasehold rights to carry on hotel business in overseas.

NOVEMBER

On 11 November, the Company has registered the change of the paid-up capital which increased from the last exercise of the warrants No.1 (U-W1) on 6 November 2019 in the amount of 1,932.80 baht to the Department of Business Development, Ministry of Commerce. Resulting in the Company having paid-up capital changed from 29,933,734,790.40 baht to 29,933,736,723.20 baht. Total issued shares is 9,354,292,726 shares with par value of 3.20 baht per share, total registered capital of 44,900,151,132.80 baht.



1.3 MESSAGE FROM CHAIRMAN

We have the vision of U City as the leading real estate company in Thailand and the region. The Company has undergone transformative changes, both at home and abroad, and reborn as a global property portfolio manager engaged in a multitude of real estate sectors. We are expanding continuously by strengthening the hotel business networks, both in Europe and Asia. This laid the foundation for sustainable growth through striving of opportunity and risk diversification. It is the challenging long-term plan that involves businesses in many countries with specific rules and regulation, and a complex exchange rates environment. However, the Company did not give up but continue to carry out the plan relentlessly. The acquisition of hotels in Germany and Switzerland last year was demonstrated our commitment.

Another pride of U City for the year 2019 was the success of moving forward the development of the State property known as “Rong Phasi Roi Chak Sam”. It was a continuous effort of more than 14 years of the company to restore and transform this historical landmark into a luxury riverside hotel, with an aim to woo more upscale travelers while adding value for tourism.

The Unicorn Project, a mixed-use building with more than 120,000 sqm gross floor area, adjacent to Phayathai BTS Station and Airport Rail Link stations, continues as planned and will be opened and contribute income to U City by the year 2022. Verso International School, a joint venture between U City and the Hong Kong partner, will be up and run within this year.

Along with the intention to continuously generate returns, U City is committed to conducting business with responsibility to all stakeholders. We place great importance to environment, business ethics and good corporate governance. These components are an important part of making us growth sustainably.

In this eventful year, on behalf of the Board of Directors, I would like to extend my deep gratitude to our shareholders, business partners, financial institutions, government agencies, and all stakeholders, in supporting us, and having trust and confidence in me and U City. Also, I would like to thank our directors, management and staff for their dedication, professionalism, and of being a crucial part in the success of the Company.



MR. KEEREE KANJANAPAS

CHAIRMAN OF THE BOARD OF DIRECTORS



1.4 MESSAGE FROM THE CEO

In 2019 the company has successfully turned around after years of collective dedication. In addition to the operating profit, the company realized the capital gain from the sales of Mochit Land which resulted in the net profit of THB 1,800 million.

This big step is a result of the company's strategy to: (1) Expand hotel business with the asset-light strategy, through hotel management and operating lease. In 2019, the company acquired 19 operating lease hotels, mostly located in Germany. This enhances the Vienna House brand coverage. As a result, revenues from hospitality increased significantly. (2) Improve rent and efficiency of office space in Bangkok and London, (3) Develop high potential property with creativity and forward thinking vision to add long term value to the assets, i.e. the Verso International School, (4) Divest assets which is either fully valued or inconsistent with the company's strategy, such as the sales of Mo Chit land. The aforementioned strategy was received with great cooperation from the staff, management, and all relevant parties.

U City has currently 3 projects under development. Starting with the Custom House (Roi Chak Sam), a luxury hotel by the Chao Phraya river. The former Custom House is in a process of revitalizing with a close collaboration with the Fine Arts Department. The history of this building is researched further and is integrated into development concepts to reserve its legacy. The renovation is scheduled to be completed in 2025. The second project is THE UNICORN, a mixed-use development that designed to suit the lifestyle of the 21st century tenants. It is a combination of workspace, 5-star hotel and retail facilities. The project not only creates an ideal work environment but is also a source of inspiration and creativity. The location has ultimate accessibility via Airport Rail Link, BTS Phaya Thai Skytrain station and the future red line. The last but not least is Verso International School, which is the educational innovation with passionate learning designer team located at an stunning facilities. Verso is a result of extensive work and collaboration with Ideo, the originator of design thinking from California, USA. It aims to prepare the children to enjoy the rapid changes in the disrupted world. The school philosophy is to inspire the children to find oneself, to provide an individualized learning, promote curiosity and lifelong learning. Verso will equip kids with necessary skills to promote creativity, critical thinking, collaboration, communication and all relevant skills that will allow kids to develop to their full potentials. Verso is scheduled to open in August 2020.

The company also realizes in the disruption and how it might reshape the real estate industry. Last year, we focus on people development in reskill, unskill in both technical and soft skills in order to prepare people for the coming drastic changes. We continuously embed the core value and team building to ensure we bring out each strength to promote collaboration and provide safe space for creativity.

In 2020, the drastic changes and challenges appear in form of economic situation and COVID-19 pandemic, which have spread out unexpectedly. Our diversification to different business such as office and hotels support each other, which leaves less impact on our performance.

Finally, on behalf of the management team I would like to extend my appreciation to all shareholders, directors, business alliances, financial institutions, all customers and employees that have always been entrusted and supported the company as always.



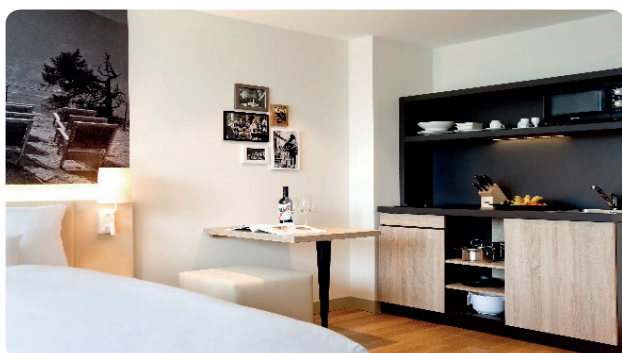
MS. PIYAPORN PHANACHET

DIRECTOR, EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER

1.5 ASSETS ACQUIRED DURING THE YEAR

May 2019

arcona Portfolio



Q2 2019

Completed Renovation of four

Vienna House hotels

Vienna House Easy Cracow



Vienna House Easy Bucharest



Vienna House Diplomat Prague



Vienna House Amber Baltic



May 2019

Roi Chak Sam project

(The Customs House)



June 2019

Office Building

at Noble Ploenchit



2 CORPORATE INFORMATION



Future Started Here

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- 2.8 Dividend Policy



2.1 BOARD OF DIRECTORS



3

2

1

4

1 MR. KEEREE KANJANAPAS

CHAIRMAN OF THE BOARD OF DIRECTORS

3 MR. CHAIWAT ATSAWINTARANGKUN

INDEPENDENT DIRECTOR, CHAIRMAN
OF THE NOMINATION AND REMUNERATION
COMMITTEE AND AUDIT COMMITTEE

2 MR. RUNGSON SRIWORASAT

INDEPENDENT DIRECTOR,
CHAIRMAN OF THE AUDIT COMMITTEE
AND NOMINATION
AND REMUNERATION COMMITTEE

4 MR. PLAKORN WANGLEE

INDEPENDENT DIRECTOR,
AUDIT COMMITTEE AND NOMINATION
AND REMUNERATION COMMITTEE



5

5 MR. SURAJIT GONGVATANA

DIRECTOR AND CHAIRMAN OF EXECUTIVE
DIRECTOR COMMITTEE

8

8 MS. PIYAPORN PHANACHET

DIRECTOR, EXECUTIVE DIRECTOR
AND CHIEF EXECUTIVE OFFICER

6

6 MR. KAVIN KANJANAPAS

DIRECTOR

7

7 MR. KONG CHI KEUNG

DIRECTOR

9

9 MR. SAYAM SIWARAPORNSKUL

DIRECTOR, EXECUTIVE DIRECTOR,
CHIEF LEGAL OFFICER
AND COMPANY SECRETARY

2.2 EXECUTIVE MANAGEMENT



3 — 2 — 4 — 1 — 5 — 6 — 7

1 MR. SURAJIT GONGVATANA

CHAIRMAN OF EXECUTIVE DIRECTOR COMMITTEE

2 MS. PIYAPORN PHANACHET

CHIEF EXECUTIVE OFFICER AND EXECUTIVE DIRECTOR

3 MS. SORAYA SATIANGOSET

CHIEF FINANCIAL OFFICER AND EXECUTIVE DIRECTOR

4 MR. VEERAPONG RODJANAWARODOM

CHIEF OPERATING OFFICER AND EXECUTIVE DIRECTOR

5 MR. SAYAM SIWARAPORNSKUL

CHIEF LEGAL OFFICER AND EXECUTIVE DIRECTOR

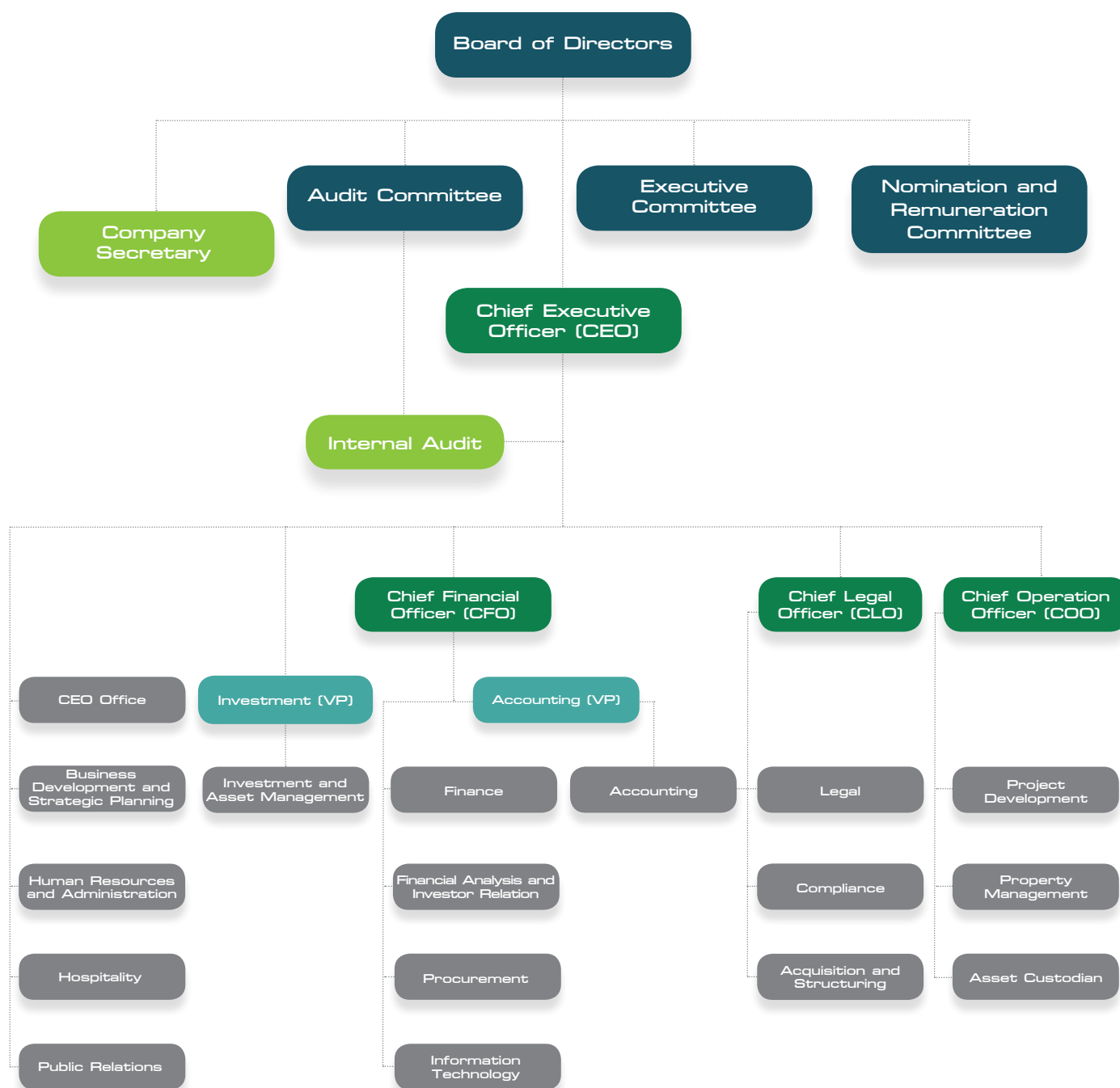
6 MS. NUTTAPUN GIRAMETHAKUL

VICE PRESIDENT, ACCOUNTING

7 MS. LAPIKA SASANAVIN

VICE PRESIDENT, INVESTMENT

2.3 ORGANISATION STRUCTURE



2.4 GENERAL INFORMATION OF THE COMPANY

| | |
|-----------------------------------|---|
| Company | U City Public Company Limited |
| Company Registration Number | 0107537000459 |
| Nature of Business | Real estate development for rent, service and sale |
| Head Office | 21 TST Tower Soi Choeiphuang, Viphavadi-Rangsit Rd. Chomphon Sub-district, Chatuchak District, Bangkok, 10900, Thailand |
| Telephone | +66-2273-8838 |
| Fax | +66-2273-8858 |
| Website | www.ucity.co.th |
| Registered Capital | THB 44,900,151,132.80 |
| Paid-up Registered Capital | THB 29,933,736,723.20 |
| Number of Issued Shares | 9,354,292,726 Shares |
| Number of Issued Ordinary Shares | 5,613,717,564 Shares |
| Number of Issued Preferred Shares | 3,740,575,162 Shares |
| Par Value | THB 3.20 per share |
| The Other Securities | Warrants (U-W3) - Totalling 45,133,272,059 units Warrants (U-W4) - Totalling 141,895,485,954 units |

Auditors of the Company for Financial Statement Year 2019

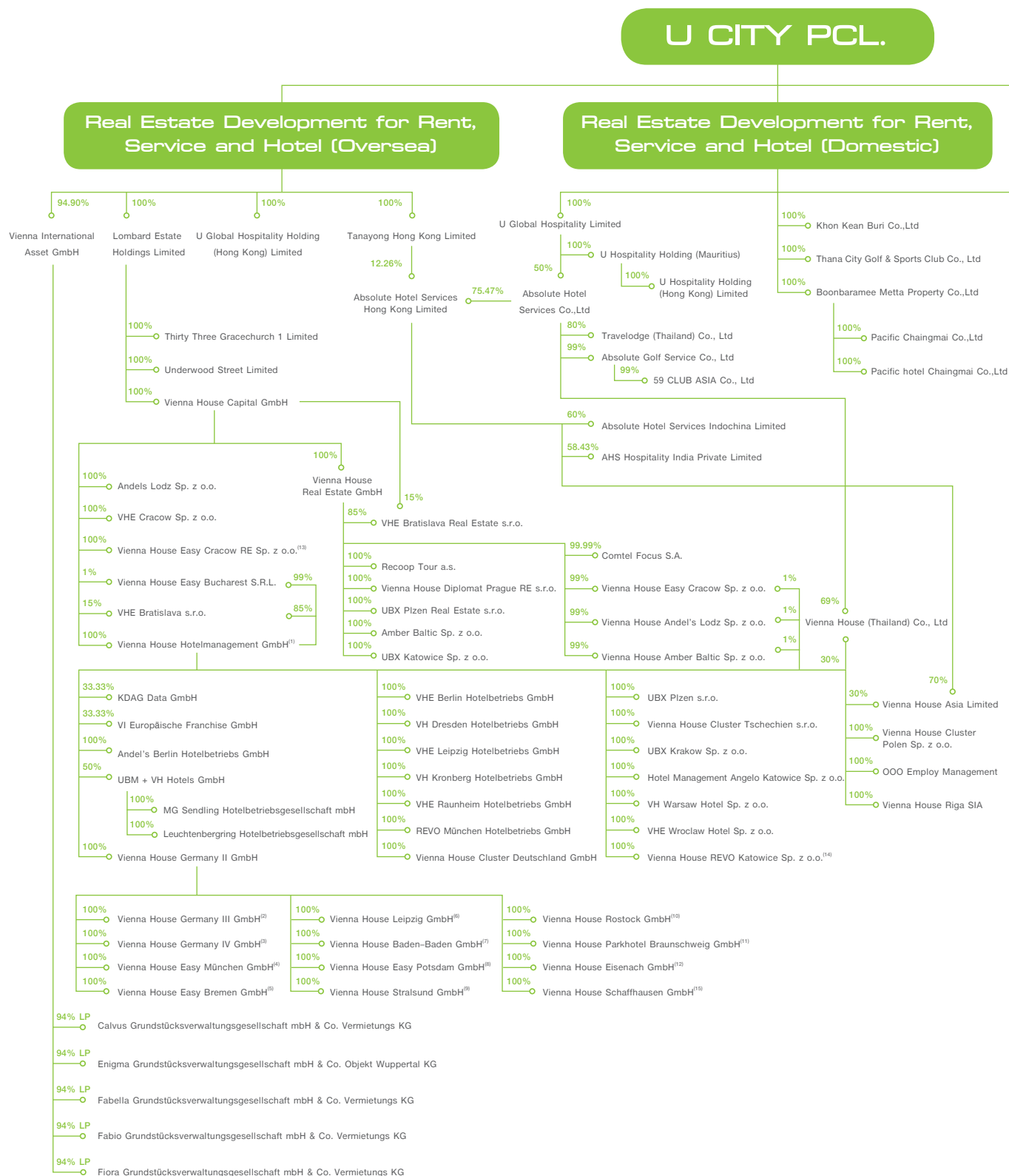
| | |
|-----------------|--|
| Auditors' Names | Ms.Siraporn Ouaanunkun, Certified Public Account No. 3844 and/or Mrs.Chonlaros Suntiasvaraporn, Certified Public Account No. 4523 and/or Mr.Chatchai Kasemsrithanawat, Certified Public Account No. 5813 |
| Office Name | E Y Office Company Limited |
| Location | 33 rd Fl, Lake Rajada Office Complex, 193/136-137 Rajadapisek Rd, Klongtoey District, Bangkok, 10110, Thailand |
| Telephone | +66-2264-0777 |
| Fax | +66-2264-0789-90 |

Legal Advisor for Year 2019

| | |
|-------------|--|
| Office Name | The Capital Law Office Limited |
| Location | 44 Smooth Life Tower 18 th Fl, North Sathorn Rd, Silom, Bangrak Bangkok, 10500, Thailand |
| Telephone | +66-2633-9088 |
| Fax | +66-2633-9089 |



2.5 CORPORATE STRUCTURE





Remark:

⁽¹⁾ Vienna House Hotelmanagement GmbH = Former name Vienna International Hotelmanagement AG

⁽²⁾ Vienna House Germany III GmbH = Former name arcona Hotel GmbH

⁽³⁾ Vienna House Germany IV GmbH = Former name arcona 22 Hotelbetriebsgesellschaft mbH

⁽⁴⁾ Vienna House Easy München GmbH = Former name arcona LIVING GmbH

⁽⁵⁾ Vienna House Easy Bremen GmbH = Former name arcona 21. Hotelbetriebsgesellschaft mbH

⁽⁶⁾ Vienna House Leipzig GmbH = Former name arcona Bach 14 GmbH

⁽⁷⁾ Vienna House Baden-Baden GmbH = Former name AH Hotelbetriebsgesellschaft mbH

⁽⁸⁾ Vienna House Easy Potsdam GmbH = Former name arcona 12. Hotelbetriebsgesellschaft mbH

⁽⁹⁾ Vienna House Stralsund GmbH = Former name arcona Hotel Baltic GmbH

⁽¹⁰⁾ Vienna House Rostock GmbH = Former name arcona Hotel Sonne GmbH

⁽¹¹⁾ Vienna House Parkhotel Braunschweig GmbH = Former name arcona 15. Hotelbetriebsgesellschaft mbH

⁽¹²⁾ Vienna House Eisenach GmbH = Former name arcona Hotel Thüringer Hof GmbH

⁽¹³⁾ Vienna House Easy Cracow RE Sp. z o.o. = Former name VHE Cracow Sp. z o.o. SKA

⁽¹⁴⁾ Vienna House REVO Katowice Sp. z o.o. = Former name Trebren Investments Sp. z o.o.

⁽¹⁵⁾ Vienna House Schaffhausen GmbH = Former name arcona Living Schaffhausen GmbH

⁽¹⁶⁾ Ratchada Alliance Co., Ltd = Former name BTS Sansiri Holding Eighteen

LP = Limited Partnership

General Information of Companies in which the Company holds more than 10% as of 31 December 2019

1) Subsidiaries Engaging in Real Estate Development for Rent, Service and Hotel Business

(a) Real Estate Development for Rent, Service and Hotel (Overseas)

| No. | Company | Business Type | Address | Shareholding of the Company (%) | Paid-up Capital | Registered Capital | Issued Shares (Shares) | Type of Shares |
|-----|---|--|---|---------------------------------|-----------------------------------|-----------------------------------|------------------------|----------------|
| 1 | Lombard Estate Holdings Limited ("LEH") | Securities Investment, Property Management and Consulting Services | 8 th Floor, Chung Nam House, 59 Des Voeux Road Central Hong Kong | 100.00 | GBP 76,500,001 and EUR 27,400,000 | GBP 76,500,001 and EUR 27,400,000 | 103,900,001 | Ordinary Share |
| 2 | U Hospitality Holding (Hong Kong) Limited ("UHH HK") | Securities Investment, Property Management and Consulting Services | 8 th Floor, Chung Nam House, 59 Des Voeux Road Central Hong Kong | 100.00 (Hold by UHH MAU) | HKD 10,000 | HKD 10,000 | 10,000 | Ordinary Share |
| 3 | U Global Hospitality Holding (Hong Kong) Limited ("UGH HK") | Securities Investment | 8 th Floor, Chung Nam House, 59 Des Voeux Road Central Hong Kong | 100.00 | HKD 1,610,000 | HKD 1,610,000 | 1,610,000 | Ordinary Share |
| 4 | U Hospitality Holding (Mauritius) ("UHH MAU") | Securities Investment | Ocorian Corporate Services (Mauritius) Limited, 6 th Floor, Tower A, 1 CyberCity, Ebene, Mauritius | 100.00 (Hold by UGH) | EUR 50,000 | EUR 50,000 | 50,000 | Ordinary Share |
| 5 | Thirty Three Gracechurch 1 Limited ("TTG1") | Property Owner and Office Rental Business | 26 New Street, St. Helier, Jersey, JE2 3RA, Jersey Tel. +44 (0)1534 507000 Fax. +44 (0)1534 507001 | 100.00 (Hold by LEH) | GBP 15,140,001 | GBP 15,150,000 | 15,140,001 | Ordinary Share |
| 6 | Underwood Street Limited ("Underwood") | Office Rental Business | 26 New Street, St. Helier, Jersey, JE2 3RA, Jersey Tel. +44 (0)1534 507000 Fax. +44 (0)1534 507001 | 100.00 (Hold by LEH) | GBP 3,300,001 | GBP 3,300,001 | 3,300,001 | Ordinary Share |
| 7 | Vienna House Capital GmbH ("VHC") | Securities Investment | Dresdner Straße 87, 1200 Vienna, Austria Tel. +43 1333 73 73-0 Fax.+43 1333 73 73-13 | 100.00 (Hold by LEH) | EUR 35,000 | EUR 35,000 | — | Ordinary Share |
| 8 | Vienna House Real Estate GmbH ("VHRE") | Securities Investment | Dresdner Straße 87, 1200 Vienna, Austria Tel. +43 1333 73 73-0 Fax.+43 1333 73 73-13 | 100.00 (Hold by VHC) | EUR 17,500 | EUR 35,000 | — | Ordinary Share |

| No. | Company | Business Type | Address | Shareholding of the Company (%) | Paid-up Capital | Registered Capital | Issued Shares (Shares) | Type of Shares |
|-----|---|--|--|--|------------------|--------------------|------------------------|----------------|
| 9 | Vienna House Hotelmanagement GmbH ("VHHM") ¹ | Hotel Management Services | Dresdner Straße 87, 1200 Vienna, Austria Tel.+43 1333 73 73-0 Fax.+43 1333 73 73-13 | 100.00 (Hold by VHC) | EUR 4,398,750 | EUR 4,398,750 | 29,325 | Ordinary Share |
| 10 | Andel's Berlin Hotelbetriebs GmbH | Property Owner and Hotel Business | Landsberger Allee 106, 10369 Berlin, Germany Tel.+49 30 453 053 2000 Fax. +49 30 453 053 2099 | 100.00 (Hold by VHHM) | EUR 25,000 | EUR 25,000 | 25,000 | Ordinary Share |
| 11 | VHE Berlin Hotelbetriebs GmbH | Property Owner and Hotel Business | Landsberger Allee 106, 10369 Berlin, Germany Tel.+49 30 666 4440 Fax. +49 30 666 444 999 | 100.00 (Hold by VHHM) | EUR 25,000 | EUR 25,000 | 25,000 | Ordinary Share |
| 12 | VH Dresde Hotelbetriebs GmbH | Property Owner and Hotel Business | Landsberger Allee 106, 10369 Berlin, Germany Tel. +49 351 563 3090 Fax. +49 351 563 309911 | 100.00 (Hold by VHHM) | EUR 25,000 | EUR 25,000 | 25,000 | Ordinary Share |
| 13 | VHE Leipzig Hotelbetriebs GmbH | Property Owner and Hotel Business | Goethestraße 11, 04109 Leipzig, Germany Tel. +49 341 991 5390 | 100.00 (Hold by VHHM) | EUR 25,000 | EUR 25,000 | 25,000 | Ordinary Share |
| 14 | VH Kronberg Hotelbetriebs GmbH | Property Owner and Hotel Business | Bahnhofstraße 38, 61476 Kronberg im Taunus, Germany | 100.00 (Hold by VHHM) | EUR 25,000 | EUR 25,000 | 25,000 | Ordinary Share |
| 15 | VHE Raunheim Hotelbetriebs GmbH | Property Owner and Hotel Business | Hermann & Kollegen Rechtsanwälte PartG mbH-Herr RA Dr. Wolfgang Hermann- Maximilianstraße 2, 80539 Munich, Germany | 100.00 (Hold by VHHM) | EUR 25,000 | EUR 25,000 | 25,000 | Ordinary Share |
| 16 | REVO München Hotelbetriebs GmbH | Property Owner and Hotel Business | Hermann & Kollegen Rechtsanwälte PartG mbH, Maximilianstr. 2, 80539 Munich, Germany | 100.00 (Hold by VHHM) | EUR 25,000 | EUR 25,000 | 25,000 | Ordinary Share |
| 17 | UBM + VH Hotels GmbH | Hotel Management Services | Albert-Roßhaupter Straße 43, 81369 Munich, Germany | 50.00 (Hold by VHHM) (The other 50.00% hold by UBM hotels Management GmbH) | EUR 4,700,000 | EUR 4,700,000 | 4,700,000 | Ordinary Share |
| 18 | Vienna International Asset GmbH ("VI Asset") | Securities Investment and Hotel Business | Leuchtenbergring 20 Angelo Designhotel München, 81677 Munich, Germany Tel. +43 1 333 73 73-0 Fax. +43 1 333 73 73-13 | 94.90 (The other 5.10% hold by Asia Hong Kong Engineering Limited) | EUR 25,000 | EUR 25,000 | 25,000 | Ordinary Share |

| No. | Company | Business Type | Address | Shareholding of the Company (%) | Paid-up Capital | Registered Capital | Issued Shares (Shares) | Type of Shares |
|-----|--|--|--|--|-----------------|--------------------|------------------------|----------------|
| 19 | Calvus Grundstücksverwaltungs-gesellschaft mbH & Co. Vermietungs KG | Property Owner | Emy-Roeder-Straße 2, 55129 Mainz, Germany Tel. +43 1 333 73 73-0 Fax. +43 1 333 73 73-13 | 94.00 (Hold by VI Asset as a limited partner) (The other 6.00% hold by Calvus Grundstücksverwaltungs-gesellschaft mbH as a general partner) | EUR 5,000 | EUR 5,000 | — | Ordinary Share |
| 20 | Enigma Grundstücksverwaltungs-gesellschaft mbH & Co. Objekt Wuppertal KG | Property Owner | Emy-Roeder-Straße 2, 55129 Mainz, Germany Tel. +43 1 333 73 73-0 Fax. +43 1 333 73 73-13 | 94.00 (Hold by VI Asset as a limited partner) (The other 6.00% Hold by Enigma Grundstücksverwaltungs-gesellschaft mbH as a general partner) | EUR 5,000 | EUR 5,000 | — | Ordinary Share |
| 21 | Fabella Grundstücksverwaltungs-gesellschaft mbH & Co. Vermietungs KG | Property Owner | Emy-Roeder-Straße 2, 55129 Mainz, Germany Tel. +43 1 333 73 73-0 Fax. +43 1 333 73 73-13 | 94.00 (Hold by VI Asset as a limited partner) (The other 6.00% hold by Fabella Grundstücksverwaltungs-gesellschaft mbH as a general partner) | EUR 5,000 | EUR 5,000 | — | Ordinary Share |
| 22 | Fabio Grundstücksverwaltungs-gesellschaft mbH & Co. Vermietungs KG | Property Owner | Emy-Roeder-Straße 2, 55129 Mainz, Germany Tel. +43 1 333 73 73-0 Fax. +43 1 333 73 73-13 | 94.00 (Hold by VI Asset as a limited partner) (The other 6.00% hold by Fabio Grundstücksverwaltungs-gesellschaft mbH as a general partner) | EUR 5,000 | EUR 5,000 | — | Ordinary Share |
| 23 | Fiora Grundstücksverwaltungs-gesellschaft mbH & Co. Vermietungs KG | Property Owner | Emy-Roeder-Straße 2, 55129 Mainz, Germany Tel. +43 1 333 73 73-0 Fax. +43 1 333 73 73-13 | 94.00 (Hold by VI Asset as a limited partner) (The other 6.00% hold by Fiora Grundstücksverwaltungs-gesellschaft mbH as a general partner) | EUR 5,000 | EUR 5,000 | — | Ordinary Share |
| 24 | Vienna House Germany II GmbH ("VHG II") | Securities Investment, Property Owner and Hotel Business | Steinstraße 9, 18055 Rostock, Germany | 100.00 (Hold by VHMM) | EUR 25,000 | EUR 25,000 | 25,000 | Ordinary Share |
| 25 | Vienna House Germany III GmbH ² | Property Owner and Hotel Business | Steinstraße 9, 18055 Rostock, Germany | 100.00 (Hold by VHG II) | EUR 25,000 | EUR 25,000 | 1 | Ordinary Share |
| 26 | Vienna House Germany IV GmbH ³ | Property Owner and Hotel Business | Steinstraße 9, 18055 Rostock, Germany | 100.00 (Hold by VHG II) | EUR 25,000 | EUR 25,000 | 1 | Ordinary Share |

| No. | Company | Business Type | Address | Shareholding of the Company (%) | Paid-up Capital | Registered Capital | Issued Shares (Shares) | Type of Shares |
|-----|--|---|--|---------------------------------|-----------------|--------------------|------------------------|----------------|
| 27 | Vienna House Easy München GmbH ⁴ | Property Owner and Hotel Business | Steinstraße 9, 18055 Rostock, Germany | 100.00 (Hold by VHG II) | EUR 25,000 | EUR 25,000 | 1 | Ordinary Share |
| 28 | Vienna House Easy Bremen GmbH ⁵ | Property Owner and Hotel Business | Steinstraße 9, 18055 Rostock, Germany | 100.00 (Hold by VHG II) | EUR 25,000 | EUR 25,000 | 1 | Ordinary Share |
| 29 | Vienna House Leipzig GmbH ⁶ | Property Owner and Hotel Business | Steinstraße 9, 18055 Rostock, Germany | 100.00 (Hold by VHG II) | EUR 25,000 | EUR 25,000 | 1 | Ordinary Share |
| 30 | Vienna House Baden-Baden GmbH ⁷ | Property Owner and Hotel Business | Steinstraße 9, 18055 Rostock, Germany | 100.00 (Hold by VHG II) | EUR 25,000 | EUR 25,000 | 4 | Ordinary Share |
| 31 | Vienna House Easy Potsdam GmbH ⁸ | Property Owner and Hotel Business | Steinstraße 9, 18055 Rostock, Germany | 100.00 (Hold by VHG II) | EUR 25,000 | EUR 25,000 | 1 | Ordinary Share |
| 32 | Vienna House Stralsund GmbH ⁹ | Property Owner and Hotel Business | Steinstraße 9, 18055 Rostock, Germany | 100.00 (Hold by VHG II) | EUR 25,000 | EUR 25,000 | 2 | Ordinary Share |
| 33 | Vienna House Rostock GmbH ¹⁰ | Property Owner and Hotel Business | Steinstraße 9, 18055 Rostock, Germany | 100.00 (Hold by VHG II) | EUR 25,000 | EUR 25,000 | 3 | Ordinary Share |
| 34 | Vienna House Parkhotel Braunschweig GmbH ¹¹ | Property Owner and Hotel Business | Steinstraße 9, 18055 Rostock, Germany | 100.00 (Hold by VHG II) | EUR 25,000 | EUR 25,000 | 1 | Ordinary Share |
| 35 | Vienna House Eisenach GmbH ¹² | Property Owner and Hotel Business | Steinstraße 9, 18055 Rostock, Germany | 100.00 (Hold by VHG II) | EUR 25,000 | EUR 25,000 | 2 | Ordinary Share |
| 36 | Vienna House Cluster Deutschland GmbH | Business related to Hotel Management Services | Leuchtenbergring 20, Holiday Inn Munich-Leuchtenbergring, 81677 Munich, Germany Tel. +43 1 333 73 73-0 Fax. +43 1 333 73 73-13 | 100.00 (Hold by VHHM) | EUR 25,000 | EUR 25,000 | 1 | Ordinary Share |
| 37 | Recoop Tour a.s. | Hotel Business | Evropská 370/15, Dejvice, 160 00 Praha 6, Czech Republic Tel. +420 296 559 111 Fax. +420 296 559 207 | 100.00 (Hold by VHRE) | CZK 2,000,000 | CZK 2,000,000 | 160 | Ordinary Share |
| 38 | Vienna House Diplomat Prague RE s.r.o. | Property Owner | Evropská 370/15, Dejvice, 160 00 Praha 6, Czech Republic | 100.00 (Hold by VHRE) | CZK 200,000 | CZK 200,000 | – | Ordinary Share |

| No. | Company | Business Type | Address | Shareholding of the Company (%) | Paid-up Capital | Registered Capital | Issued Shares (Shares) | Type of Shares |
|-----|--|---|--|---------------------------------|-----------------|--------------------|------------------------|----------------|
| 39 | UBX Plzen s.r.o. | Hotel Business | U Prazdroje 2720/6, Východní Předměstí, 301 00 Plzen, Czech Republic Tel. +420 378 016 111 Fax. +420 378 016 016 | 100.00 (Hold by VHHM) | CZK 200,000 | CZK 200,000 | – | Ordinary Share |
| 40 | UBX Plzen Real Estate s.r.o. | Property Owner | U Prazdroje 2720/6, Východní Předměstí, 301 00 Plzen, Czech Republic Tel. +420 378 016 111 Fax. +420 378 016 016 | 100.00 (Hold by VHRE) | CZK 200,000 | CZK 200,000 | – | Ordinary Share |
| 41 | Vienna House Cluster Tschechien s.r.o. | Business related to Hotel Management Services | Praha 6-Dejvice, Evropská 370/15, PSC 16041, Czech Republic Tel.+420 2963530 Fax.+420 296353488 | 100.00 (Hold by VHHM) | CZK 200,000 | CZK 200,000 | – | Ordinary Share |
| 42 | Amber Baltic Sp. z o.o. | Property Owner and Hotel Business | ul. Promenada Gwiazd, nr 1, 72-500, Miedzzydroje, Poland Tel. +48 91 3228 760 Fax. +48 91 328 1022 | 100.00 (Hold by VHRE) | PLN 38,325,000 | PLN 38,325,000 | 76,650 | Ordinary Share |
| 43 | Andels Lodz Sp. z o.o. | Property Owner and Hotel Business | ul. Ogrodowa, nr 17, 91-065, Lodz, Poland Tel. +48 4227 91000 Fax. +48 4227 91001 | 100.00 (Hold by VHC) | PLN 5,208,000 | PLN 5,208,000 | 5,208 | Ordinary Share |
| 44 | UBX Krakow Sp. z o.o. | Property Owner and Hotel Business | ul. Pawia, nr 3, 31-154, Krakow, Poland Tel. +48 12 6600100 Fax. +48 12 6600001 | 100.00 (Hold by VHHM) | PLN 50,000 | PLN 50,000 | 50 | Ordinary Share |
| 45 | UBX Katowice Sp. z o.o. | Property Owner | ul. Sokolska, nr 24, 40-086, Katowice, Poland Tel. +48 3278 38100 Fax. +48 3278 38103 | 100.00 (Hold by VHRE) | PLN 50,000 | PLN 50,000 | 50 | Ordinary Share |
| 46 | Hotel Management Angelo Katowice Sp. z o.o. | Hotel Business | ul. Sokolska, nr 24, 40-086, Katowice, Poland Tel. +48 3278 38100 Fax. +48 3278 38103 | 100.00 (Hold by VHHM) | PLN 202,400 | PLN 202,400 | 4,048 | Ordinary Share |
| 47 | Vienna House Easy Cracow RE Sp. z o.o. ¹³ | Property Owner and Hotel Business | ul. Przy Rondzie, nr 2, 31-547, Krakow, Poland Tel. +48 12299 0000 Fax. +48 12299 0001 | 100.00 (Hold by VHC) | PLN 11,224,300 | PLN 11,224,300 | 224,470 | Ordinary Share |
| 48 | VH Warsaw Hotel Sp. z o.o. | Property Owner and Hotel Business | ul. Postępu 4, 02-676 Warsaw, Poland | 100.00 (Hold by VHHM) | PLN 5,000 | PLN 5,000 | 100 | Ordinary Share |
| 49 | VHE Wroclaw Hotel Sp. z o.o. | Property Owner and Hotel Business | ul. Grabarska, nr 1, 50-079 Wroclaw, Kod, Warsaw, Poland | 100.00 (Hold by VHHM) | PLN 5,000 | PLN 5,000 | 100 | Ordinary Share |

| No. | Company | Business Type | Address | Shareholding of the Company (%) | Paid-up Capital | Registered Capital | Issued Shares (Shares) | Type of Shares |
|-----|---|---|---|--|-----------------|--------------------|------------------------|----------------|
| 50 | Vienna House REVO Katowice Sp. z o.o. ¹⁴ | Hotel Business | ul. Sokolska, nr 24, Katowice, kod 40-086, Katowice, Poland | 100.00 (Hold by VHHM) | PLN 5,000 | PLN 5,000 | 100 | Ordinary Share |
| 51 | Vienna House Cluster Polen Sp. z o.o. | Business related to Hotel Management Services | ul. Aleje jerozolimskie, nr 65/79, lok., 00-697 Warsaw, Poland Tel. +43 1 333 73 73-0 Fax. +43 1 333 73 73-13 | 100.00 (Hold by VHHM) | PLN 40,000 | PLN 40,000 | 400 | Ordinary Share |
| 52 | Comtel Focus S.A. | Property Owner and Hotel Business | Calea BUCURESTILOR, nr. 283, 075100 Otopeni city, Ilfov County, Romania Tel. +40 21 2036500 Fax. +40 21 2036510 | 99.99 (Hold by VHRE) (The other 0.0025% hold by SC.Nur Focus Adventing Products Ltd. and 0.000814% hold by SC.Com Euro Tel Holding B.V and 0.000058% hold by Mr. Benjamin Kirstain) | RON 42,703,016 | RON 42,703,016 | 111,788,000 | Ordinary Share |
| 53 | VHE Bratislava s.r.o. | Hotel Business | Galvaniho 28 821 04, Bratislava, Slovakia Tel.+421 232299100 Fax.+421 232299530 | 100.00 (Hold by VHHM) | EUR 6,638.78 | EUR 6,638.78 | – | Ordinary Share |
| 54 | VHE Bratislava Real Estate s.r.o. | Property Owner | Galvaniho 28 821 04, Bratislava, Slovakia Tel.+421 232299100 Fax.+421 232299530 | 100.00 (Hold by VHRE 85.00% and hold by VHC 15.00%) | EUR 5,000 | EUR 5,000 | 2 | Ordinary Share |
| 55 | OOO Employ Management | Business related to Hotel Management Services | 2A, 2. Ulitsa Maryinoy Roschi, 129594, Moscow, Russia Tel.+7 495 646 2077 | 100.00 (Hold by VHHM) | RUB 231,948 | RUB 231,948 | – | Ordinary Share |
| 56 | Vienna House Schaffhausen GmbH ¹⁵ | Property Owner and Hotel Business | Bleicheplatz 1, 8200 Schaffhausen, Switzerland | 100.00 (Hold by VHG II) | CHF 50,000 | CHF 50,000 | 50 | Ordinary Share |
| 57 | Tanayong Hongkong Limited) | Securities Investment | 11 th Floor, Malahan Centre, 10-12 Stanley Street Central, Hong Kong | 100.00 | HKD 10,000 | HKD 10,000 | 10,000 | Ordinary Share |
| 58 | Absolute Hotel Services Hong Kong Limited | Hotel Management Services | Flat/RM 908 Dominion Centre, 43-59 Queen's Road East, Wanchai, Hong Kong | 87.73 (75.47% hold by Absolute Hotel Services Co.,Ltd. and 12.26% hold by Tanayong Hongkong Limited) (The other 9.82% Hold by Mr. Jonathan Maxwell Wigley and 2.45% hold by Mr. John Mark Westoby) | HKD 6,930,687 | HKD 6,930,687 | 6,930,687 | Ordinary Share |
| 59 | Vienna House Asia Limited | Hotel Management Services | Suite D, 16/F., On Hing Bldg., 1-9 On Hing Terrace, Central, Hong Kong | 100.00 (30.00% hold by VHHM and 70.00% hold by Absolute Hotel Services Hong Kong Limited) | HKD 156,000 | HKD 156,000 | 156,000 | Ordinary Share |

| No. | Company | Business Type | Address | Shareholding of the Company (%) | Paid-up Capital | Registered Capital | Issued Shares (Shares) | Type of Shares |
|-----|---|---------------------------|---|---|-----------------|--------------------|------------------------|----------------|
| 60 | Absolute Hotel Services Indochina Limited | Hotel Management Services | Flat/RM 908 Dominion Centre, 43-59 Queen's Road East, Wanchai, Hong Kong | 60.00 (Hold by Absolute Hotel Hong Kong Limited) (The other 40.00% hold by Phany Hotel & Restaurants Service Co., Ltd.) | HKD 780,000 | HKD 780,000 | 780,000 | Ordinary Share |
| 61 | AHS Hospitality India Private Limited | Hotel Management Services | 309, Atlanta Estate, Dr. Ambedkar Chowk, Off. W.E. Highway, Goregaon (East), Mumbai 400 063 India | 58.43 (Hold by Absolute Hotel Hong Kong Limited) (The other 20.00% hold by Mr. Sameer Dharkar & Family and 20.00% hold by Mr. Subodh Dharkar and 1.57% hold by Mr. Jonathan Maxwell Wigley) | INR 43,052,400 | INR 45,000,000 | 4,305,240 | Ordinary Share |

Remark:

- On 3 October 2019, Vienna International Hotelmanagement AG changed its name to Vienna House Hotelmanagement GmbH
- On 26 November 2019, arcona Hotel GmbH changed its name to Vienna House Germany III GmbH
- On 31 July 2019, arcona 22 Hotelbetriebsgesellschaft mbH changed its name to Vienna House Germany IV GmbH
- On 1 August 2019, arcona LIVING GmbH changed its name to Vienna House Easy München GmbH
- On 9 August 2019, arcona 21. Hotelbetriebsgesellschaft mbH changed its name to Vienna House Easy Bremen GmbH
- On 26 August 2019, arcona Bach 14 GmbH changed its name to Vienna House Leipzig GmbH
- On 7 November 2019, AH Hotelbetriebsgesellschaft mbH changed its name to Vienna House Baden–Baden GmbH
- On 26 November 2019, arcona 12. Hotelbetriebsgesellschaft mbH changed its name to Vienna House Easy Potsdam GmbH
- On 2 December 2019, arcona Hotel Baltic GmbH changed its name to Vienna House Stralsund GmbH
- On 2 December 2019, arcona Hotel Sonne GmbH changed its name to Vienna House Rostock GmbH arcona
- On 8 January 2019, arcona 15 Hotelbetriebsgesellschaft mbH changed its name to Vienna House Parkhotel Braunschweig GmbH
- On 3 January 2019, arcona Hotel Thüringer Hof GmbH changed its name to Vienna House Eisenach GmbH
- On 2 December 2019, VHE Cracow Sp. z o.o. SKA changed its name to Vienna House Easy Cracow RE Sp. z o.o.
- On 7 January 2019, Trebren Investments Sp. z o.o. changed its name to Vienna House REVO Katowice Sp. z o.o.
- On 12 August 2019, arcona Living Schaffhausen GmbH changed its name to Vienna House Schaffhausen GmbH

(b) Real Estate Development for Rent, Service and Hotel (Domestic)

| No. | Company | Business Type | Address | Shareholding of the Company (%) | Paid-up Capital (THB) | Registered Capital (THB) | Issued Shares (Shares) | Type of Shares |
|-----|---|--|---|---|-----------------------|--------------------------|------------------------|----------------|
| 1 | Khon Kean Buri Company Limited ¹ | Hotel Business | 999 Moo 4 Prachasamosorn Road, Tambon Nai Mueang, Amphoe Mueang Khon Kean, Khon Kean Tel. 043-209-888 Fax. 043-209-889 | 100.00 | 800,000,000 | 800,000,000 | 8,000,000 | Ordinary Share |
| 2 | Boonbaramee Metta Property Company Limited ¹ | Investment in Hotel and Real Estate Development Business | 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | 100.00 | 700,000,000 | 700,000,000 | 7,000,000 | Ordinary Share |
| 3 | Pacific Chiangmai Company Limited ¹ | Land Owner and Real Estate Development Business | 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | 100.00 (Hold by Boonbaramee Metta Property Company Limited) | 200,000,000 | 200,000,000 | 2,000,000 | Ordinary Share |
| 4 | Pacific Hotel Chiangmai Company Limited ¹ | Hotel Business | 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | 100.00 (Hold by Boonbaramee Metta Property Company Limited) | 600,000,000 | 600,000,000 | 6,000,000 | Ordinary Share |
| 5 | Keystone Estate Co.,Ltd. | Land Owner and Real Estate Development Business | 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | 50.00 (The other 49.00% hold by Gold Diamond Holding Limited and 1.00% hold by Mr. Prasert Arayakarnkul) | 1,874,000,000 | 1,874,000,000 | 18,740,000 | Ordinary Share |
| 6 | Kamkoong Property Company Limited | Hotel and Real Estate Development Business | 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | 100.00 | 1,100,000,000 | 1,100,000,000 | 11,000,000 | Ordinary Share |
| 7 | Unison One Co., Ltd | Office Building Rental | 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | 100.00 | 340,000,000 | 340,000,000 | 3,400,000 | Ordinary Share |

| No. | Company | Business Type | Address | Shareholding of the Company (%) | Paid-up Capital (THB) | Registered Capital (THB) | Issued Shares (Shares) | Type of Shares |
|-----|---|--|---|---|-----------------------|--------------------------|------------------------|--|
| 8 | Tanayong Property Management Co., Ltd | Property Management | 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | 100.00 | 1,000,000 | 1,000,000 | 10,000 | Ordinary Share |
| 9 | Thana City Golf and Sports Club Co., Ltd. | Golf Course and Sports Club Management | 100-100/1 Moo 4 KM. 14, Bangna-Trad Rd., Bang Chalong, Bang Phli, Samut Prakan Tel. 0-2336-2968-72 Fax. 0-2336-2980 | 100.00 | 20,000,000 | 20,000,000 | 200,000 | Ordinary Share |
| 10 | Absolute Hotel Services Co., Ltd. | Hotel Management Services | 1091/343, 4 th Floor, New Petchburi Road, Makkasan, Ratchathewi, Bangkok Tel. 0-2255-9247 Fax. 02-255-9248 | 50.00 (Hold by U Global Hospitality Co.,Ltd.) (The other 35.00% hold by Mr. Jonathan Maxwell Wigley and 5.00% hold by Mr. John Mark Westoby and 5.00% hold by Mrs. Thitiya Westoby and 5.00% hold by Ms. Nopparat Pongwattanakulsiri) | 8,000,000 | 25,000,000 | 2,500,000 | Ordinary Share |
| 11 | Travelodge (Thailand) Co., Ltd. | Hotel Management and Development | 1091/343, 4 th Floor, New Petchburi Road, Makkasan, Ratchathewi, Bangkok Tel. 0-2255-9247 Fax. 02-255-9248 | 80.00 (Hold by Absolute Hotel Services Co.,Ltd) (The other 20.00% hold by Travelodge Hotel (Asia) Limited) | 500,000 | 2,000,000 | 400,000 | Ordinary Share |
| 12 | Absolute Golf Services Co., Ltd. | Golf and Sport Club Management Service | 1091/343, 4 th Floor, New Petchburi Road, Makkasan, Ratchathewi, Bangkok Tel. 0-2255-9247 Fax. 02-255-9248 | 99.00 (Hold by Absolute Hotel Services Co.,Ltd) (The other 0.9995% hold by Mr. Jonathan Maxwell Wigley and 0.0005% hold by Ms. Nopparat Pongwattanakulsiri) | 4,000,000 | 4,000,000 | 200,000 | - Ordinary share 98,800 shares - Preferred share 102,000 shares |
| 13 | EGS Assets Co., Ltd. | Hotel Business | 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | 100.00 | 2,200,000,000 | 2,200,000,000 | 22,000,000 | Ordinary Share |

| No. | Company | Business Type | Address | Shareholding of the Company (%) | Paid-up Capital (THB) | Registered Capital (THB) | Issued Shares (Shares) | Type of Shares |
|-----|-----------------------------------|-----------------------|---|---|-----------------------|--------------------------|------------------------|----------------|
| 14 | U Global Hospitality Co., Ltd. | Securities Investment | 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | 100.00 | 300,000,000 | 300,000,000 | 3,000,000 | Ordinary Share |
| 15 | Vienna House (Thailand) Co., Ltd. | Hotel Management | 1091/343, 4 th Floor, New Petchburi Road, Makkasan, Ratchathewi, Bangkok Tel. 0-2255-9247 Fax. 02-255-9248 | 30.00 (Hold by Vienna House Hotelmanagement GmbH) (The other 69.00% hold by Absolute Hotel Services Co.,Ltd. and 1.00% hold by Mr. Jonathan Maxwell Wigley) | 500,000 | 2,000,000 | 10,000 | Ordinary Share |
| 16 | 59 Club Asia Co.,Ltd. | Sport Club Management | 1091/343, 4 th Floor, New Petchburi Road, Makkasan, Ratchathewi, Bangkok Tel. 0-2255-9247 Fax. 02-255-9248 | 99.00 (Hold by Absolute Hotel Services Co.,Ltd.) (The other 0.5% hold by Mr. Jonathan Maxwell Wigley and 0.5% hold by Mr. Robert James Shippey) | 2,000,000 | 2,000,000 | 20,000 | Ordinary Share |
| 17 | Muangthong Assets Co., Ltd. | Hotel Business | 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | 100.00 | 125,000,000 | 125,000,000 | 1,250,000 | Ordinary Share |
| 18 | Mak 8 Co., Ltd. | Hotel Business | 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | 100.00 | 151,000,000 | 151,000,000 | 1,510,000 | Ordinary Share |
| 19 | Nine Square Property Co., Ltd. | Hotel Business | 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | 100.00 | 10,000,000 | 10,000,000 | 100,000 | Ordinary Share |

| No. | Company | Business Type | Address | Shareholding of the Company (%) | Paid-up Capital (THB) | Registered Capital (THB) | Issued Shares (Shares) | Type of Shares |
|-----|--------------------|----------------|---|---------------------------------|-----------------------|--------------------------|------------------------|----------------|
| 20 | BTS Land Co., Ltd. | Hotel Business | 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | 100.00 | 10,000,000 | 10,000,000 | 100,000 | Ordinary Share |

Joint Ventures

| | | | | | | | | |
|---|---|--|---|---|---|---|---|---|
| 1 | Joint-venture between the Company, Amanresorts Services Limited and Silverlink Holdings Limited | Investment, Hotel and Property Development | 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | — | — | — | — | — |
|---|---|--|---|---|---|---|---|---|

(c) Real Estate Development for Sale

| No. | Company | Business Type | Address | Shareholding of the Company (%) | Paid-up Capital (THB) | Registered Capital (THB) | Issued Shares (Shares) | Type of Shares |
|-----|---|--|---|---|-----------------------|--------------------------|------------------------|----------------|
| 1 | Project Green Co., Ltd. | Real Estate Development | 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | 100.00 | 100,000,000 | 100,000,000 | 1,000,000 | Ordinary Share |
| 2 | NPARK Global Holding Company Limited ¹ | Real Estate Development | 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | 100.00 | 1,000,000 | 1,000,000 | 10,000 | Ordinary Share |
| 3 | Tanayong Food and Beverage Co., Ltd. | Land Owner and Real Estate Development | 100-100/1 Moo 4 KM. 14, Bangna-Trad Rd., Bang Phli, Samut Prakan Tel. 0-2336-2968-72 Fax 0-2336-2980 | 100.00 | 1,000,000 | 1,000,000 | 10,000 | Ordinary Share |
| 4 | Ratburana Property Co., Ltd. | Land Owner and Real Estate Development | 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | 100.00 (hold by PrannaKiri Assets Co., Ltd.) | 10,000,000 | 10,000,000 | 100,000 | Ordinary Share |

| No. | Company | Business Type | Address | Shareholding of the Company (%) | Paid-up Capital (THB) | Registered Capital (THB) | Issued Shares (Shares) | Type of Shares |
|-----|--|---|---|---|-----------------------|--------------------------|------------------------|----------------|
| 5 | PrannaKiri Assets Co., Ltd. | Land Owner and Real Estate Development | 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | 100.00 | 311,000,000 | 311,000,000 | 3,110,000 | Ordinary Share |
| 6 | Siam Paging Communication Co., Ltd. | Land Owner and Real Estate Development | 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | 100.00 | 5,000,000 | 5,000,000 | 50,000 | Ordinary Share |
| 7 | MHG NPARK Development Company Limited ¹ | Real Estate Development | 99, Berli Jucker House, 16/F, Soi Rubia, Sukhumvit 42 Road, Phra Khanong, Khlong Toei, Bangkok | 50.00 (The other 50.00% hold by Huahin Resort Limited) | 100,000,000 | 100,000,000 | 10,000,000 | Ordinary Share |
| 8 | BTS Sansiri Holding One Limited ² | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 10,000,000 | 10,000,000 | 100,000 | Ordinary Share |
| 9 | BTS Sansiri Holding Two Limited | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 100,000,000 | 100,000,000 | 1,000,000 | Ordinary Share |
| 10 | BTS Sansiri Holding Three Limited | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 100,000,000 | 100,000,000 | 1,000,000 | Ordinary Share |
| 11 | BTS Sansiri Holding Four Limited | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 100,000,000 | 100,000,000 | 1,000,000 | Ordinary Share |
| 12 | BTS Sansiri Holding Five Limited | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 50,000,000 | 50,000,000 | 500,000 | Ordinary Share |

| No. | Company | Business Type | Address | Shareholding of the Company (%) | Paid-up Capital (THB) | Registered Capital (THB) | Issued Shares (Shares) | Type of Shares |
|-----|--|---|---|---|-----------------------|--------------------------|------------------------|----------------|
| 13 | BTS Sansiri Holding Six Limited | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 100,000,000 | 100,000,000 | 1,000,000 | Ordinary Share |
| 14 | BTS Sansiri Holding Seven Limited ² | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 10,000,000 | 10,000,000 | 100,000 | Ordinary Share |
| 15 | BTS Sansiri Holding Eight Limited ² | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 10,000,000 | 10,000,000 | 100,000 | Ordinary Share |
| 16 | BTS Sansiri Holding Nine Limited ² | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 10,000,000 | 10,000,000 | 100,000 | Ordinary Share |
| 17 | Nuvo Line Agency Limited | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 100,000,000 | 100,000,000 | 1,000,000 | Ordinary Share |
| 18 | BTS Sansiri Holding Eleven Limited | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 100,000,000 | 100,000,000 | 1,000,000 | Ordinary Share |
| 19 | BTS Sansiri Holding Twelve Limited | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 100,000,000 | 100,000,000 | 1,000,000 | Ordinary Share |
| 20 | BTS Sansiri Holding Thirteen Limited | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 50,000,000 | 50,000,000 | 500,000 | Ordinary Share |

| No. | Company | Business Type | Address | Shareholding of the Company (%) | Paid-up Capital (THB) | Registered Capital (THB) | Issued Shares (Shares) | Type of Shares |
|-----|---|---|---|---|-----------------------|--------------------------|------------------------|----------------|
| 21 | BTS Sansiri Holding Fourteen Limited | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 100,000,000 | 100,000,000 | 1,000,000 | Ordinary Share |
| 22 | BTS Sansiri Holding Fifteen Limited | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 100,000,000 | 100,000,000 | 1,000,000 | Ordinary Share |
| 23 | BTS Sansiri Holding Sixteen Limited | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 100,000,000 | 100,000,000 | 1,000,000 | Ordinary Share |
| 24 | BTS Sansiri Holding Seventeen Limited | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 10,000,000 | 100,000,000 | 1,000,000 | Ordinary Share |
| 25 | Ratchada Alliance Co.,Ltd. ³ | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 50,000,000 | 50,000,000 | 500,000 | Ordinary Share |
| 26 | BTS Sansiri Holding Nineteen Limited | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 100,000,000 | 100,000,000 | 1,000,000 | Ordinary Share |
| 27 | BTS Sansiri Holding Twenty Limited | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 100,000,000 | 100,000,000 | 1,000,000 | Ordinary Share |
| 28 | BTS Sansiri Holding Twenty One Limited | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 100,000,000 | 100,000,000 | 1,000,000 | Ordinary Share |

| No. | Company | Business Type | Address | Shareholding of the Company (%) | Paid-up Capital (THB) | Registered Capital (THB) | Issued Shares (Shares) | Type of Shares |
|-----|--|---|---|---|-----------------------|--------------------------|------------------------|----------------|
| 29 | BTS Sansiri Holding Twenty Two Limited | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 100,000,000 | 100,000,000 | 1,000,000 | Ordinary Share |
| 30 | BTS Sansiri Holding Twenty Three Limited | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 50,000,000 | 50,000,000 | 500,000 | Ordinary Share |
| 31 | BTS Sansiri Holding Twenty Four Limited | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 50,000,000 | 50,000,000 | 500,000 | Ordinary Share |
| 32 | BTS Sansiri Holding Twenty Five Limited | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 50,000,000 | 50,000,000 | 500,000 | Ordinary Share |
| 33 | Siriphat Three Co., Ltd. | Land Owner and Real Estate Development for Sale | 475, 8 th Floor, Siripinyo Building, Sri Ayutthaya Road, Tanon Phayathai, Ratchathewi, Bangkok Tel. 0-2202-3905-6 Tel. 0-2202-3904 | 50.00 (The other 50.00% hold by Sansiri PLC) | 50,000,000 | 50,000,000 | 500,000 | Ordinary Share |

Remark:

- 1 The Extraordinary General Meeting of Shareholders No. 1/2017 held on 4 January 2018 has approved the disposal of 8 assets. The Company is currently in the process of disposal.
- 2 On 25 December 2019, BTS Sansiri Holding One Limited, BTS Sansiri Holding Seven Limited, BTS Sansiri Holding Eight Limited, BTS Sansiri Holding Nine Limited, has a special resolution to reduce the registered capital from the original amount 25,000,000 baht, remaining amount 10,000,000 baht
- 3 On 16 January 2020, BTS-Sansiri Holding Eighteen Company Limited changed its name to Ratchada Alliance Company Limited

(d) Other Real Estate Development

| No. | Company | Business Type | Address | Shareholding of the Company (%) | Paid-up Capital (THB) | Registered Capital (THB) | Issued Shares (Shares) | Type of Shares |
|-----|-------------------------------|---------------------------------|--|--|-----------------------|--------------------------|------------------------|----------------|
| 1 | Keystone Management Co., Ltd. | International School Management | 21, TST Tower, Soi Choei Phuang, Vipavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | 50.00 (The other 49.00% hold by Fortune Hand Ventures Limited and 1.00% hold by Mr. Prasert Arayakarnkul) | 500,000,000 | 500,000,000 | 5,000,000 | Ordinary Share |

Inactive Company Subsidiary

| No. | Company | Business Type | Address | Shareholding of the Company (%) | Paid-up Capital | Registered Capital | Issued Shares (Shares) | Type of Shares |
|-----|--|------------------|---|---|------------------|--------------------|------------------------|----------------|
| 1 | KDAG Data GmbH | Inactive Company | Dresdner Straße 87/5 Stock, 1200 Vienna, Austria Tel. +43 1 333 73 73-0 Fax. +43 1 333 73 73-13 | 33.33 (Hold by VHHM) (The other 33.33% hold by Amber Privatstiftung and 33.33% hold by Bocca Privatstiftung) | EUR 3,140,000.01 | EUR 3,140,000.01 | – | Ordinary Share |
| 2 | VI Europäische Franchise GmbH | Inactive Company | Dresdner Straße 87/5 Stock, 1200 Vienna, Austria Tel. +43 1 333 73 73-0 Fax. +43 1 333 73 73-13 | 33.33 (Hold by VHHM) (The other 33.33% hold by Dr.Franz Jurkowsch and 33.33% hold by Dkfm. Georg Folian) | EUR 80,000 | EUR 80,000 | – | Ordinary Share |
| 3 | Vienna House Amber Baltic Sp. z o.o. | Inactive Company | Promenada Gwiazd, nr 1, 72-500, Miedzyzdroje, Poland Tel. +48 91 3228 760 Fax. +48 91 328 1022 | 100.00 (Hold by VHRE 99.00% and 1.00% hold by VHHM) | PLN 5,000 | PLN 5,000 | 100 | Ordinary Share |
| 4 | Vienna House Andel's Lodz Sp. z o.o | Inactive Company | ul. Ogrodowa, nr 17, 91-065, Lodz, Poland Tel. +48 4227 91000 Fax. +48 4227 91001 | 100.00 (Hold by VHRE 99.00% and 1.00% hold by VHHM) | PLN 5,000 | PLN 5,000 | 100 | Ordinary Share |
| 5 | VHE Cracow Sp. z o.o. ("VHE Cracow") | Inactive Company | ul. Przy Rondzie, 31-547, Krakow, Poland Tel. +48 12299 0000 Fax. +48 12299 0001 | 100.00 (Hold by VHC) | PLN 5,000 | PLN 5,000 | 100 | Ordinary Share |
| 6 | Vienna House Easy Cracow Sp. z o.o. ¹ | Inactive Company | ul. Przy rondzie, nr 2, krakow, kod 31-547, krakow, Poland | 100.00 (Hold by VHRE 99.00% and 1.00% hold by VHHM) | PLN 5,000 | PLN 5,000 | 100 | Ordinary Share |
| 7 | Vienna House Easy Bucharest S.R.L. | Inactive Company | Calea BUCURESTILOR nr.283, camera P-A06 075100 Otopeni Ilfov, Romania | 100.00 (Hold by VHRE 99.00% and 1.00% hold by VHHM) | RON 45,000 | RON 45,000 | 4,500 | Ordinary Share |
| 8 | Vienna House Riga SIA | Inactive Company | Marijas iela 13 k-2-3, LV-1050, Riga, Latvia | 100.00 (Hold by VHHM) | EUR 2,800 | EUR 2,800 | 100 | Ordinary Share |
| 9 | Natural Hotel Panwa Company Limited | Inactive Company | 5/3 Moo 8, Ao Yon-Khao Khat Road, Tambon Wichit, Amphoe Mueang Phuket, Phuket Tel. 0-2273-8838 Fax. 0-2273-8858 | 100.00 | THB 143,000,000 | THB 143,000,000 | 1,430,000 | Ordinary Share |
| 10 | Natural Hotel Sukhumvit Company Limited | Inactive Company | 555/5 Soi Sukhumvit 63 (Ekkamai), Sukhumvit Road, Khlong Ton Nuea, Watthana, Bangkok | 71.57 | THB 41,352,750 | THB 150,000,000 | 1,500,000 | Ordinary Share |

| No. | Company | Business Type | Address | Shareholding of the Company (%) | Paid-up Capital | Registered Capital | Issued Shares (Shares) | Type of Shares |
|-----|--|------------------|---|---------------------------------|-----------------|--------------------|------------------------|----------------|
| 11 | Natural Park Ville Company Limited | Inactive Company | 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | 100.00 | THB 43,000,000 | THB 43,000,000 | 430,000 | Ordinary Share |
| 12 | Natural Real Estate Company Limited | Inactive Company | 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | 100.00 | THB 33,000,000 | THB 33,000,000 | 330,000 | Ordinary Share |
| 13 | Park Opera Company Limited | Inactive Company | 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | 100.00 | THB 22,555,000 | THB 50,000,000 | 5,000,000 | Ordinary Share |
| 14 | Richee Property Management Company Limited | Inactive Company | 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | 100.00 | THB 1,000,000 | THB 1,000,000 | 10,000 | Ordinary Share |
| 15 | Park Gourmet Company Limited | Inactive Company | 21, TST Tower, Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok Tel. 0-2273-8838 Fax. 0-2273-8858 | 100.00 | THB 25,000,000 | THB 50,000,000 | 500,000 | Ordinary Share |

2.6 CAPITAL STRUCTURE

Securities and shareholders information

Company's Securities

As of 31 December 2019, the Company's registered capital detail is as follows:

| | | |
|-------------------------------------|-------------------|-----------|
| • Registered Capital | 44,900,151,132.80 | Baht |
| • Paid-Up Registered Capital | 29,933,736,723.20 | Baht |
| • Number of Issued Shares | 9,354,292,726 | Shares |
| • Number of Issued Common Shares | 5,613,717,564 | Shares |
| • Number of Issued Preferred Shares | 3,740,575,162 | Shares |
| • Par Value | 3.20 | Per Share |

Shareholders

The first 10 shareholders of ordinary shares from the book closure as of 31 December 2019

| No. | Name of Shareholder | Number of Shares | % Shareholding |
|-----|--|------------------|----------------|
| 1 | BTS Group Holding Public Company Limited | 2,033,425,452 | 36.22 |
| 2 | TROPHY CAPITAL GROWTH FUND | 605,228,108 | 10.78 |
| 3 | Thai NVDR Company Limited | 117,472,265 | 2.09 |
| 4 | Mr. Komol Jungrungruangkit | 98,945,427 | 1.76 |
| 5 | SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED | 91,974,824 | 1.63 |
| 6 | Mrs. Sukanya Thongphanh | 91,252,757 | 1.62 |
| 7 | Mr. Vichit Chinwongvorakul | 70,000,000 | 1.24 |
| 8 | Mr. Chaiyan Chakarakul | 49,004,896 | 0.87 |
| 9 | Mr. Nettirach Phongnaruesorn | 38,000,000 | 0.67 |
| 10 | Mr. Suparp Wongchinda | 37,120,000 | 0.66 |

The first 10 shareholders of preferred the book closure as shares from of 31 December 2019

| No. | Name of Shareholder | Number of Shares | % of Listing Preferred Share |
|-----|---|------------------|------------------------------|
| 1 | BTS Group Holding Public Company Limited | 1,509,052,029 | 40.34 |
| 2 | Bangkok Bank Public Company Limited | 903,841,912 | 24.16 |
| 3 | TROPHY CAPITAL GROWTH FUND | 494,182,486 | 13.21 |
| 4 | Sahapat Inter Holding Public Company Limited | 176,000,000 | 4.70 |
| 5 | UOB KAY HIAN (HONG KONG) LIMITED - Client Account | 97,267,059 | 2.60 |
| 6 | Mr. Komol Jungrungruangkit | 63,691,941 | 1.70 |
| 7 | Mr. Komol Jungrungruangkit | 39,366,505 | 1.05 |
| 8 | Mr. Chaiyan Chakarakul | 39,203,917 | 1.04 |
| 9 | Mr. Samroeng Manunphol | 37,446,900 | 1.00 |
| 10 | Mr. Prakij Laohawisit | 26,000,046 | 0.69 |

The Others Securities

Warrants to purchase the ordinary shares of U City Public Company Limited No.3 (U-W3)

| | |
|---|--|
| Type of Warrants | Warrants to purchase the ordinary shares of U City Public Company Limited No.3 (U-W3). |
| Category of Warrants | In named certificate and transferable under the restriction that the Warrants shall not be transferable unless the Warrants are transferred by inheritance. |
| Number of Warrants Offred | Not exceeding 45,133,272,059 units. |
| Number of Ordinary Shares Reserved for the Warrants | Not exceeding 451,332,721 shares, at the par value of THB 3.20 per share, representing 50.00 percent of the total issued shares of the Company. |
| Allocation Method | <p>The Company will allocate the Warrants to Bangkok Bank Public Company Limited 13,192,095,588 units and Unicorn Enterprise Co., Ltd. not exceeding 31,941,176,471 units for subscribing for the newly issued preferred shares via a private placement, at a ratio of 2 newly issued preferred shares to 1 unit of the Warrants.</p> <p>Any fractions derived from the calculation based on the allocation ratio set forth shall be rounded down.</p> |
| Issued Date | 16 March 2018 |
| Offering Price | THB 0 per unit. |

| | |
|------------------|---|
| Term of Warrants | 5 years from the issuance date. The Company shall not extend the term of the Warrants after the issuance. The maturity date of the Warrants will be on 16 March 2023 |
| Exercise Ratio | 1 unit of the Warrants to 0.01 ordinary share (unless it is adjusted otherwise according to the conditions concerning the rights adjustment in article 4 of Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Ordinary Shares). |
| Exercise Price | <p>The exercise price of the Warrant is THB 5.00 per share at the par value of THB 3.20 (unless it is adjusted otherwise according to the conditions concerning the rights adjustment in article 4 of Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Ordinary Shares) which is lower than the par value of the Company but not lower than 90 percent of the market price and the Company must comply with and obtain approval from a shareholders' meeting pursuant Section 52 of the Public Limited Companies Act B.E. 2535 (as amended).</p> <p>The market price means the average weighted trading price of the shares of the Company on the Stock Exchange of Thailand for 7 consecutive business days before the date on which the Board of Directors resolved to propose the offering of the newly issued shares for approval at Extraordinary General Meeting of Shareholders No. 1/2018, being the period from 17 October 2017 to 27 October 2017, which is THB 0.03 (Information from SETSMART in www.setsmart.com of the Stock Exchange of Thailand)</p> |
| Exercise Period | The holders of the Warrant are entitled to exercise the rights to purchase the Company's ordinary shares without any limitation on number of ordinary shares. The holders of the Warrants are entitled to exercise their rights every three months, on the last business date of March, June, September, and December of each year throughout the term of the Warrants after the first anniversary from the issuance date. The first exercise date for these Warrants is on 29 March 2019, whereby the last exercise date of the Warrants will be on 16 March 2023. In the event that the last Exercise Date is not a business day, the last Exercise Date shall be postponed to the next business day. |

| | |
|---|--|
| Secondary Market | The Company will not submit an application for listing U-W3 as listed securities on the Stock Exchange of Thailand ("SET"). |
| Secondary Market for the Ordinary Shares Issued Pursuant to the Exercising of the Right | The Company will list the ordinary shares issued, pursuant to its exercising of the right, as listed securities on the Stock Exchange of Thailand ("SET"). |
| Warrant Registrar | Thailand Securities Depository Company Limited. |

Warrants to purchase the ordinary shares of U City Public Company Limited No.4 (U-W4)

| | |
|---|--|
| Type of Warrants | Warrants to purchase the ordinary shares of U City Public Company Limited No.4 (U-W4) |
| Category of Warrants | In named certificate and transferable under the restriction that the Warrant shall not be transferable unless the Warrants are transferred by inheritance. |
| Number of Warrants Offered | Not exceeding 141,895,485,954 units |
| Number of Ordinary Shares Reserved for the Warrants | Not exceeding 1,418,954,860 shares, at the par value of THB 3.20 per share, representing 50.00 percent of the total issued shares of the Company. |
| Allocation Method | The Warrants will be allocated to the existing shareholders who have subscribed for the newly issued preferred shares at no cost. Every 2 newly issued preferred share for 1 unit of the Warrants. Any fractions derived from the calculation based on the allocation ratio set forth shall be rounded down. |
| Issued Date | 16 March 2018 |
| Offering Price | THB 0 per unit |
| Term of Warrants | 5 years from the issuance date. (From 16 March 2018 to 15 March 2023). The Company shall not extend the term of the Warrants after the issuance. After the last exercise date on 15 March 2023, the Warrants will be de-listed from listed securities on the Stock Exchange of Thailand. |
| Exercise Ratio | 1 unit of the Warrants to 0.01 ordinary share (unless it is adjusted otherwise according to the conditions concerning the rights adjustment in article 5 of Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Ordinary Shares). |

| | |
|---|---|
| Exercise Price | <p>The exercise price of the Warrant is THB 6.00 per share, unless it is adjusted otherwise according to the conditions concerning the rights adjustment in article 5 of Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Ordinary Shares.</p> <p>In this regard, such exercise price is lower than the registered par value of the Company, which is practicable providing that the Company incurs a loss and approval of the meeting of shareholders is being granted according to Section 52 of the Public Limited Companies Act B.E. 2535 (as amended) and not lower than 90 percent of the market price and the Company.</p> <p>The market price means the average weighted trading price of the shares of the Company on the Stock Exchange of Thailand for 7 consecutive business days before the date on which the Board of Directors resolved to propose the offering of the newly issued shares for approval at Extraordinary General Meeting of Shareholders No. 1/2018, being the period from 17 October 2017 to 27 October 2017, which is THB 0.03 (Information from SETSMART in www.setsmart.com of the Stock Exchange of Thailand).</p> |
| Exercise Period | <p>The holders of the Warrant are entitled to exercise the rights to purchase the Company's ordinary shares without any limitation on number of ordinary shares. The holders of the Warrants are entitled to exercise their rights every three months, on the last business date of March, June, September, and December of each year throughout the term of the Warrants after the first anniversary from the issuance date. The first exercise date for these Warrants is on 29 March 2019, whereby the last exercise date of the Warrants will be on 16 March 2023. In the event that the last Exercise Date is not a business day, the last Exercise Date shall be postponed to the next business day.</p> |
| Secondary Market | The Stock Exchange of Thailand ("SET"). |
| Secondary Market for the Ordinary Shares Issued Pursuant to the Exercising of the Right | The Stock Exchange of Thailand ("SET"). |
| Warrant Registrar | Thailand Securities Depository Company Limited. |

2.7 RELATIONSHIP WITH MAJOR SHAREHOLDERS

BTSG has become a major shareholder of the Company since April 2015 and also directly or indirectly engages in the property business through its subsidiaries.

To eliminate the current business conflict of interest or overlap between the Company and BTSG, on 16 March 2018 the Company has entire business transfer (Entire Business Transfer: EBT) of Unicorn Enterprise Company Limited (“UE”), a subsidiary in which BTS Group Holdings Public Company Limited (“BTSG”) holds 100 percent of its total shares where UE engages in business through holding shares in 36 companies (Holding Company) which engage in the property business according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2018 held on 4 January 2018.

After entry into the Entire Business Transfer Transaction, BTSG will still hold some of the remaining property entities used in the property business directly or through its subsidiaries. Therefore, BTSG agreed to issue the letter of undertaking to the Company on the date of business transfer to manage conflicts of interest in the property development business between BTSG and the Company, so long as BTSG is a shareholder of the Company directly or indirectly holding not less than 10 percent of the total issued shares of the Company in aggregate. BTSG agrees to grant the Company the following three rights:

(A) *Right of first refusal to purchase or to take on lease of land and/or buildings of BTSG and/or its subsidiaries and to purchase shares in BTSG’s subsidiaries holding land and/or buildings (“ROFR”).*

In the event that BTSG or any of its subsidiaries wish to (a) sell or lease out any land and/or buildings used in the property business, or (b) sell shares in any subsidiary holding land and/or buildings used in the property business which are currently held by or will be acquired in the future, to a third party, BTSG shall first offer, or shall cause its respective subsidiary to agree to first offer the right to purchase or to take on lease of the respective land and/or buildings, or to

purchase shares in such subsidiary (as the case may be), to the Company and/or its subsidiaries subject to the conditions and at the price not less favorable than those offered by BTSG or its respective subsidiary to the third party.

ROFR granted for (a) the land and/or buildings used in the property business, or (b) the purchase of shares in BTSG’s subsidiaries holding land and/or buildings used in the property business that BTSG or its subsidiaries currently hold (which will not be transferred to the Company in the Entire Business Transfer Transaction).

(B) Call option to purchase or to take on lease of land and/or buildings and to purchase shares in any subsidiary holding land and/or buildings (the “Call Option”).

In the event that the Company and/or any of its subsidiaries wish to (a) purchase or to take on lease of land and/or buildings used in the property business or (b) purchase shares in any subsidiary holding land and/or buildings used in the property business which are currently held by or will be acquired in the future by BTSG or its subsidiaries, BTSG undertakes to sell or lease or to cause its respective subsidiary to sell or lease, such land and/or buildings or shares in such subsidiary (as the case may be) to the Company and/or its subsidiaries, at a fair value appraised by an independent appraiser, whose name appears on the SEC’s list, and whom the Company and BTSG jointly appoint, provided that Company must exercise the Call Option before BTSG or its respective subsidiary obtain an offer to purchase land and/or buildings or an offer to purchase shares in the subsidiary holding land and/or buildings from a third party. For example, if BTSG obtains an offer to purchase a land from a third party at a price higher than the appraised value, and has issued a letter to the Company inquiring whether the Company wishes to exercise ROFR as set out on clause 2 above, in such case, the Company will only be able to exercise ROFR to purchase the land and will not be able to exercise the Call Option to purchase the land at the appraised value.

The Call Option granted for (a) the land and/or buildings used in the property business, or (b) the purchase of shares in BTSG's subsidiaries holding land and/or buildings used in the property business that BTSG or its subsidiaries currently hold (which will not be transferred to the Company in the Entire Business Transfer Transaction).

(C) Right to be appointed as a property manager under a property management agreement and right to be appointed as a real estate agent under a real estate agency agreement.

(1) For the property projects which are currently owned by BTSG or its subsidiaries (which will not be transferred to the Company in the Entire Business Transfer Transaction), BTSG shall appoint, or shall cause its respective subsidiary to appoint, the Company and/or its subsidiaries as a property manager of the relevant projects where BTSG or its respective subsidiary will enter into a property management agreement, whose terms and conditions will be agreed on an arm's length basis, with the Company and/or its subsidiaries.

(2) In addition, for the land and/or buildings which are currently owned or will be acquired in the future by BTSG or its subsidiaries, including property projects which are currently for sale or lease and are owned by BTSG or its subsidiary (which will not be transferred to the Company in the Entire Business Transfer Transaction), BTSG shall appoint, or shall cause its respective subsidiary to appoint, the Company and/or its subsidiaries as a real estate agent to sell or lease such property where BTSG or its respective subsidiary will enter into a real estate agency agreement, whose terms and conditions will be agreed on an arm's length basis, with U City and/or its subsidiaries.

However, in the case that (a) the Company refuses the aforementioned appointment as the property manager or real estate agent to sell or lease such property or (b) the Company and/or its subsidiaries do not comply with the property management

agreement, or the real estate agency agreement (as the case may be), giving rise to BTSG and/or its respective subsidiary to terminate such agreement, BTSG and/or its respective subsidiary shall have the right to manage and/or sell or lease such property on its own and/or to appoint a third party as a property manager or a real estate agent to sell or lease such property (as the case may be).

In addition to the foregoing, BTSG has set a policy on its property business where BTSG will not engage in the property development business that competes with or overlaps or may compete with or overlap the property development business of the Company and/or its subsidiaries. However, BTSG and/or its subsidiaries will still be able to engage in land trade business and may invest in properties so long as the foregoing is not for the property development. However, BTSG and/or its subsidiaries will still be able to engage in the following businesses:

- (a) Land trade business and investment in properties so long as the foregoing is not for the development of property projects; and
- (b) Investment in securities of any entities engaging in the property business in the proportion of not more than 10 percent of the total issued shares of such entity and BTSG must not have control in such entity, excluding BTSG's shareholdings in entities, which engage in the property business, acquired prior to the entire business transfer date.

Moreover, in consideration for the purchase or investment in the land or property, the management of the Company will preliminarily consider the appropriateness of the land or property in which the Company will purchase or invest before proposing the same to the Board of Directors for consideration and approval. In the invitation letter to the Board of Directors' meeting, the company secretary of the Company will specify the names of the directors having conflict of interest in each agenda where such directors shall not attend or vote in such agendas.

2.8 DIVIDEND POLICY

The Company's dividend policy is to pay the shareholders not less than 30 percent of net profit as stated in the separate financial statements of the Company after deduction of corporate income tax, legal reserves, and other reserves, as determined in the Memorandum of Association of the Company and relevant laws. Nonetheless, the dividend payment will incorporate the following factors such as the performance and financial position of the Company, liquidity of the Company, business expansion and other factors related to managing the Company. The dividend payment is subject to approval by the shareholders and the Board of Directors of the Company.

However, from 1 January 2018 to 31 December 2022, if the Company has decided to pay dividends. The Company must pay dividends to preferred shareholders before ordinary shareholders. The details are as follows.

- (a) When the Company pays dividends, holders of the preferred shares shall be entitled to receive dividends in each calendar year before holders of the ordinary shares at the rate of Baht 0.22 per preferred share and per calendar year. In distributing dividends, in case the total amount of dividends entitled to receive by any shareholder is less than 1 Satang (THB 0.01), such amount shall be discarded.
- (b) In case, during any calendar year between 1 January 2018 and 31 December 2022, the Company has decided not to pay dividends or pays dividends less than the rate specified in (a), the holders of the preferred shares shall be entitled to cumulative dividends during such calendar year at the following rates:
 - 1 At the rate of THB 0.22 per preferred share and per calendar year if the Company pays no dividends in such calendar year; or

- 2 At the rate equal to the difference between the actual dividends received per preferred share in that calendar year and the rate specified in (a) in case the Company pays dividends to the holders of the preferred shares at a rate lower than the rate specified in (a).

In this regard, the preferred shares' right to cumulative dividends during the calendar years between 1 January 2018 and 31 December 2022 as specified in (b) shall remain in full force until the cumulative dividends are paid to all holders of the preferred shares in full even though such payment is made after 31 December 2022.

- (c) In case during any calendar year the Company pays dividends more than the rate specified in (a) and cumulative dividends as specified in (b) (if any), the holders of the preferred shares and the holders of the ordinary shares shall be entitled to receive such excess dividends per share at the same rate.
- (d) In making each payment of dividends, the Company shall pay cumulative dividends as specified in (b) to the holders of the preferred shares in full first then pay dividends as specified in (a) to the holders of the preferred shares.

In case the Company has fully paid dividends as specified in (a), then the Company can pay dividends to the holders of the preferred shares and the holders of the ordinary shares as specified in (c).

In this regard, in making each payment of dividends after 31 December 2022, the preferred shares' right to dividends shall be the same as that of the ordinary shares except that the Company has not paid the cumulative dividends as specified in (b)(1) where the preferred shares shall be entitled to receive the cumulative dividends as specified in (b)(1) in full.

3 BUSINESS OVERVIEW



Future Started Here

- 3.1 Our Vision, Mission and Core Values
- 3.2 Corporate Policy and Nature of Business Operation
- 3.3 Industry & Business Overview
- 3.4 Business Target Assessment
- 3.5 Capital Markets Review
- 3.6 Business Outlook 2020
- 3.7 Risk Factors
- 3.8 Litigation

3.1 OUR VISION, MISSION AND CORE VALUES

Our Vision

“TO BE THE LEADING INVESTOR AND DEVELOPER OF A WELL-DIVERSIFIED REAL ESTATE PORTFOLIO”

Our Mission

“TO ENGAGE IN SUSTAINABLE GROWTH THAT IS RESPONSIVE TO CHANGING CONSUMER LIFESTYLES AND BEING CONSCIOUS OF LOCAL ENVIRONMENTAL AND SOCIETAL NEEDS”

Our Core Values



3.2 CORPORATE POLICY AND NATURE OF BUSINESS OPERATION

Strategy and Goals

The Company focuses on operating the business sustainably, accurately and transparently through the acquisition properties, real estate development as well as real estate-related investment. The Company has adopted an investment and development policy encompassing ‘five pillars of sustainable value accretion’, which are detailed as follows:

1. Investment

- Growth via development of ‘greenfield’ projects and/or acquisitions of operating assets or businesses, as well as develop the project from the potential land banks.
- Attain a diversified portfolio, which enables mitigation of business risks via different segments, geographies and income groups.
- Enhancing the potential and value of assets through effective, prudent management and realising and maximising synergies of our assets.

2. Efficient Use of Capital

- Recycling capital for future investment through capital markets and/or potentially securitise assets for future reinvestment and potentially generate fee-based income.

3. Sustainability

- Respond to changes in consumer lifestyles and technological disruptions.
- Having environmental awareness and minimising environmental impact.
- Creating a positive impact to communities.
- Generating corporate value and return to shareholders.

4. Partnerships

- To gain access to new expertise and business opportunities, reducing development and investment risk, and increasing long-term firm value and unlock synergies.

5. Mass Transit Link - benefiting from the Mass Transit Premium’

In addition, the company is determined to develop personnel continuously. To support the changing business trend to ensure the company will do the business with stability and able to create sustainable return to shareholders.

Nature of Business Operation Overview

U City Public Company Limited (“the Company”) engages in the business of investing and developing in real estate in Thailand and overseas, which can be divided into 4 types of business as follows:

1. Real Estate Development for Rent, Service and Hotel (Overseas) consisting of hotel business in overseas, hotel management business and office rental business in overseas.
2. Real Estate Development for Rent, Service and Hotel (Domestic) consisting of hotel business, office rental business, commercial rental business, golf courses and sports club management and operation business, property management business, and mixed-use development business.
3. Real Estate Development for Sale
4. Other Real Estate i.e. International School

Details are as follows:

1. Real Estate Development for Rent, Service and Hotel (Overseas)

(a) Hotel Business in Overseas

The Company operates an overseas hotel business through several subsidiaries. (which are owned by the subsidiaries/affiliates of Vienna House Capital GmbH (VHC), a wholly owned subsidiary of the Company). As of 31 December 2019, the Company operates hotel business in many countries that are located in Europe, including Germany, Czech Republic, Romania, Poland, Slovak Republic, and Switzerland consisting of hotels that owned by the Company, under financial leases and under operating leases totalling 42 hotels and 6,172 keys and 6 hotels with 1,394 keys in future pipeline. The details are as follows.

| No. | Hotel Name | Location | Brand | No. of Keys | Type |
|-----|-------------------------------------|-----------------------------|-------------------|-------------|----------|
| 1 | Vienna House Diplomat Prague | Prague, Czech Republic | Vienna House | 398 | Freehold |
| 2 | Vienna House Easy Pilsen | Pilsen, Czech Republic | Vienna House Easy | 144 | Freehold |
| 3 | Vienna House Easy Katowice | Katowice, Poland | Vienna House Easy | 203 | Freehold |
| 4 | Vienna House Easy Cracow | Cracow, Poland | Vienna House Easy | 220 | Freehold |
| 5 | Vienna House Easy Airport Bucharest | Bucharest, Romania | Vienna House Easy | 176 | Freehold |
| 6 | Vienna House Easy Amberg | Amberg, Germany | Vienna House Easy | 110 | Freehold |
| 7 | Vienna House Easy Bad Oeynhausen | Bad Oeynhausen, Germany | Vienna House Easy | 146 | Freehold |
| 8 | Vienna House Easy Braunschweig | Braunschweig, Germany | Vienna House Easy | 176 | Freehold |
| 9 | Vienna House Easy Castrop-Rauxel | Castrop-Rauxel, Germany | Vienna House Easy | 84 | Freehold |
| 10 | Vienna House Easy Coburg | Coburg, Germany | Vienna House Easy | 123 | Freehold |
| 11 | Vienna House Easy Günzburg | Günzburg, Germany | Vienna House Easy | 100 | Freehold |
| 12 | Vienna House Easy Bratislava | Bratislava, Slovak Republic | Vienna House Easy | 167 | Freehold |

| No. | Hotel Name | Location | Brand | No. of Keys | Type |
|-----|--|-----------------------|-------------------|-------------|-----------------|
| 13 | Vienna House Amber Baltic Miedzyzdroje | Miedzyzdroje, Poland | Vienna House | 192 | Financial Lease |
| 14 | Vienna House Andel's Lodz | Lodz, Poland | Vienna House | 277 | Financial Lease |
| 15 | Vienna House Easy Landsberg | Landsberg, Germany | Vienna House Easy | 103 | Financial Lease |
| 16 | Vienna House Easy Limburg | Limburg, Germany | Vienna House Easy | 99 | Financial Lease |
| 17 | Vienna House Easy Neckarsulm | Neckarsulm, Germany | Vienna House Easy | 95 | Financial Lease |
| 18 | Vienna House Easy Trier | Trier, Germany | Vienna House Easy | 105 | Financial Lease |
| 19 | Vienna House Easy Wuppertal | Wuppertal, Germany | Vienna House Easy | 130 | Financial Lease |
| 20 | Vienna House Andel's Cracow | Cracow, Poland | Vienna House | 159 | Operating Lease |
| 21 | Vienna House Mokotow Warsaw | Warsaw, Poland | Vienna House | 164 | Operating Lease |
| 22 | Vienna House Easy Leipzig | Leipzig, Germany | Vienna House Easy | 205 | Operating Lease |
| 23 | Vienna House Andel's Berlin | Berlin, Germany | Vienna House | 557 | Operating Lease |
| 24 | Vienna House Easy Berlin | Berlin, Germany | Vienna House Easy | 152 | Operating Lease |
| 25 | Vienna House QF Dresden | Dresden, Germany | Vienna House | 95 | Operating Lease |
| 26 | Vienna House Sonne Rostock | Rostock, Germany | Vienna House | 119 | Operating Lease |
| 27 | Vienna House Stadt Hamburg Wismar | Wismar, Germany | Vienna House | 103 | Operating Lease |
| 28 | Vienna House Remarque Osnabrück | Osnabrück, Germany | Vienna House | 156 | Operating Lease |
| 29 | Steigenberger Parkhotel Braunschweig | Braunschweig, Germany | Steigenberger | 180 | Operating Lease |

| No. | Hotel Name | Location | Brand | No. of Keys | Type |
|-----|--|---------------------------|-------------------|-------------|-----------------|
| 30 | Vienna House Thüringer Hof Eisenach | Eisenach, Germany | Vienna House | 127 | Operating Lease |
| 31 | Vienna House Easy Mo. Stuttgart | Stuttgart, Germany | Vienna House Easy | 131 | Operating Lease |
| 32 | Vienna House Easy Potsdam | Potsdam, Germany | Vienna House Easy | 123 | Operating Lease |
| 33 | Vienna House Baltic Stralsund | Stralsund, Germany | Vienna House | 132 | Operating Lease |
| 34 | Vienna House Easy Osnabrück | Osnabrück, Germany | Vienna House Easy | 108 | Operating Lease |
| 35 | Vienna House Ernst Leitz Wetzlar | Wetzlar, Germany | Vienna House | 129 | Operating Lease |
| 36 | Vienna Townhouse Batschari Baden-Baden | Baden-Baden, Germany | Vienna Townhouse | 69 | Operating Lease |
| 37 | Vienna Townhouse Bach Leipzig | Leipzig, Germany | Vienna Townhouse | 52 | Operating Lease |
| 38 | Vienna Townhouse Goethe Berlin | Berlin, Germany | Vienna Townhouse | 47 | Operating Lease |
| 39 | Vienna House Easy München | München, Germany | Vienna House Easy | 94 | Operating Lease |
| 40 | Vienna House zur Bleiche Schaffhausen | Schaffhausen, Switzerland | Vienna House | 130 | Operating Lease |
| 41 | Vienna House Easy Rostock | Rostock, Germany | Vienna House Easy | 48 | Operating Lease |
| 42 | Vienna House Easy Bremen | Bremen, Germany | Vienna House Easy | 44 | Operating Lease |

(b) Hotel Management Services

Hotel management services is another significant business that expands the brand of the Company without having our own investment. The Company can generate a higher profitability and creating brand growth in the international market.

As of 31 December 2019, the Company operates an overseas hotel management business through its subsidiaries and affiliates as follows:

(1) Management of hotels in Europe - the Company operates hotel under the Vienna House brand, Marriott, and Liner through Vienna International Hotel Management GmbH, a wholly owned subsidiary of the Company, and under the Holiday Inn brand through UBM + VH Hotels GmbH, a joint venture of the Company. The current managed hotel portfolio consists of 10 hotels and 2,391 keys as follows:

| No. | Hotel Name | Location | Brand | No.of Keys | Type |
|-----|---|------------------------|---------------------|------------|------------------|
| 1 | Vienna House Martinspark Dornbirn | Dornbirn, Austria | Vienna House | 80 | Managed |
| 2 | angelo by Vienna House Hotel Prague | Prague, Czech Republic | Vienna House | 168 | Managed |
| 3 | Vienna House Andel's Prague | Prague, Czech Republic | Vienna House | 290 | Managed |
| 4 | Vienna House Dream Castle Hotel | Paris, France | Vienna House | 397 | Managed |
| 5 | Vienna House Magic Circus Hotel | Paris, France | Vienna House | 396 | Managed |
| 6 | Holiday Inn Munich Leuchtenbergring Hotel | Munich, Germany | Holiday Inn | 279 | Managed under JV |
| 7 | Holiday Inn Munich Westpark Hotel | Munich, Germany | Holiday Inn | 207 | Managed under JV |
| 8 | angelo by Vienna House Ekaterinburg | Ekaterinburg, Russia | Vienna House | 211 | Managed |
| 9 | Liner Airport Hotel Ekaterinburg | Ekaterinburg, Russia | Liner (White Label) | 146 | Managed |
| 10 | Marriott Minsk | Minsk, Belarus | Marriott | 217 | Managed |

(2) Management of hotels in Asia - the Company operates hotel under the brand U, Eastin and Travelodge through Absolute Hotel Service (“AHS”), a joint venture of owned subsidiary of the Company. The current managed hotel portfolio consists of 8 hotels and 888 keys as follows:

| No. | Hotel Name | Location | Brand | No.of Keys | Type |
|-----|---------------------------------|---------------------------|--------|------------|---------|
| 1 | U Janevalla Bandung | Bandung, Indonesia | U | 119 | Managed |
| 2 | U Paasha Seminyak Bali | Bali, Indonesia | U | 99 | Managed |
| 3 | U Tropicana Alibaug | Alibaug, India | U | 88 | Managed |
| 4 | Eastin Ashta Resort Canguu Bali | Bali, Indonesia | Eastin | 130 | Managed |
| 5 | Eastin Residences Muscat | Muscat, Oman | Eastin | 50 | Managed |
| 6 | Eastin Grand Hotel Saigon | Ho Chi Minh City, Vietnam | Eastin | 268 | Managed |
| 7 | Eastin Residences Vadodara | Vadodara, India | Eastin | 44 | Managed |
| 8 | Eastin Easy Aishwarya Talegaon | Talegaon, India | Eastin | 90 | Managed |

(c) Overseas Office Rental Business

As of 31 December 2019, the Company has two office buildings for rent in London to diversify the risk of income, namely 33 Gracechurch and Underwood Street. The details are as follows:

(1) Office on 33 Gracechurch Street

| | |
|------------------|--|
| Address | 33 Gracechurch Street, City of London, the United Kingdom |
| Total Floor Area | Net floor area is 8,747 sqm. |
| Building Details | A 6-storey grade A office building with 1 basement |
| Project Owner | Thirty Three Gracechurch 1 Limited through Lombard Estate Holdings Limited |
| Type | Operating Lease expiring on 18 January 2162 |

(2) Office Building on Underwood Street

| | |
|------------------|---|
| Address | 6-14 Underwood Street, City of London, United Kingdom |
| Total Floor Area | Net floor area is 2,379 sqm. |
| Building Details | A 3-storey building with 2 basements |
| Project Owner | Underwood Street Limited |
| Type | Operating Lease expiring on 25 December 2055 |

2. Real Estate Development for Rent, Service and Hotel (Domestic)

(a) Hotel Business

As of 31 December 2019, the Company has 7 operating hotels and 1,040 keys in Thailand including 4 hotels under the EBT of UE transaction, such as Eastin Thana City Golf Resort, U Inchantree Kanchanaburi, U Chiang Mai Hotel and U Sathorn Bangkok. The current hotel portfolio consists of:

(1) Avani Khon Kaen Hotel and Convention Center¹

| | |
|---------------|--|
| Location | 999 Moo 4 Prachasamosorn Road, (Route 209), Tambon Nai Mueang, Amphoe Mueang, Khon Kaen 40000 |
| Project Area | 12-1-36.9 rai |
| Hotel Details | A 4-star hotel with a large meeting room that can accommodate up to 4,000 seats, located in downtown Khon Kaen |
| Owner | Khon Kaen Buri Company Limited |
| Management | Minor Hotels Group |
| No. of Keys | 195 keys |
| Type | Freehold |

(2) Anantara Chiang Mai Resort and Spa¹

| | |
|---------------|--|
| Location | 123 Charoen Prathet Road, Tambon Chang Khlan, Amphoe Mueang Chiang Mai, Chiang Mai 50100 |
| Project Area | 7-1-53.5 rai |
| Hotel Details | A resort and spa style hotel surrounded by a lawn and garden facing the Ping River |
| Owner | Pacific Hotel Chiang Mai Company Limited |
| Management | Minor Hotels Group |
| No. of Keys | 84 keys |
| Type | Freehold |

¹ The Extraordinary General Meeting of Shareholders No. 1/2018 held on 4 January 2018, approved the disposal of 8 assets of the Company, including this asset. The Company is currently in process of disposing the asset.

(3) Eastin Grand Sathorn Bangkok

| | |
|---------------|--|
| Location | 33/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120 |
| Project Area | 2-1-57 rai |
| Hotel Details | A 5-star 33-storey city hotel |
| Owner | EGS Assets Company Limited |
| Management | Absolute Hotel Services |
| No. of Keys | 390 keys |
| Type | Freehold |

(4) Eastin Thana City Golf Resort

| | |
|---------------|---|
| Location | Thana City, Bangna Trad KM 14, Bangchalong, Bangpli, Samutprakarn 10540 |
| Project Area | 8-0-18 rai |
| Hotel Details | 4-star resort conveniently located near a golf and sports club |
| Owner | Mak8 Company Limited Nine Square Company Limited BTS Land Company Limited |
| Management | Absolute Hotel Services |
| No. of Keys | 194 keys |
| Type | Freehold |

(5) U Inchantree Kanchanaburi

| | |
|---------------|--|
| Location | 443 Mae Nam Kwai Road, Thamakhom Sub-district, Muang Kanchanaburi District, Kanchanaburi 71000 |
| Project Area | 5-1-30 rai |
| Hotel Details | A riverfront 4-star resort on the Khwae Yai river |
| Owner | Muangthong Assets Company Limited |
| Management | Absolute Hotel Services |
| No. of Keys | 50 keys |
| Type | Freehold |

(6) U Chiang Mai Hotel

| | |
|---------------|---|
| Location | 70 Ratchadamnoen Road, Sri-Poom, Muang District, Chiang Mai 50200 |
| Project Area | 1-1-38 rai |
| Hotel Details | A boutique 5-star hotel located within the 'Old City' of Chiang Mai |
| Owner | Muangthong Assets Company Limited |
| Management | Absolute Hotel Services |
| No. of Keys | 41 keys |
| Type | Leasehold |

(7) U Sathorn Bangkok

| | |
|---------------|--|
| Location | 105, 105/1 Soi Ngam Duphli, Thung Maha Mek Sub-district, Sathorn District, Bangkok 10120 |
| Project Area | 9-3-12 rai |
| Hotel Details | A 5-star resort located in the heart of Bangkok's business district |
| Owner | Muangthong Assets Company Limited |
| Management | Absolute Hotel Services |
| No. of Keys | 86 keys |
| Type | Leasehold |

(b) Domestic Office Building

As of 31 December 2019, the Company has 1 office building namely, TST Tower. Details are as follows:

| | |
|------------------|---|
| Address | 21 Soi Choei Phuang, Viphavadi-Rangsit Road, Chomphon, Bangkok, 10900 |
| Total Floor Area | Net floor area is 16,061 sqm. |
| Building Details | A 24-storey building with multi-floor parking |
| Project Owner | Unison One Company Limited |
| Type | Freehold |

(c) Commercial Space

As of 31 December 2019, the Company has commercial space for rent, namely Commercial space in Noble Ploenchit project. Details are as follows:

- Commercial Space in Noble Ploenchit (Building D)

| | |
|------------------|--|
| Address | 1035 Phloen Chit Road, Lumpini, Pathum Wan District, Bangkok 10330 |
| Total Floor Area | Net floor area is 4,446.72 sqm. (included parking) |
| Building Details | A 12-unit building and 125 parking space |
| Project Owner | U City PCL |
| Type | Freehold |

(d) Hotel Management Services

As of 31 December 2019, the Company provides hotel management services in Thailand, under its own brands U, Eastin and Travelodge managed by AHS. The current managed hotel portfolio consists of 11 hotels and 1,258 keys as follows:

| No. | Hotel Name | Location | Brand | No. of Keys | Type |
|-----|-----------------------------|----------------------|------------|-------------|------------------|
| 1 | Mountain Lodge by U | Khao Yai, Thailand | U | 7 | Managed |
| 2 | U Sukhumvit | Bangkok, Thailand | U | 82 | Managed |
| 3 | U Zenmaya Phuket | Phuket, Thailand | U | 50 | Managed |
| 4 | U Pattaya | Bang Saray, Thailand | U | 44 | Managed |
| 5 | U Nimman Chiang Mai | Chiang Mai, Thailand | U | 150 | Managed |
| 6 | U Khao Yai | Khao Yai, Thailand | U | 63 | Managed |
| 7 | U Jomtien | Jomtien, Thailand | U | 64 | Managed |
| 8 | Eastin Hotel Makkasan | Bangkok, Thailand | Eastin | 280 | Managed |
| 9 | Eastin Hotel Tan Chiang Mai | Chiang Mai, Thailand | Eastin | 130 | Managed |
| 10 | Travelodge Sukhumvit 11 | Bangkok, Thailand | Travelodge | 224 | Managed under JV |
| 11 | Travelodge Pattaya Central | Pattaya, Thailand | Travelodge | 164 | Managed under JV |

(e) Management and Operation of Golf Club and Sports Club Service

As of 31 December 2019, the Company operates the business of managing golf and sports club service through Thana City Golf and Sports Club, a subsidiary under the EBT of UE transaction (“**TGC**”). Currently, TGC manages Thana City Golf and Country Club, an 18-hole golf course designed by Greg Norman, and a fully-serviced sports club located at KM 14, Bangna-Trad Road, Bang Phli District, Samut Prakan.

(f) Property Management Service

As of 31 December 2019, the Company operates a property management business through Tanayong Property Management Company Limited, a subsidiary under the EBT of UE transaction (“**TPM**”). Currently, TPM manages many properties such as The Royal Place 1, The Royal Place 2, The Grand, land and public utilities in Thana City project.

(g) Real Estate Development

As of 31 December 2019, the Company has development projects as follows:

(1) ‘The Unicorn’ at Phayathai project

| | |
|-------------------|--|
| Project Location | At the intersection of two currently operating mass transit lines (BTS Skytrain and Airport Link), as well as future Red Line station on Phayathai road. The project is located in Bangkok’s CBD a few minutes away from Siam – major shopping and entertainment area and Chulalongkorn University |
| Project Area | 7-1-37.4 rai |
| Project Details | The project will be a 51-storey mixed-use complex building with over 53,000 sqm. of total usable area, which shall include: <ul style="list-style-type: none"> • Retail space for rent • Grade A office space for rent • A 5-star hotel • Parking space |
| Construction Area | 120,000 sqm. approximately |
| Project Value | THB 9,300 million approximately |
| Project Status | The project is currently under construction |
| Project Schedule | The project is expected to complete in 2022 |
| Project Owner | Kamkoong Property Company Limited |

(2) Roi Chak Sam project

| | |
|-------------------|--|
| Project Location | Located opposite the Icon Siam along the Chao Phraya River, Soi Charoen Krung 36, Bang Rak District, Bangkok. |
| Project Area | 5-0-60 rai |
| Project Details | The project will be a 5-star boutique hotel designed under the Heritage Development concept focusing on the harmony between the ancient building - Neo-Classical Style- which had a long history more than 130 years with new buildings and the new buildings which have carefully been designed to enhance the magnificence of the ancient site |
| Construction Area | 16,000 sqm. approximately |
| Project Value | THB 4,600 million approximately |
| Project Status | The project is currently in the process of archeological excavation |
| Project Schedule | The project is expected to complete in 2025 |

3. Real Estate Development for Sale

(a) Sansiri Joint Venture Companies

The Company has Real Estate Development for Sale through the joint venture project (50:50) with Sansiri to develop condominium projects in close proximity to mass transit stations. The Sansiri JV contributes equity income or a share of profit/loss to the Company. The Sansiri JV consists of a total of 27 projects of which 5 have been completely transferred, 6 are currently being transferred, 5 are under construction and 11 are awaiting development. Details are as follows:

| No. | Company Name | Ownership | Status |
|-----|--|-----------|------------------------|
| 1 | BTS-Sansiri Holding One Company Limited | 50% | Completely Transferred |
| 2 | BTS-Sansiri Holding Two Company Limited | 50% | Awaiting Development |
| 3 | BTS-Sansiri Holding Three Company Limited (The Line Sukhumvit 71) | 50% | Completely Transferred |
| 4 | BTS-Sansiri Holding Three Company Limited (Sukhumvit 49 Project) | 50% | Awaiting Development |
| 5 | BTS-Sansiri Holding Four Company Limited | 50% | Being Transferred |
| 6 | BTS-Sansiri Holding Five Company Limited | 50% | Awaiting Development |
| 7 | BTS-Sansiri Holding Six Company Limited | 50% | Being Transferred |
| 8 | BTS-Sansiri Holding Seven Company Limited | 50% | Completely Transferred |
| 9 | BTS-Sansiri Holding Eight Company Limited | 50% | Completely Transferred |
| 10 | BTS-Sansiri Holding Nine Company Limited | 50% | Completely Transferred |
| 11 | Nuvo Line Agency Company Limited | 50% | Under Construction |

| No. | Company Name | Ownership | Status |
|-----|--|-----------|----------------------|
| 12 | BTS-Sansiri Holding Eleven Company Limited | 50% | Being Transferred |
| 13 | BTS-Sansiri Holding Twelve Company Limited | 50% | Being Transferred |
| 14 | BTS-Sansiri Holding Thirteen Company Limited | 50% | Under Construction |
| 15 | BTS-Sansiri Holding Fourteen Company Limited | 50% | Being Transferred |
| 16 | BTS-Sansiri Holding Fifteen Company Limited | 50% | Awaiting Development |
| 17 | BTS-Sansiri Holding Sixteen Company Limited | 50% | Being Transferred |
| 18 | BTS-Sansiri Holding Seventeen Company Limited | 50% | Awaiting Development |
| 19 | Ratchada Alliance Company Limited* | 50% | Awaiting Development |
| 20 | BTS-Sansiri Holding Nineteen Company Limited | 50% | Under Construction |
| 21 | BTS-Sansiri Holding Twenty Company Limited | 50% | Awaiting Development |
| 22 | BTS-Sansiri Holding Twenty One Company Limited | 50% | Awaiting Development |
| 23 | BTS-Sansiri Holding Twenty Two Company Limited | 50% | Under Construction |
| 24 | BTS-Sansiri Holding Twenty Three Company Limited | 50% | Under Construction |
| 25 | BTS-Sansiri Holding Twenty Four Company Limited | 50% | Awaiting Development |
| 26 | BTS-Sansiri Holding Twenty Five Company Limited | 50% | Awaiting Development |
| 27 | Siripat Three Company Limited | 50% | Awaiting Development |

Note

* On 16 January 2020, BTS-Sansiri Holding Eighteen Company Limited changed its name to Ratchada Alliance Company Limited, in which Sansiri Public Company Limited sold shares in proportion 50% to Noble Development Public Company Limited ("**Noble**"). As a result, the project is currently a joint venture project between the Company and Noble.

(b) PARK Ramindra Project¹

| | |
|------------------|---|
| Project Location | Ram Inthra Road, Soi 47, Tha Raeng, Bang Khen, Bangkok |
| Project Area | 2-1-14.2 rai |
| Project Type | A low-rise 8-storey condominium with 206 units and parking space for 86 vehicles, accounting for 41percent of the total units |
| Room Type | 1-bedroom and 1-bathroom studios whose usable area is around 29.45-36.50 sqm per unit |

¹ The Extraordinary General Meeting of Shareholders No. 1/2018 held on 4 January 2018, approved the disposal of 8 assets of the Company, including this asset. The Company is currently in process of disposing the asset.

4. Other Real Estate Business

As of 31 December 2019, the Company operates an international school under the name Verso International School through Keystone Management Co., Ltd., a 50:50 joint venture company with the American International School Management Group in Hong Kong. The objective is to develop a new international school that offers curriculum from pre-school to grade 12 under a unique curriculum and encourage children to develop to achieve their goals (Personal Mastery Learning).

| | |
|-------------------|---|
| Project Location | The project is located within Thana City and is conveniently located near Suvarnabhumi Airport and Central Village. |
| Project Area | 79-1-66.35 rai |
| Project Details | An international school that offers curriculum from pre-school to grade 12 |
| Construction Area | 40,000 sqm. |
| Project Value | THB 4,800 million approximately |
| Project Status | The project is currently under construction |
| Project Schedule | The project is expected to complete in 2020 |

3.3 INDUSTRY AND BUSINESS OVERVIEW

Overview of the Thai Economy in 2019

According to the Office of the National Economic and Social Development Board (NESDC), Thailand's gross domestic product (GDP)¹ grew by 2.4 percent in 2019, slightly lower compared to the 4.2 percent growth recorded in the previous year. This growth is supported by private consumption, private investment and public investment, which grew 4.5 percent, 2.8 percent and 0.2 percent, respectively. Private consumption growth is driven by lower interest rate, low inflation and low unemployment rate, as well as government welfare measures targeting low income population. On the other hand, exports fell by 3.2 percent and imports fell by 5.4 percent²; this placed downward pressure on economic activity and contributed to the decline in GDP growth. Nonetheless, economic situations between the United States and China are showing signs of easing, as both countries have reached an informal agreement to reduce and/or reverse tariffs previously proposed. As trade war tension eases, the global economy should stabilize and continue to expand, which should in turn lead to an improvement in the export sector and a boost in the country's economic growth next year.

Average inflation stood at 0.7 percent, decreasing slightly from 1.1 percent in the previous year. The Thai Baht averaged 31.05 baht per USD in 2019³, appreciating 3.9 percent from the previous year as a result of the current account surplus of 6.8 percent of GDP. The relatively strong appreciation of the Thai Baht caused for Thai products and/or services to be more expensive when translated to US dollars, thereby posing concerns for exporters and the tourism industry.

Overview of the Hotel Business in Thailand in 2019

Statistics from the Ministry of Tourism and Sports indicated that in 2019 there were a total of 39.2 million inbound foreign tourists, representing a 2.6 percent increase from the previous year. Income from tourist spending totaled 2.2 trillion baht, increasing 15.5 percent from the previous year, with the top five tourist nationalities being Chinese, Malaysian, Indian, South Korean and Laotian. Moreover, domestic tourism began to improve as the government implemented stimulus measures aimed at encouraging spending in the local economy. Thailand's total tourism revenue was 2.47 trillion baht, increasing by 3.34 percent compared to the same period last year⁴.

The tourism industry still faces a number of challenges such as competition in the hotel business, which is likely to intensify due to ongoing investments in hotel expansions in main tourist attractions areas and regional centers. Competition from alternative accommodation sector where guests are able to book lower-priced accommodation in apartments, serviced apartments and/or condominiums through platform such as Airbnb also poses additional challenges to the hotel industry. The current effects from alternative accommodations are minimal as they account for less than 10 percent of total rooms in hotels and resorts in the four main tourist destinations: Bangkok, Pattaya, Phuket and Chiang Mai⁵. However, in the long run there may be negative impact on the revenue and profit of hotels that cater to the same group of customers.

¹ Office of the National Economic and Social Development Council (NESDC) (2019); http://www.nesdc.go.th/ewt_dl_link.php?nid=5175&-filename=QGDP_report

² Office of the Permanent Secretary Ministry of Commerce (MOC) (2019); Foreign trade statistic of Thailand 2018 -2019 (January - December); from <http://tradereport.moc.go.th/>

³ Bank of Thailand (BOT) (2563); Monetary Policy Report, December 2019; <https://www.bot.or.th/Thai/PressandSpeeches/Press/2020/Pages/n0163.aspx>

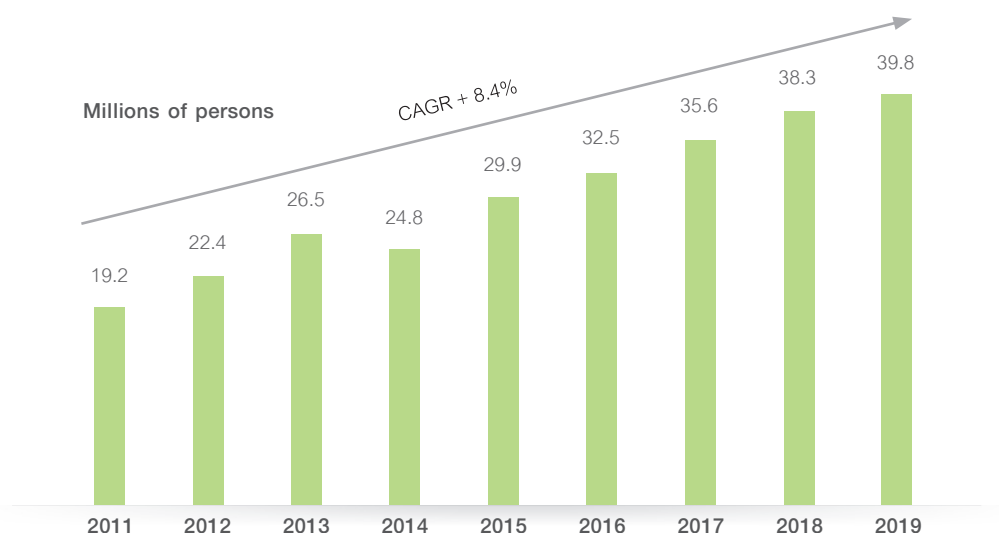
⁴ Ministry of Tourism and Sports (MOTS) (2562); Monthly Tourism statistic 2016-2019; from https://www.mots.go.th/more_news_new.php?cid=585

⁵ Colliers International Thailand (Colliers) (2016); Airbnb in Thailand and around the world : Accommodating the disrupter of accommodation; from https://www.colliers.com/-/media/files/apac/thailand/research/airbnb%20in%20thailand%20and%20around%20the%20world_th_lr.pdf?la=en-th

Apart from alternative accommodations, another factor that affect hotel business is the presence of online travel agents (OTA) who plays an important role in facilitating lodging search, price comparison and instant booking service. The emergence and popularity of OTA in the industry has resulted in hotel operators being burden with a large amount of commissions for the usage of these networks. As a result, some hotel operators have begun investing more in their own loyalty program to encourage direct reservations and reduce commission fees.



INTERNATIONAL TOURIST ARRIVALS IN THAILAND



Source: Department of Tourism, Ministry Sports and Tourism

Overview of European Hotel Business in 2019

The United Nations World Tourism Organization (UNWTO)⁶ reported that the number of international tourists in 2019 increased by around 5 percent, equivalent to 1.4 billion tourists. This growth is supported by the strong global economy, the rise of the middle class in developing countries, reduced travel costs and technological advancements resulting in new business models. European inbound tourists grew 5 percent, while tourists to Asia Pacific, the Middle East and the United States grew at 7 percent, 5 percent and 2 percent

respectively. Within continental Europe itself, visitors to Southern Europe and the Mediterranean grew the most, at 8 percent, followed by Central and Eastern Europe at 5 percent, Western Europe at 4 percent and lastly Northern Europe at 1 percent. Despite uncertainties from US-China trade wars and Brexit, tourism in Europe remains largely unaffected due to the weakening Euro relative to other foreign currencies.

According to the European Travel Commission⁷, Montenegro saw the highest tourist growth at 18.1 percent, followed by Turkey at 14.7 percent and the Netherlands at 7.4 percent growth. (with 20.5 percent

⁶ World Tourism Organization (UNWTO) (2019); International Tourism Highlights 2019 Edition; from <https://www.e-unwto.org/doi/pdf/10.18111/9789284421152>

⁷ European Travel Commission (ETC) (2019); European Tourism: Trends & Prospects; from https://etc-corporate.org/uploads/2019/11/ETC_Quarterly-Report-Q3-2019_Public.pdf

inbound tourists from Russia, 15.7 percent from India, and 14.8 percent from China).

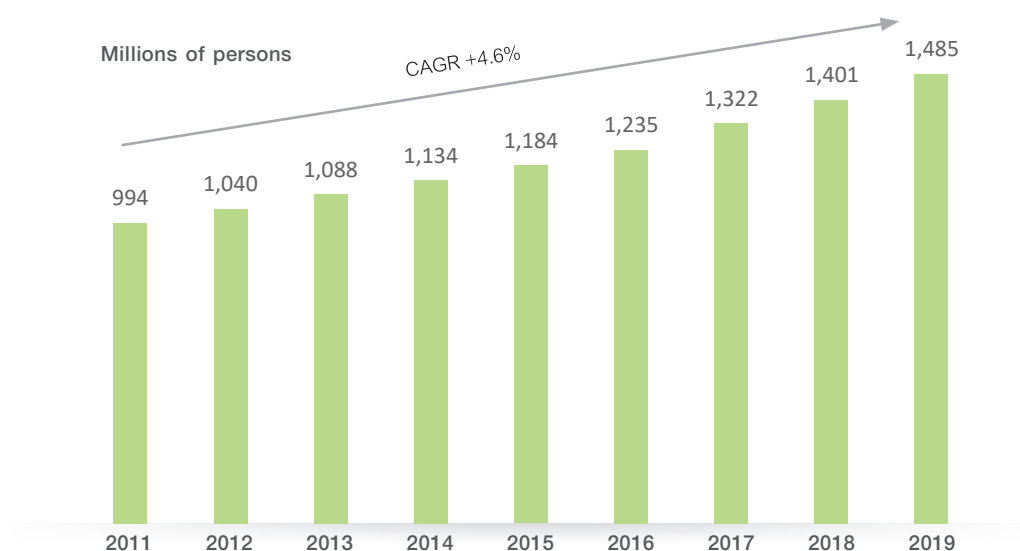
Germany and the United Kingdom saw slowdown in tourism growth from the previous year, with the former growing just 2.1 percent and latter shrinking 0.1 percent. Similarly, Romania experienced a reduction in the number of tourists for the first time in nine years, with tourism declining 5.2 percent from the previous year. Visitors to the countries come mainly from China, Sweden and the United States, accounting for 18.2%, 2.4%, and 0.6% of total arrivals respectively. The decline can be attributed to insufficient stimulation measures from the Romanian government.

Europe also face other challenges, namely intense competition amongst airlines, which may adversely affect the tourism industry. In September 2019, Adria Airways, the national airline of Slovenia, declared bankruptcy

due to consecutive losses and lack of liquidity. The airline's destinations included major cities in Germany, France, the Netherlands, and Russia, serving more than 50 percent of international passengers. Similarly, Thomas Cook, a long-established travel agency based in England also declared bankruptcy due to loss in 2018, as a consequence of a policy adjustment that required the recognition of tax expenses by more than three times from the previous year. The company also experienced increased expenses due to the weakening GBP, which deprived the company of its liquidity. These two bankruptcies may point to one of the underlying reasons to a drop in the number of inbound tourists in Europe. Other factors such as less strict visa requirements by other countries may also contribute to a decline in tourism in Europe.



GLOBAL INTERNATIONAL TOURIST ARRIVALS



Source: UNWTO

Overview of Thailand Condominium Business in 2019

In April 2019, the Bank of Thailand implemented the Loan to Value (LTV) measure, which applies stricter limits for the purchase of the second and subsequent residence, or the purchase of residences with a value over 10 million baht. By the end of the year, according to the Colliers International's report⁸, there were a total of 44,662 newly launched condominium units for sale, a decreased of 48% from the previous year that had 66,021 newly launched units. The sales rate of the newly launched condominium stood at 46%, equivalent to 20,765 units. Of those sold, 48% had an average price in the "high price group", ranging between 100,000 - 200,000 baht per square meter. Mid-level projects, with prices below 100,000 baht per square meter, contributed to 47 percent of the sales of newly launched condominiums. In 2020, major developers listed in the

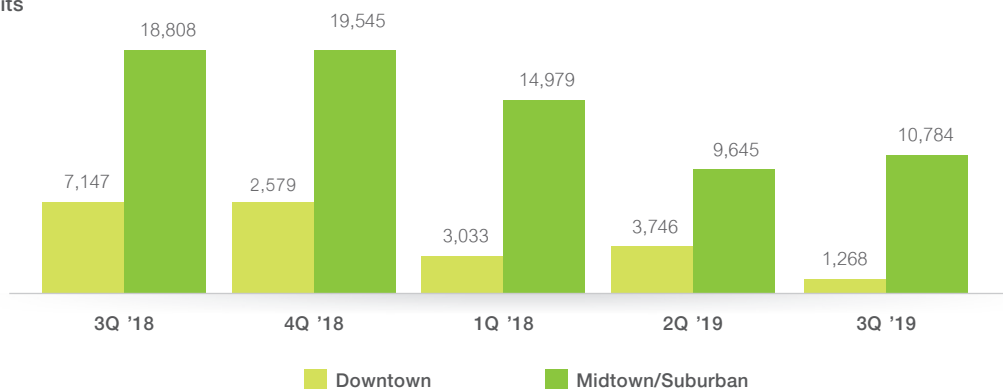
Stock Exchange of Thailand continues to be the major players in the market due to consumers' confidences in the branding and image of the companies.

Property developers continue to delay the launch of new condominium projects by reducing the project development plan and extending the release of new projects due to the large amount of units waiting to be transferred. In addition to the effects of the LTV, the strengthening of the Thai Baht made investments in Thai condominiums relatively more expensive for foreign real estate investors, which resulted in a decline in investments by foreigners. Furthermore, the impact of the US-China trade war and its negative effect on the Chinese economy led to cancellations by numerous Chinese condominium buyers. As a result, many property developers have turned to low-rise development projects to attract real residents instead.



BANGKOK CONDOMINIUM LAUNCHES

Units



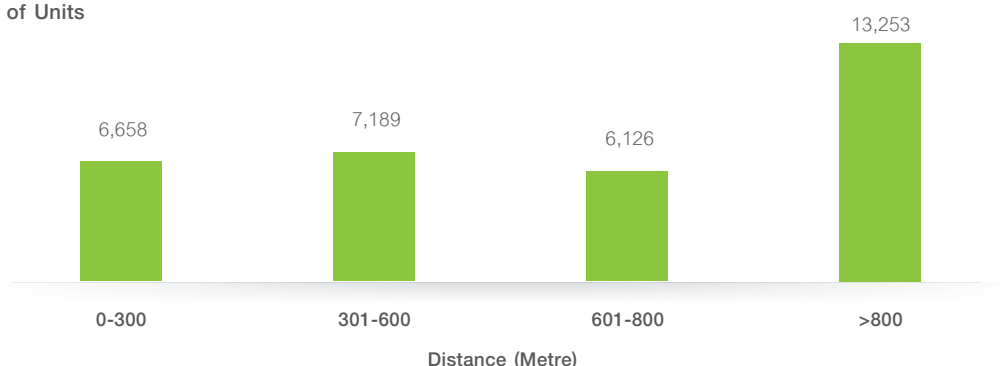
Source: CBRE

⁸ Colliers International; https://www.colliers.com/-/media/files/apac/thailand/market-reports/research_quarterly-q4%202019-condominium-eng.pdf



FUTURE DOWNTOWN UNITS TO MASS TRANSIT SYSTEM

No. of Units



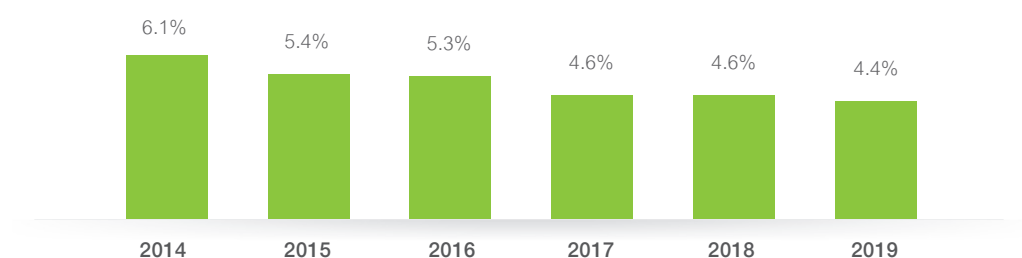
Source: CBRE

Overview of UK Office Business in 2019

According to Jones Lang LaSalle (JLL Research)⁹, the UK office market experienced a limited supply of office space in the past year. The vacancy rate was lower than 5 percent; Grade A office space saw vacancy rate of only 1 percent as a result of lower supply despite consistent demand that shows no signs of decline. In 2019, certain buildings had already been over 50% pre-booked while still under construction. However, large tenants tend to postpone the decision to rent office space due to the uncertainty over Brexit; once resolved, vacancy rate is expected to decline further due to limited supply yet increasing demands. The office rental rate in the United Kingdom is 7.7 percent higher compared to the previous year and is likely to increase steadily. In 2019, the 10-year yield was 4.25 percent.



OFFICE PROPERTIES VACANCY RATE IN LONDON (UK)



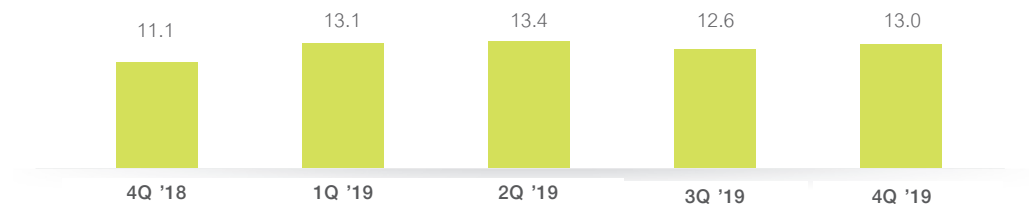
Source: Statista Research Department

⁹ Jones Lang LaSalle (JLL); UK office market outlook; from <https://www.jll.co.uk/en/trends-and-insights/research/the-uk-office-market-outlook-h1-2019>



LONDON OFFICE SUPPLY UNDER CONSTRUCTION

Millions of sqf



Source: Knight Frank Research

Overview of Thailand Office Business in 2019

According to CBRE¹⁰, overall supply of office space in Thailand increased continuously with a 1.6 percent growth, while the demand for office space grew 2.2 percent. As a result, the office building business in Thailand is expected to peak in the next three years. Most Grade A office space demand in non-CBD area results from the relocation of old Grade A office space tenants into the newly renovated office space in the same area, this demonstrates the limited supply of office space in Thailand.

Statistically, rental of both Grade A and Grade B office space are still growing, although at a modest rate, with Grade A office space rents growing at 0.1 percent and Grade B office space rents growing at 0.7 percent from the previous year. Office buildings located along the mass transit lines are able to charge higher rents compared to similar buildings further away. However, by 2022 landlords may have to increase promotional measures, add extra facilities and/or match rental prices in order to compete in a saturated market condition.



LONDON OFFICE SPACE TAKE-UP

Millions of sqf



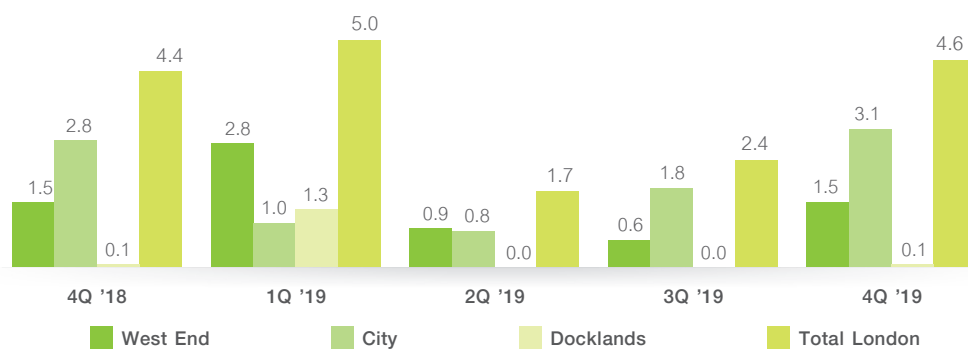
Source: Knight Frank Research

¹⁰CBRE Thailand; CBRE Research Q3 2019 Bangkok Property Report



LONDON OFFICE INVESTMENT TURNOVER

£ bn

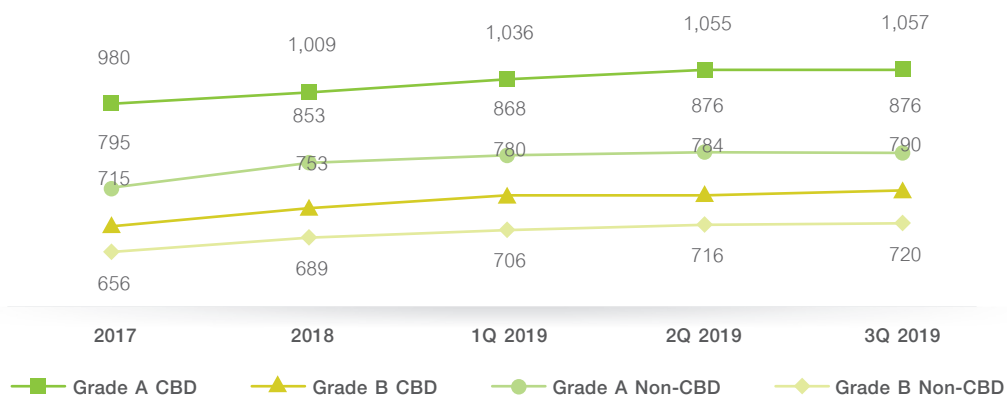


Source: Knight Frank Research



AVERAGE RENT BY GRADE AND LOCATION

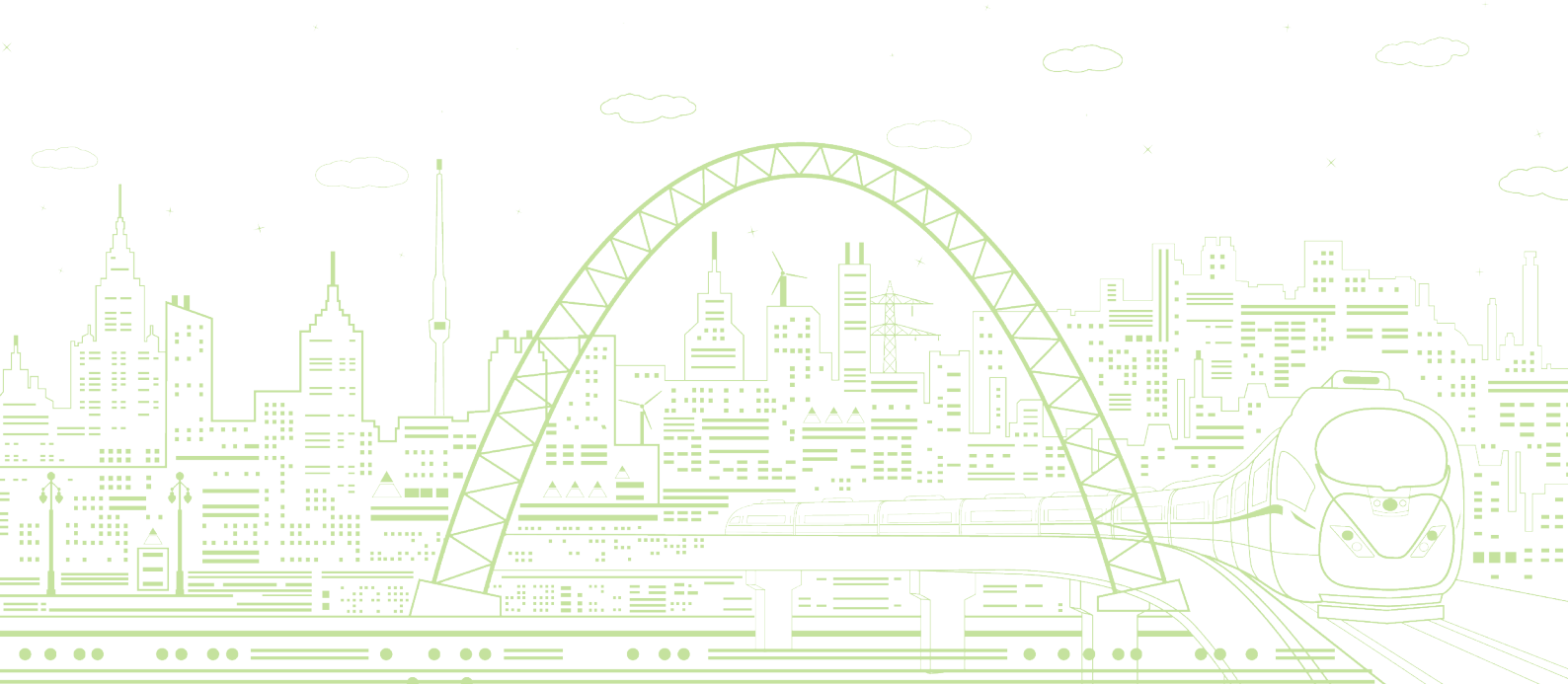
THB / sqm / month



Source: CBRE

3.4 BUSINESS TARGET ASSESSMENT

| | Target | Results | Results (Excluding gain from sale of Mo Chit Land Co., Ltd.) |
|--------------------------|--|------------------------------|--|
| Total Revenues | THB 7,200 - 7,500 mn + 3% to 8% YoY | THB 10,145 mn + 53.4% YoY | THB 8,586 mn + 29.8% YoY |
| Hospitality Revenue | THB 6,200 - 6,500 mn + 3% to 8% YoY | THB 7,264 mn + 28.7% YoY | THB 7,264 mn + 28.7% YoY |
| Office Revenue | THB 300 - 350 mn + 6% to 24% YoY | THB 324 mn + 14.9% YoY | THB 324 mn + 14.9% YoY |
| EBITDA Margin | ≥ 20% | 31.5% | 19.1% |
| Total Capex & Investment | THB 1.9 - 2.2 bn | THB 2.6 bn | THB 2.6 bn |



3.5 CAPITAL MARKET REVIEW

Capital Market Review

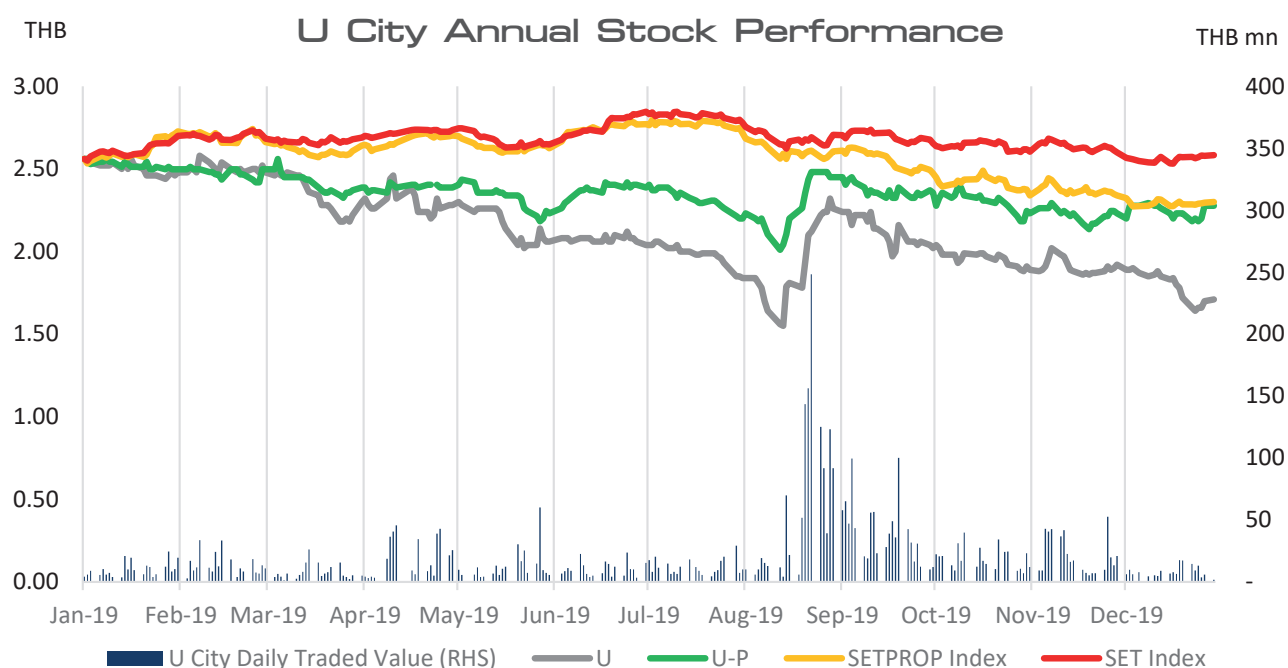
Historical Share price analysis

U City ordinary shares (U)

U City ordinary shares started the year at THB 2.56 on 2 January 2019, and underperformed the SET index and SETPROP Index throughout the first half of 2019, declining to THB 2.06 by the end of June 2019. In parallel, the Company continued to invest in the expansion and upgradation of the hospitality portfolio through the acquisition of hotels and lease contracts in Germany, Switzerland, and Poland as well as major renovations of 4 Vienna House hotels.

Later in August, U City ordinary shares declined further, and reached its 2019 low of THB 1.55 on 14 August 2019. Once the second quarter results were released, demonstrating net profit of THB 393mn, the stock reacted positively in subsequent trading days and climbed as high as THB 2.32 (on 29 August 2019) before retracting down to THB 2.04 by the end of September. In the final quarter of the year, U City ordinary shares resumed its downward trend and settled at THB 1.71, 33.2% below the closing price of 2018.

Despite the high volume in trading in August and September that pushed the third quarter average daily trading value up to THB 38.3mn, U City ordinary shares traded moderately in 2019 with an average trading value of THB 16.3mn compared to THB 28.2mn in 2018.



U City preferred shares (U-P)

U City preferred shares started the year at THB 3.26 and traded in a similar directional pattern to U City ordinary shares in the first half of 2019, and started to outperformed U City ordinary shares from thereon.

In the third quarter, U City preferred shares also reached its 2019 low (at THB 2.56 on 13 August 2019) and also rebounded once the second quarter results was released. The preferred shares later ended the year at THB 2.90 marking a yearly loss of 9.9%, but representing an outperformance against U City ordinary shares by 23.3%.

In 2019 U City preferred shares traded lightly with an average trading value of THB 0.90mn compared to THB 16.3mn average trading value in 2018.

SET Index Performance

In 2019 there were series of international and domestic factors that influenced the Stock Exchange of Thailand Index (SET Index). Internationally the US - China trade war as well as the ongoing Brexit negotiation continued to be the source of uncertainties that pressured the global economy. Domestically the SET Index was impacted by the increased weighting of Thai shares in the MSCI Emerging Market Index, and the slowdown of the Thai economy in the second half of the year.

For domestic factors affecting the SETPROP in the past year was the new loan to value limit from the Bank of Thailand that affected borrowers. Additionally, the appreciation of the Thai Baht as well as the People's Bank of China's policy to prevent capital outflow, resulted in foreign investors delaying their real estate investment in Thailand.

In early December 2018, the planned US tariff increase was postponed, and negotiation between US and China was arranged in March 2019, leading to a relaxation of the trade war tension. This contributed to the positive performance of the SET Index, which started the year at 1,567.09 points on 2 January 2019 and later increased by 4.64% to 1,638.65 at the end of March 2019.

In the second quarter the SET Index began to rally after the MSCI Emerging Markets index increased the country weight of Thailand from 2.43% up to 2.9% on 28 May 2019. The SET Index gained 5.21% and reached 1,730.34 by the end of June, and later hit its 2019 peak at 1,740.91 points on 1 July 2019.

The trade war between US and China erupted once again after the US increased tariffs on Chinese goods in May. Later in the third quarter, the International Monetary Fund (IMF) downgraded its 2019 global economic growth forecast to 3% (the slowest annual pace since the global financial crisis) and reported a synchronised slowdown of the global economy largely from the rising trade barriers and increasing geopolitical tensions.

As the Thai economy was not immune to such global factors this impacted companies earning prospects and the Bank of Thailand further cut its 2019 GDP forecast growth down to 2.5%. The SET Index declined as foreign investors became net sellers in the third quarter and that continued into the last quarter of 2019. Consequently, the SET Index continued its downward direction and erased almost all of the year to date gains, ending the year at 1,579.84 with only 1.0% gain.

Share Performance and Liquidity

| Key Share Data | 2017 | 2018* | 2019* |
|--|-----------|----------|----------|
| U Share price (THB) | | | |
| Year-end | 0.03 | 2.56 | 1.71 |
| Year-high | 0.04 | 4.00 | 2.58 |
| Year-low | 0.02 | 2.00 | 1.55 |
| Average daily traded value (THB mn) | 8.6 | 14.4 | 8.3 |
| Average daily traded volume (mm shares) | 2.9 | 4.5 | 4.7 |
| Number of shares outstanding at year-end (mn) | 561,362.3 | 5,613.7 | 5,613.7 |
| Market capitalisation at year-end (THB mn) | 16,840.9 | 14,371.1 | 9,599.4 |
| U-P share price (THB) | | | |
| Year-end | N/A | 3.22 | 2.90 |
| Year-high | N/A | 4.00 | 3.26 |
| Year-low | N/A | 2.00 | 2.56 |
| Average daily traded value (THB mn) | N/A | 6.80 | 0.50 |
| Average daily traded volume (mm shares) | N/A | 2.10 | 0.20 |
| Number of shares outstanding at year-end (mn) | N/A | 3,740.6 | 3,740.6 |
| Market capitalisation at year-end (THB mn) | N/A | 12,044.7 | 10,847.7 |
| Change (YoY) | | | |
| U | 0.0% | (14.7)% | (33.2)% |
| U-P | N/A | 7.3% | (9.9)% |
| SET Index | 13.7% | (10.8)% | 1.0% |
| SETPROP Index | 22.6% | (15.6)% | (9.8)% |
| MSCI World Real Estate Index | 11.6% | (9.0)% | 9.6% |
| MSCI World Hotels, Restaurants & Leisure Index | 30.7% | (9.8)% | 15.1% |

* 2018 and 2019 figures are adjusted for the reverse stock split transaction

Investor Relations

As a publicly listed company on the Stock Exchange of Thailand, the Company has continuously provided an accessible and professional Investor Relations (IR) function to facilitate the dissemination of relevant, accurate, open and timely communications with existing and future investors and shareholders. During the year the Company has expanded the breadth and depth of its IR products, including Quarterly Management Discussion and Analysis, Analyst Presentations & Webcasts, General Presentations, Factsheets and other ad-hoc presentations as and when relevant. These products are publicly available on the SET website, the Company's website and

distributed to the investment community upon request. The IR department reports directly to the Chief Financial Officer. As part of its working process, the IR department works closely in support of, or receives information from, other departments or other executive management. The IR department also relays feedback or concerns from the investment community to the Company's management. The IR department measures its performance on visibility and accessibility to the investment community, on the quality and timeliness of its products and its response times to enquiries or requests for information from the investment community.

Investor Relations Contact Details

| | |
|----------------------------|---|
| Head of Investor Relations | Ms. Soraya Satiangoset (Chief Financial Officer, Executive Director) |
| Investor Relations | Ms. Nachanok Punyavirocha |
| Contact Telephone | +66 (0) 2273 8838 |
| Email | ir@ucity.co.th |
| Website | www.ucity.co.th |
| SET Share Ticker | U, U-P |
| SET Traded Warrant Ticker | U-W4 |
| Shareholder Registrar | Thailand Securities Depository Co., Ltd. 93 Ratchadaphisek Road, Dindaeng, Bangkok 10400, Thailand Tel: +66 (0) 2009 9000 Fax: +66 (0) 2009 9991 SET Contact Center: +66 (0) 2009 9999 Website: www.set.or.th/tsd Email: SETContactCenter@set.or.th |

3.6 BUSINESS OUTLOOK 2020

Thailand Overall Outlook for 2020

The Ministry of Finance forecasts that Thailand's Gross domestic product (GDP) is likely to grow 2.8 percent yoy in 2020. Private investment, one of the main drivers of growth, is projected to expand by 4.2 percent, largely supported by favorable monetary and fiscal policies, investments in large transportation infrastructures by state enterprises, and public-private partnership projects (PPP). Investments in infrastructures will help foster confidence in the business sector and further boost private investment in the country. Export is expected to recover gradually. Government spending is projected to expand by 2.5 percent in 2020, while private sector spending is forecasted to grow at 3.2 percent. The Ministry of Finance expects a general inflation rate of 0.8 percent in 2020. Moreover, financial institutions expect to see further reduction in the policy rate by 0.25 percent in March, following an earlier cut from 1.25 percent to 1.00 percent in February 2020. In terms of balance of payments, the current account is expected to record a surplus of 5.3 percent of GDP; the value of goods imported is to grow by 1.7 percent while export is to grow 1.0 percent.

Nonetheless, the Thai economy is still vulnerable to a number of external factors such as air pollution arising from the presence of higher particle matter of 2.5 micrometre (PM2.5) that has continued to worsen since the beginning of the year, as well as the outbreak of the corona virus COVID-19 and its impact on the tourism industry. Additionally, Thailand is likely to see the effects of the slowdown in the Chinese economy, one of the country's main trading partners, as a result of both the COVID-19 outbreak and their trade negotiations with the United States. Another factor that may impact the Thai economy is the withdrawal of the United Kingdom from the European Union (Brexit).

Europe Overall Outlook for 2020

The European Central Bank estimates the European Union's GDP to grow by 1.1 percent in 2020, declining from 1.2 percent in 2019, 1.8 percent in 2018 and 2.8 percent in 2017. This growth, the lowest in the past seven years, is a result of global trade slowdown from the ongoing negotiations for a trade deal in relations to Brexit. Moreover, the Chinese economy shows signs of growth deceleration due to the trade war with the United States, as well as the outbreak of the COVID-19 virus that has caused numerous businesses to shut down indefinitely. As a result, new investments have been suspended, especially those in the manufacturing sector which shows lower than average confidence in the long run. On the other hand, confidence in the construction sector and consumer confidence are expected to improve. Private consumption is projected to grow 1.4 percent in 2020, up from 1.3 percent in the previous year, due to lower interest rates and favorable credit conditions.

For advanced European economies such as Germany, Austria, Switzerland and France, GDP growth is projected at 1.5 percent, up 0.2 percent compared to the previous year. The GDP of emerging economies in the European Union (excluding Russia and Turkey), such as Romania and Poland, are expected to grow at 3.1 percent, down from 3.7 percent in the previous year.

At the same time, certain countries such as Turkey and Russia are expected to experience some economic recovery due to the easing of economic tension, as well as economic stimulus. Turkey estimates its GDP to grow by 3.0 percent in 2020, up from 0.2 percent in the previous year, as a consequence of improving economic conditions combined with expansionary fiscal

¹ <https://www.thaigov.go.th/news/contents/details/26147>

² European Central Bank;

Eurosystem staff macroeconomic projections for the euro area, December 2019; https://www.ecb.europa.eu/pub/projections/html/ecb.projections201912_eurosystemstaff~c7a91336cb.en.html#toc1

³ International Monetary Fund; Facing Spillovers from Trade and Manufacturing; <https://www.imf.org/~media/Files/Publications/REO/EUR/2019/November/English/ch1.ashx>

policy and monetary policies enacted by the Central Bank to promote growth. For Russia, GDP is expected grow by 1.9 percent, up by 0.8 percent from a year earlier.

Hotel Business Outlook in Thailand for 2020

Outlook for the tourism sector in Thailand in 2020 remains pessimistic. Both domestic travel and foreign tourists arrivals have decreased significantly due to air pollution and PM2.5 exceeding the standard level in major cities such as Bangkok and Chiang Mai, as well as the corona virus outbreak. The number of Chinese tourist arrivals is expected to drop by 1.1 million in the first quarter of 2020 while the number of outbound Thai tourists to China is to decrease by around 55,000 individuals. Tourist arrivals from other nations is forecasted to decrease by 320,000 individuals from the original estimates. Hotel occupancy rate is to drop in the first quarter of the year despite being the high-season for tourism in Thailand.

The Thai tourism industry is also under pressure from factors such as the global economic downturn in the United States, Europe and China, which has caused certain groups of tourists to adjust their spending behavior. In contrast, the tourism industry in other regions such as the Middle East is expected grow approximately 9 percent this year, significantly higher than average growth worldwide; this is partly driven by government-sponsored tourism policy of the United Arab Emirates to developed infrastructures, promote tourist destinations, and its relaxed visa policies. With the visa-on-arrival waiver fee for Chinese and Indian tourists set to expire in April 2020, visitors from the aforementioned countries may also consider other countries without visa requirement over visiting Thailand. Furthermore, the number of tourist arrivals

may decline during major sporting events including the European Football Championship 2020 (EURO 2020) and the Summer Olympics, as those from the host nations and/or sport fans may choose to travel attend the events instead.

Nevertheless, Thailand remains one of the most famous tourist destinations in Southeast Asia, with favorable weather throughout the year and a wide range of attractions showcasing its rich history and cultural traditions. The country is also one of the biggest destinations for medical tourism with its state of the art medical services. The fierce competition between airlines continues to push down fares since the first quarter of 2020; this may be one factor that could help boost the tourism sector.

Hotel Business Outlook in Europe for 2020

The International Monetary Fund (IMF) projects global GDP to grow by 3.3 percent in 2020, with upsides from manufacturing activities and global trade, more relaxed monetary policy, easing tension between the United States and China over the trade war and clearer policies in relations to Brexit. The tourism sector shows positive signs from EURO 2020 set to take place mid-2020 with matches held in various countries such as Italy, Germany, Romania, Russia and the UK. The event is expected to drive up the number of tourists in Europe during the second and third quarters of 2020, thereby helping businesses recover from the effects of the COVID-19 outbreak in the first quarter of the year.

⁴ <https://kasikornresearch.com/th/analysis/k-econ/business/Pages/z3080.aspx>

⁵ International Monetary Fund (IMF); World Economic Outlook; <https://www.imf.org/en/Publications/WEO/Issues/2020/01/20/weo-update-january2020>

Office Space Outlook in Thailand for 2020

In 2020, the land market continues to influence the trend of office building business in Thailand. According to a report from Colliers International Thailand, office space supply are expected to be stable while demand is expected to increase by 200,000 square meters per year due to limited new land availability, especially for Grade A buildings. The vacancy rate is low, at approximately 5 percent, and is expected to remain at this level in the short run. In 2020, a total of 310,737 square meters of new office space will be constructed, equivalent to a 2.5 percent growth from last year. Furthermore, by 2022, an additional 1,300,000 square meters of office space will be developed in Bangkok; half of these office spaces are expected to be in the CBD area, with 455,000 square meters being Grade A office space.

The office space business has attracted interests of numerous real estate developers as they see opportunities for recurring income. Upcoming large-scale development includes The Park Project and One Bangkok Project. Additionally, the rapidly changing digital society and behaviors of modern professionals has led to the rise in demand for co-working spaces in the past two years. The newer generations also have a strong preference for more open and spacious offices, with facilities catered to their lifestyle. As such, modern office building will need to be able to adapt to meet the demands of the working professionals in order to remain competitive in the market.

Office Space Outlook in UK for 2020

According to the IMF, the UK's GDP is forecasted to grow 1.4 percent while unemployment rate is expected to decline steadily, resulting in lower vacancy rate of office buildings. Although new office spaces continue to increase, albeit in limited amount, many businesses have delayed their rental decision due to uncertainty over Brexit. Nonetheless, once a resolution is reached, office building vacancy rate is projected to decline further.

Additionally, London remains a prominent destination for European venture capital investment (VC Funding), as well as for new entrepreneurs; this will help drive the office building business from start-ups to scale-ups. Co-working spaces have driven up demand for office spaces and the business is expected to continue thriving in coming years. Rental incomes are expected to grow steadily as demand outgrows supply of office spaces.

Condominium Sector Outlook in Thailand for 2020

The property market in Thailand has slowed down since the end of 2018 due to various negative factors such as the US-China trade war, the global economic slowdown, the appreciation of the Thai baht causing for prices to be relatively more expensive to foreign investors and the outbreak of COVID-19 and its impact Chinese businesses. As a result, there has been a decline in investment by Chinese who were previously the main foreign purchaser of condominiums in Thailand. Other domestic factors such as the rising level of household debt, stricter mortgage lending criteria by financial institutions as a result of the Loan-to-value (LTV) measure put in place by the Bank of Thailand have also contributed to the decline in condominium purchases, as well as an increase in cancellations over units previously reserved. This is further led to an oversupply of condominiums in the market, causing many developers to adjust their business by delaying the launch of new project and instead focus on their accumulated inventories. Developers have also turned to low rise residences that focus more on real home buyers.

⁶ Colliers International (Thailand); Bangkok Office Q4 2019; https://www.colliers.com/-/media/files/apac/thailand/market-reports/research_quarterly-q4-2019-office-eng.pdf

⁷ International Monetary Fund; World Economic Outlook, January 2020; <https://www.imf.org/en/Publications/WEO/Issues/2020/01/20/weo-update-january2020>

3.7 RISK FACTORS

Conducting businesses carries a level of risks and uncertainties. Such risks may lead to fluctuation in revenues, profits, asset values, liquidity, share price, and potential impact to the Company's reputation. Therefore, risk management is an important factor that leads to success and sustainability for the business of the Company.

Risk factors listed below have taken into account both the Company's existing and emerging risks. All stakeholders should acknowledge the impact and the likelihood of occurrence and carefully consider all other associated factors not limited to general and the specific risks listed herein.

Strategic Risks

Economic Fluctuation, Economic and Political Policies

The performance of the Company, either from the recurring income business of our hotels and office buildings for rent or real estate projects for sale, are all affected by fluctuations or changes in the economic and political situation, as well as government policies, both domestically and internationally. A contemporary example is the continuing ambiguity of the 'Brexit' process between the UK and EU has resulted in the British Pound's continued weakness and delayed both domestic and foreign direct investment plans to the detriment of short-term GDP growth. Some financial services firms have announced their intention to relocate or downsize their offices outside the country. Political instability and terrorism in Europe have also affected confidence and raised security concerns, which has impacted the tourism sector. Such incidents may affect the business operation of the Company in the short-and/or long-term.

Mitigation

The Company continuously monitors and is vigilant of situations or incidents that may arise so that it can take steps to mitigate the impact to its

business plans. Moreover, the Company considers carefully, the quality of the assets to be invested, developed or acquired. These considerations take into account accessibility - especially to mass transit, local attractions, positioning within urban areas, local trends and communities. By applying these considerations in its decision-making process, the Company believes it has inherently resilient assets to external detrimental factors.

Readiness to Support Business Expansion

As part of its investment strategy, the Company aims to acquire, invest or develop assets, which will facilitate its business expansion. The Company owns significant land bank for future development. In the past several years, land prices have increased significantly, especially along the mass transit routes. This has created challenges to find land with high potential while maintaining a sufficient return and keeping investment costs under control.

Mitigation

The Company has established operational business plans for the short-, medium- and long-term with a focus on expanding its business. In order to draft these plans, the Company conducts analysis of the industry outlook, the economic situation, the political situation and the feasibility of investment of each project in accordance with its risk appetite and availability of capital and human resources as a standard process.

On a broader view, the Company closely monitoring market study and analysis the expansion of major cities in each region for business opportunities. As part of its strategy the Company also pursues partnerships with reputable market leaders as a means to access expertise, new business opportunities, moderate risk and add value in development projects as a factor to strengthening our long-term business.

Operational Risks

Human Resource Recruitment for Business Expansion

To achieve the Company's goals, a key factor is the employee with sufficient competence and expertise which are able to support the business growth in the short-term and long-term. However, in a highly competitive business environment and resources limited of expertise in business operations, it may cause to the Company business disruption. Since 2016, the Company started to invest abroad and launch new development projects. These foreign countries have different labour laws and regulations that may be subject to change. Though the Company has experienced no collective work stoppages or disruptions, there is no assurance that the Company will not experience these in the future.

Mitigation

To ensure that the Company has the necessary human resources to support this expansion, the Company provides staff training to promote an new ideas, knowledge sharing, skills enhancement and operational improvements in order to attract and retain talent. After each acquisition, the management restructures the organisation and administration in order to support and remain aligned with the Company's current and future business expansion plans. The Company continuously offers competitive remuneration and benefits packages that include monetary and non-monetary components relates to the performance and ability of the employees to be at the motivation level and in the standard criteria according to market conditions to create security and work stability of employees which will help reduce the risk of losing teams and personnel.

Cost Controlling in Business Operation and Project Development

The Company acknowledges the changes in commodities prices such as oil prices, or the activities of external forces such as mega projects by the

government or the ongoing construction projects of other developers, may affect to the price of raw and construction materials and/or create labour shortages, which will directly impact the cost and duration the Company's projects under development, cash flows and profitability.

Mitigation

The Company manages these risks by procurement process to obtain the most competitive offered prices and conditions for each project. Contractors shall be responsible for procurement of materials and costs pre-agreed in the contract between the contractor and the Company. In other cases, some materials may be ordered directly from the manufacturer to obtain the best price, best quality and best conditions.

Compliance and Law

The government has issued rules and regulations regarding new development projects to minimise their effect to surrounding communities, such as the City Planning Law and conducting an Environmental Impact Assessment (EIA). In compliance with these regulations, the Company may be affected by higher costs or longer development times. Moreover, said rules and regulations may change.

Mitigation

The Company is strictly committed to adhering to the aforementioned rules and regulations. The Company takes into account environmental and community concerns of new development projects throughout the entire development cycle from land acquisition, design, construction and operation. The Company also applies high standard designs and processes with the aim of being certified by globally recognised certification bodies such as Leadership in Energy and Environmental Design (LEED).

Reputation

The Company's performance is dependent on a good reputation. As such, the Company is exposed to reputation risk from customer dissatisfaction and impact on local communities of development projects.

Mitigation

As part of standard process, the Company's businesses assess customer satisfaction levels and feedback. Any issues of concern are reported to management for action.

Financial Risks

Source of Fund, Liquidity and Cost of Fund

As real estate business is a business that uses investment and is highly competitive. To support the business growth and continuously develop new projects as planned, the Company needs various funding sources from both financial institutions and the capital markets. To successfully access these sources and maintain sufficient financing at the right cost for business growth, the Company is affected by several factors such as the fluctuation in interest rate, the capital market situation, confidence of financial institutions, investors and stakeholders of the Company. The Company's international operation also entails cash flow management risks, if the Company has high funding costs or there is a loan that exceeds the industry average, it will ultimately affect the confidence of financial institutions and shareholders.

Mitigation

The Company must manage the debt to equity ratio at an appropriate level and able to maintain liquidity in order to support the business of debt management effectively. The Company can further use appropriate financial tools to raise funds and monitor the economic situation both at home and abroad, including forecasting trends and future interest rate trends. These factors will help increase the flexibility of the Company in business expansion and risk reduction.

Fluctuation in Exchange Rate

The Company has businesses and investments overseas. Any changes in exchange rates may cause foreign exchange losses that result in business experiencing financial difficulties.

Mitigation

The Company monitors FX rate movements and has developed policies and best practice guidelines to manage exchange rate risk by adopting Natural Hedge which is creating a 'balance' between income and expenses or assets and liabilities in foreign currencies to have similar proportions. And the use of appropriate financial instruments such as Forward Contracts, Futures Contracts and Swap Options.

Emerging Risks

Cyber Security

The Company relies on technology to collect internal and external information as part of its normal business operations. The security of this information is important as security breaches may cause the Company disruptions, or loss of data that may impact the Company's operation and reputation, as well as legal or regulatory liabilities.

Mitigation

The Company maintains or implements up-to-date hardware and software controls, policies and conducts regular assessments to mitigate risks. Such steps include firewalls, network port security, encryption, anti-virus software and operational guidelines. Regular update of hardware and software and audits are carried out to keep abreast of technological advancements.

3.8 LITIGATION

As of 31 December 2018, the Company and/or its subsidiaries have no lawsuits that may have to affect the Company's and its subsidiaries' assets of more than 5% of shareholders' equity. Below this threshold, there is one legal dispute, which are either unresolved cases or disputes that may affect the Company's business or its subsidiaries significantly as follow;

On 18 December 2015, the Company affiliated with Aman Resort Service Limited and Silverlink Holding Limited ("Joint Venture") filed a lawsuit against the Treasury Department, as the first defendant, and the Supervising Committee for the Ratchphatsadu land at Rong Pasee Roi Chak Sam Development Project, as the second defendant, with the Central Administrative Court; asking the Central Administrative Court to issue a judgment or order which compels both defendants to comply with the Cabinet Resolution dated 26 August 2003, which set out a project construction period of 36 month and a project utilization period of 30 years after construction was completed and compels the Treasury Department to exercise its authority under Section 10 of the Act on the Private Participation in the Affairs of the State of 1992, Article 34, paragraph 1 (7) and paragraph 4 of the Ministerial Regulation relating to rules and methods for administration, maintenance, utilization and benefit arrangement on State Land B.E. 2545.

On 8 July 2013, the Cabinet ordered the Bangkok Metropolitan to return the Ratchphatsadu land at Rong Pasee Roi Chak Sam Development Project and to demarcate an area for the subsidiary to proceed with project construction as scheduled, within 30 days following the date the Court issued final judgment or within the period specified by the Court.

On 13 July 2017, the Central Administrative Court issued a judgment compelling both defendants to extend the project utilization period of the land in dispute for another 30 years, from the handover date or the date the court issued the final judgment, as the case may be. Subsequently, on 15 August 2017, the Joint Venture has submitted an appeal to the Supreme Administrative Court.

On 24 May 2019, Joint Venture and Treasury Department entered into an amendment and a memorandum to the agreement in relation to the Joint Investment on Construction and Operation of the royal land under the Rong Pasee Roi Chak Sam Development Project, Bangrak District, Bangkok, dated 10 May 2005. On 20 June 2019, Joint Venture and Treasury Department submitted a request to withdraw the appeal to the Supreme Administrative Court by agreed to settle the dispute and not demanding any further claims. And on 2 August 2019, the Court allowed the appeal to be withdrawn.

4 CORPORATE GOVERNANCE REPORT



Future Started Here

- 4.1 Corporate Governance Structure
- 4.2 Governing Relationship with Subsidiaries and Associated Companies
- 4.3 Corporate Governance Policy
- 4.4 Selection, Appointment and Remuneration of Directors and the Chief Executive
- 4.5 Internal Control and Risk Management
- 4.6 Related Transactions
- 4.7 Audit Fees
- 4.8 Human Resources Policy
- 4.9 Corporate Social Responsibility Policy for Sustainable Business Development

4.1 CORPORATE GOVERNANCE STRUCTURE

The Board of Directors

The structure of the Board of Directors consists of the members who possess qualifications that are suitable for and consistent with the business strategy of the Company, as well as having diversified knowledge, capability, skills, experience and expertise beneficial to the Company's business operations. The Board of Directors shall not have less than 5 members and at least half of the members shall have their residence in the Kingdom of Thailand. In addition, at least one-third (1/3) of the members shall be independent directors and in any case the independent directors shall not be less than 3 members. The Board of Directors will have more than 6 meetings in each fiscal year.

As of 31 December 2019, the Board of Directors consisted of 9 members, one of which is female (or equivalent to 11.11% of total directors) divided into:

- 3 members as executive directors (or equivalent to 33.33% of total directors); and
- 6 members as non-executive directors (or equivalent to 66.67% of total directors), 4 of which were independent directors which is greater than 1/3 of the members.

List of Directors as of 31 December 2019 are as follows:

| No. | Name of Directors | Position | Date of Registration as Directors | Number of Years in Office |
|--|----------------------------|---|-----------------------------------|---------------------------|
| 1 | Mr. Keeree Kanjanapas | Chairman of the Board of Directors | 7 July 2017 | 2 years 5 months |
| 2 | Mr. Rungson Sriworasat | Independent Director, Chairman of the Audit Committee and Nomination and Remuneration Committee | 19 December 2017 | 2 years |
| 3 | Mr. Chaiwat Atsawintarakun | Independent Director, Chairman of the Nomination and Remuneration Committee and Audit Committee | 28 April 2005 | 14 years 8 months |
| 4 | Mr. Plakorn Wanglee | Independent Director, Audit Committee and Nomination and Remuneration Committee | 7 July 2017 | 2 years 5 months |
| 5 | Mr. Surajit Gongvatana | Director and Chairman of Executive Director Committee | 7 July 2017 | 2 years 5 months |
| 6 | Mr. Kavin Kanjanapas | Director | 7 July 2017 | 2 years 5 months |
| 7 | Mr. Kong Chi Keung | Director | 7 July 2017 | 2 years 5 months |
| 8 | Ms. Piyaporn Phanachet | Director, Executive Director and Chief Executive Officer | 14 February 2018 | 1 year 10 months |
| 9 | Mr. Sayam Siwarapornskul | Director, Executive Director, Chief Legal Officer and Company Secretary | 30 April 2018 | 1 year 8 months |
| Average years of office of all directors | | | | 2 years 9 months |

Mr. Sayam Siwarapornskul was appointed to be the Company's Secretary on 21 September 2016 to present.

As of 31 December 2019, there are 6 authorised directors as follows:

“The authorised directors to sign on behalf of the Company is any one of Mr. Surajit Gongvatana or Ms. Piyaorn Phanachet or Mr. Sayam Siwarapornskul to be signing jointly with Mr. Keeree Kanjanapas or Mr. Kavin Kanjanapas or Mr. Kong Chi Keung, totalling two directors, with the Company’s seal affixed.”

Duties and Responsibilities of the Board of Directors

- (1) To perform their duties in accordance with the laws, the objectives and the Articles of Association of the Company as well as the resolutions of the shareholders’ meeting with honesty, responsibility, and due care for the utmost benefits of the Company;
- (2) The directors are prohibited to enter businesses or become partners or directors of juristic persons, which have the same conditions and is in competition with the Company’s business unless otherwise notified at the Shareholders Meeting before the appointment resolution is made;
- (3) To consider all the Company’s affairs by taking into account the benefits of the shareholders and all groups of stakeholders equitably. The director shall report to the Company, without delay, if he has any conflict of interests in a contract to be entered into with the Company or an increase or decrease of his shareholding in the Company or its subsidiaries. Hence, for any transaction with the director or a person having a conflict of interests or a conflict of any kinds with the Company or its subsidiaries, the director in conflict shall have no right to vote to approve such transaction;
- (4) To appoint the Chairman and a sub-committees to assist and monitor the management system and the internal control system to ensure the compliance with the Company’s policies, such as the Executive Committee, the Audit Committee, the Nomination and Remuneration Committee,

and the Corporate Governance Committee, and to assign the annual performance evaluation and review the duties and responsibilities in the charter of all sub-committees;

- (5) To designate the name of authorised persons to sign on behalf of the Company with the Company’s seal affixed;
- (6) To determine the Company’s policy, vision, mission, values, strategy and goals, both in terms of monetary and non-monetary as well as supervising and monitoring the Management to ensure the implementation of those policies efficiently and effectively in order to create value and maximise value for the Company and shareholders sustainably. The Board of Directors also has the duties to review the policy, vision, mission, values, strategy and goals of the Company in the past fiscal year both (1) short-term for 1 year and (2) medium- to-long-term goals for 3-5 years in order to set the business strategy for the next fiscal year;
- (7) To conduct, monitor, and supervise the risk management and the internal control system of the Company by defining and delegating the roles and duties between the Board of Directors, the management, and the shareholders;
- (8) To determine the compensation and welfare structure for employees at all levels, as well as conducting and supervising to have an appropriate compensation mechanism that align with the performance of the Company both in short-term and long-term which are effectively managed by the Nomination and Remuneration Committee;
- (9) To determine the proportion of non-executive directors to executive directors more than half of the total number of member of the Board of Directors, which will create a balance between conducting and managing business;

- (10) To govern the business operations with business ethics and conducts as well as promoting the creation of corporate culture for all employees to adhere and perform their duties with ethics and integrity, and to regularly review the corporate governance policy and code of business conduct on an annual basis as well as evaluating the implementation of such policies at least once a year;
- (11) To determine the Company's business plan and annual budget, as well as considering and reviewing the progress of the monthly and quarterly performance of the Company, in comparison with the business plan and budget, and to consider the trends for the next periods;
- (12) To monitor and prevent a conflict of interests among the stakeholders of the Company;
- (13) To consider and approve the acquisition and disposal of assets, investment in new businesses and any matters as required by the laws, save for the matters that the resolutions of the shareholders' meeting are required under the laws;
- (14) To consider and/or provide an opinion on the connected transactions of the Company and its subsidiaries and to ensure the compliance with the laws, notifications, regulations and relevant rules;
- (15) To supervise the Management to ensure that the accounting system, financial reports and accounting audit system are accountable, and to monitor the sufficient of cash flow liquidity, as well as ensuring that the Company has a good internal control system that is sufficient and appropriate;
- (16) To establish the risk policy and framework, to review and evaluate the appropriateness of the policy and framework on an ongoing basis and to ensure that enterprise risk management policy and internal controls system are implemented in order to effectively achieve the objectives;
- (17) To establish a corporate social responsibility (CSR) policy and to monitor the implementation of such CSR policy;
- (18) To determine and review the business organisation chart;
- (19) To report their responsibility in preparation of financial report by presenting together with the auditor's report in the annual report and ensure the report includes the significant matters under the policy of the good practice for directors of the registered Company in the SET, as well as disclosing important information accurately, sufficiently and timely in accordance with the relevant rules, standards and practices;
- (20) To delegate one or more directors or other persons to perform any task on behalf of the Board of Directors. However, such delegation shall not be the authorisation or sub-authorisation that allows the director or any designated person, who has a conflict of interests or a conflict of any kinds with the Company or its subsidiaries, to approve such transaction;
- (21) To prepare and review the succession plan in order to determine the succession process for the position of the Chairman of the Executive Committee, Chief Executive Officer and other senior executive positions;
- (22) To consider in assigning authority and responsibility of management to the management in order to separate the roles and responsibilities between the Board of Directors and the management clearly; as well as to supervise and monitor the management to operate and perform the assigned duties, and review the aforementioned separation of roles and duties including the evaluation of the management on regular basis in order to balance the management and strengthen the independency in performance, along with increasing the operational efficiency

- (23) To evaluate the performance of the Board of Directors on an annual basis, both group evaluation and individual evaluation, in order to use as a guideline for the review of the Board of Directors' performance, as well as reviewing their duties and responsibilities in the Board of Directors' Charter on an annual basis; and
- (24) To appoint the Company Secretary to ensure that the Board of Directors and the Company comply with the laws and relevant regulations.

Roles and Duties of the Chairman of the Board of Directors

- (1) The Chairman has the duties and responsibilities to supervise and monitor the due performance of the Board of Directors and other sub-committees to efficiently achieve the business objectives and plans, as well as to ensure that all directors contribute to the promotion of ethical culture and good corporate governance;
- (2) The Chairman is the person who calls the meetings of the Board of Directors. In calling a meeting, the Chairman or a person assigned by him shall send out the meeting invitation to all directors at least 7 days prior to the meeting date. However, in necessary and emergency case and in order to preserve the rights or benefits of the Company, the meeting invitation may be sent by other means within a shorter timeframe. Such invitation may be served by hand to each director, or transmitted by facsimile transmission to every director specifying the place, date and time of the meeting and the nature of the businesses to be transacted;
- (3) To act as the chairman at the meetings of the Board of Directors and to cast the casting vote in case of an equality of votes;
- (4) To act as the chairman at the shareholders' meetings of the Company and to conduct the meeting in compliance with the Company's Articles of Association and the meeting agenda and to cast the casting vote in case of an equality of votes; and

- (5) To perform other duties as specified by laws particularly as the duties of the Chairman.

Audit Committee

The structure of the Audit Committee consists of all the Independent directors that is qualified according to the description of the Independent Director of the Company, which has *"Stringent"* criteria than the minimum requirement as announced by the SEC. To qualify, the committee must be composed of at least one Independent Directors that has knowledge and experience in accounting to perform the duty in reviewing the reliability of the financial statement. The Audit Committee shall organise meeting quarterly – additional meeting shall be arranged as necessary and appropriate.

As of 31 December 2019, the Audit Committee consisted of 3 members.

- | | |
|---------------------------------|---------------------------------|
| 1) Mr. Rungson Sriworasat | Chairman of the Audit Committee |
| 2) Mr. Chaiwat Atsawintarangkun | Audit Committee |
| 3) Mr. Plakorn Wanglee | Audit Committee |

Duties and Authorities of the Audit Committee

The Audit Committee shall report directly to the Board of Directors. The scope of duties and responsibilities of the Audit Committee shall be:

- (1) To review the Company's financial reporting process to ensure that it is accurate and in accordance with the generally accepted accounting principles and that there is adequate disclosure;
- (2) To review the Company's internal control system, internal audit system, and risk assessment policy to ensure their appropriateness and efficiency, to review the independence of the Internal Audit Office;
- (3) To approve, the appointment, transfer and dismissal of the head of the Internal Audit Office or the head of any other units in charge of internal audit;

- (4) To review to ensure that the Company is in compliance with the securities and exchange laws, the regulations of the SET, and the laws relevant to the Company's businesses;
- (5) To consider, select, and nominate independent person(s) to be elected as the Company's external auditor(s), to terminate the Company's external auditor(s), to propose their remuneration, and to attend a meeting with the external auditor(s) without the Management at least once a year, and the external auditor(s) will be discharged in the following events:
 - (a) The external auditor(s) violates and/or fails to comply with Section 89/25 of the Securities and Exchange Act B.E. 2535 (1992) (as amended);
 - (b) The license of the external auditor(s) is not valid under the professional accounting laws;
 - (c) The external auditor(s) commits a misconduct, violates or fails to comply with the rules and ethics of professional auditors in a material manner and is suspended from practicing or de-licensed under the professional accounting laws; or
 - (d) The Federation of Accounting Professions Committee considers the behaviour of the external auditor(s) to be damaging to the honor of the accounting profession.
- (6) To consider connected transactions or transactions that may lead to a conflict of interest to ensure that those transactions are in compliance with the laws and regulations of the SET, are justifiable, and are transacted in the best interest of the Company;
- (7) To prepare the Audit Committee's report and disclose the same in the Company's annual report where the Audit Committee's report must be signed by the Chairman of the Audit Committee and must consist of at least the following information:
 - (a) An opinion on the accuracy, the completeness, and the creditability of the Company's financial report;
 - (b) An opinion on the adequacy of the Company's internal control system;
 - (c) An opinion on the compliance with the securities and exchange laws, the regulations of the SET, or the laws relevant to the Company's businesses;
 - (d) An opinion on the suitability of the external auditor(s);
 - (e) An opinion on the transactions that may lead to a conflict of interest;
 - (f) The number of the Audit Committee's meetings, and the meeting attendance by each member;
 - (g) An opinion or overview observation the Audit Committee has obtained from performing duties under the scope of the Audit Committee Charter;
 - (h) Other transactions which, according to the Audit Committee's opinion, should be made known to the shareholders and general investors, and are in the scope of the duties and responsibilities assigned by the Board of Directors;
- (8) To perform any other duties as assigned by the Board of Directors as the Audit Committee may agree.
- (9) For the purpose of considering and advising on the various operations of the Company, the Audit Committee may seek independent opinions from other professional consultants and the Company is responsible for the expenses incurred, If any;
- (10) The Audit Committee is responsible for assessing the adequacy and effectiveness of the anti fraudulent risk policy and the risk management measures in countering fraud. The main functions of risk management are as follows:
 - (a) Review the internal audit plan of the Internal Audit Office to determine if the internal controls cover the implementation of Anti-Fraud & Corruption Policy and other related policies which may be exposed to fraudulent business practices;

- (b) Acknowledge reports of fraudulent incidents during regular scheduled periods. Contents should provide detailed information on fraudulent risk management and fraudulent incidents. For serious fraudulent incidents, the report should cover results of the investigations, measures taken and penalties, if any;
- (c) Consult with the external auditor in the event of a significant fraud;
- (11) If the Board of Directors or executives should fail to rectify within the period that the Audit Committee deems appropriate, any member of the Audit Committee may report such transaction or act to the SEC Office or the SET;
- (12) To review and provide an opinion on the internal audit plan and the performance of the Internal Audit Office;
- (13) The Audit Committee has the authority to invite the relevant management, executives, or employees to provide their opinions, attend meetings, or submit any relevant and necessary documents; and
- (14) To review and update the Audit Committee Charter and present the same to the Board of Directors for consideration and approval.

The Audit Committee is responsible for reporting directly to the Board of Directors according to the scope of duties and responsibilities of the Audit Committee, as well as being responsible to the effect of business operations to the stakeholders outside the Company.

The Nomination and Remuneration Committee

The structure of the Nomination and Remuneration Committee shall compose at least three Company's directors that is not in the position of Chief of Executive Officer of the Company, and at least two Independent Directors. The Nomination and Remuneration Committee shall organise meeting at least once a year.

As of 31 December 2019, the structure of the Nomination and Remuneration Committee consisted of 3 Independent Directors.

- | | |
|--------------------------------|--|
| 1) Mr.Chaiwat Atsawintarangkun | Chairman of the Nomination and Remuneration Committee |
| 2) Mr.Rungson Sriworasat | Nomination and Remuneration Committee |
| 3) Mr. Plakorn Wanglee | Nomination and Remuneration Committee |

Duties and Authorities of the Nomination and Remuneration Committee

- (1) To consider and provide an opinion on the Board of Directors' structure, such as the appropriate size and composition of the Board of Directors, taking into consideration the Company's size and business strategy in comparison with the current size and composition of the Board of Directors as well as to review the independency of each independent director, for the adjustment of the Board of Directors' structure to correspond with the Company's strategy;
- (2) To determine the criteria and process in selecting a person for the position of director, by considering:
 - (a) The appropriateness of their knowledge, experience, expertise and time availability as well as other requirements as stipulated by the laws or regulations of the government authorities;
 - (b) Qualifications of a director which correspond with the Company's business strategy, structure, size and composition of the

Board of Directors as determined by the Board of Directors, including the diversity in the structure (Board Diversity) and other qualifications being required and inadequate in the Board of Directors (Board Skill Matrix);

- (3) To select candidates for the position of director(s) of the Company from the recommendation of other directors, nominations by the shareholders of the Company, the service of external professional search firms, or the directors' pools of various agencies, or other nomination procedures as the Nomination and Remuneration Committee considers appropriate. This includes vacant or expired terms of office for the positions of Chairman of Nomination and Remuneration Committee, Chairman of Executive Committee and Chief Executive Officer. In case of required appointment of new directors to be in line with the structure of the Board of Directors, the Nomination and Remuneration Committee shall nominate new directors to the Board of Directors and the Company will propose to the shareholders' meeting to approve the appointment;
- (4) Recruiting persons to be directors with qualifications that are in accordance with the criteria and qualifications specified.
 - (a) In the circumstance that the appointment come to an end on the Termination Date, the Nomination and Remuneration Committee shall recruit candidates to propose to the Board of Directors and present to the shareholders' meeting to consider the approval of the appointment.
 - (b) In the circumstances that the Board of Directors' term ended due to other reasons (Reasons other than the expiration of the term of the appointment), the Nomination and Remuneration Committee shall recruit candidates to propose to the Board of Directors to approve the appointment of the new Board of Director in replacement of the former one.
 - (c) In the circumstances that the additional appointment of Board of Director is required to align with the structure of the Board of Director of the Company, the Nomination and Remuneration Committee shall recruit candidates to propose to the Board of Directors to consider and present to the shareholders' meeting to consider the approval of the appointment.
- (5) To select the senior executives (i.e. Chairman of the Executive Committee, Chief Executive Officer) who shall have at least the following qualifications:
 - (a) Possessing all qualifications under the securities and exchange law, rules and regulations of the Company and relevant supervisory agencies and the good corporate governance of the Company; and
 - (b) Possessing the qualifications which are appropriate and in accordance with the business strategy of the Company, as well as having vision for managing big-size organisation, leadership skill, appropriate knowledge, experience, expertise and ability to contribute and dedicate time for the Company's business affairs both in the domestic and international levels as the senior executives of the Company;
- (6) To consider the structure, amount, form and criteria for all types of appropriate remuneration (monetary and non-monetary) for the Chairman of the Board of Directors, directors and members of the sub-committees, taking into account the remuneration of other companies in the same industry and other listed companies on the SET in the same range of market capitalisation. This is in order to motivate and maintain the valuable directors with the Company and to propose to the Board of Directors for approval and to further propose to the shareholders' meeting for consideration and approval;

- (7) To consider the performance evaluation criteria of the Chairman of the Executive Committee and the Chief Executive Officer and propose the result of such evaluation to the Board of Directors for approval, to propose the structure, amount and form of remuneration of the Chairman of the Executive Committee and the Chief Executive Officer, both short-term and long-term remuneration, in correspondence with the result of the performance evaluation to the Board of Directors for approval, as well as determining and governing the performance evaluation, remuneration mechanism and welfare for all employees pursuant to the remuneration structure as determined by the Board of Directors;
- (8) To prepare the director development plan in order to develop the knowledge of the existing directors and the new directors to understand the business of the Company, the roles and duties of the directors, and other significant developments, including determining a guideline for new director orientations;
- (9) To prepare and review the succession plan in order to determine the succession procedure for the positions of Chairman of the Executive Committee, Chief Executive Officer and other senior executive positions in the organisation and present to the Board of Directors every year;
- (10) To consider the appropriateness and conditions for offering new shares, warrants, or other securities to the directors and employees as motivation for the directors and employees to perform their duties and build longterm shareholder value, as well as retaining qualified personnel with the Company, whereas such conditions must be fair to the shareholders;
- (11) To perform any other acts in relation to the nomination and determination of remuneration as assigned by the Board of Directors and to perform any other acts as stipulated by the laws or regulations of the government authorities;

- (12) To conduct an evaluation of the performance of the Nomination and Remuneration Committee on an annual basis and report the evaluation results to the Board of Directors;
- (13) To report its performance of duties to the Board of Directors and determination of remuneration and report in annual report;
- (14) To review and update the Nomination and Remuneration Committee Charter and present to the Board of Directors for consideration and approval;

The Executive Committee

The structure of the Board of Directors consists of 5 directors. The Board of Director meetings are held on a monthly basis. Other additional meetings may be held due to the necessity and suitability.

As of 31 December 2019, the structure of the Executive Committee consisted of 5 members as follows:

| | | |
|------------------|----------------|--|
| 1) Mr. Surajit | Gongvatana | Chairman of Executive Director Committee |
| 2) Ms. Piyaporn | Phanachet | Executive Director |
| 3) Mr. Veerapong | Rodjanawarodom | Executive Director |
| 4) Mr. Sayam | Siwarapornskul | Executive Director |
| 5) Ms. Soraya | Satiangoset | Executive Director |

Duties and Authorities of the Executive Committee

- (1) To determine business policy, vision, mission, values, strategy and goals, including the management structure, to correspond with the economy and competitive environment.

- (2) To prepare a business plan, budget, set the management authorities of the Company and to propose the same for consideration and approval by the Board of Directors;
 - (3) To govern, review and monitor the Company's performance result in compliance with the policy and in order to ensure that the Company's performance result is efficient and effective;
 - (4) To monitor the performance of the Company's and subsidiaries' projects to be in accordance with the approved business plan;
 - (5) To manage the overall risk of the organisation, to evaluate such risk and plan the Company's risk management structure and to monitor and control key risks and any conditions that may have a material impact on the business operations of the Company;
 - (6) To authorise the execution or termination of any contracts (which have not been included in the approved annual budget) relating to normal business operations or supporting the normal business of the Company and/or subsidiaries in the country and abroad where the aggregate value of each contract does not exceed THB 100 per transaction or not exceed THB 500 million per year;
 - (7) To authorise approval for the investment and the transactions related to the acquisition or lease of assets in abroad to the extent approved by the Board of Directors which includes entering and terminating the relevant contract and the establishment of a subsidiary (Only with a registered capital of not more than THB 5 million), in order to successfully complete the investment and transactions;
 - (8) To have the authority to approve transactions between the Company and/or subsidiaries with Directors, Executives or related party which is a normal trade transaction agreement with a general contractor in the same situation with the bargaining power of trade without influence in the status of being a Director, an Executive or a related party. However, only those that are related transactions, type (a) normal business transactions and general commercial conditions or (b) normal business support transactions with general commercial conditions;
 - (9) To approve opening or closing deposit accounts and financial services including determining the authority to pay for the company's bank account and/or subsidiaries with financial institutions;
 - (10) To have the authority to approve coordination and registration with government agencies such as land allocation, land surveying, land consolidation and separation requesting construction permission etc.
 - (11) To appoint the working group to assist the Executive Committee in performing their duties as well as to appoint the independent expert consultants for providing advice and assistance for the performance of duties by the Executive Committee;
 - (12) Having the power to authorise one person or many persons to perform any other acts as stipulated by laws or regulations of the authorities, which the Executive Committee may cancel, revoke, change or amend the authorised person or delegate such authority as reasonably;
 - (13) To perform other tasks as assigned by the Board of Directors and/or the shareholders' meeting;
 - (14) To conduct an evaluation of the performance of the Executive Committee on an annual basis and report the evaluation result to the Board of Directors; and
 - (15) To report their performance to the Board of Directors.
- The Board of Directors has delegated the authority to the Executive Committee to whatever operations fall within the duties and authorities of the Executive Committee. This said delegation is not in form of the delegation or sub-delegation, which involves cases when the Executive Committee or persons assigned by

the Executive Committee can approve transactions with an interest in or a conflict of interest (as defined by a notification of the Office of the Securities and Exchange Commission and/or the Stock Exchange of Thailand) with the Company or its subsidiaries.

Investment Committee

As of 31 December 2019, the structure of Investment Committee comprising 2 members from management of the Company as follows:

- 1) Mr. Sayam Siwarapornskul Director, Executive Director, Chief Legal Officer and Company Secretary
- 2) Mr. Pakamas Sirianuwat Finance Director

Duties and Authorities of the Investment Committee

- (1) To consider and make investment decisions, including to determine the period of investment under the investment policies and principles approved by the Board of Directors' Meeting of the Company by taking into account risk management, prevention of conflicts of interests, and the relevant notifications and regulations;
- (2) To convene a meeting at least once a month, whereby the constitution of the quorum of such meeting requires no less than one-half of the total number of members to attend the meeting, in order to determine the management of the investment fund, as well as to inspect and review the investment to be in line with the current situation;
- (3) To be authorised to carry out and execute documentation regarding securities trading, as well as to appoint other persons to order the purchase or sale of the securities under the investment policies and principles delegated by the Investment Committee; and

- (4) To report the summary of investment to the Board of Directors from time to time, as deemed appropriate;

Duties and Authorities of Chief Executive Officer

- (1) To be in charge of the day-to-day business operations of the Company, supervise and manage the works and operations of the Company to comply with the policy, vision, mission, values, strategy and goals, both in terms of monetary and non-monetary, as well as the business plan and financial budget as approved by the Board of Directors and/or the Executive Committee;
- (2) To issue internal order, policy, announcement and memo of the Company in order to ensure that the operations of the Company are in compliance with the policy and the interest of the Company, including to maintain the organisational disciplinary;
- (3) To perform other tasks as assigned by the Board of Directors and/or the Executive Committee and to perform any other acts as stipulated by laws or regulations of the authorities;
- (4) To delegate one or more persons to perform any task on his behalf. However, such delegation shall not be the authorisation that allows any designated person, who has a conflict of interests or a conflict of any kinds with the Company or its subsidiaries, to approve such transaction; and
- (5) Nonetheless, the power of the Chief Executive Officer shall not allow him to approve a transaction that he or his related person(s) is in conflict of interests or conflict of any kinds with the Company or its subsidiaries.

The Executive Management

As of 31 December 2019, the structure of the Executive Management comprising the following members.

| | | |
|----|------------------------------|---|
| 1) | Ms. Piyaporn Phanachet | Chief Executive Officer |
| 2) | Mr. Veerapong Rodjanawarodom | Chief Operating Officer |
| 3) | Ms. Soraya Satiangoset | Chief Financial Officer |
| 4) | Mr. Sayam Siwarapornskul | Chief Legal Officer and Company Secretary |
| 5) | Ms. Nuttapun Giramethakul | Vice President, Accounting |
| 6) | Ms. Lapika Sasanavin | Vice President, Investment |

Duties and Responsibilities of the Executives

- (1) To efficiently and effectively manage the business operations in accordance with the Company's policies, direction, strategy and operational structure;
- (2) To prepare the business plan, budget, and management authorities of the Company for the Executive Committee's approval and/or the Board of Directors approval;
- (3) To manage the Company's business operations to be in line with the business plan and the budget as approved by the Executive Committee with loyalty, honesty, and due care in the best interest of the Company and the shareholders;
- (4) To regularly report the Company's performance results to the Executive Committee and/or the Board of Directors;
- (5) To supervise general business operations as provided under the Company's rules and regulations;
- (6) To consider and approve the Company and/or the subsidiary of the Company on any transaction at an amount not exceeding THB 10 million per transaction or not exceeding THB 100 million per year;
- (7) To consider and jointly approve with Chief Financial Officer and at least 1 of Chief Officer of the Company to do any transaction of the Company and/or the subsidiary of the Company at an amount not exceeding THB 50 million per transaction or not exceeding THB 200 million per year;
- (8) To perform other tasks as assigned by the Executive Committee and/or the Board of Directors.

Summary of Directors held the position in Board of Directors and Sub-Committee as of 31 December 2019

| Name | Director | Audit Committee | Independent Director | Nomination and Remuneration Committee | The Executive Committee | Authorised Director |
|-------------------------------|----------|-----------------|----------------------|---------------------------------------|-------------------------|---------------------|
| 1 Mr. Keeree Kanjanapas | ✓ | | | | | ✓ |
| 2 Mr. Rungson Sriworasat | ✓ | ✓ | ✓ | ✓ | | |
| 3 Mr.Chaiwat Atsawintarangkun | ✓ | ✓ | ✓ | ✓ | | |
| 4 Mr. Plakorn Wanglee | ✓ | ✓ | ✓ | ✓ | | |
| 5 Mr. Surajit Gongvatana | ✓ | | | | ✓ | ✓ |
| 6 Mr. Kavin Kanjanapas | ✓ | | | | | ✓ |
| 7 Mr. Kong Chi Keung | ✓ | | | | | ✓ |
| 8 Ms. Piyaporn Phanachet | ✓ | | | | ✓ | ✓ |
| 9 Mr. Sayam Siwarapornskul | ✓ | | | | ✓ | ✓ |

Meeting of Board of Directors

During the year 2019, the Board of Directors held 8 meetings with details as follows:

| Name | Meeting Attendance | | | |
|---------------------------------------|--------------------------------|------------------------------|--|---------------------------------|
| | The Board of Directors Meeting | The Board of Audit Committee | The Board of Nomination and Remuneration Committee | The Executive Committee Meeting |
| 1 Mr. Keeree Kanjanapas | 7/7 | - | - | - |
| 2 Mr. Rungson Sriworasat | 7/7 | 7/7 | 1/1 | - |
| 3 Mr.Chaiwat Atsawintarangkun | 7/7 | 7/7 | 1/1 | - |
| 4 Mr. Plakorn Wanglee | 7/7 | 7/7 | 1/1 | - |
| 5 Mr. Paisal Tarasansombat* | 7/7 | 7/7 | 1/1 | - |
| 6 Mr. Surajit Gongvatana | 6/7 | - | - | 13/13 |
| 7 Mr. Kavin Kanjanapas | 7/7 | - | - | - |
| 8 Mr. Kong Chi Keung | 7/7 | - | - | - |
| 9 Ms. Piyaporn Phanachet | 7/7 | - | - | 13/13 |
| 10 Mr. Sayam Siwarapornskul | 7/7 | - | - | 13/13 |
| 11 Mr.Veerapong Rodjanawarodom | - | - | - | 13/13 |
| 12 Ms. Soraya Satiangoset | - | - | - | 13/13 |
| Average Meeting Attendance (%) | 98.57 | 100.00 | 100.00 | 100.00 |

Note

* Mr. Paisal Tarasansombat has resigned from the Independent Director, Audit Committee and Nomination and Remuneration Committee on 25 December 2019

In 2019, the Company organised 7 Board of Directors' meetings, with the attending rate of 98.57%.

The Corporate Governance Policy and Code of Business Conduct promote and support each director to attend the Board of Directors' meetings at least 75% of Board of Directors' meetings in the financial year. In 2019, there were directors attended the meetings more than 75% or 10 persons, which the rate of attendance was 98% of the total directors.

The reason that the directors were unable to attend the meeting was due to the requirement to perform in other duties, including the duties that needed to be performed overseas. However, the directors that were unable to attend the meeting had already informed to the Chairman of the Board of Directors in advance.

Summary in Securities Holding of Directors and Executives as of 31 December 2019

| Name | Position | Number of Securities Holding (Share/Unit) | | | |
|-----------------------------|--------------------------------------|---|-----------------------|------------------|----------------|
| | | Ordinary Share (U) | Preferred Share (U-P) | Shareholding (%) | Warrant (U-W4) |
| 1 Ms. Piyaporn Phanachet | Director and Chief Executive Officer | - | 89,000 | 0.0024 | - |
| 2 Ms. Nuttapun Giramethakul | Vice President, Accounting | 20 | - | 0.000 | - |

Company Secretary

The Board of Directors has mandatory criteria for the Company Secretary. The person who performs the duties shall earn a degree in Law, Accounting, or has been trained in the courses in relating to the duties of Company Secretary. The duty of the Company's secretary is to facilitate the Company's business management to effectively comply with the principal of Good Corporate Governance. The main duties and responsibilities are as follows:

- (1) To perform duties with responsibility, care and honesty in accordance with legal and other relevant regulations;
- (2) To organise the Board of Directors' meetings, sub-committees' meeting and shareholders' meetings in accordance with the applicable laws and regulations, including ensuring that such resolutions are fully complied with;
- (3) To provide advice to the Directors as regards the laws and regulations in relation to good corporate governance, Maintaining the status of being listed in the stock market, and the law and regulation in regarding to the Company's business operation. The Company arranges the Board of Directors' meeting, sub-committees' meeting and shareholders' meetings; as well as supervise and coordinate to act in alignment with objectives, the Company's regulations and the resolution of the Company's committee/shareholders – including legal requirement and other relevant regulations.
- (4) To prepare and keep a register of directors, invitations to the Board of Directors' meetings, minutes of the Board of Directors' meetings, invitations to the shareholders' meetings, and minutes of the shareholders' meetings;

- (5) To conduct any other affairs of the Board of Directors;
- (6) To maintain a transaction report, reported by directors or executives and submitting the copy of the conflict of interest report to the Chairman and the Chairman of the Audit Committee.
- (7) To keep a copy of the reports on the change of securities holding of the directors or the executives;
- (8) To ensure that information is disclosed in accordance with the regulations of the SET, the SEC Office, and other relevant authorities, as well as the principles of good corporate governance

- (9) To perform other tasks in regarding to the requirement of the SET or the tasks that were assigned by the Company's Board of Directors.

Mr. Sayam Siwarapornskul was appointed to be the Company's Secretary on 21 September 2016 to present. The Company Secretary has completed the training program of the Thai Institute of Directors Association and attend various trainings and seminars organised by the SET and the SEC consistently and continuously.

4.2 GOVERNING RELATIONSHIP WITH SUBSIDIARIES AND ASSOCIATED COMPANIES

Overseeing Mechanism

The Company, as the parent company, is responsible for governing and overseeing the business operations of the companies within the Group, sets out governing policies and standards, defines directions and business goals for the Group, as well as follow up on the implementation and compliance thereof on a regular basis. In this regard, the Board of Directors has the authority to define the overall directions, business model, strategies, business plans, and financial budgets, as well as resources allocation, which are applied to the Group on a consolidated basis. The Board of Directors also makes decisions on matters which are of major significance to the Group, for example, investment or divestment, asset acquisition or disposal, business joint venture or termination thereof.

Investment Policy in Subsidiaries

The Company has a policy to invest in businesses that support or align with the core businesses of the Company, as well as maximise operational efficiency and increase flexibility for growth.

The Company will define business policies, directions and business goals that the Company considers to be conducive to the achievement of the Group's corporate objectives and long-term goals for the subsidiaries through (i) the subsidiaries' general meeting of shareholders, where the Chief Executive Officer or any person authorised by the Company to attend such general meeting of shareholders shall vote in accordance with the instructions of the Company; and (ii) the subsidiaries' board of directors, by nominating the Company's executive directors or senior executives or any persons designated by the Board of Directors as the Company's representatives to take the positions in the subsidiaries' board of directors (or management), in

order to set the strategies, business plans, and financial budgets, as well as follow up on the subsidiaries' performance. The Company's representatives shall be appointed by the Board of Directors or the Executive Committee (as the case maybe).

The Company's representative shall perform his or her duties in the capacity as the subsidiaries' director (or executive) in a responsible manner. The Company's representative shall oversee and monitor the subsidiaries' business operations to be in compliance with the relevant laws and regulations, as well as this Corporate Governance Policy and Code of Business Conduct and the Policy on Delegation of Authority and exercise his or her discretion in decision-making of any matters for the interest of the subsidiaries and in line with the Company's policies. The Company's representative shall report the subsidiaries' financial status and performance and propose any matters which are of major significance to the subsidiaries, to the Board of Directors or the Executive Committee (as the case may be). Including overseeing of the subsidiary are disclosed accurately, completely and appropriately managed on the transactions that may cause a conflict of interest between the Company and its subsidiaries (At arm's length basis) also has the adequate and appropriate internal control.

Investment Policy in Associated Companies

The Company's policy is to invest not less than 25 percent in associated companies with business partners and/or companies having expertise in a particular area in order to supplement the core businesses of the Company unless there are appropriate or reasonable grounds to invest less than 25 percent.

The Company shall review and monitor the associated companies' performance, as well as actively pursue the

associated companies to comply with the principles of good corporate governance and business ethics that are in line with the Company or the international recognised standards. In this regard, the Company shall nominate the Company's executive directors or senior executives or any persons designated by the Board of Directors as the Company's representatives to take the positions in the associated companies' board of directors. The Company's representatives shall be appointed by the Chief Executive Officer, except in the case of associated companies in which the Company has a significant but non-controlling shareholding, the Board of Directors or the Executive Committee (as the case may be) shall appoint the Company's representatives to take the positions in such associated companies' board of directors. In addition, the Company may enter into a shareholders' agreement or any other agreements in order to define the management framework and the participation in the decision-making of any matters that are of major significance to the associated companies, as well as to ensure that the investments in such associated companies will generate returns and are for the best interest of the Company.

The Company's representative shall perform his or her duties in the capacity as the associated companies' director in a responsible manner for the interest of the associated companies and in line with the Group's policies. The Company's representative shall report the associated companies' financial status and performance, and propose any matters which are of major significance to the associated companies, to

the Board of Directors or the Executive Committee (as the case may be) for consideration. The Company's representative shall manage any potential conflict of interest between the Company and the associated companies in an appropriate manner (at arm's length basis), and ensure that the resolutions of the board of directors' meetings are complete and duly documented, including any minority dissents or considerations.

Agreement between the Company and Other Shareholders in Management of Subsidiaries and Joint Venture

The Company has joint investment with Hua-Hin Resources Company Limited, a subsidiary of Minor International Public Company Limited, for management and development of Anantara Services Suite Project. Presently, the joint venture company named "MHG NPARK DEVELOPMENT COMPANY LIMITED" has been established for developing and operating this project.

In addition, the Company has entered into an agreement with Fortune Hand Ventures Limited to jointly invest in the management and development of international schools through Keystone Management Company Limited and has an agreement with Gold Diamond Holding Limited to jointly invest in land holdings on Bangna-Trad Road (Some parts of the said land used as the location of the international school project) through Key Stone Estate Company Limited.

4.3 CORPORATE GOVERNANCE POLICY

The Company is recognised and valued the importance of Good Corporate Governance, since it helps support and promote the sustainable development of the Company. The Company's management governance system has set according to the Good Corporate Governance principles, which consists of defining responsibility and having check and balance mechanism in the meeting of shareholders, the Board of Directors, sub-committees, Chief Executive Officer and Executive Management, to ensure that the management of the Company is transparency and verifiable, the shareholders' right and equality are upholding and being responsible to all stakeholder groups. The management governance system is an important factor in adding value to the Company in the long run and hence maximising the shareholders' return. Having the efficient management governance system is also a crucial part in promoting the sustainable growth of the Company and giving confidence to the shareholders, investors and stakeholders.

The Company has also established the Enterprise Risk Management Policy, in order to efficiently control and manage the organization's risks, and Anti-Corruption Measures, in order to corroborate the company's intention to operate the business with honesty, transparency, and fairness. As a result of the Company's commitment and the incorporation of the Good Corporate Governance principles into these 5 areas; shareholders' right, equitable treatment of shareholders, roles of stakeholders, information disclosure and transparency and responsibilities of the Board of Directors through management governance system, in 2019 the Company has received the following assessment results and awards

Result of the Annual General Meeting of Shareholders (AGM) Quality Assessment conducted by Thai Investors Association (TIA): This assessment aims to evaluate the quality of the annual general meeting of shareholders held by listed companies based on what the listed companies should do before the meeting, on the day of the meeting, and after the meeting. Because the Company has given importance and has striven to improve the quality of the organisation of the annual general meeting of shareholders continuously and regularly, the Company received 100 out of 100 scores for the quality of the 2019 Annual General Meeting of Shareholders.

Result of the Corporate Governance Report of Thai Listed Companies conducted by Thai Institute of Directors (IOD): 2019 was the first year that the Company ranked in the 5-star group (assessment scores of 90%-100%) of the 677 companies, which is an affirmation that the Company has stood by its principles of good corporate governance for the sustainable development.

Being certified as a member of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC): On 18 August 2017, the Company was certified as a member of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) and will process the renewal of membership in the second quarter of 2020 which reflects the fullest degree of determination of the Company to continually fight against corruption. Besides, the Company has established guidelines for Anti-Corruption Policy in order to comply with good corporate governance guidelines or other relevant regulations set by the Stock Exchange of Thailand (SET).

The Company has established, announced and disseminated the written "Good Corporate Governance Policy" based on the principles of good corporate governance of the SET, the SEC and the recommendations of the Thai Institute of Directors for the Group's personnel, including directors, executives and employees so that they can acknowledge and

strictly adhere to The Corporate Governance Policy of the Company covers the following important aspects:

- All shareholders and stakeholders shall be treated equally and with fairness.
- The Board of Directors has commitments to long-term value-added to the Company, managing the business prudently and carefully, having fiduciary duty, managing conflict of interests and responsible for the utmost benefits of shareholders,
- To conduct business ethically with integrity, with transparency and adequately disclose information to all related parties.
- To conduct business prudently with adequate risk management policies by assessing and establishing strategies and instruments that continuously monitor risk appropriately and consistently.
- The Board of Directors has stipulated the Code of Business Conducts for all directors, executives, and employees to follow, as well as to comply with the guidelines of the Stock Exchange of Thailand. Therefore has determined the policy and direction for the good corporate governance of the company, with a focus on internal control, internal audit and supervision of the management to implement the policy efficiently. For the long-term benefit of shareholders under the provisions of the law and business ethics.

Corporate Governance Policy of the Company divided into 5 aspects as follows:

Section 1 Rights of Shareholders

Section 2 Equitable Treatment of Shareholders

Section 3 Roles of Stakeholders

Section 4 Disclosure and Transparency

Section 5 Board Responsibilities

(Further details are published on the Company's website at: www.ucity.co.th)

Section 1 Rights of Shareholders

The Company places emphasis on the rights of shareholders as the owners of the Company. All shareholders, whether retail investors or institutional investors, are encouraged to exercise their fundamental rights, e.g., trading or transferring of shares, sharing of profits, receiving adequate information, whether via the SET's website, the Company's website or through other channels, attending shareholders' meetings to acknowledge the Company's annual performance, and casting votes at the shareholders' meetings to approve significant matters as specified by laws, such as the appointment or removal of directors, the determination of directors' remuneration, the appointment of auditor and the determination of audit fee, the dividend payment or suspension of dividend payment, and the capital increase and the issuance of new securities, including making inquiries or comments on matters that the Board of Directors presents to or requests for approval at the shareholders' meetings.

• Invitations and Facilities for Shareholders

To protect rights of all shareholders equally and do not restrict rights to access to shareholders' information, either Thai shareholders or foreign shareholders, the Company prepares and provides the invitation to shareholders' meeting and supporting documents, both Thai and English version, and engages Thailand Securities Depository Co., Ltd., its securities registrar, to undertake the delivery of the invitation thereof to all shareholders. The invitation will provide adequate information regarding the place, date and time of the meeting, meeting agenda, objectives and rationale of each agenda item together with the opinion of the Board of Directors, the number of votes required for each agenda item, and other supporting documents. This is to allow the shareholders to have sufficient time to study the documents beforehand. There will be no hidden agenda items or the addition of other agenda items that are not stated in the invitation, except for urgent matters. Besides, the Company will also publicise the invitation together with the supporting documents on the Company's website and allows the shareholders to

submit their inquiries at least 30 days in advance and make an announcement of the same in the newspaper for 3 consecutive days, at least 3 days prior to the meeting date.

Moreover, the Company will arrange the shareholders' meeting at the appropriate venue that can accommodate all shareholders, having a good security system and being conveniently accessible for shareholders. The Company uses the barcode system for the registration and vote count to enhance transparency and provide convenience to the shareholders. The registration opens at least two hours prior to the meeting. In addition, the Company arranges for its officers to welcome and provide convenience and also sets up an Investor Relations desk where investor relations officers who have the knowledge and expertise in giving information will answer shareholders' questions concerning to the Company's businesses. The Company also provides stamp duties for attendees by proxy. To provide convenience to the shareholders who are institutional investors and the shareholders who hold shares through custodians, the Company allows such shareholders to verify their names, information, and supporting documents before the meeting date to reduce the time and procedures for verifying information and documents on the meeting date.

For the shareholders' meeting in 2019, the Company held 1 shareholders meeting which is the Annual General Meeting of Shareholders 2019 on 25 April 2019 to allow shareholders to consider and vote in various issues of the Company as required by law. The Company sent the meeting invitation letter, proxy and related documents to all shareholders as shown in closing registration book in advance at least 7 days or 14 days (in some case) prior to the meeting to allow shareholders to have sufficient time to study the information beforehand. This is to comply with Section 225 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) and the Company has disseminated the information of the meeting on the Company's website at www.ucity.co.th. in advance of the meeting to allow shareholders to have sufficient time to study the information beforehand.

• Shareholders' Meetings

The Company must hold an annual general meeting of shareholders within 4 months from the end of the Company's fiscal year. Other shareholders' meetings, i.e., extraordinary general meetings of shareholders, are to be called when it is deemed necessary and appropriate. The Company has set up a Company Secretary Office to ensure that the shareholders' meetings are held as required by law and in accordance with the principles of good corporate governance. In the shareholders' meetings, the Company will arrange for a legal advisor to attend the meeting to provide legal advice and witness the vote count throughout the meeting and allow the minority shareholders to nominate a representative to witness the vote count. In the case where an agenda item of the meeting concerns a transaction that is complicated and significant to the decision making of the shareholders' meetings, the Company will also arrange for a financial advisor as well as a legal advisor to provide answers and explanations at the meeting. As for the annual general meeting of shareholders where financial statements will be considered for approval, the Company will arrange for its auditor to be present at such meeting every time. In addition, the Company encourages all directors, members of the sub-committees, senior executives and company secretary to attend every shareholders' meeting, except in case of necessity or emergency.

• Procedures of the Shareholders' Meetings

The Company has adopted the following procedures as its practices of good corporate governance. Prior to the commencement of the shareholders' meeting, the secretary to the meeting will introduce to the shareholder's meeting the members of the Board of Directors, the executives, and the Company's auditor and legal advisor, who are presented. The secretary to the meeting will also inform the shareholders' meeting about the voting procedures and the vote count method in the meeting. After providing information in each agenda item, the chairman of the meeting will grant equal opportunities to all attendees to make their comments or enquiries relevant to the agenda

item. The enquiries will be answered, and adequate time will be given for discussion as appropriate. As for the agenda item on the appointment of directors, the shareholders will cast their votes to appoint each director individually. To promote compliance with the principles of good corporate governance, a director who is due to retire by rotation and is nominated for election as a director of the Company for another term will leave the meeting room temporarily during the consideration of such agenda item.

The Company arranges for minutes of meetings to be recorded correctly and completely so that the shareholders can inspect the same. Resolutions of the meeting are to be recorded with details of the quorum; the list of present directors, executives, and advisors; the vote count method; the witness(es) to the vote count; the voting results, i.e., approvals, disapprovals, and abstentions. Furthermore, comments, suggestions, questions, and answers which are significant and relevant to each agenda item will be recorded in the minutes. The Company will report a summary of significant meeting resolutions through the SET's website within the meeting date or no later than 9.00 a.m. of the following business day. The minutes of the shareholders' meeting will be submitted to the SET within 14 days from the meeting date and publicised on the Company's website.

Section 2 Equitable Treatment of Shareholders

The Company shall treat each and every one equally, whether they are minority shareholders, major shareholders or institutional investors.

• Access to Information

The Company favours no particular group of shareholders. All disclosed information is accessible to the shareholders and the public equally through the channels of the Stock Exchange of Thailand or the Company's website at www.ucity.co.th, or through Investor Relations at telephone no. +66 (0) 2-273-8838 ext. 1624 or email: ir@ucity.co.th

The Company prohibits the directors, executives and employees of the Group, as well as other relevant persons who are in charge of or have access to inside information, from using inside information for the benefit of trading the securities of the Company, subsidiaries, and associated companies, and also forbid the disclosure of inside information to outsiders or nonrelevant persons before disclosing the same through the SET pursuant to the criteria and procedures specified in the policy on the protection of inside information.

The Company actively promotes compliance with the principles of good corporate governance on the rights of shareholders and equitable treatment of shareholders. The information of the Annual General Shareholders' Meeting for year 2019 are as follows:

| | Annual General Meeting of Shareholders 2019 |
|--|--|
| Date of Meeting | Thursday, 25 April 2019 |
| Venue | Surasak Ballroom, 11 th floor, Eastin Grand Hotel Sathorn 33/1 South Sathorn Rd., Yannawa, Sathorn, Bangkok 10120, Thailand |
| Period for proposing meeting agendas and/or nominating the persons for the election as directors | Between 18 January 2019 and 17 February 2019 |
| Date of publication of the meeting invitation on the Company's website | From 22 March 2019 onwards |
| Date of sending the meeting invitation letter by registered mail | 10 April 2019 |
| Registration date - time | Thursday, 25 April 2019, 12.00 hrs. |

| Annual General Meeting of Shareholders 2019 | |
|--|---|
| Meeting starts at | 14.00 hrs. |
| Number of shareholders attended the meeting in person and by proxy at the opening of the meeting. (Quorum: There must be no less than 25 shareholders and proxies, and not less than 1/3 of the total number of issued shares.) | Totalling 317 shareholders attended the meeting in person and by proxy or 4,899,745,743 totalling shares, representing 52.3797 percent of the issued shares |
| Directors attended the meeting | 10 persons |
| Witness for the vote counting | Ms. Natchaya Nirunpornphuttha, a representative from Capital Law Office Company Limited, the legal advisor of the Company. There was no shareholder expressed any intention to be a witness in the vote counting. |
| Date of reporting the resolutions of the Annual General Meeting of shareholders via the Stock Exchange of Thailand. | Thursday, 25 April 2019, 17.52 hrs. |
| Date of sending a copy of the minutes of the meeting to the Stock Exchange of Thailand (14 days from the date of the meeting) | Wednesday, 8 May 2019 |

• Proposing Agenda Items and Nominating Director Candidates

The Company provides the shareholders an opportunity to exercise their rights to propose agenda items and/or nominate candidates to be elected as directors at least one month prior to the Annual General Shareholders' Meeting, to promote equitable treatment of shareholders. The shareholders are entitled to propose agenda items and/or nominate candidates to be elected as directors at the annual general meeting of shareholders in accordance with the criteria publicised on the Company's website. The Company will make an announcement of the same through the SET's website. In this regard, the shareholders who have the following qualifications are entitled to nominate candidates to be elected as directors at the annual general meeting of shareholders: (1) being the shareholder(s) of the Company, individually or collectively, holding shares not less than 5% of the total voting rights of the Company; or (2) being the shareholder(s) of the Company, individually or collectively, holding shares not less than 3% of the total voting rights of the Company; whereby the shareholders shall continuously hold such shares for at

least 6 months from the date of acquisition to the date of nominating candidates to be elected as directors.

In the year 2019, the Company invited shareholders to exercise their rights by proposing matters that are beneficial to the Company as the agenda of the Annual General Meeting of Shareholders for 2019 and nominating candidates to be elected as director in advance in accordance with the criteria and mechanism set by the Company and published on the Company's website between 18 January to 17 February 2019 but there was no proposal from the shareholders received by the Company.

• Rights to Study the Company's Information

The Company never deprive the shareholders' rights to access to all disclosed information of the Company according to requirements and attending shareholders' meetings, such as distribution of documents that contain additional important information at the shareholders' meeting, adding agenda or change important information without notifying the shareholders or restrict the right to attend meetings of shareholders who come late etc.

The Company disclosed all information of business transactions correspond to relevant laws and disclose to the shareholders and the public equally through different disclosure channels and medium of the SET, as well as the Company's website at www.ucity.co.th.

- **Appointment of Proxies**

To protect the rights of the shareholders who cannot attend the shareholders' meeting in person, the Company encloses a proxy form (Form B) to the invitation together with the list of documents and evidence required for the appointment of a proxy. The shareholders may appoint his/her representative or the independent director of the Company as his/her proxy to attend the meeting and cast votes on his/her behalf. The Company will provide in the invitation at least the name of one independent director whom a shareholder can appoint as his/her proxy. In addition, the shareholders of the Company can download Proxy (Form A, Form B and Form C) from the Company's website and proposing a list of independent directors of the Company at least 1 person, allowing shareholders to appoint a proxy to attend the meeting. The Company also provide stamp duty for those attending the meeting by proxy for the shareholders

- **Voting Rights**

The Company determines shareholders of the Company to have the right to vote to express opinions equally as specified in the Company regulations. At present, ordinary shareholders and preferred shareholders have the right to vote 1 share per 1 vote.

Section 3 Roles of Stakeholders

The company is aware and values the rights of all groups of stakeholders and believes that good relations with all stakeholders are important for the Company to have sustainable development and long-term success. Therefore, the company focuses on fairly, equitably and properly treatment of all stakeholders. The company has set a written policy in the Corporate Governance and Code of Business Conduct) to be used as a guideline for the company's personnel which includes Directors, Executives, and all employees of the company.

- **Treatment of Stakeholders**

Shareholders:

Shareholders, as the owner of the Company, have the right to be treated fairly and equally according to the rights of the shareholders as specified by related laws and regulations. This includes the rights to attend shareholders' meetings and voting rights. The right to freely express opinions and the right to receive fair returns, etc.

The Company is determined to create sustainable value-added for shareholders through revenue growth and operational efficiency improvements to achieve the goal of providing better long-term returns than other investments with similar risks to the shareholders of the Company. The Company's personnel must promote and support the shareholders to exercise their rights according to the rights of shareholders, treat shareholders with respect, Listen to comments or complaints, disclosing the accurate, complete and timely information, as well as to conduct business for the best benefit of the Company and shareholders.

Employees:

The company recognises the importance of the employees as valuable resources for conducting business. The company respects the rights of employees in accordance with basic human rights according to international principles and laws and regulations by fairness to employees at all levels without discrimination, as well as giving importance to safety, health and environment of employees and strengthen the culture, working atmosphere and promote teamwork.

In addition, the company offers equal opportunities for career advancement for all employees. Therefore, the Company continuously focuses on human resource development by provides both in-house and outside training programs to employees. The Company also organises activities to strengthen a good relation in the organisation, both between employees themselves and between employees and executives. As well as to acknowledge and understand the expectations of the employees in the company. All the information received will be used to improve the efficiency of the organisation and human resource management both in the short and long term.

Executives:

The Company pays close attention to executives are persons who have a significant role in establishing the Company's strategies and business plans, execution of the Company's business in compliance with the business outline, direction and target set by the Board of Directors. Therefore, the Company offers appropriate remuneration that incentivises executives to meet the Company's business objectives.

Business Partner:

The Company places emphasise the importance of the Company's partners in supporting and enhancing the Company's business operation. Therefore, the Company shall treat its partners with respect, fairly, for the benefit of both sides and shall strictly follow the conditions set in business agreement between them.

Creditors:

The Company concentrates on building trust with the creditors of the Company by focusing on honesty and strictly abiding by the conditions and agreements made with creditors.

The Company has always made loans repayments and interest payments correctly, punctually and completely. Also, the loan is not used in a way that is against the objectives of the loan. Also, the Company does not conceal information or facts that will cause damage to the creditors of the Company.

Customers:

The Company recognises the importance of customers in assisting the business of the Company, which the Company has treated and responded to all customers fairly and equally. Together with the company's focus on transparency and openness in conducting business, fair partner selection and negotiation with trade partners in order to provide a fair return to both parties. The Company always recognises that the success of the Company depends on the ability to develop and maintain good long-term relationships with customers.

The Company's personnel must communicate with customers with respect and listen to comments or complaints with care, understand and anticipate customer needs and offer products and services that meet these needs by continuously providing the correct and sufficient information for decision making to maintain good and sustainable relations with customers.

Partners:

The Company recognises the importance of partners in assisting the business of the Company, which the Company has treated and responded to all partners fairly and equally. Together with the company's focus on transparency and openness in conducting business, fair partner selection and negotiation with trade partners in order to provide a fair return to both parties.

Competitors:

The Company runs the business with integrity and professionalism by supporting free and fair competition, as well as not doing anything in violation of domestic and international competition laws. Therefore, the Company's personnel must treat competitors of the company under the law and business ethics by focusing on competition that is fair, honest and transparent, and do not damage the reputation of competitors by accusation in an immoral way. Including not seeking information or confidences of competitors fraudulently or inappropriate methods.

**Society/
Community/
Environment:**

The Company is fully aware of the roles, duties and responsibilities to the community, Society and Environment as a private organisation with the goal of improving the quality of life and well-being of communities and societies by focusing on development in 3 areas which are Good Health & Well Being, Quality Education and Environment and Ecosystem which are not only meet the needs of the community and the expectations of the stakeholders but also encourages employees

at all levels to participate and be concretely aware of their duties and responsibilities towards the community and society. In addition, the Company also encourage employees at all levels to help save electricity, promoting economical use of water, promoting smoking cessation in the workplace, and encouraging employees on waste separation and paper recycling.

• **Business Ethics Policy**

The company has a policy on the business ethics to promote good corporate governance of the Group as follows:

**Respect and
Non-Violation of
Human Rights:**

The Company shall respect a persons' individualism and human rights, such as equal treatment and consideration without discrimination on the grounds of race, religion, belief, gender, marital status, physical ability, education or position. It shall treat persons with dignity in line with the international norms and standards, such as policies and guidelines on sustainable management of human resources that offer protection of human rights and labour rights.

**Non-infringement
of intellectual
property or
copyright:**

The Company has established a policy against infringement on intellectual property or copyright by prohibiting all directors, executives and employees to install and use programs that violate copyright and be ready to be able to check to prevent computer software piracy.

Anti-Corruption:

On 18 August 2017, the Company was certified as a member of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) Which reflects the firm

determination that the Company will conduct business in accordance with international frameworks and procedures, with transparency, honesty, and integrity. In addition, the company has specified its intention in the business ethics and work ethics so that the Directors, Executives, and employees can comply with the policy and guidelines for good corporate governance. The company will not involve in all forms of corruption, whether directly or indirectly Including not ignoring or neglecting the corruption related to the Company.

In addition, the Company has the determination to continue to fight against corruption by submitting a renewal certificate to become a member of the Private Sector Collective Action Coalition Against Corruption in the second quarter of 2020.

Since the year 2016, the Company announced the “No Gifts Policy” from business associates, external parties and government officials for the company’s personnel to perform their duties with honesty and integrity, not demanding any benefits from those involved, and treating those involved with fairness and equality. The aforementioned policy has been communicated to all internal and external parties involved, such as sending letters to every trading partner of the Company, disclosure on the company website and public relations through internal communications etc.

The Company has determined that Directors, Executives and Employees must strictly comply with the Anti-Corruption measures of the Company. The company’s personnel shall not involve in all forms of corruption, whether directly or indirectly Including not ignoring or neglecting the corruption related to the Company in the form of accepting items, gifts, entertainment, solicitation of funds, donations and other benefits from the persons/organisations doing business with the company. The measures cover employees, business partners, customers and all groups of stakeholders, both domestically and internationally. The company requires a review of the operations according to the anti-corruption policy at least once a year.

For more information about the Anti-Corruption Policy, please visit the Company’s website at www.ucity.co.th

Channels for Reporting Misconduct or Complaints

If a stakeholder wishes to report a complaint, suggestion or have any questions about the violation of ethics, inaccurate financial reports or defective internal control system. The Company has defined the main channels for reporting misconduct or complaints to the Audit Committee through the Secretary of Internal Audit Committee as follows:

- (1) Company website at:
www.ucity.co.th
- (2) Comment box
- (3) Email of Audit Committee:
Auditcommittee@ucity.co.th
- (4) Email of Internal Audit
Department:
InternalAudit@ucity.co.th
- (5) By Mail: Audit Committee
U City Public Company Limited
21 TST tower, Soi Choei
Phuang, Viphavadi-Rangsit
Road, Chomphon, Chatuchak,
Bangkok 10900.

The information will be sent directly to the responsible person in this matter, which is the Chairman of the Audit Committee and the head of the internal audit department to take the appropriate action will keep such information confidential.

In addition, the Company has set up a mechanism to protect whistle-blowers, who monitored the interests of the Company which will not reduce the position, punish or give negative effects to employees who reject corruption although that action will make the Company lose the business opportunities.

Training and Communication of Anti-Corruption Policy

The company emphasizes the importance of communication and dissemination of the Anti-Corruption measures in order to establish knowledge and understanding for

both internal and external parties on an annual basis. In the year 2019, the implementation of the Company are as follows

- Organised the Corruption Risk Management Workshop for the executives and employees to determine measures or guidelines for internal control that are sufficient and appropriate, which is an additional measure of the Company in addition to reviewing and improving the assessment of corruption risks of the company conducted annually.
- Organised training on "Awareness about corruption and Anti-Corruption policy of the Company" to the management and employees of the company on December 13, 2019.
- Organised training about "Anti-Corruption Policy and related practices" in the orientation of the new employees of the Company.
- Disseminate and communicate with company personnel to ensure an understanding of Anti-Corruption.
- Communicate the Anti-Corruption measures and related topics on the company's website so that various groups of stakeholders are informed.
- Notified partners of the Company in writing about Anti-Corruption measures and policies, including channels for reporting misconduct or complaints.

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| Use of Information and Communication Technology: | The Company is aware and emphasizes the importance of the use of information and communication technology by setting information security measures to prevent and reduce the chance that important or confidential information is disclosed outside the intention or by negligence. | Government authorities and other related supervisory authorities: | The Company is aware of roles, duties, and responsibilities of government authorities and other related supervisory authorities concerning the business conduct. The company shall cooperate in complying with rules, regulations, provisions, and laws concerning the business operation of the Company. In doing so, the Company Secretary and Internal Audit Department are responsible to review the Company's business operation's compliance and reports the result of its review to the Audit Committee for examination and potential adjustment annually. |
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For further information or details, please visit corporate governance policy via the Company's website at www.ucity.co.th

Section 4 Disclosure and Transparency

The Company always discloses significant information, which affects the decision of shareholders and stakeholders such as financial information and non-financial information that is accurate, complete, in a timely manner, in accordance with the regulations prescribed by the Stock Exchange of Thailand and the Securities Exchange Commission through the Stock Exchange of Thailand and Good Corporate Governance.

• Disclosure of Financial and Non-Financial Information

The Board of Directors is responsible for disclosing both financial and non-financial information that is complete, reliable, and timely so that the shareholders and stakeholders receive information equally. This includes preparing and updating information on the company's website to present the complete and up to date information. The company's information must be prepared carefully, clearly, correctly and transparently in a concise and understandable language.

• Disclosure of Significant Information to the Public

The Company has a policy to disclose significant information to the public, namely the Company's

objectives; the financial position and business performance; the organisation structure; the business organisation and shareholding structure of the Company; the Corporate Governance Policy and Code of Business Conduct; the duties and responsibilities of the Board of Directors and subcommittees; the responsibilities of the Board of Directors to prepare the financial report and the report of subcommittees; information on the meetings attendance of the directors and the members of the subcommittees; the criteria for determining the remuneration of the Board of Directors and the executives, including the remuneration of each director; and other information having an impact on the Company's share price, investment decisions, or other rights and benefits of the shareholders pursuant to the notifications of the SET and relevant laws and regulations, including the disclosure of the Articles of Association, the Minutes of the Shareholders' Meetings, the Annual Registration Statement Disclosure Form (Form 56-1), report and business ethics and working practices of the Company, through different disclosure channels and medium of the SET, as well as the Company's website, so that the investors and other relevant parties, e.g., the shareholders and those

who are interested to invest in the Company's shares in the future, can use the same to support their investment decisions

- **Investor Relations**

The Company places high importance on the Investor Relations (IR) Department. The duty of the IR Department is to establish and maintain accurate, complete, and timely communications with the existing and potential investors of the Company in various forms, including Management Discussion and Analysis (MD&A) as well as the Company's presentation documents via the website of the Stock Exchange of Thailand and the Company website.

The Company website represents one of the key communications channels with the investment community. The website is the definitive source of information on the Group and has been designed based on Best Corporate Governance Practices. Its contents include live share price feeds, download versions of publications (including annual reports, Form 56-1, financial statements and MD&A, etc.)

Investor Relations Contact details:

Telephone: +66 (0) 2 273 8838

Fax: +66 (0) 2 273 8858

E-mail: ir@ucity.co.th

Website: <http://www.ucity.co.th>

Section 5 Board Responsibilities

The duties and responsibilities of the Board of Directors include the determination of the Company's policy, vision, mission, values, strategy and goals. In addition, the Board of Directors also supervises and assesses the management and operation with an objective to increase shareholder value in the long run. To achieve this, the Board of Directors must ensure that its duties are carried out in compliance with the laws, objectives, and the Company's Articles of Association. Moreover, the Board of Directors and the management must be mindful of corporate governance, conflicts of interest, code of conduct, and business ethics, in order to fully

effective administration. These principles were written in the corporate governance policy and business ethics of the Company.

The Board of Directors also has a duty to comply with the law, the Company objectives and regulations including any other duties of the directors as specified in the Act or any other law relating to the supervision of the Company.

The Board of Directors is determined to drive the Company to be a leading organisation that is recognised internationally as a successful company. To do so, the Company conducting business with strong management and skilled personnel. The Board of Directors has leadership, vision, and independence in decision making and responsible for overseeing the business to maximise benefits for shareholders as a whole. There is a clear separation of duties between the Board of Directors and the management.

In 2019, the Board of Directors' Meeting No. 2/2019 held on February 14, 2019, resolved to approve the strategy, the business plan and policies of the Company. In this regard, the Board of Directors reviewed the vision, mission, values, strategy, long-term goals and core businesses of the Company. Besides, the Board of Director has placed the focus to monitor the implementation of such strategy and business plan of the Company by taking into consideration the best interest of the Company and its shareholders.

- **Structure of the Board of Directors and Sub-Committees**

The Board of Directors consists of members who possess qualifications that are suitable for and consistent with the business strategy of the Company, as well as having diversified knowledge, capability, skills, experience, and expertise beneficial to the Company's business operations. The Board of Directors shall consists of not less than 5 members and at least one-third (1/3) of the members, but no less than 3 members, shall be independent directors. The Board of Director's duty is to determine the Company's policy, vision, mission, values, strategy and goals of

the Company by collaborating with executives management to plan short-term and long-term operations as well as formulating monetary policy, overseeing, monitoring and evaluating the performance of the Company and the performance of the senior management to be in accordance with the plan. Also, the Board of Directors shall supervise and monitor the Management to ensure the implementation of those policies is effectively and efficiently under the framework of laws, objectives, regulations of the Company and the resolution of the shareholders' meeting with responsibility, honesty, and be careful in accordance with good practices, for the maximum benefit of the Company and create confidence to shareholders.

The Company also places focus on internal control system, internal audit, strong assessment and prudent management and follow up on such matters regularly through the internal auditor of the Company and then present to the Audit Committee meeting if any issues arise.

The Board of Directors has established various sub-committees to oversee and monitor the operations of the Company in accordance with the principles of good corporate governance, namely the Executive Committee, the Audit Committee, the Nomination and Remuneration Committee, and the Investment Committee. Details of each committee are as follows;

- The Executive Committee shall consist of 5 members. The Executive Committee members are not required to hold the position of the Board of Directors. The Board of Directors has assigned the Executive Committee to have various duties and responsibilities with details of the delegation of authority under the scope of duties of the Executive Committee. The authorisation does not have the nature of authorisation or delegate power which allows the Executive Committee or The delegate of the Executive Committee to approve transactions that may cause conflicts of interest, a conflict of interest or may have a conflict of interest (as specified by the Office of the Securities and Exchange Commission) with the company or its subsidiaries.

- The Audit Committee shall consist of all independent directors and not less than 3 members, with at least 1 audit committee member having knowledge and experience to review the credibility of the financial statements. The Audit Committee of the Company consists of 3 members who are all independent directors. They are responsible for sufficient and effective internal control and internal audit, considering the independence of the Internal Audit Department or any other department responsible for internal auditing, including to ensure that the company having the accurate and sufficient financial reporting.

- The Nomination and Remuneration Committee shall consist of not less than 3 members in which at least 2 members are independent directors. The chairman of the Board of Directors is not allowed to be a member. They are responsible for recruiting and considering persons with skills, professional experience, specific qualifications in various fields and necessary for the company's business to propose to the Board of Directors as a director of the company before proposing to the shareholders' meeting for approval.

The Company has defined "Independent Director" of the Company which is "more stringent" than the minimum requirement of the notifications of the Capital Market Supervisory Board as follows:

- (1) Must hold not more than 0.75% of the total number of shares having voting rights of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, and, for the purpose of calculation, the number of shares held by a related person of such independent director shall also be included (Remark: The Company's criterion on this matter is more stringent than the minimum requirement of the notifications of the Capital Market Supervisory Board, which limits a holding of not more than 1%.)
- (2) Must not be or have been an executive director, an employee, a member of staff, an advisor who receives a regular salary, or a controlling person of the Company, its parent company, subsidiary, associated company, subsidiary of the same level,

major shareholder, or controlling person, unless such status has ceased for at least 2 years;

- (3) Must not be a person who is related by blood or law as the father, mother, spouse, sibling, and child, including being the spouse of a child, of any other Director, executive, major shareholder, controlling person, or any person who is to be nominated as a Director, an executive, or a controlling person of the Company or its subsidiary;
- (4) Must not have or have had any business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person in the manner that may obstruct the exercise of his/her independent judgment, and must not be or have been a key shareholder or a controlling person of any entity having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, unless such status has ceased for at least 2 years;

The “business relationship” as stated in the first paragraph shall include conducting ordinary business transactions, offering or taking on leases of any immovable properties, conducting transactions relating to assets or services, or granting or accepting any financial supports by way of offering or taking on loans, guarantees, asset-based collaterals, including any other similar actions, which result in the Company or the counterparty being indebted to the other party in the amount of 3% or more of the net tangible assets of the Company or THB 20 million or more, whichever is lesser, where the consideration of such indebtedness shall include any indebtedness taking place during a period of 1 year prior to the commencement date of the business relationship with such person;

- (5) Must not be or have been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, and must not be a key shareholder, a controlling person, or a partner of any audit firm of which the auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, is a member, unless such status has ceased for at least 2 years;

- (6) Must not be or have been a provider of any professional services, including a legal advisor or a financial advisor who receives or has received service fees in the amount of more than THB 2 million per year from the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, and must not be a key shareholder, a controlling person, or a partner of such professional services provider, unless such status has ceased for at least 2 years;
- (7) Must not be a director who has been appointed as a representative of a director of the Company, a major shareholder, or a shareholder who is a related person of the major shareholder;
- (8) Must not engage in the business of the same nature as and in significant competition with the business of the Company or its subsidiaries, and must not be a key partner in a partnership, an executive director, an employee, a member of staff, or an advisor who receives a regular salary, or hold more than %1 of the total number of shares having voting rights of a company that engages in the business of the same nature as and in significant competition with the business of the Company or its subsidiaries; and
- (9) Must not have any other characteristics that may obstruct his/her ability to give an independent opinion on the Company’s operation.

After being appointed as an independent director, such independent director may be assigned by the Board of Directors to make a decision concerning the business operations of the Company, its parent company, subsidiary, associated company, subsidiary of the same level, major shareholder or controlling person, provided that such decision shall be a collective decision.

- Investment Committee consists of director, executive or employee of the Company. At present 2 members of the committee consists of, Chief Legal Officer and Director of Finance. The Investment Committee’s duty and responsibility is to consider and make decisions on investments, as well as to determine the period of

investment under the investment policy and principles approved by the Board of Directors' Meeting of the Company.

- **Separation of Roles and Responsibilities between the Board of Directors and the Management of the Company**

The Company has clearly separated the roles and responsibilities between the Board of Directors and the Management of the Company. The Board of Directors shall perform the duty of the determination of the Company's policy, vision, mission, values, strategy, and goals, as well as supervising the operation of the management while the Management shall perform the duty to manage the Company according to the established policy, vision, mission, values, strategy, and goals, then report the operational performance to the Board of Directors. Both the Board of Directors and the Management of the Company have been selected by the Board of Directors, to ensure the suitability.

- **Board of Directors' Meeting**

The Board of Directors shall hold more than 6 meetings in each fiscal year pursuant to the annual meeting schedule set in advance. The Company promotes and encourages each director to attend the Board of Directors' meeting at least 75% of the total number of meetings in each fiscal year, except in case of necessity and emergency. The Company also has the policy to specify a minimum quorum at the time of voting that at least 2 in 3 of the total number of directors are attended the meeting. The Company will provide the meeting materials to the directors at least 5 business days prior to the meeting, to allow the directors to have sufficient time to study the information beforehand. Normally, the Board of Directors will hold a meeting quarterly and may call additional meetings as necessary and appropriate. In calling the meeting, the Chairman of the Board of Directors or a person assigned by the Chairman shall send out the meeting invitation to all directors at least 7 days prior to the meeting date. However, in necessary and emergency cases and in order to preserve the rights or benefits of the Company,

the meeting invitation may be sent by other means within a shorter timeframe. In the case that 2 or more directors request to have a meeting, the Chairman of the Board of Directors shall set the meeting date within fourteen days from the date of receiving the request.

To establish the meeting agenda, the Chairman of the Board of Directors and Chief Executive Officer shall jointly consider the meeting agenda and allow 2 or more directors to propose the agenda to call the meeting. The procedure for arranging meetings of the Board of Directors shall be defined as follows:

(1) Procedure before the Meeting

Each director is free to propose the agenda to the Company's Board of Directors Meeting by indicating the reason and necessity of such matters. The Chairman of Board of Directors will consider the meeting agenda before preparing the meeting notice. Notice of the meeting together with the meeting materials of each agenda shall be delivered to each director prior to the meeting date to allow the directors to have sufficient time to study the information beforehand. In case any director requires additional information to support the consideration in each agenda, the directors can request it from the Company's secretary.

(2) Procedure during Meeting

During the Board of Directors' Meeting, the Chairman of the Board of Directors shall be responsible for the meeting procedure by organising the agenda in sequence, in accordance with the notice of the meeting and provide opportunities for directors to enquire and express their opinion to each topic independently and adequately.

(3) Procedure after the Meeting

The Company places emphasise on the Minutes of the Board of Directors' meeting. The Company's secretary is responsible for recording the Board of Directors' meeting. The minutes shall be prepared accurately, cover substantive information relevant to the meeting such as the date, time, and place of the meeting, starting and adjourning time of the meeting, list of the

name of directors who attended/didn't attend, details of the inquiries and discussion of each agenda and the resolution of the Board of Directors for each agenda. The minutes of the Board of Directors' meeting and any document used during the meeting shall be kept by the Company's secretary for future review.

According to the articles of association of the Company, in the meeting of the Board of Directors, the presence of no less than one half of the total number of directors is required to constitute a quorum. In the case where the Chairman of the Board of Directors is not present at the meeting or is unable to perform his or her duty and there is a Vice-Chairman, the Vice-Chairman present at the meeting shall preside over the meeting. Or in case the Vice-Chairman cannot perform the duties, the directors attending the meeting shall elect one director to be the Chairman of the meeting. The decisions at the meeting shall be by a majority of votes. Each director shall have one vote, but a director who has an interest in any matter shall not be entitled to vote on such matters. In the case of a tie, the Chairman of the meeting shall have an additional vote as a casting vote.

- **Executive Committee's Meeting**

The Company has set up the Executive Committee's meeting at least once a month or may have additional special meetings as necessary. The Company sends a meeting invitation with relevant documents to the committee at least 7 business days in advance so that the committees have sufficient time to study the information and prepare beforehand. The minutes of meeting is to recorded correctly, completely and be verifiable.

- **Audit Committee's Meeting**

The Company shall arrange the Audit Committee's meeting at least quarterly and may arrange additional meetings as necessary and appropriate. In calling the meeting, the Company shall send the invitation to the directors at least 7 business days prior to the meeting with relevant documents for each agenda prior to the date of the meeting. The Company shall record the minutes accurately and cover relevant substantive information.

- **Nomination and Remuneration Committee's Meeting**

The Company shall arrange the Nomination and Remuneration Committee's meeting at least once a year and may arrange additional meetings as necessary and appropriate, by sending the invitation letter to the directors at least 7 business days prior to the meeting with relevant documents for each agenda prior to the date of the meeting. The Company shall record the minutes accurately and cover relevant substantive information.

- **Knowledge and Skill Development of the Board of Directors**

The company encourages directors to continually and sufficiently develop their knowledge and capabilities. The Nomination and Remuneration Committee has formulated a director development plan, to improve the knowledge of the directors regarding the business of the company, directors' roles and responsibilities, and important developments. Also encouraging directors to attend various training courses or seminars with the Thai Institute of Directors (IOD), Capital Market Academy and/or other departments to increase knowledge as a director of a listed company. This includes but is not limited to strategy and business administration, finance and investment, corporate governance, recruitment and remuneration, enterprise risk management, anti-corruption, guidelines for sustainable development, etc.

In addition, the Company provides a guidebook for directors, which collects useful information for being a director of a listed company, rules of the acquisition and disposal of assets, rules of connected transactions, relevant laws and regulations, etc. It also includes reports and other documents for directors such as Form to report the interest of directors and executives, Form to report names and scope of work of the Audit Committee (F 24-1), Certificate and biography of the director/audit committee (F 24-2), Report form changes in securities and derivatives holding (Form 59) and Form for informing the testimonials and Consent of the directors and executives of the Company (Form 35-E1), etc. This guidebook is being updated and providing to new directors in the directors orientation.

In 2019, the Directors attended the training courses as follows:

| Name of Director | Position | Program |
|------------------------------|---|--|
| Mr. Rungson Sriworasat | Independent Director, Chairman of the Audit Committee and Nomination and Remuneration Committee | <ul style="list-style-type: none"> Audit Committee Forum 2019 held by Thai Institute of Directors (IOD) Advanced Audit Committee Program held by Thai Institute of Directors (IOD) |
| Mr. Sayam Siwarapornskul | Director, Executive Director, Chief Legal Officer and Company Secretary | <ul style="list-style-type: none"> Deloitte Tax and Legal Symposium held by Deloitte Touche Tohmatsu Jaiyos Advisory Co.,Ltd. Advanced Business Analysis No.4 held by Chulalongkorn University Strategic Financial Management and Cash Flow Management for Real Estate Tax exposures for Expatriate in Thailand held by International Consulting Networks |
| Mr. Veerapong Rodjanawarodom | Executive Director and Chief Operating Officer | <ul style="list-style-type: none"> Director Certification Program held by Thai Institute of Directors (IOD) Commercial, Financial, Legal & Tax Strategies for the best M&A Deal held by OMEGAWORLDCLASS Innovation Institute Techsauce Gold Summit 2019 held by Techsauce Tech & Biz Ecosystem Leader |
| Ms. Soraya Satiangoset | Executive Director and Chief Financial Officer | <ul style="list-style-type: none"> Director Certification Program held by Thai Institute of Directors (IOD) CFO in Capital Markets No.9 by the Stock Exchange of Thailand (SET) Deloitte Tax and Legal Symposium held by Deloitte Touche Tohmatsu Jaiyos Advisory Co.,Ltd. Berkeley ECI Coaching Practicum Session held by Thailand Management Association (TMA) Tax from overseas fund transfer and Double Tax Agreement held by NYC Management Co.,Ltd. |

- **Directors Orientation**

For new directors, the Company has orientation program set by the Nomination and Remuneration Committee and encourages the new directors to understand the Company's business policy including relevant information such as capital structure, shareholders, organisation structure, nature of business, financial performance, operation results as well as roles and responsibilities of the Board of Directors and sub-committees. The Company will also provide the new directors relevant information such as Annual report, Form 56-1, Good Corporate Governance policy and Code of Business Conduct, and Anti-Corruption policy.

- **Directorship of Senior Executive in Other Company outside the Group**

The Company has determined a policy on the number of directorship positions that a member of the Board of Directors of the Company may hold in non-group companies to not exceed 5 companies.

The Chief Executive Officer should not hold any directorship position in non-group companies, save for the exceptions stipulated by the Board of Directors. Furthermore, the Company has determined a policy on the number of directorship positions that a senior executive of the Company may hold in non-group companies to not exceed 5 companies, unless a consent has been obtained from the Chief Executive Officer.

- **Assessment of the Performance of the Board of Directors, Sub-Committees and the Executive Management**

The Board of Directors conducts an assessment of its annual performance through both group evaluation and individual evaluation and all group of sub-committees, namely the Audit Committee, the Nomination and Remuneration Committee, the Investment Committee and the Executive Committee to assess their performance and report the assessment result to the Board of Directors on an annual basis. The purpose is to review the performance, detect problems and obstacles in the business operation in the past year so as to improve and increase the operational efficiency.

- **Assessment of the Annual Performance of the Board of Directors (Group Evaluation)**

The Board of Directors uses an assessment criterion, which covers 6 assessment subjects: 1) Structure and Characteristics of the Board of Directors, 2) Roles, Duties and Responsibilities of the Board of Directors, 3) Board of Directors' Meetings, 4) Performance of the Board of Directors' Duties, 5) Relationship with the Management, and 6) Personal Development of Directors and Executives. After each director completes the Self-Assessment Form of the Board of Directors (Group Evaluation), the Company Secretary Office will calculate the scores and provide a summary of the scores of the group assessment of the Board of Directors to the Board of Directors' meeting in order for them to jointly consider, find a solution to improve unsatisfactory scores, use as a guideline for their performance in the following year, including considering and reviewing the comments and suggestions raised by each director in the past year and whether such comments and suggestions have been applied or taken onboard. In 2019, the average score result was 96.22%, decrease from the previous year at 96.60% (90-100% means excellent, 76-89% means very good, 66-75% means good, 50-65% means fair, and below 50% means improvement needed).

- **Assessment of the Annual Performance of the Board of Directors (Individual Evaluation)**

The Board of Directors uses several assessment criteria grading the individual performance of directors. The assessment is covering the carrying out of their fiduciary duty to manage the Company's business operations in the best interest of the shareholders, attendance and preparedness at the Board of Directors' meetings and the Shareholders' Meetings, their contribution through opinions, suggestions, or other guidelines to Management, the independence of opinions, compliance with the principles of good corporate governance of listed companies, and attendance of training and personal development programs necessary for performing their functions as directors of listed companies. After each director has completed their Self-Assessment Form of the Board

of Directors (Individual Evaluation), the Company Secretary Office would calculate the scores and provide a summary of the scores of each director to the Board of Directors' meeting for acknowledgement. In 2019, the average score result was 4.89 decrease from the score of 4.90 in 2018 (5 means very good, 4 means good, 3 means fair, 2 means lower than standard, and 1 means improvement needed).

- **Assessment of the Annual Performance of the Audit Committee**

The Audit Committee used assessment criteria, which cover 6 assessment subjects: 1) Composition of the Audit Committee, 2) Independence of the Audit Committee Members, 3) Training and Source of Information, 4) Meetings, 5) Activities of the Audit Committee and 6) Relationship with the Chief of the Internal Audit Department, the Company's Auditors, and Management. After each member of the Audit Committee has completed the Self-Assessment Form of the Audit Committee, the Internal Audit Office would calculate the scores and provide a summary of the scores to the Audit Committee's meeting in order for them to jointly consider, find a solution to or improve unsatisfactory scores, use as a guideline for their performance in the following year, considering and reviewing the comments and suggestions raised by each member of the Audit Committee in the past year and whether such comments and suggestions have been taken onboard. Thereafter, the result of the assessment would be proposed for consideration at the Board of Directors' meeting where the Board of Directors may provide comments or request the Audit Committee to improve in certain areas as deemed appropriate. In 2019, the average score result was 4.90 which is equal to the score in 2018 (5 means very good, 4 means good, 3 means fair, 2 means lower than standard, and 1 means improvement needed).

- **Assessment of the Annual Performance of the Nomination and Remuneration Committee, Investment Committee, and the Executive Committee**

The assessment criteria were used covered 5 assessment subjects: 1) Structure and Qualification, 2) Performance of Duties, 3) Training/Source of Information, 4) Meetings, and 5) Duties and Responsibilities. After the Self-Assessment Forms (Group Evaluation) of each subcommittee are completed, the Company Secretary Office would calculate the scores and provide a summary of the scores to the relevant subcommittee's meeting in order for them to jointly consider, find a solution to improve unsatisfactory scores, use as a guideline for their performance in the following year, considering and reviewing the comments and suggestions raised by each member of the subcommittee in the past year whether such comments and suggestions have been taken onboard. Thereafter, the result of the assessment would be proposed for consideration at the Board of Directors' meeting where the Board of Directors may provide comments or request relevant subcommittees to improve in certain areas as appropriate. In 2019, the average score result of the Nomination and Remuneration Committee was 94.75%, lower than the score of 95.28% in 2018; the average score result of the Investment Committee was 85.88%, lower than the score of 87.65% in 2018; and the average score result of the Executive Committee was 93.55%, higher than the score of 92.00% in 2018 (90-100% means excellent, 76-89% means very good, 66-75% means good, 50-65% means fair, and below 50% means improvement needed).

- **Assessment of the Annual Performance of the Chairman of Executive Director Committee**

The Nomination and Remuneration Committee used assessment criteria, which cover 3 assessment subjects: 1) Success of business and projects in the past fiscal year 2) Performance of Duties and 3) Personal Development of Chairman of Executive Director Committee. In 2019, the average score result was 96.66%. (90-100% means excellent, 76-89% means very good, 66-75% means good, 50-65% means fair, and below 50% means improvement needed).

- **Assessment of the Annual Performance of the Chief Executive Officer**

The Nomination and Remuneration Committee used assessment criteria, which cover 3 assessment subjects: 1) Success of business and projects in the past fiscal year 2) Performance of Duties and 3) Personal Development of Chief Executive Officer. In 2019, the average score result was 96.50%, higher than the score of 94.07% in 2018. (90-100% means excellent, 76-89% means very good, 66-75% means good, 50-65% means fair, and below 50% means improvement needed).

- **Proportion of Non-Executive Directors**

The Company has determined that the Board of Directors must consist of non-executive directors more than the executive directors, in to create the balance between supervision and administration. Moreover, at least one-third, but not less than 3 members, of the Board of Directors are independent directors. These 3 independent directors shall hold the position of Audit Committee members and shall meet the qualifications prescribed in the Notification of Stock Exchange of Thailand regarding the qualification and scope of work of the audit committee member.

As of 31 December 2019, the Board of Directors consisted of 9 members:

Non-executive Director 6 persons (3 of which were independent directors)

Executive Director 3 persons

The definition of “Independent Director” of the Company has been defined in the “Corporate Governance and Code of Business Conduct”, section 3 “Corporate Governance”, subsection 3.5 “Responsibilities of the Board of Directors”, sub-heading “The composition of the Board of Directors. and the composition of the sub-committees”:

- **Succession Plan**

The Board of Directors aware of and gives importance to the continuity of management, therefore, it has determined the Succession Plan by stipulating the procedure and process for the succession of the executive committee, Chief Executive Officer, and

other high-level executives in the organisation. The Succession Plan has been reviewed regularly for its suitability, to ensure that the Company can secure competent executives for the succession of these key positions in the organisation.

- **Nomination of Chief Executive Officer**

The Nomination and Remuneration Committee will consider the person having all the qualifications determined by the Company. The consideration will firstly take place inside the Company. In case no person suitable for the position, the Company will consider the persons outside the Company and propose to the Board of Directors.

- **The Company Secretary**

The Board of Directors determined the qualifications of the Company Secretary. The Company Secretary must be graduated in Law or Accountancy and/or participated in the subjects or programs related to Company Secretary’s roles and responsibilities. The main duty of the Company’s secretary is to monitoring the Company’s business management to effectively comply with the principle of Good Corporate Governance. The main duties and responsibilities are as follows:

- (1) To perform duties with responsibility, care and honesty in accordance with legal and other relevant regulations.
- (2) To organise the Board of Directors’ meetings, sub-committees’ meeting and shareholders’ meetings in accordance with the applicable laws and regulations, also ensuring that such resolutions are fully complied with.
- (3) To provide advice to the Board of Directors on the relevant laws and regulations on good corporate governance, qualifications to maintain the listing status, and the relevant laws and regulations in conducting businesses.
- (4) To produce and possess documents such as the Director Registration, Notice of the Board of Directors Meeting, Minutes the Board of Directors’ Meeting, Notice of Shareholders’ Meeting and Minutes the Shareholders’ Meeting.
- (5) To oversee activities of the Board of Directors.

- (6) To maintain disclosure reports provided by directors or executives and report to the Chairman of the Audit Committee.
- (7) To record changes in the holding of securities of directors or executives.
- (8) To ensure disclosure of information in accordance with the regulation of SET, SEC and other relevant regulators as well as the principles of good corporate governance.
- (9) To conduct any other affairs occasionally, as prescribed by the Capital Market Supervisory Board or assigned by the Board of Directors.

• Internal Control

The Board of Directors recognises the importance of having a good internal control system, in which it will ensure that the management and operation of the company are following the objectives and long-term goal of the Group. The management is responsible for establishing the structure of the internal control system which covers various fields, as well as defining the operational authority of the employees and executives in the operational procedures (Procedure Manual) and the delegation of authority. The monitoring of the internal control system must be done regularly. The Audit Committee shall re-examine the internal control system to ensure its effectiveness as well as determining and assessing business risks and establishing measures to prevent and manage such risks. In addition, The Audit Committee shall monitor the supervision and compliance, the separation of duty, in order to create a check and balance appropriately.

Internal auditors are independent in performing their duties. They report directly to the audit committee and are responsible for checking the effectiveness of the Company's operations. The internal auditors shall report the internal audit results to the audit committee directly.

Also, the Audit Committee has reviewed the appropriateness and sufficiency of the internal control system at least once a year and proposed to the Board of Directors for consideration and providing opinions on the adequacy of the internal control system in the

Annual Report and the Annual Registration Statement Disclosure Form (Form 56-1)

Sub-Committees

Structure of the Board of Directors

The structure of the Board of Directors consists of the Board of Directors, the Audit Committee, the Nomination and Remuneration Committee, and the Executive Committee. Details as follows:

• The Board of Directors

As of 31 December 2019, the Board of Directors consisted of 9 members as follows:

| | | |
|---|------------------------------|---|
| 1 | Mr. Keeree Kanjanapas | Chairman of the Board of Directors |
| 2 | Mr. Rungson Sriworasat | Independent Director, Chairman of the Audit Committee and Nomination and Remuneration Committee |
| 3 | Mr. Chaiwat Atsawintarangkun | Independent Director, Chairman of the Nomination and Remuneration Committee and Audit Committee |
| 4 | Mr. Plakorn Wanglee | Independent Director, Audit Committee and Nomination and Remuneration Committee |
| 5 | Mr. Surajit Gongvatana | Director and Chairman of Executive Director Committee |
| 6 | Mr. Kavin Kanjanapas | Director |
| 7 | Mr. Kong Chi Keung | Director |

| | |
|----------------------------|---|
| 8 Ms. Piyaporn Phanachet | Director, Executive Director and Chief Executive Officer |
| 9 Mr. Sayam Siwarapornskul | Director, Executive Director, Chief Legal Officer and Company Secretary |

Mr. Sayam Siwarapornskul was appointed as the Company's Secretary on 21 September 2016 to present.

• The Audit Committee

As of 31 December 2019, the Audit Committee consisted of 3 members as follows:

| | |
|--------------------------------|---------------------------------|
| 1 Mr. Rungson Sriworasat | Chairman of the Audit Committee |
| 2 Mr. Chaiwat Atsawintarangkun | Audit Committee |
| 3 Mr. Plakorn Wanglee | Audit Committee |

• The Executive Committee

As of 31 December 2019, the Executive Committee consisted of 5 members as follows

| | |
|--------------------------------|--|
| 1 Mr. Surajit Gongvatana | Chairman of Executive Director Committee |
| 2 Ms. Piyaporn Phanachet | Executive Director |
| 3 Mr. Veerapong Rodjanawarodom | Executive Director |
| 4 Mr. Sayam Siwarapornskul | Executive Director |
| 5 Ms. Soraya Satiangoset | Executive Director |

• The Nomination and Remuneration Committee

As of 31 December 2019, the Nomination and Remuneration Committee consisted of 3 Independent Directors.

| | |
|--------------------------------|---|
| 1 Mr. Chaiwat Atsawintarangkun | Chairman of the Nomination and Remuneration Committee |
|--------------------------------|---|

| | |
|--------------------------|---------------------------------------|
| 2 Mr. Rungson Sriworasat | Nomination and Remuneration Committee |
| 3 Mr. Plakorn Wanglee | Nomination and Remuneration Committee |

• The Investment Committee

As of 31 December 2019, the Investment Committee comprising 2 management members as follows:

| | |
|----------------------------|---|
| 1 Mr. Sayam Siwarapornskul | Director, Executive Director, Chief Legal Officer and Company Secretary |
| 2 Ms. Pakamas Sirianuwat | Finance Director |

The Audit Committee Members who have Knowledge and Experience in Reviewing the Financial Statements.

Mr. Rungson Sriworasat, Chairman of the Audit Committee, is a director with knowledge and experience in reviewing financial statements. His experience includes holding the positions of Permanent Secretary of the Ministry of Finance, Deputy Permanent Secretary for Finance and Director General of the Comptroller General's Department. He also holds the position of Audit Committee member in the following listed companies: Charoen Pokphand Foods Public Company Limited and Internal Audit Committee of the Bar Association.

Mr. Chaiwat Atsawintarangkun is a director with knowledge and experience in reviewing financial statements. He also holds a member of the Audit Committee in the following listed companies: Krungthai Car Rent and Leasing Public Company Limited, Eastern Printing Company Limited, Merchant Partners Securities Public Company Limited, AQ Estate Public Company Limited, and Eastern Polymer Group Public Company Limited.

Mr. Plakorn Wanglee is a director with knowledge and experience in reviewing financial statements. He graduated with a bachelor's degree in Accounting from Chulalongkorn University and previously served as an independent director and audit committee of the Expressway Authority of Thailand.

4.4 SELECTION, APPOINTMENT AND REMUNERATION OF DIRECTORS AND EXECUTIVES

Appointment and Removal of Directors

The appointment and removal of directors of the Company are in accordance with the criteria and procedures as stipulated in the laws and the Company's Articles of Association, which can be summarised as follows:

- (1) In every Annual General Meeting of Shareholders, at least one-third (1/3) of the directors shall retire by rotation. If the number of the directors who must retire by rotation is not divisible by three, the number of directors closest to one-third (1/3) of all directors shall retire. The directors who retire by rotation are eligible for re-election;
- (2) The election of the directors at the shareholders' meeting shall be in accordance with the following rules and procedures:
 - (a) Each shareholder shall have one vote for one share;
 - (b) Each shareholder shall use all of his or her votes to elect one or several persons as the director(s). However, he or she may not divide his or her votes among the candidates; and
 - (c) The candidates who receive the most votes in descending order will be elected as the director(s) up to the number of the directors required to be elected at such meeting. In the event that the candidates have equal votes and their election would exceed the number of directors required to be elected at such meeting, the Chairman of the meeting shall have a casting vote;
- (3) Apart from retirement by rotation, the directors shall cease to hold office upon death, resignation, lack of qualifications or possession of prohibited characteristics according to the Public Limited Companies Act B.E. 2535 (1992) (as amended), removal by a resolution of the shareholders' meeting, or removal by a court's order;
- (4) In case of a vacancy in the membership of the Board of Directors for reasons other than retirement by rotation, the Board of Directors shall pass a resolution by affirmative votes of not less than three-quarters (3/4) of the number of the directors remaining in office to elect a person who has the qualifications and possesses no prohibited characteristics under the Public Limited Companies Act B.E. 2535 (1992) (as amended) as a substitute director at the next meeting of the Board of Directors, unless the remaining term of office of the said director is less than two months; and
- (5) The shareholders' meeting may pass a resolution to remove any director from his/her office prior to the expiration of his/her term by affirmative votes of not less than three-quarters (3/4) of the number of the shareholders attending the meeting, having the right to vote, and holding shares not less than one-half (1/2) of the total number of shares held by the shareholders attending the meeting and having the right to vote.

Nomination of New Directors

The Nomination and Remuneration Committee will be responsible for the nomination of new directors. The Nomination and Remuneration Committee will search for potential candidates and propose the same to the Board of Directors' or the shareholders' meeting (as the case may be) for consideration and appointment. The following matters will be taken into consideration as part of the selection criteria: the structure of the Board of Directors, which shall consist of members in the number that is suitable for the size of the Company, the diversity in the structure of the Board of Directors (Board Diversity), including but not limited to, race, religion, national origin and gender, the appropriateness of the qualifications and skills of the director(s) that are necessary but lacking in the Board of Directors. The Board Skill Matrix will be used to identify the required qualifications.

Nomination Process

The Nomination and Remuneration Committee will select candidates for the position of director(s) of the Company from the recommendation of other directors, the nomination by the shareholders of the Company, the service of external professional search firms, or the directors' pools of various agencies, or other nomination procedures as the Nomination and Remuneration Committee considers appropriate.

Qualification of Directors

- (1) Must have knowledge, capability, various skills, experience which are benefited to the Company's operation, be honest, be integrity, and have business ethics, comply with the laws and relevant regulations and be able to fully commit to work for the Company;
- (2) Must have qualifications of a director which correspond with the Company's business strategy, structure, size and composition of the Board of Directors, including the diversity in the structure (Board Diversity) and other qualifications being required and inadequate in the Board of Directors (Board Skill Matrix);
- (3) Must possess qualifications and must not have any prohibited characteristics under the public limited companies law, securities and exchange law, rules and regulations of the Company and the relevant supervisory agencies, and the Company's good corporate governance. In case of nomination of an independent director, such nominated person shall possess the qualifications as specified in the Company's Definition of Independent Director. In case of nomination of a member of the Audit Committee, such nominated person shall possess additional qualifications in accordance with the laws;
- (4) Must be independent, perform the director's duty with due care, be honest, be mentally and physically healthy, and be able to fully commit to work for the Company; and

- (5) Must have a good work profile and must not engage in a business or be a partner in a general partnership or be a partner having unlimited liability in a limited partnership or a director in other private or public company which carries on businesses of the same nature as and in competition with the Company's businesses, except the shareholders' meeting is advised before a resolution is passed to elect such person and other relevant laws are complied with.

Qualification of Independent Directors

In case of nomination of an independent director, such nominated person shall possess the qualifications under the Definition of Independent Director of the Company, which is "more stringent" than the minimum requirement of the notifications of the Capital Market Supervisory Board as follows:

- (1) Must not hold more than 0.75% of the total number of shares having voting rights of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, and the number of shares held by a related person of such independent director shall also be included (*Remark: The Company's criterion on this matter is more stringent than the minimum requirement of the notifications of the Capital Market Supervisory Board, which limits a holding of not more than 1%.*);
- (2) Must not be or have been an executive director, an employee, a member of staff, an advisor who receives a regular salary, or a controlling person of the Company, its parent company, subsidiary, associated company, subsidiary of the same level, major shareholder, or controlling person, unless such status has ceased for at least 2 years;
- (3) Must not be a person who is related by blood or law as the father, mother, spouse, sibling, and child, including being the spouse of a child, of any other Director, executive, major shareholder, controlling person, or any person who is to be nominated as a Director, an executive, or a controlling person of the Company or its subsidiary;

- (4) Must not have or have had any business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person in the manner that may obstruct the exercise of his/her independent judgment, and must not be or have been a key shareholder or a controlling person of any entity having a business relationship with the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, unless such status has ceased for at least 2 years;

The “business relationship” as stated in the first paragraph shall include conducting ordinary business transactions, offering or taking on leases of any immovable properties, conducting transactions relating to assets or services, or granting or accepting any financial supports by way of offering or taking on loans, guarantees, asset-based collaterals, including any other similar actions, which result in the Company or the counterparty being indebted to the other party in the amount of 3% or more of the net tangible assets of the Company or THB 20 million or more, whichever is lesser, where the consideration of such indebtedness shall include any indebtedness taking place during a period of 1 year prior to the commencement date of the business relationship with such person;

- (5) Must not be or have been an auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, and must not be a key shareholder, a controlling person, or a partner of any audit firm of which the auditor of the Company, its parent company, subsidiary, associated company, major shareholder, or controlling person, is a member, unless such status has ceased for at least 2 years;
- (6) Must not be or have been a provider of any professional services, including a legal advisor or a financial advisor who receives or has received service fees in the amount of more than THB 2 million per year from the Company, its parent company,

subsidiary, associated company, major shareholder, or controlling person, and must not be a key shareholder, a controlling person, or a partner of such professional services provider, unless such status has ceased for at least 2 years;

- (7) Must not be a director who has been appointed as a representative of a director of the Company, a major shareholder, or a shareholder who is a related person of the major shareholder;
- (8) Must not engage in the business of the same nature and significant competition of the Company or its subsidiaries, and must not be a key partner in a partnership, an executive director, an employee, a member of staff, or an advisor who receives a regular salary, or hold more than 1% of the total number of shares having voting rights of a company that engages in the business of the same nature as and in significant competition of the Company or its subsidiaries; and
- (9) Must not have any other characteristics that may obstruct his/her ability to give independent opinion on the Company’s operation.

After being appointed as an independent director who has qualification aligned with (1)-(9), such independent director may be assigned by the Board of Directors to make a decision with regard to the business operations of the Company, its parent company, subsidiary, associated company, subsidiary of the same level, major shareholder or controlling person, which such decision shall be a collective decision.

Terms of the Appointment of Independent Directors

The independent directors should not be in office exceed for a maximum term of 9 consecutive years, commencing from the date of appointment. However, after completing the 9-year term, the independent directors may be eligible for reappointment once the Board of Director reasonably determine the independency of the independent directors.

Additional Qualifications of Members of the Audit Committee

Apart from possessing the qualifications of independent directors, the members of the Audit Committee shall possess the following additional qualifications:

- (1) Must be appointed by the Board of Directors to be a member of the Audit Committee;
- (2) Must not be a director who has been assigned by the Board of Directors to make decisions in the business operations of the Company, its parent company, the subsidiaries, the associated companies, the subsidiaries of the same level, the major shareholders, or the controlling person of the Company and must not be a director of its parent company, the subsidiaries, or the subsidiaries of the same level that are listed companies;
- (3) Must be knowledgeable and experienced in performing his/her duty as a member of the Audit Committee where at least one member must be knowledgeable and experienced in reviewing the accountability of financial statements; and
- (4) Must have full and proper qualifications in accordance with the laws and regulations of the government authorities.

In order to promote compliance with the principles of good corporate governance, the Company provides the shareholders an opportunity to nominate candidates to be elected as directors at the annual general meeting of shareholders in accordance with the criteria publicised on the Company's website. The Company will make an announcement of the same through the SET's website. See more details in *No. 4.3 in Section 2 Equitable Treatment of Shareholders, subsection named Proposing Agenda Items and Nominating Director Candidates.*

Succession Plan

The Board of Directors places importance on having an effective and efficient management as well as the continuance of its business operations, which are essential factors to the sustainable growth of the organisation. Thus, the Company is required to prepare

a succession plan for the positions of the Chairman of the Executive Committee, Chief Executive Officer, and other senior executive positions, and to review the plan from time to time in order to ensure that there will be competent senior executives for the succession of these key positions in the organisation.

Nomination Process of Chief Executive Officer

The Nomination and Remuneration Committee shall nominate qualified candidates for appointment as the Chief Executive Officer according to the predetermined criteria of the Company. The committee shall first begin the screening for qualified candidates for the Chief Executive Officer appointment within the organisation. If there are no candidates that meets the criteria within the organisation, the committee shall nominate candidates outside the organisation to propose to the Board of Directors to consider for Chief Executive Officer appointment.

Remuneration of Directors and Executives

DIRECTORS' REMUNERATION

(a) Monetary Remuneration

The Nomination and Remuneration Committee considers the Director's remuneration from Company performance, size of business and Director's responsibility and comparing with the remuneration of other companies in the same industry and other listed companies on the SET in the same range of market capitalisation, and to propose to the Board of Directors for approval and to further propose to the shareholders' meeting for consideration and approval annually;

Monthly remuneration and meeting allowance which remain stable as prior year are approved in the Annual General Meeting of Shareholders Year 2019 held on 25 April 2019 are as follows:

| Monthly Remuneration | 2019 | 2018 |
|--|-----------------------|-----------------------|
| Chairman of the Board of Directors | THB 50,000/month | THB 50,000/month |
| Directors | THB 30,000/month | THB 30,000/month |
| Meeting Allowance | 2019 | 2018 |
| Board of Directors | THB 20,000/attendance | THB 20,000/attendance |
| Audit Committee Member | THB 10,000/attendance | THB 10,000/attendance |
| Nomination and Remuneration Committee Member | THB 10,000/attendance | THB 10,000/attendance |
| Other Sub-Committees | None | None |

In 2019, the Company paid remuneration for all directors in the total amount of THB 5,540,000 as follows:

| Name and Position of Directors | | Annual Remuneration (THB) | Meeting Allowance (THB) | Total Amount (THB) |
|--------------------------------|---|---------------------------|-------------------------|--------------------|
| 1 Mr. Keeree Kanjanapas | Chairman of the Board of Directors | 600,000.00 | 140,000.00 | 740,000.00 |
| 2 Mr. Rungson Sriworasat | Independent Director, Chairman of the Audit Committee and Nomination and Remuneration Committee | 360,000.00 | 220,000.00 | 580,000.00 |
| 3 Mr. Chaiwat Atsawintarakun | Independent Director, Audit Committee and Chairman of the Nomination and Remuneration Committee | 360,000.00 | 220,000.00 | 580,000.00 |
| 4 Mr. Plakorn Wanglee | Independent Director, Audit Committee and Nomination and Remuneration Committee | 360,000.00 | 220,000.00 | 580,000.00 |
| 5 Mr. Paisal Tarasansombat* | Independent Director, Audit Committee and Nomination and Remuneration Committee | 360,000.00 | 220,000.00 | 580,000.00 |
| 6 Mr. Surajit Gongvatana | Director and Chairman of Executive Director Committee | 360,000.00 | 120,000.00 | 480,000.00 |
| 7 Mr. Kavin Kanjanapas | Director | 360,000.00 | 140,000.00 | 500,000.00 |
| 8 Mr. Kong Chi Keung | Director | 360,000.00 | 140,000.00 | 500,000.00 |

| Name and Position of Directors | | Annual Remuneration (THB) | Meeting Allowance (THB) | Total Amount (THB) |
|--------------------------------|---|---------------------------------|-------------------------------|--------------------------|
| 9 | Ms. Piyaporn Phanachet Director, Executive Director and Chief Executive Officer | 360,000.00 | 140,000.00 | 500,000.00 |
| 10 | Mr. Sayam Siwarapornskul Director, Executive Director, Chief Legal Officer and Company Secretary | 360,000.00 | 140,000.00 | 500,000.00 |
| Total amount | | 3,840,000.00 | 1,700,000.00 | 5,540,000.00 |

Note :

* Mr. Paisal Tarasansombat has resigned from the Independent Director, Audit Committee and Nomination and Remuneration Committee on 25 December 2019

All independent directors do not hold any independent director position in the subsidiaries, or other subsidiary equivalents. Therefore, independent directors do not receive any remuneration from the subsidiaries, or other subsidiary equivalents.

(b) Non-Monetary Remuneration and Other Benefits

-None-

EXECUTIVES' REMUNERATION

The Nomination and Remuneration Committee considers and determines the Executives' remuneration from Company performance, size of business, and Executive's responsibility and comparing with the remuneration of other listed companies on the SET in the same range of market capitalization and other companies in the same industry and propose the remuneration to the Board of Directors for consideration and approval, and to further propose to the shareholders' meeting for consideration and approval, annually.

Furthermore, the Nomination and Remuneration Committee considers and determines amount and form of the remuneration of the Chairman of the Executive Committee and the Chief Executive Committee on both short-term and long-term bases. The performance is evaluated based on various key performance indicators (KPI) including business achievement as well as comparing with the remuneration of other listed companies on the SET to propose the remuneration to the Board of Directors for consideration and approval, annually. The Company shall disclose Executives' remuneration amount in annual report and annual information disclosure form, annually.

| Position | Key Performance Indicators (KPIs) |
|-------------------------------------|--|
| Chairman of the Executive Committee | <ul style="list-style-type: none"> • Duties, Responsibilities and Results of the Annual Performance Assessment • Corporate Governance • Social and Environmental Responsibilities • Shareholders' Wealth |

| Position | Key Performance Indicators (KPIs) |
|-------------------------|--|
| Chief Executive Officer | <ul style="list-style-type: none"> • Duties, Responsibilities and Results of the Annual Performance Assessment • Operational Excellence • Leadership, Strategic Formulation and Implementation • Financial Planning and Financial Performance e.g. EBITDA Margin, ROE, ROA • Relative Financial Metrics e.g. Credit Rating • People Development and Employees Engagement • Corporate Image • Social and Environmental Responsibilities |

To align the remuneration of the Chief Executive Officer and the Executives with the long-term shareholders' interest. The Company may impose a short-term compensation for the Chief Executive Officer and the Executives in terms of Deferred Bonus (Short-term Incentive Plan), by allocating the bonus into monetary terms. Moreover, the Company is in the process of establishing a long-term compensation programme (Long-term Incentive Plan) for the Chief Executive Officer and the Executives to create motivation in managing the business to achieve the sustainable growth for the Company and its shareholders. Nevertheless, the criteria determines remuneration includes but not limit to the return to equity, return on assets, and the comparison with the other companies within the industry.

The Chief Executive Officer shall consider and determine the executives' remuneration individually based on their performance by using various indicators. The Company will provide short-term incentives through the promotion of salary and annual bonus in line with the economy and the Company's operating results.

(a) Monetary Remuneration

In 2019, the monetary remuneration of executives which includes the first four persons down from the Chief Executive Officer and every person at the same level of the fourth person equal to 6 persons, was in the aggregate amount of THB 37,463,306.60.

The Company has no policy to pay the remuneration to the executive Director. Therefore, the aforementioned remuneration is only for the management position.

Executives' monetary remuneration for 2017-2019 are as follows:

| Year | Number of Executives | Monetary Remuneration (THB million) |
|------|----------------------|--|
| 2019 | 6 | 37.46 |
| 2018 | 6 | 37.16 |
| 2017 | 4 | 31.82 |

(b) Non-Monetary Remuneration and Other Benefits

The Company provides life insurance, group health insurance as well as group accident insurance to all executives and employees.

4.5 INTERNAL CONTROL AND RISK MANAGEMENT

Summary of the Board of Directors' Opinion

The Board of Directors aware of the importance of having a good internal control system by assigns the management to be responsible for setting adequate and appropriate of internal control system to ensure the significant operational activities and financial activities of the Company and its subsidiaries in compliance with the policies and procedures, abides by relevant laws and regulations, and to achieves the objectives as prescribed by the management.

In the Board of Directors' Meeting No.3/2020 on 6 March 2020, three members of the Audit Committee were also present. The Audit Committee members having knowledge in accounting and financial. The Board of Directors evaluated the internal control and internal audit systems in accordance with the Securities and Exchange Commission's assessment form. The Board of Directors has considered and assessed the Company's internal control system in all 5 areas, namely Control Environment, Risk Assessment, Control Activities, Information and Communication, and Monitoring Activities. The Board of Directors has the opinion that the Company has adequate and appropriate internal control systems to oversee business operation to meet the Company's objectives and goals, accurate and reliable financial reporting process, and comply with policies, procedures, relevant laws and regulations. The results of the assessment of the adequacy of the Company's internal control system in each aspect are summarised below:

Control Environment

The Company has clearly established the Company's vision, mission, and core value which were announced company-wide as an operational framework for all employees. The Company commit to the value of integrity and ethics by established Corporate Governance Policy and Code of Conduct which contain of anti-corruption

policy to allow the Board of Directors, managements and employees to realise the business operation and work in accordance with such policies.

For business operation, the Company established the organisation structure and the line of command to support business operation with effectiveness and efficiency. Moreover, the Company regularly reviewed the organisation structure to be suitable for the business operation to ensure that each department work in accordance with the Company's objectives and goals. Furthermore, the Company focus on human resources development by arranging training courses to strengthen their capability, knowledge, and skills for the Company's competitive advantage.

In addition, the Company set up the Internal Audit Department, which independence and directly reports to the Audit Committee who be assigned from the Board of Directors to review and evaluate the Company's internal control system. This allows the Board of Directors to regularly oversee on the Company's operations and enhance the Company's internal control system which can be ensure that business operation can achieve the Company's objectives and goals.

Risk Assessment

The Company established Risk Management Policy which comply with (The Committee of Sponsoring Organizations of Treadway Commission) (COSO) framework to assess and provide risk management plan. The Company assign risk management team which comprise of managements and employees from various department. This team will assess, manage, and provide risk report to the managements and also present to the Board of Directors.

Control Activities

The Company implement controls to mitigate risk to an acceptable level. The Company has set out the

written policies and approval procedures for financial, procurement, general administrative matters, and duties are clearly segregated to provide a check and balance. Furthermore, the Company has prescribed the policy on execution of transactions with related persons in order to prevent conflict of interest as per the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand.

Information and Communication

Internal and external data used in operations are extensive and relevant, thus giving the Board of Directors adequate data, which is crucial and supportive to their decision-making process. Invitations and supporting documents are sent out on average 7 days ahead of a meeting, giving to the Board of Directors sufficient time to review them. At each meeting, minutes of the meeting are prepared and completely contain opinions and resolutions of a meeting. Key information is reported to the Board of Directors regularly and the Board of Directors can access information sources necessary for carrying out their duties.

The Company collects sufficient data and information for business operations. Documents are stored by category, particularly accounting documents which are crucial for the preparation of financial reports. Moreover, the Company opens a special communications channel on its website for internal and external persons to report instances of fraud or corruption. Financial Analysis and Investor Relations Department communicates key and beneficial data to external stakeholders.

Monitoring Activities

The managements regularly monitor business operation through monthly executive committee meeting to ensure that business operation is executed in accordance with business plan, budget, and the Company's goal. The business operation has been reviewed and improved on a regular basis to reflect internal and external factors within timely manner.

The managements assign Internal Audit Department to evaluate internal control systems on a regular basis. Internal auditors report their audit findings directly to the

Audit Committee and monitor progress of audit findings rectification. In particular, any material audit findings discovered must be reported for consideration and rectification instructed in due course. For quality internal audit work to international standards, the Company encourages internal auditors to attend internal audit professional training.

Internal Audit Department and the Head of Internal Audit

Internal Audit Department

Internal Audit Department is an independent unit within the Company which directly report to the Audit Committee which responsibilities in monitoring and evaluating the adequacy of the Company's internal control system both financial and non-financial information, including review the compliance with the Company's policies and procedures and provide recommendations to develop and improve the operations of the Company, to ensure that the Company has completely complied with the relevant laws and regulations, good corporate governance and internal control would support the Company to achieve the objectives.

Internal Audit Department is independent from other departments of the Company. They can access the information and assets of the Company related to auditing process, including the rights to request for information and clarification from the relevant person in the matters that assigned by the Audit Committee to verify. Internal Audit Department is responsible for the inspection, monitoring, control, test, review, and evaluate the operations of departments in the Company as determined by the Audit Committee.

Internal Audit Department has an annual audit plan and 3-year audit plan. The audit plan is prepared in accordance with risk assessment that affect the Company's operations which is approved by the Audit Committee. The scope of work of the Internal Audit Department includes test, review, and evaluate the adequacy, efficiency, and effectiveness of the Company's internal control system in the following matters:

- The reliability of the internal control system which includes the compliance with finance and accounting standards and policies to ensure that the finance and accounting information is accurate, reliable and the organisational structure, methods and measures to protect assets from misuse and corruption.
- The reliability of the internal control system in terms of administration and operation is in line with the Company's policies and procedures as well as laws and regulations of the governmental and regulators which cover activities such as management, operations, procurement, finance, accounting and human resources, etc.
- The reliability of the internal control system in terms of information technology by reviewing the structure of the Information Technology Department, access to information and programs, data processing, system development, data backup, business continuity plan, user access right matrix, document generation from the system and storage of documents, manuals, and flowcharts.

- The reliability of the internal control system on anti-corruption is in line with the anti-corruption policy of the Company which will support the operation of the Company to run with morality and sustainability. Then policy consists of guidelines for handling complaints by coordinating with relevant units to solve problems and seek preventive method to ensure that employee and other stakeholders have a channel to submit complaints or clues. The Internal Audit Department is one of the complaints receiving channel.

In case of significant complaints and such complaint may occurred by corruption, the Internal Audit Department is the responsible to monitor the progression and follow up on such complaints and report to the Audit Committee continuously.

In addition, the Internal Audit Department has encouraged personnel to develop by continuously training in order to enrich knowledge and skill to proficiency in the auditing as well as other skills needed to perform their job. Any appointment, dismissal or transfer of the Company's Head of Internal Audit must be approved by the Audit Committee.



Information of Head of Internal Audit

Any appointment, removal or transfer of the Company's Head of Internal Audit must be approved by the Audit Committee

Details about Head of Internal Audit of the Company

Name: Ms. Ratkamol Temkasem

Position: Director – Internal Audit

The qualification of Head of Internal Audit

- Educational**

| Degree | Institute | Major |
|-------------------|--------------------------|----------------------|
| Bachelor's degree | Thammasat University | Accounting |
| Master's degree | Chulalongkorn University | Financial Accounting |

- Certificates**

- Certified Public Accountant of Thailand (CPA)

- Work Experience and Training Involved**

| Work Experience | Training Courses |
|--|---|
| Ernst & Young Office Limited | Points to aware when the business uses a computer. Course no.1/2019 |
| Fabrinet Company Limited | VAT : Issues that are often wrong and correction techniques |
| Thoresen Thai Agencies Public Company Limited | TFRS Year 2020 (TAS 12, TAS 19, TAS 23, TAS 28, TFRS 1, TFRS 3, TFRS 9 and TFRS 11) |
| Raimon Land Public Company Limited | E3: Engage, Empower & Execute |
| Berli Jucker Public Company Limited | Design Think Methodology |
| Laguna Resorts and Hotels Public Company Limited | |

The appointment, transfer and dismissal of the Head of Internal Audit will be approved by Audit Committee.

4.6 RELATED TRANSACTIONS

Related party transactions or transactions with a conflict of interest over the past year and the rationale for such transactions.

In 2019, the Company and its subsidiaries had related transactions with natural and/or juristic persons who may have a conflict of interest with the Company for the year ended 31 December 2019 with the following details:

1) BTS Group Holdings Public Company Limited

Description of the relation : The major shareholder of the Company.

| Description of Transaction | Transaction Type | Transaction Value (THB) | | | | Rationale of the Transaction |
|---|-------------------------------|---------------------------|---|---------------------------|---|--|
| | | Transaction Value in 2018 | Outstanding balance as of 31 Dec 18 (Included VAT) | Transaction Value in 2019 | Outstanding balance as of 31 Dec 2019 (Included VAT) | |
| U City Public Company Limited has entered into an investor relations service agreement with BTS Group Holdings Public Company Limited, which is the major shareholder of the Company. | Services purchase transaction | 1,386,584.50 | 211,539.00 | 2,372,400.00 | 211,539.00 | The employment of such services is under the contract, which is beneficial to the business of the Company. |

2) Rabbit Rewards Company Limited

Description of the relation : A subsidiary of BTS Group Holdings Public Company Limited, which is the major shareholder of the Company.

| Description of Transaction | Transaction Type | Transaction value (THB) | | | | Rationale of the Transaction |
|---|-------------------------------|---------------------------|---|---------------------------|---|---|
| | | Transaction Value in 2018 | Outstanding balance as of 31 Dec 18 (Included VAT) | Transaction Value in 2019 | Outstanding balance as of 31 Dec 2019 (Included VAT) | |
| U City Public Company Limited entered into an agreement to purchase advertising media with Rabbit Rewards Company Limited, which BTS Group Holdings Public Company Limited, which is the major shareholder of the Company, indirectly holds shares. | Services purchase transaction | 1,000,000.00 | 1,070,000.00 | 634,332.70 | 143,735.99 | The purchase of such advertising media is under the contract, which is beneficial to the business of the Company. |

3) Turtle 2 Company Limited

Description of the relation: A subsidiary of Turtle 23 Company Limited, which the major shareholder is being the same person as Shareholders of the company.

| Description of Transaction | Transaction Type | Transaction Value (THB) | | | | Rationale of the Transaction |
|---|-------------------------------|---------------------------|--|---------------------------|--|---|
| | | Transaction Value in 2018 | Outstanding balance as of 31 Dec 18 (Included VAT) | Transaction Value in 2019 | Outstanding balance as of 31 Dec 2019 (Included VAT) | |
| EGS Assets Company Limited, which is a subsidiary of the Company, entered into a service agreement with Turtle 2 Company Limited, which is the subsidiary of Turtle 23 Company Limited, which the major shareholders is BTS Group Holdings Public Company Limited-the same major shareholders as the Company. | Services purchase transaction | - | - | 1,000,000.00 | 100,000.00 | The purchase of such service is in accordance with the contract, which is concluded on commercial terms and benefits. |

In addition, the Company also has transactions with related parties as stated in the notes to the consolidated financial statements of the Company.

Measure or Process in approving Related Transaction

Whereas the Securities and Exchange Act (No. 4) B.E.2551, which came into force on 31 August 2008, adds provisions under Chapter 3/1, Re: Governance of Publicly Traded Company. Section 89/12(1) provides that a director, an executive or a related person may enter into any transaction with the company or the subsidiary only after obtaining approval from the shareholders' meeting, unless such transaction is with the same commercial terms as those an ordinary person would agree with any counterparty under the similar circumstances, on the basis of commercial negotiation and without any influence resulting from the status of the director, executive or related person, as the case may be, provided further that the said commercial terms have been approved by the board of directors or in compliance with the principle approved by the board of directors.

For the benefit and appropriateness of the Company's operation, the Board's Meeting No. 6/2551 on 14 August 2008 (Amended in the Board of Directors Meeting No. 5/2561 on 14 August 2018) passed an approval for an executive director to execute a transaction between the Company and its subsidiary, and a director, an executive or a related person, if such transaction is with the same commercial terms as those an ordinary person would agree with any counterparty under the similar circumstances, on the basis of commercial negotiation and without any influence resulting from the status of the director, executive or related person. However, only those that are related transactions, type (a) normal business transactions and general commercial conditions or (b) normal business support transactions with general commercial conditions.

For related transactions in another manner, the Company shall abide by the Securities and Exchange Act (No. 4) B.E. 2551 and the notifications of the Capital Market Supervisory Board, provided that the Company shall present the same to the Board's meeting for joint consideration with the Audit Committee for approval or propose the same to the shareholders' meeting for consideration and approval, as the case may be.

The Company gives importance to consideration of related transactions, thereby prescribing transaction approval measures in strict compliance with the criteria and notification requirements of the Stock Exchange of Thailand. Such transactions must be considered and approved by the Board and the Audit Committee. For the Board's meeting in the agenda in which a director has any interest, such director shall not attend the meeting so that the meeting can be freely discussed.

In the execution of related transactions, the Company gives importance to the rationale of the transactions and the utmost benefit to the Company.

Policy and Trend of related Transactions in the Future

The Company has a policy to execute related transactions in the future in accordance with the Company's normal operations and with key attention to the Company's utmost benefits, provided that the prices and conditions are fair. However, in the case where the Company or subsidiary (the company in which the Company holds shares either directly or indirectly, over 50 percent of its paid-up capital) has related transaction, the Company must comply with the Securities and Exchange Act (No. 4) B.E. 2551 together with its amendments and relevant notifications of the Capital Market Supervisory Board.

4.7 AUDIT FEE

Annual Audit Fee

In the previous accounting period, the Company paid audit fees to the auditor of the Company in the amount of THB 3,900,000 and the audit fee of its subsidiaries in Thailand and overseas in the amount not exceeding THB 27,200,000.

Non-Audit Fee

The Company paid EY Corporate Services Co., Ltd. For the advisory on the application of accounting standards related to the merger in the amount of THB 5,141,433.

4.8 HUMAN RESOURCES POLICY

Number of Employees and Remuneration

As of 31 December 2019, the Company has a total of 129 employees. The Company has policy to reward the employees according to the Company's performance both in short and long term. For the year 2019, the Company paid remuneration to the employees totalling amount of THB 178,003,386.92 with details as follows:

| Type of Remuneration | 2019 | 2018 |
|--------------------------------|-----------------------|--------------------|
| 1 Salary | 150,793,060.28 | 119,694,111 |
| 2 Bonus | 18,892,638.00 | 20,932,250 |
| 3 Overtime | 1,143,079.00 | 1,126,300 |
| 4 Incentive | 107,850.00 | 73,050 |
| 5 Per Diem | 187,290.70 | 369,342 |
| 6 Social Security | 1,071,024.00 | 966,681 |
| 7 Provident fund contributions | 5,808,444.94 | 5,088,776 |
| Total | 178,003,386.92 | 148,250,510 |

Employee Benefits

In addition to remuneration in the form of salary and bonus, the Company has provided benefits and rewards to the employees in other forms as follows:

- Arrangement of life insurance, group health insurance and group accident insurance to provide convenience to the employees when there is a need for medical treatment and to create stability for employees and their families.
- Provide a provident fund for the employees and their families's stable security by contributing another portion to the provident fund for employees.
- Provide a voluntarily membership of the BTS Group Saving and Credit Cooperative Limited, which is a cooperative registered under the Cooperative Act B.E. 2542, as an alternative to savings, investment, and credit assistance for the permanent employees and voluntarily join to be a cooperative member. As of 31 December 2019, there were 78 employees registered as a member of BTS Group Saving and Credit Cooperative Limited.
- Provide housing loan in order to encourage employees to have their own residence, which strengthen stability and promote morale for employees and create loyalty to the organisation. The Company has provided housing loan with the Government Housing Bank (GHB), to facilitate employees who wish to apply for housing loans at an appropriate interest rate and their loans are able to be repaid directly from the payroll.
- Provide benefits in the form of grants for various occasions, such as marriage, funeral allowance for employees, parents, children and spouses, maternity allowance etc.
- Provide measures and budgets for emergency grants to employees who are affected by the disaster or emergency situations such as helping in the event of a house damaged by fire and helping employees who are affected by the floods, etc.

Labour Disputes in the Past Year

- None -

Human Resources Management and Development Policy

The Company believes that the operation of the Company will be carried out and accomplished well; one crucial part is the driving force of employees. Therefore, the Company supports the employees to gain knowledge, ability, as well as excellent skills and flair, coupled with good health. In addition, the Company also instils the employees to be responsible for both personal and public including moral principles, discipline and unity.

To operate according to the goal set, the Company, therefore, focuses on training for the employees to promote knowledge and skills for all in the organisation and organise activities to strengthen good relationships within the organisation. To provide communication of the policies for employees at all levels to understand and thoroughly acknowledged, especially the policy on anti-corruption and different practices according to the Good corporate governance.

Meanwhile, to support the growth, the Company recruiting manpower by considering the necessity and appropriateness according to the organisational structure as well as considering the person who possess skills that match the position and meet the needs of the organisation.

Recruitment and Career Advancement of Employees

The company attaches importance to human resource development, starting from the recruitment process by adhering to the principles that the recruitment and selection process must be transparent and proceed with equality and fairness (Merit System). With the specification, educational background, experience, expertise and other requirements clearly for each position, the Company shall acquire employees with the right qualifications and suitable for their positions. When there are vacancies or new positions, the Company will give opportunities to internal staff first, to promote the advancement of working with employees. If no one is suitable, the Company will consider recruitment from outside.

In addition, all new employees will receive an orientation in order to be aware of their own processes, work procedures and various departments, which will help employees to understand their roles and responsibilities and can perform their work as intended. Also the company attach importance to providing career opportunities for employees along the career path to keep talented and good people to be with the organisation.

Employee Development

The Company has a policy to provide training & development for employees to develop and improve on skills and knowledge to fulfil on competency requirement and ready for career promotion by providing both internal and external training program. The Company will consider the training program as appropriate according to the position of each employee and in consistent with the knowledge, ability and duty in order to provide training as efficiently and as appropriate as possible.

Internal Training Program

The Company provides various training courses that are beneficial to employees by organising internal training for employees to obtain knowledge that meets their needs as follows.

- Anti-Corruption
- Design Thinking
- Property Management
- OKRs Performance Evaluation
- Workplace Strategy
- Creative Slide for Presentation
- SMART KPIs for Success
- Excel Intermediate to Advance
- E3: Engage, Empower and Execute

External Training Program

The Company provides various training courses that are beneficial to employees by sending employees to external training to increase learning opportunities and create a more extensive network. There are approximately 91 training courses, the important courses can be summarised as follows:

- Financial Management Strategies and Cash Flow Management for Real Estate
- TFRS 10 Consolidated financial statement vs TAS 27 separated financial statement 28 Equity method with a joint venture and associated companies

- Audits and information should be considered in an audit when an entity uses a computer to process information.
- Tax from the overseas fund transfer and double tax agreement (Withholding tax P.N.D.53, P.N.D.54 and P.P.36 filing)

Total training hours for employees of the Company and subsidiaries, both internal courses and external programs for the year 2019 can be summarised as follows:

| Company/BU | Number of Employee | Number of Training Hours | Average Training Hours per Employee |
|------------|--------------------|--------------------------|-------------------------------------|
| U City PCL | 129 | 903 | 7 |

Equal and Fair Performance Evaluation

The Company has provided an evaluation of the performance of employees by adhering to the evaluation topic and describing ratings. The assessment system is two-way. Staff and supervisor will have the opportunity to discuss the scoring of various issues to obtain the score agreed to both sides and reflects the performance. The performance will be evaluated from the capabilities, potential and competencies of the employees in 4 aspects: Skill, Knowledge, Attributes and Performance. The Company has given advance notice regarding evaluation criteria to employees.

In this regard, the Company will consider the remuneration of employees equally and fairly without discrimination which the assessment result is an essential part in determining the remuneration of employees on an individual basis. Employee performance evaluation system and fair compensation based on the evaluation results will drive employees to devote their ability to work and strive to fully develop themselves.

Impartiality

The Company realises the importance of equal treatment with all employees in the organisation. From the selection process, as well as promotion to suit the duties and responsibilities according to knowledge, ability, performance and the potential of the staff, without prejudice or use kinship systems to measure performance.

Employee Suggestion

The Company arranges quarterly staff meetings and provides channels to communicate employees' feedbacks and suggestions which will be taken into consideration to improve weakness and develop organisation and human resource management in short and long term. Furthermore, the Company provides a comment box for employees to be a guidance to equally solve grievance of employees. Employees' representatives open the box, subsequently, the questions received will be considered and communicated to employees in the appropriate channels. The company is confident that communication and exchange of opinions and work experience of employees within the organisation will lead to a good relationship between employees at all levels.

In addition, the Company gives every employee the opportunity to report a complaint, fraudulent action, violations of rights and/or other matters through various channels namely Internal Audit Department or comment box which has a process to acknowledge the matters, manage notifications and report results as outlined in the Company's Code of Business Conduct.

Create a better quality of life in the workplace

The company is aware of the quality of life of employees. This will help promote the employees to work effectively and efficiently. Therefore, the company pays attention to the safety and hygiene of the workplace both in terms of procurement of materials and office equipment that meet the standards. Including creating a suitable workplace atmosphere as well as maintaining cleanliness in the workplace regularly for the good welfare and complete well-being of the employees. In addition, the company is considering the workload in the department in accordance with the number of employees. This is to create a good quality of working life for employees.

Absenteeism Rate in 2019 can be summarised as follows:

| Company/BU | Number of Employees | Average Leave Taken | | | |
|------------|---------------------|-------------------------|----------------|----------------|---------------------|
| | | Sick Leave ¹ | Business Leave | Vacation Leave | Others ² |
| U City PCL | 129 | 6 | 2 | 8 | 3 |

Remark:

1 Sick leave according to accident is 0 and no employees who have injured, seriously injured or damaged due to work

2 Other types of leave, such as maternity leave, ordination leave, and sterilization leave

Building Good Relationships between Employees and Management

The Company places the emphasize on the important of creating good relationships in teamwork. The Company, therefore, has organised activities between employees such as quarterly Townhall, Sports Day and Outing Party etc., which are the main factors to develop a good employee relationship and enjoyable work as well as to have more work efficiency. This leads to achievement of organisation's goal.

Emphasising the Importance of Anti-Corruption

The company realises and values the importance of honesty in business operations. Therefore, the company has organised a training on anti-corruption every year. In addition, the Company has instilled and emphasised the employees to work with transparency and ensure that every process of the operation can be examined. The company has created activities to encourage employees to be aware of anti-corruption continuously.

Safety in the Workplace

The company is aware that the safety and occupational health of employees and all relevant parties is the most important. Therefore, according to international quality and safety standards and in accordance with the law, safety, occupational health and working environment, the company has set a policy on safety and occupational health at work to give confidence to employees about safety and occupational health in the workplace and to give confidence to customers, employees and all relevant parties. The company is fully aware that safety and occupational health at work is a fundamental responsibility to all employees and related parties. The company has implemented various measures to control and prevent loss in various forms due to accidents, negligence, fire, injury from work, as well as to maintain a safe working environment for employees and regularly reviews and rehearses security plans to keep up with situations such as simulating and rehearsing emergency plans, fire evacuation drills, training on how to use safety equipment, as well as providing public relations and information dissemination by communicating the guideline to be understood throughout the organisation and encourage all parties to strictly abiding by.

Encouraging Employees to Focus on the Environment

The Company is aware of the environmental impact that is currently affecting the wider society. Therefore, the Company encourages employees to understand and recognise the importance and be a part in environmental conservation. The Company organises activities that help promote greater participation in environmental responsibility, such as giving away cloth bags as well as a campaign to separate waste before disposing.

In this regard, the Company has offered training to provide knowledge and understanding of environmental protection within the organisation as follows:

- Environmental management in the organisation session in townhall meeting on 12 June 2019
- Arrange the waste separation point before disposing
- Arrange the paper separation point for recycling

4.9 CORPORATE SOCIAL RESPONSIBILITY POLICY FOR SUSTAINABLE BUSINESS DEVELOPMENT

The Company has been operating the business in accordance with the principles of good corporate governance along with the implementation of social responsibility by adhering to the business ethics. With the awareness that the business will grow sustainably, must consist of business operations with a vision and having the ability to manage the business to achieve the mission including the morality and ethics as well as the social responsibility operations. The Company has set up a social responsibility policy for sustainable business development in accordance with the Corporate Social Responsibility Institute, the Securities and Exchange Commission, and the Stock Exchange of Thailand.

The Company also encourages its employees to be ethical and moral to the Company and all stakeholders. The Company has set a policy as a guideline for environmental and social responsibility to be part of business process management leading to sustainable development including business transparency practices and disclose sensitive information in accordance with applicable laws and regulations. We also concern about the benefits to all stakeholders for best satisfaction and able to reach success together sustainably.

In 2019, the company has sustainable guidelines and practices as follows:

(1) Fair business conduct

In order to carry out the Company's businesses smoothly, sustainably and to achieve the objective/strategy of the Company, the Company emphasizes fair business engagement with its clients under the business conditions mutually agreed and strictly in accordance with the customs of business practices. We also fairly act to all concerned stakeholders, such as our shareholders, employees, community and society, clients, media, customers, general public, business competitors, creditors, government agencies, and interested parties and we avoid taking actions,

which may cause conflict of interest and infringement of intellectual property. Through these commitments, the Company will be able to establish fruitful and long-term relationships with stakeholders. The activities are as follows:

Build and promote the Company's Core Value which includes:

- U : United
- A : Accountable
- G : Good to Great
- I : Innovative
- L : Long Term
- E : Ethical

The Change Agent team was founded, comprising of members from each department who play the important role as the Company's role model to drive and promote the Company's Core Value for the smoothest culture transformation.

The Company also held the UAGILE DAY to create understanding of Core Value among employees through workshop and team building activities.



(2) Anti-Corruption

The Company adopts the moral and legal principle to carry out the business ethically by being transparent and verifiable. The Company has established accounting

and financial reporting procedures to have the financial results and financial position presented with accuracy, completeness, transparency and comply with standards, as well as employed the operation systems with clearly separated authorities. In addition, the Company prohibits its directors, executive officers and employees from accepting all forms of dishonest acts or favours, either directly or indirectly, which includes receiving and giving gifts, entertainment, monetary contributions, and other benefits from any person or counterparty having business or relations with the Company. Since 2015, the Company announced to be a counterpart of Thailand's Private Sector Collective Action Coalition Against Corruption and was certified as CAC's member in 2017, reflecting the determination of Board of Directors, executives and all employees in conducting the business in accordance with the anti-corruption guidelines for continue to progress sustainably.

In addition, on December 13, 2019, the Company provided knowledge about anti-corruption and corruption measures by invited Mr. Thanakrit Permpoonkantisuk, the experts and experienced in anti-corruption policy, to be a speaker in this event in order to improve awareness about corruption and anti-corruption policy of the company of the executives and employees.



(3) Human rights respect

The Company emphasizes its directors, executive officers, and employees within the extent permitted by the law without impairing other people's rights. The Company is committed to protect and respect rights



and freedoms as prescribed by the Constitution of the Kingdom of Thailand of all stakeholders.

(4) Equitable treatment of employees

The Company attaches importance and respect the protection of human rights by treating employees with fairness and equality. The Company adheres to remuneration principles which are fair and proper, arranges for a safe and sanitary environment for the welfare of employees in the workplace, and provides care and protection to its employees within the extent of the law while the Company is able to take care employee protection at the level that can be implemented which is both mutual benefit by taking into account the economic conditions and labor market. In 2019, the Company organized trainings for employees to improve their skills extensively including All Risk Insurance, workplace Strategy, Creative Slide Presentation, and Excel Intermediate, etc.

(5) Responsibility to consumers

The Company focuses on establishing good relationships with our customers. The Company shall accomplish

this by providing property products and services as agreed and expected while not causing any harm to our customers or create a negative impacts to the environment. The Company also gives information on our products and services which are correct, sufficient and not over-stated. We shall keep confidential customer information and shall not illegally use it for our own benefit or other relevant parties.

(6) Caring of the environment

The Company operates business to keep the minimum impacts to environment with responsible and efficient



use of resources approach including processes that reduce consumption of electricity, water, and other office resources. The Company also encourages waste management in project development, workplaces, and daily lives as well as doing the environmental rehabilitation activities as follows:

- Encourage and create awareness of plastic waste among employees through beach cleanup activity
- Manage waste segregation in workplaces, by separating wastes into plastic bottles, bottle caps, glass and aluminum, papers and hazardous waste, to bring those clean recyclable wastes back to production process, reducing waste to landfill and leakage in environment
- Vetiver planting at Sri Nakhon Khuen Khan Park, Bang Krachao, Samutprakarn

PM 2.5 Reduction and Prevention Policy of The Unicorn project which is under construction:

- Car wheels washed before driving out to public road
- Building covered the with mesh sheet to prevent construction dust flown out from the site to the environment
- Water sprays equipped over the site fences and operate 4 times a day for 1 hour long each time



(7) Taking part in community and social development

The company is aware of the importance of the community and the surrounding society. Also, the Company having policies to support sustainable community and social development. The Company is determined to be actively involved projects and activities being beneficial to society and community development, whilst encouraging, supporting and organizing employees to participate in charitable and CSR activities.

- The Company provided aids to the society and nearby communities, for example, education funds to students live in communities nearby Thana City



- Provide learning kit and sports gears to youth at Wa Muang Khae – Haroon Mosque on Children's Day
- The company supports education development by opening opportunity for students who interested in historical architecture preservation and archaeology to visit the Custom House i.e. students from Faculty of Archaeology, Silpakorn University



- Open for teachers and students from Assumption College School to visit the Custom House to learn about Thai history, arts and culture, and ethnic integration and diversity
- Support the un.thai.tled group in Berlin, Germany, an assembly of overseas Thai artists and students



who are interested in arts and creativity through arts performing activities called 'Thai Film Screen Berlin 2019' and 'Thai Evening in Berlin 2019'



(8) The innovation and dissemination of innovation from social, environment and stakeholders responsible operations

The Company is aware of the adaptation, creation and promotion of innovation which benefits and create value for society and the Company, able to adapt to the daily life, contemporary in parallel with sustainable business growth.

Guidelines and activities for implementing CSR activities

The Company is aware of conducting business with social responsibility by focusing on stakeholders, economy, society, and environment. The Company conducting business with morality, ethics, and compliance with code of conduct, as well as good governance by establishing social responsibility policy for sustainable business development for the directors, executives and employees at all levels as follows:

(1) Responsibility in conducting business

The Company is committed to social responsibility, taking into account the impact on the stakeholders of the Company including investors, employees, customers, suppliers, communities, business partners, government officials, and other persons related to the Company by

- Establish ethical values of fair business in accordance with the Code of conduct
- Taking into account of the safety and health of employees including loyalty, trust, and work in harmony
- Transparency disclosure by providing that is reliable and verifiable information which are committed to the best interests to all stakeholders

Goals and Achievements

- Create a positive attitude, credibility and a good impression of the Company
- Create a long-term relationship with stakeholders
- Operations for the benefit and efficiency to create benefits for the stakeholders

(2) Caring for the environment

The company encourages employees to have awareness to use resources, materials, and equipment in the workplace wisely and for maximum benefit by considering reuse or extending the lifetime with the minimum impact to the environment, both directly and indirectly, as follows

- Economical use, use as needed to have resources to be used for a long time and for the most benefit
- Reuse items such as paper or plastic, to reduce the use of resource and environmental destruction
- Repair damaged items which can extend the service life and save the cost of purchasing new equipment
- Cultivate the efficient use of resources e.g. electricity, water and garbage disposal

Goals and Achievements

- Encourage employees to have awareness on society, the Company and the environment
- Create sufficiency economy mind for employees
- Reduce the paper costs in the workplace by promoting the recycle campaign

(3) Community and society treatment

The company encourages and supports employees with volunteerism to raise awareness of the development of communities and society by organizing activities to help develop various communities and encourage employees to participate by volunteering, donating items to help the community and society.

5 FINANCIAL REPORT



Future Started Here

- **5.1** Report of the Board of Directors’ Responsibilities for the Financial Statements
- **5.2** Report of the Audit Committee
- **5.3** Independent Auditor’s Report
- **5.4** Management Discussion & Analysis
- **5.6** Audited Financial Statements
- 5.5** Notes to the Consolidated Financial Statements

5.1 REPORT OF THE BOARD OF DIRECTORS' RESPONSIBILITIES FOR FINANCIAL STATEMENT

The Board of Directors is responsible for the financial statements of U City Public Company Limited and its subsidiaries which have been prepared in accordance with generally accepted accounting standards in Thailand. The appropriate accounting policies are pursued and applied consistently with adequate disclosure of important information in the Notes of Financial Statements. The Board of Directors has prepared the internal control system in order to prevent any dishonest or irregular activities. Also this is to ensure reasonably conducted in normal business practices and will make most benefits. The opinion of the Audit Committee is reported in the Report of the Audit Committee in this annual report.

Therefore, the Board of Directors considered the overall internal control system of the Company and its subsidiaries was at satisfactory level and believed the financial statements of the Company and its subsidiaries as of 31 December 2019 have been prepared in accordance with generally accepted accounting standards and related laws and regulations. The audit has given an unconditional opinion on this matter as shown in auditor report as the following matters:

- a) As discussed in Note 14.1.1 and Note 16.1.1 to the financial statements regarding the entire business transfer of Unicorn Enterprise Company Limited and the acquisition of a joint venture, of which the fair value measurements of the identifiable assets acquired and the liabilities assumed at the acquisition dates, and the measurements of goodwill were completed during the first quarter and third quarter of 2019, respectively.
- b) As discussed in Note 14.2.3 to the financial statements regarding the acquisition of 12 companies in Germany and Switzerland, the fair value measurement of the identifiable assets acquired and the liabilities assumed at the acquisition date, and the measurement of goodwill have not yet been completed.

In addition, the auditors also give importance to the examination of significant issues such as: **Business combination** - As discussed in Note 14.1.1 and Note 16.1.1 to the financial statements regarding the entire business transfer of Unicorn Enterprise Company Limited and the acquisition of a joint venture, of which the fair value measurements of the identifiable assets acquired and the liabilities assumed at the acquisition dates, and the measurements of goodwill were completed during the first quarter and third quarter of 2019, respectively. Accordingly, the Group has restated the values of the identifiable assets acquired and the liabilities assumed, and has recorded goodwill in the financial statements of the year 2018. Moreover, as discussed in Note 14.2.3 to the financial statements regarding the acquisition of 12 companies in Germany and Switzerland. **Impairment of goodwill** - As discussed in Note 23 to the financial statements, impairment assessment on goodwill is a significant accounting estimate requiring management to exercise a high degree of judgement in identifying the cash generating unit, estimating the cash inflows that are expected to be generated from that group of assets in the future, and setting an appropriate discount rate and long-term growth rate. There are thus risks with respect to the amount of goodwill. **Impairment of investment properties and property, plant and equipment** - As discussed in Note 19 and Note 20 to the financial statements, the balances of the investment properties and the property, plant and equipment used

in the business operations are material to the financial statements of the Group, representing 13% and 31% of total assets, respectively. **Impairment of investments in subsidiaries** - As discussed in Note 14 to the financial statements, the balance of investments in subsidiaries representing 34% of total assets, which is significant to the statement of financial position. In considering the impairment loss, the management had to exercise significant judgement with respect to the subsidiaries'

projections of future operating performance and the determination of an appropriate discount rate and key assumptions. There is thus a risk with respect to the amount of provision for impairment of investments in subsidiaries.

The Company aims to operate prudently and transparently by focusing on investing and developing real estate as well as other related businesses to generate sustainable revenue growth and profitability over a long run.



Ms.Piyaporn Phanachet
DIRECTOR, EXECUTIVE DIRECTOR AND CHIEF
EXECUTIVE OFFICER

5.2 REPORT OF THE AUDIT COMMITTEE

To the Shareholders of U City Public Company Limited

The Audit Committee of U City Public Company Limited comprises 4 independent directors: Mr. Rungson Sriworasat as Chairman of the Audit Committee, Mr. Chaiwat Atsawintarakun, Mr. Plakorn Wanglee and Mr. Paisal Tarasansombat as Audit Committee Members. Mr. Paisal Tarasansombat has resigned from the Audit Committee on 25 December 2019. At least one member of the Audit Committee is required to have knowledge and experience in reviewing financial statements.

The Audit Committee has performed its work under the scope of duties and responsibilities as entrusted by the Company's Board of Directors and in compliance with the requirements stipulated by the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand. In 2019, the Audit Committee held 7 meetings with management, external and internal auditors, including a meeting with external auditors without management, which can be summarised as follows:

1. Review the Company's financial statements:

The Audit Committee reviewed U City Public Company Limited's quarterly and annual financial statements as well as the consolidated financial statements for 2019, which includes inquiries to management and the external auditor about the accuracy and completeness of the financial statements and the adequacy of financial disclosure. The Committee agreed with the external auditor that the financial statements were in accordance with all legally defined accounting principles and were adequately and promptly disclosed for the benefit of shareholders, investors and users of such statements for the purposes of making informed investment decisions.

2. Review the adequacy of internal control systems:

The Audit Committee reviewed internal control systems from the internal audit report and consulted with the external auditor to evaluate internal control systems based on guidelines from the office of the Securities and Exchange Commission. The Committee concluded with the external auditor that there were no concerns or significant errors discovered.

3. Overseeing the Internal Audit Department:

The Audit Committee has reviewed and approved the annual audit plan, follow-up audit plan, reviewed the audit report and suggested improvements to any areas of concern in accordance with good corporate governance and efficient internal controls and reviewed training plans for staff. The Committee concluded that internal control systems were adequate, as well as there was regular development of the quality of the audit in terms of human resources and the audit work to be in accordance with international standards. Moreover, the Audit Committee also advised training to improve internal audit performance, especially in business knowledge areas.

4. Adherence to legal and regulations:

The Audit Committee determined that the Company's operations were in compliance with regulations of The Securities and Exchange Commission, The Stock Exchange of Thailand and other relevant laws that concerns the Company's business. Moreover, there was no significant issue regarding non-compliance of the law or with terms and obligations that the Company has with external parties.

5. Conclude the related transaction or conflict of interest transactions:

The Audit Committee concluded that the quarterly and annual period, related transactions or conflict of interest transactions were fair and without conflict of interest. The Audit Committee is of the view that the transactions were reasonable and beneficial to the Company's business and were adequately and promptly disclosed to the public.

6. Consideration to nominate the external auditor

for 2020: The Audit Committee considered audit performance, independence and appropriateness of fee and concluded that Ms. Siraporn Auyanunkul, external auditor license number 3844 and/or Mrs. Chonlaros Suntiasvaraporn, external auditor license number 4523 and/or Mr. Chatchai Kasemsrithanawat, external auditor license number 5813, from EY Company Limited to be appointed as the official company's external auditor for 2020 and has proposed to Board of Directors for consideration to nominate and approve the annual audit fee at the general shareholders meeting of 2020.

The Audit Committee has performed its work under the scope of duties and responsibilities as entrusted by the Company's Board of Directors with knowledge,

diligence and independence and without restriction to information from management, employees and concerned parties. The Audit Committee has given opinions and recommendations for the benefit of all stakeholders equally.

In summary, the Audit Committee has considered and given the opinion that the financial statements and operation of the Company were accurate, under effective and adequate internal control and audit as well as constant performance monitoring and risk management systems. Any action taken by the Company complies with relevant laws, rules and regulations. Furthermore, there was accurate related transactions disclosure and overall operations are in compliance with good corporate governance principles.

On behalf of Audit Committee



(Mr. Rungson Sriworasat)
Chairman of the Audit Committee
6 March 2020

5.3 INDEPENDENT AUDITOR'S REPORT

To the Shareholders of U City Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of U City Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2019, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of U City Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of U City Public Company Limited and its subsidiaries and of U City Public Company Limited as at 31 December 2019, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Group in accordance with the Code of Ethics for Professional Accountants as issued by the Federation of Accounting Professions as relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with the Code. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Emphasis of matter

I draw attention to the following matters:

- a) As discussed in Note 14.1.1 and Note 16.1.1 to the financial statements regarding the entire business transfer of Unicorn Enterprise Company Limited and the acquisition of a joint venture, of which the fair value measurements of the identifiable assets acquired and the liabilities assumed at the acquisition dates, and the measurements of goodwill were completed during the first quarter and third quarter of 2019, respectively.
- b) As discussed in Note 14.2.3 to the financial statements regarding the acquisition of 12 companies in Germany and Switzerland, the fair value measurement of the identifiable assets acquired and the liabilities assumed at the acquisition date, and the measurement of goodwill have not yet been completed.

My opinion is not qualified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the financial statements of the current period. These matters were addressed in the context of my audit of the financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

I have fulfilled the responsibilities described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond for each matter are described below.

Business combination

As discussed in Note 14.1.1 and Note 16.1.1 to the financial statements regarding the entire business transfer of Unicorn Enterprise Company Limited and the acquisition of a joint venture, of which the fair value measurements of the identifiable assets acquired and the liabilities assumed at the acquisition dates, and the measurements of goodwill were completed during the first quarter and third quarter of 2019, respectively. Accordingly, the Group has restated the values of the identifiable assets acquired and the liabilities assumed, and has recorded goodwill in the financial statements of the year 2018. Moreover, as discussed in Note 14.2.3 to the financial statements regarding the acquisition of 12 companies in Germany and Switzerland in 2019, as at 31 December 2019, the Group provisionally recorded the acquisition using a best estimate of the values of the assets acquired and liabilities assumed, determined by applying the acquisition method. The Group will complete summarising the results of account recording to the acquisitions within 2020, and the transaction amounts recorded as at 31 December 2019 may need to be changed. I have focused on these business acquisitions since they are material to the financial statements as a whole. In addition, given the nature of the real estate development and hotel businesses, the management need to exercise substantial judgement to determine the assumptions used as a basis for provisional recognition of the acquisitions. Therefore, there is a risk with respect to the recognition and measurement of the assets acquired and liabilities assumed, including goodwill and initial differences arising from the acquisitions.

I reviewed the terms and conditions of the agreements and inquired with management as to the nature and objectives of the acquisitions in order to assess whether the acquisitions met the definition of a business combination under Thai Financial Reporting Standard No.3 (Revised 2018) Business combinations. I checked the value of the acquisitions against supporting documents and related payments to assess whether they reflected the fair value of the consideration transferred

and did not include acquisition-related costs, taking into account the method and significant assumptions used in measurement of fair value. I also, tested the calculations and considered the reason for the goodwill and the initial differences arising from the acquisitions recognised by the Group, and reviewed the disclosures related to the acquisitions in the notes to financial statements.

Impairment of goodwill

As discussed in Note 23 to the financial statements, impairment assessment on goodwill is a significant accounting estimate requiring management to exercise a high degree of judgement in identifying the cash generating unit, estimating the cash inflows that are expected to be generated from that group of assets in the future, and setting an appropriate discount rate and long-term growth rate. There are thus risks with respect to the amount of goodwill.

I assessed the identification of cash generating units and the financial models selected by the Group's management by gaining an understanding of management's decision-making process and assessing whether the decisions made were consistent with how assets are utilised. In addition, I tested the significant assumptions applied by management in preparing estimates of the cash flows expected to be realised from the assets, by comparing those assumptions with information from both internal and external sources and comparing past cash flow projections to actual operating results in order to evaluate the exercise of management judgement in estimating the cash flow projections. I also evaluated the discount rate applied by management through analysis of the average costs of the Group and of the industry, tested the calculation of the realisable values of the assets using the selected financial model and considered the impact of changes in key assumptions on those realisable values, especially changes in the discount rate and long-term revenue growth rates. In addition, I assessed the adequacy and the appropriateness of the disclosure of information relating to impairment assessment on goodwill in the notes to the financial statements.

Impairment of investment properties and property, plant and equipment

As discussed in Note 19 and Note 20 to the financial statements, the balances of the investment properties and the property, plant and equipment used in the business operations are material to the financial statements of the Group, representing 13% and 31% of total assets, respectively. I therefore focused on auditing and considering the impairment of such assets to ensure that the book values of the assets do not exceed their recoverable amounts. The determination of the provision for impairment of assets requires management to exercise significant judgement with respect to the projections of future operating performance and the assessment of future plans, including the determination of an appropriate discount rate and key assumptions. There is thus a risk with respect to the amount of impairment loss recorded on the assets.

I assessed the management's identification of cash generating units and selection of a financial model, according to the type of asset, by gaining an understanding of management's decision-making process and evaluating whether the decisions were consistent with how assets are utilised. In addition, I gained an understanding of and assessed the following items.

- The assumptions applied in preparing 5-year plans and cash flow projections of the Group, based on the understanding I gained of the process by which the figures were arrived at, comparison of the assumptions with external and internal sources of information and comparison of past cash flow projections with actual operating results in order to assess the exercise of management judgement in estimating cash flow projections, and comparison of the long-term growth rate of the Group with economic and industry forecasts.
- The discount rate, based on comparison of the average cost of capital and other data with those used by comparable organisations.
- The assumptions and approaches used by the independent valuer or the Group's management in calculating the fair value of assets.

I considered the scope and probability of potential changes in the key assumptions (both individually and collectively as a group) and in particular the growth rates applied in preparing the cash flow projections, by comparing them to economic and industry forecast. In addition, I reviewed the disclosure of information relating to the estimation of impairment of the assets in the notes to the financial statements.

Impairment of investments in subsidiaries

As discussed in Note 14 to the financial statements, the balance of investments in subsidiaries representing 34% of total assets, which is significant to the statement of financial position. In considering the impairment loss, the management had to exercise significant judgement with respect to the subsidiaries' projections of future operating performance and the determination of an appropriate discount rate and key assumptions. There is thus a risk with respect to the amount of provision for impairment of investments in subsidiaries.

I assessed the subsidiaries' projections of future operating performance and the financial model prepared by the management and evaluated whether they were consistent with the nature of business operations of the subsidiaries. In addition, I gained an understanding of and assessed the following matters.

- The assumptions applied in preparing 5-year plans and cash flow projections for the subsidiaries, based on the understanding I gained of the process by which the figures were arrived at; comparison of the assumptions with external and internal sources of information and comparison of past cash flow projections with actual operating results in order to assess the exercise of management judgement in estimating cash flow projections, and comparison of the long-term growth rate of subsidiaries with economic and industry forecasts.

- The discount rate, based on comparison of the average cost of capital and other data with those used by comparable organisations.
- The assumptions and approaches used by the independent valuer or management in calculating the fair value of investments.

I considered the scope and probability of potential changes in the key assumptions (both individually and collectively as a group) and in particular the growth rates applied in preparing the cash flow projections, by comparing them to economic and industry forecasts. In addition, I reviewed the disclosure of information relating to the estimation of impairment of the investments in subsidiaries in the notes to the financial statements.

Other Information

Management is responsible for the other information. The other information comprise the information included in annual report of the Group, but does not include the financial statements and my auditor's report thereon. The annual report of the Group is expected to be made available to me after the date of this auditor's report.

My opinion on the financial statements does not cover the other information and I do not express any form of assurance conclusion thereon.

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

When I read the annual report of the Group, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such

internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

I also provide those charged with governance with a statement that I have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

I am responsible for the audit resulting in this independent auditor's report.

Siraporn Ouuanunkun
Certified Public Accountant (Thailand) No. 3844

EY Office Limited
Bangkok: 14 February 2020

5.4 MANAGEMENT DISCUSSION AND ANALYSIS

Revenue Structure

| Business Type | Operate by | 2019 | | 2018 | | 2017 | |
|---|--|---------------------|--------------|---------------------|--------------|---------------------|--------------|
| | | Revenue (THB mn) | % | Revenue (THB mn) | % | Revenue (THB mn) | % |
| Rental and Service Business | | 324.11 | 3.19 | 282.18 | 4.27 | 161.98 | 3.64 |
| 33 Gracechurch | Thirty Three Gracechurch 1 Limited | 159.43 | 1.57 | 176.00 | 2.66 | 155.74 | 3.50 |
| 6-14 Underwood Street | Underwood Street Limited | 1.09 | 0.01 | 2.06 | 0.03 | 6.24 | 0.14 |
| TST Tower | Unison One Co., Ltd. | 121.73 | 1.20 | 95.81 | 1.45 | - | - |
| Noble Ploenchit Commercial Building | U City PCL. | 32.40 | 0.32 | - | - | - | - |
| Vienna House Group | VHC | 9.46 | 0.09 | 8.31 | 0.13 | - | - |
| Property Management Business | | 192.40 | 1.90 | 105.12 | 1.59 | - | - |
| Property management | Thana City Golf & Sport Club Co., Ltd. | 110.10 | 1.09 | 71.14 | 1.08 | - | - |
| Property management | Tanayong Property Management Co., Ltd. | 50.87 | 0.50 | 33.98 | 0.51 | - | - |
| Property management | U City PCL. | 31.30 | 0.31 | - | - | - | - |
| Property management | Lombard Estate Holdings Co., Ltd. | 0.13 | - | - | - | - | - |
| Hospitality Business | | 7,264.02 | 71.60 | 5,645.64 | 85.38 | 3,867.71 | 86.84 |
| Avani Khon Kaen Hotel & Convention Centre | Khon Kaen Buri Co., Ltd. | 192.05 | 1.89 | 197.03 | 2.98 | 181.27 | 4.07 |
| Anantara Resort and Spa | Pacific Hotel | - | - | - | - | 345.40 | 7.75 |
| Hotel Chiang Mai * | Chiangmai Co., Ltd. | - | - | - | - | - | - |
| Eastin Grand Hotel Sathorn Bangkok | EGS Assets Co., Ltd. | 618.37 | 6.10 | 626.71 | 9.48 | 593.74 | 13.33 |
| Hotels under VHC | VHC | 6,069.29 | 59.82 | 4,599.65 | 69.56 | 2,747.30 | 61.68 |
| U Inchantee Kanchanaburi Hotel | Muangthong Assets Co., Ltd. | 47.40 | 0.47 | 33.51 | 0.51 | - | - |
| U Sathorn Bangkok Hotel | Muangthong Assets Co., Ltd. | 197.09 | 1.94 | 146.72 | 2.22 | - | - |
| U Chiangmai Hotel | Muangthong Assets Co., Ltd. | 56.17 | 0.55 | 38.61 | 0.58 | - | - |
| Eastin Thana City Golf Resort Bangkok | BTS Land Co., Ltd., Mak8 Co., Ltd., Nine Square Property Co., Ltd. | 83.66 | 0.82 | 3.41 | 0.05 | - | - |

* Classify as Discontinued operation

| Business Type | Operate by | 2019 | | 2018 | | 2017 | |
|---|------------|---------------------|---------------|---------------------|---------------|---------------------|---------------|
| | | Revenue (THB mn) | % | Revenue (THB mn) | % | Revenue (THB mn) | % |
| Other Income | | 2,364.67 | 23.31 | 579.60 | 8.77 | 424.32 | 9.53 |
| Dividend income | | 0.45 | - | 0.45 | 0.01 | 5.97 | 0.13 |
| Interest income | | 357.55 | 3.52 | 298.99 | 4.52 | 59.84 | 1.34 |
| Gain on exchange rate | | 51.88 | 0.51 | - | - | - | - |
| Gain on sales of assets | | 24.82 | 0.24 | 53.87 | 0.81 | 47.86 | 1.07 |
| Gain on sales of investment in subsidiaries and JVs | | 1,559.04 | 15.37 | - | - | 184.63 | 4.15 |
| Gain on bargain price from business acquisition | | - | - | 29.67 | 0.45 | - | - |
| Others | | 370.92 | 3.66 | 196.62 | 2.97 | 126.03 | 2.83 |
| Total Revenues | | 10,145.19 | 100.00 | 6,612.53 | 100.00 | 4,454.01 | 100.00 |

2019 KEY FINANCIAL HIGHLIGHTS

- **Total revenue increased by 53.4% YoY to THB 10,145mn**, predominantly due to the increase in revenue from hotel operations as a result of the hotel portfolio expansion and revenue from the sales of Mo Chit Land.
- **EBITDA reached THB 3,195mn (up 272.7% YoY)** largely as a result of the increase in total revenue and **the EBITDA margin rose to 31.5% (2018; 13.0%)**
- **Reported net profit of THB 1,867mn (up 394.9% YoY), from aforementioned higher EBITDA as well as** increased share of profit from joint ventures and lower finance costs.
- **Total assets as of 31 December 2019 stood at THB 53,531mn, decreasing by 0.8% or THB 429mn from 31 December 2018.** Assets increased primarily from the acquisition of the arcona hotel portfolio and Noble Ploenchit office building, however this was offset by the sale of Mo Chit Land, and largely from the appreciation of the THB that affected the value of the Company's overseas assets.

- **Net debt to equity ratio as of 31 December 2019 stood at 0.48x**, an improvement from 0.55x in 31 December 2018.

SIGNIFICANT EVENTS

HOSPITALITY SEGMENT

The Acquisition of hotel portfolio via the ordinary shares purchase from the companies in Germany and Switzerland

30 April 2019 Vienna House Germany II GmbH or VHG II, a subsidiary of U City, entered into a share sales and purchase agreement to acquire ordinary shares in 12 companies in Germany and Switzerland with arcona Management GmbH. VHG II received operating lease rights of 17 existing hotels under the (i) arcona brand, (ii) arcona Living brand, and (iii) Steigenberger brand as well as 2 new hotels which will operate in 2020 and 2022.

4 June 2019 VHG II paid the share purchase price in the amount of EUR 15,684,924 to arcona Management GmbH, and in return received the transfer of ordinary shares in 12 German and Swiss companies as well as the operating lease of 15 existing hotels (total of 1,609 room keys).

1 August 2019 VHG II received the transfer of ordinary shares in 2 companies in Germany and obtained the right to manage 2 hotels in operation namely Vienna House Easy Mo. Stuttgart and Vienna Townhouse Bach Leipzig (total 183 keys) located in Germany. VHG II paid the share purchase price in the amount of EUR 4,213,788 to arcona Management GmbH.

Acquired a company and signed operating lease contract in Poland

7 January 2019 Vienna International Hotelmanagement AG or VI, a subsidiary of U City, acquired 100% of the ordinary shares in Glamford Investments S.p.z o.o. or Glamford (which was later renamed to VHE Wrocław Hotel S.p.z.o.o.).

24 May 2019 VHE Wrocław Hotel Sp.z.o.o., a subsidiary of U City, signed a 20-year operating lease contract to operate a hotel in Wrocław, Poland with a total of 240 keys under the Vienna House Easy Brand. Vienna House Easy Wrocław is expected to open in 2021.

The Acquisition of the ordinary shares in Trebren Investments Sp.z.o.o.

20 September 2019 Vienna House Hotelmanagement GmbH or VHHM (formerly known as Vienna International Hotelmanagement AG), a subsidiary of the Company in Austria, has acquired 100% of Trebren Investments Sp.z.o.o. ordinary shares with the objective to operate Vienna House REVO Katowice, Poland.

Opening of a new Vienna House hotel

25 February 2019 The 164-key operating lease hotel, Vienna House Mokotów Warsaw, was successfully launched. The hotel is in Warsaw, Poland.

Renovation of four Vienna House hotels

The major renovation of Vienna House Easy Cracow, Vienna House Easy Bucharest, Vienna House Diplomat Prague and Vienna House Amber Baltic were completed and returned to operation in 2Q 2019. The return to full revenue generation capability of these hotels was a

welcome boost to the portfolio, particularly for Vienna House Diplomat Prague, which is one of the largest hotels in the Vienna House portfolio.

Signing of the first Vienna House hotel in Asia under VH-AHS JV

18 January 2019 Vienna House Asia Limited, a 30:70 JV Company between Vienna House and Absolute Hotel Services Hong Kong, signed a new hotel management service agreement for a 775-key Vienna House Vung Tau Hotel in Vietnam.

Roi Chak Sam project (The Customs House)

24 May 2019 The Company signed the amendment to the agreement in relation to Roi Chak Sam project. Roi Chak Sam project is positioned to be a luxurious 5-star hotel project in a rare, historic, colonial-era heritage building located along the Chao Praya Riverside on Charoen Krung road. This will be the new tourist spot in Bangkok that will enhance the growth of the company's hotel portfolio.

9 October 2019 U City together with the Fine Arts Department started the process of archaeological excavation, along with recording and studying the topography of the site of The Customs House.

OFFICE SEGMENT

Acquired Office Building at Noble Ploenchit

14 June 2019 The Company acquired a 4-storey office building with total area of 4,446.72 sqm from Noble Development PCL (Noble) at total investment of THB 800mn.

DISPOSAL OF ASSETS

Disposal of asset - Boonbaramet Metta Property

11 February 2019 The Company entered into a sales agreement of Boonbaramet Metta Property PCL (BMP), a subsidiary of U City, as a part of the Company's planned divestment programme of non-core assets.

Disposal of asset - Mo Chit Land

10 April 2019 The Company entered into the Share Sale and Purchase Agreement to dispose ordinary shares in a subsidiary, Mo Chit Land Co., Ltd. (MCL), worth THB 4,320mn to Sino-Thai Engineering and Construction PCL.

1 November 2019 All ordinary shares of Mo Chit Land was transferred to Sino-Thai Engineering and Construction PCL and U City received the first installment of the purchase price of THB 1,300mn.

OTHERS**Annual General Meeting of Shareholders 2019**

25 April 2019 The Company held the Annual General Meeting of Shareholders wherein all resolutions proposed were approved.

2019 PERFORMANCE

2019 P&L SNAPSHOT AND ANALYSIS

| (THB mn) | 2019 | 2018 ¹ | % YoY | 4Q 2019 | 3Q 2019 | % QoQ |
|--|-----------------|-------------------|---------------|----------------|----------------|-----------------|
| Operating revenues | 7,780.5 | 6,032.9 | 29.0% | 2,205.3 | 2,201.7 | 0.2% |
| Other revenues | 2,364.7 | 579.6 | 308.0% | 1,903.8 | 229.2 | 730.6% |
| Total Revenue | 10,145.2 | 6,612.5 | 53.4% | 4,109.1 | 2,430.9 | 69.0% |
| Operating expenses | (3,192.5) | (2,323.7) | 37.4% | (937.8) | (873.9) | 7.3% |
| Selling and administrative expenses ² | (3,757.3) | (2,910.9) | 29.1% | (1,054.8) | (1,028.4) | 2.6% |
| EBITDA | 3,195.4 | 857.4 | 272.7% | 2,116.5 | 438.8 | 382.3% |
| Finance cost | (793.3) | (834.9) | (5.0%) | (194.2) | (204.6) | (5.1%) |
| Share of profit/loss from JVs/associates (equity income) | 292.0 | 27.0 | 982% | 99.4 | (69.00) | 244.1% |
| Reported Net Profit/Loss | 1,866.9 | (633.1) | 394.9% | 1,752.2 | (40.2) | 4,458.7% |
| GOP margin (%) | 59.0% | 61.5% | | 57.5% | 60.3% | |
| EBITDA margin (%)³ | 31.5% | 13.0% | | 51.5% | 18.1% | |
| Operating EBITDA margin (%)² | 20.4% | 22.8% | | 19.7% | 24.0% | |
| Reported Net profit margin (%) | 18.4% | (9.6%) | | 42.6% | (1.7%) | |

¹ Restated according to Purchase Price Allocation report of Vienna House, UBM JV and EBT of UE

² Exclude FX gain/(loss), impairments and Gain from MCL divestment

³ Exclude share of profit (loss) from investment in associates and JVs

Verso International School

19 September 2019 Verso International School – a 50:50 JV of U City and a Hong Kong partner has made the first press conference. The school offers a personalised educational experience designed with students' interests and passions at its core.

Joint Venture with Sansiri

16 January 2019 Sansiri PCL or Sansiri, sold its ordinary shares in BTS Sansiri Holding Eighteen Co., Ltd. (a former U City and Sansiri 50:50 JV company) to Noble. The joint venture was renamed to Ratchada Alliance; which U City still holds 50% of the ordinary shares. The purpose of this JV is to invest and develop real estate projects for sale.

U City reported **total consolidated revenue** of THB 10,145mn in 2019. This represented an increase of THB 3,533mn (or 53.4% YoY) from THB 6,613mn in the previous year. The revenue growth was attributed chiefly to (i) revenue from hotel operations that increased by THB 1,618mn (or 29%) YoY to THB 7,264mn, (ii) other revenue that increased by THB 1,785mn (or 308%) YoY, primarily from the THB 1,559mn gain from sales of Mo Chit Land.

Total consolidated expenses, which comprised of operating expense, selling and administrative expense, and depreciation, increased by THB 1,275mn (19.9% YoY) to THB 7,676mn. The increase in total consolidated expenses was contributed largely by the hotel expansion which resulted in (i) operating expenses that increased THB 869mn (or 37%) YoY, (ii) selling and administrative expense that increased THB 846mn (or 29.1%) YoY and (iii) depreciation increased THB 81mn (or 12.5%) YoY.

The company reported no impairment loss in 2019.

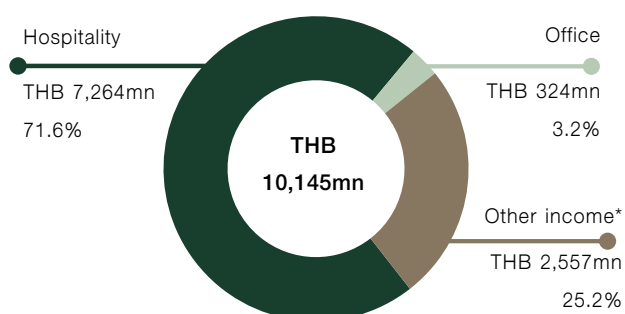
Reported **share of profit from associates/JVs** was THB 292mn, compared THB 27mn reported last year. The increase in share of profit from associates/JVs was contributed by (i) THB 306mn share of profit from Sansiri JV, (ii) THB 17mn share of profit from UBM JV, and (iii) THB 11mn share of profit from Absolute Hotel Services (AHS), and offset by THB 42mn loss in other associates/JVs.

Finance costs were THB 793mn, decrease 5.0% YoY or an amount of THB 42mn, as a result of loan repayment and prepayment, and partially offset by the additional loan for arcona Hotel acquisition.

Net profit was THB 1,867mn and net profit margin was 18.4% compared to (9.6%) in 2018.

SEGMENTAL PERFORMANCE

2019 REVENUE CONTRIBUTION BY SEGMENT

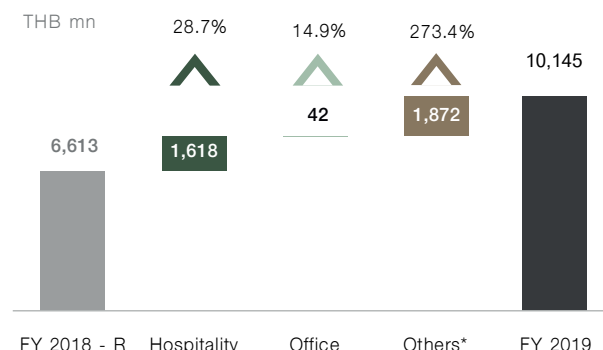


*Other revenue and management income

In 2019, the Hospitality segment contributed 71.6% of the total revenue, followed by Other revenue (including management income) at 25.2% and the Office segment at 3.2%.

Within the **Hospitality segment**, revenue grew by THB 1,618mn or 28.7% YoY to THB 7,264mn, the increase in revenue resulted from the expansion of the company's hotel portfolio from the acquisition of arcona Hotel portfolio in Germany and Switzerland since May 2019, in which 17 operating hotels revenue was recognised in 2019. The revenue increase was also helped by the revenue from the 4 renovated hotels that returned to operation since the second quarter.

2019 REVENUE GROWTH CONTRIBUTION



Within the **Office segment**, the revenue grew by THB 42mn or 14.9% YoY to THB 324mn, increasing mainly from the newly acquired office building, Noble Ploenchit office building that generated revenue of approximately THB 15mn per quarter since June 2019.

Other income grew by 273.4% YoY or THB 1,872mn to THB 2,557mn, mainly from (i) gain from sales in subsidiaries company of Mo Chit Land THB 1,559mn, (ii) increase in interest income of THB 59mn, (iii) foreign exchange gain of THB 52mn, and (iv) increase in other income of THB 174mn.

HOSPITALITY SEGMENT

| | No. of Keys | | | ADR (THB/night)* | | | Occupancy (%)* | | | RevPAR (THB/night)* | | |
|--------------------|-------------|--------|-------|------------------|-------|-------|----------------|-------|--------|---------------------|-------|-------|
| | FY | FY | +/- | FY | FY | +/- | FY | FY | +/- | FY | FY | +/- |
| | 2019 | 2018 | | 2019 | 2018 | | 2019 | 2018 | | 2019 | 2018 | |
| Owned | 3,961 | 3,961 | 0 | 2,541 | 2,788 | (247) | 68.4% | 66.3% | 2.1% | 1,738 | 1,850 | (112) |
| Leased | 3,251 | 1,295 | 1,956 | 3,194 | 3,430 | (236) | 73.6% | 74.1% | (0.5%) | 2,352 | 2,542 | (190) |
| Managed | 4,537 | 4,619 | (82) | 3,242 | 3,420 | (178) | 76.9% | 74.2% | 2.7% | 2,492 | 2,536 | (44) |
| Total Operational | 11,749 | 9,875 | 1,874 | 2,931 | 3,001 | (70) | 72.1% | 68.8% | 3.3% | 2,114 | 2,065 | 49 |
| Hotels in Pipeline | 20,037 | 17,122 | 2,915 | | | | | | | | | |
| Grand Total | 31,786 | 26,997 | 4,789 | | | | | | | | | |

* Excludes ADR, Occupancy and RevPAR of AHS managed hotels

In 2019, total net **operational keys** increased by 1,874 keys from year 2018. 2,024 increased keys were from the following categories; (i) 1,792 keys from 17 hotels under operating Lease from the acquisition of arcona Hotel portfolio (ii) 164 keys from Vienna House Hotel Mokotow Warsaw, Poland, the new operating lease hotel opened in February 2019 (iii) additional 68 keys from 3 hotels that were completely renovated in 2019. This addition of the hotel keys was offset by the termination of management contract of Vienna House Drovak Karlovy Vary (Czech Republic), one of the Company's managed hotels with a total of 126 keys.

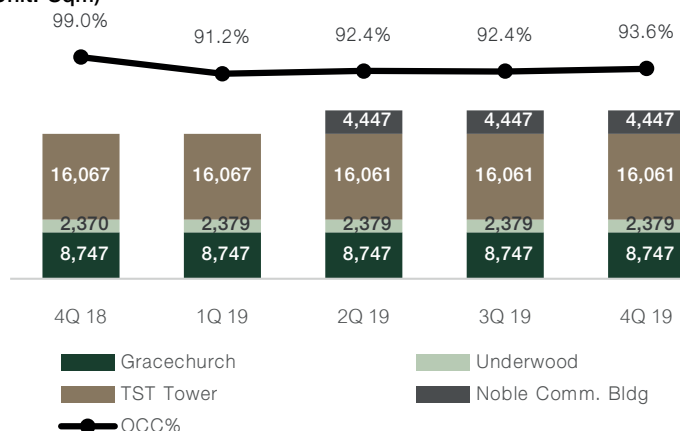
The **average daily rate (ADR)** decreased THB 70 per night as a result of the THB appreciation (THB appreciated from 38.15 THB/EUR in 2018 to 34.75 THB/EUR in 2019), since the majority of the Company's hotels earn their revenue in Euro.

Overall **occupancy rate** increased by 3.3% from the previous year, in which the Company had VHE Bad Oeynhausen (Germany), VHE Chopin Cracow (Poland), VH Amber Baltic (Poland), VHE Bratislava (Slovakia) as the main driver of the increase in overall occupancy. As a result of the increase in the overall occupancy rate, the **Revenue per Available Room (RevPAR)** increased by 49 THB/night.

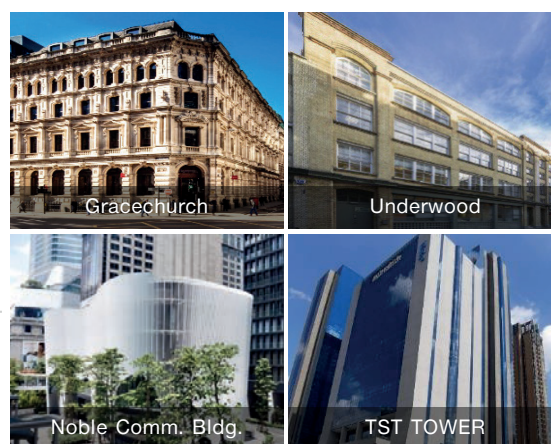
The prospective growth in hotel portfolio remains exciting. The overall hotels keys in pipeline now stands at 20,037 keys, a net increase of 2,915 keys from 2018. The pipeline growth stems from the increase of the new managed hotels 4,733 keys (18 hotels) and hotels planned for construction provided an additional of 827 keys (2 hotels). The increase was partially offset by the discontinuation in operations of the 2,645 keys (15 managed hotels).

OFFICE SEGMENT

BLENDED OFFICE PERFORMANCE METRICS
NET FLOOR AREA (NFA) & OCCUPANCY RATE
(Unit: Sqm)



OFFICE BUILDINGS



In 2019, the Company acquired Noble Ploenchit commercial building in 2Q 2019, which increases NFA by 4,447 sqm and it generates additional revenue per quarter by approximately THB 15mn, with the occupancy rate of 100% from June 2019.

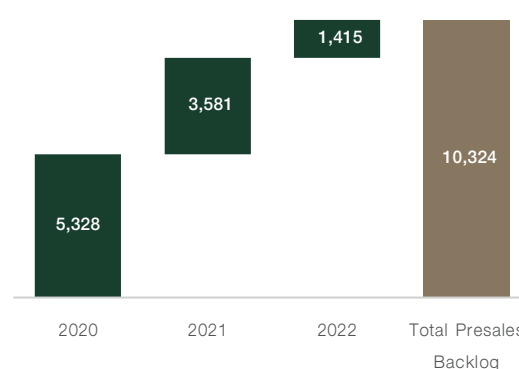
The Underwood Street office building in London has completed the negotiation with one new tenant. The new tenant made a decision to occupy the whole space in the 3rd floor (around 547 sqm out of 2,379 sqm), which increased the occupancy of the Underwood office building in 4Q 2019 to be 23% and drove the total occupancy rate from the last quarter by 1.2%. The other office buildings including Gracechurch (London) and TST (Bangkok); remained fully occupied in 2019.

RESIDENTIAL SEGMENT

JV WITH SANSIRI: PROJECTS EXPECTED TO TRANSFER IN 2020

| Projects | Project Value (THB mn) |
|--------------------------|------------------------|
| The Monument Thonglor | 123 |
| THE LINE Wongsawang | 163 |
| THE LINE Sukhumvit 101 | 1,320 |
| THE LINE Phahon Pradipat | 1,571 |
| THE BASE Petchkasem 29 | 428 |
| KHUN By Yoo | 1,280 |
| THE BASE Sapaan Mai | 443 |
| Total | 5,328 |

JV WITH SANSIRI: TOTAL PRESALES BACKLOG (THB mn)

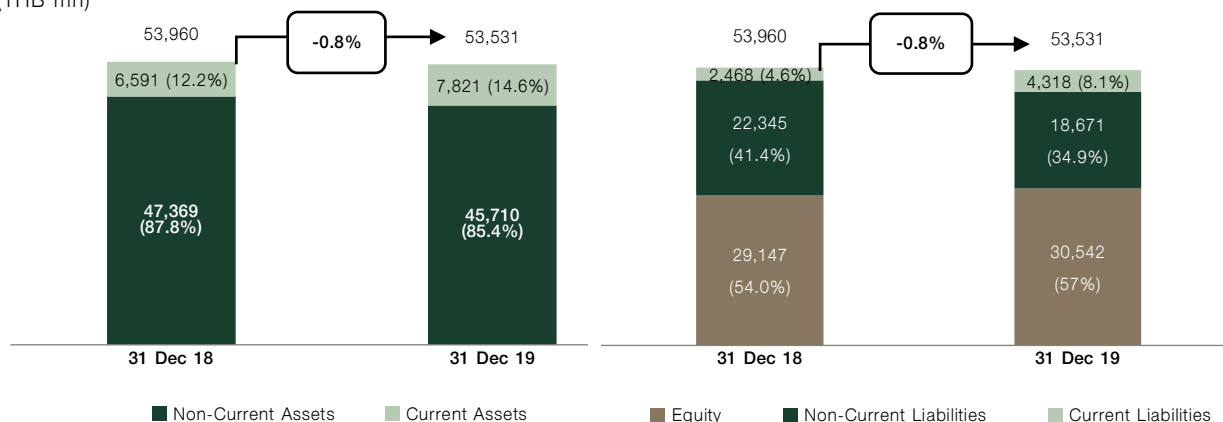


Presales backlog at the end of year 2019 was THB 10,324mn from 9 projects expected to transfer during 2020 to 2022. Projects that were completely transferred in 2019; (i) The Base Garden Rama 9, (ii) The Line Ratchathewi, (iii) The Line Asok-Ratchada.

6 ready-to-move in projects comprised of, (i) The Line Wongsawang, (ii) The Monument Thonglor, (iii) The Line Sukumvit 101, (iv) The Line Phahon-Pradipat, (v) The Base Phetkasem and (vi) Khun By Yoo.

FINANCIAL POSITION

(THB mn)



As the Company entered into the Share Sale and Purchase Agreement to sell all shares of Boonbarammee Metta Property Company Limited (Boonbarammee) and its subsidiaries on 11 February 2019, to comply with the requirements of TFRS 5 (revised 2018) “Non-current Assets Held for Sale and Discontinued Operations”, the Company separately presented the assets and liabilities relating to MCL and Boonbarammee and its subsidiaries under the caption of “Assets held for sale” and “Liabilities directly associated with assets held for sale” in the statement of financial position as at 30 September 2019. The operating results of Boonbarammee and its subsidiaries were separately present under “Profit from discontinued operation for the period” in the consolidated profit or loss for the year ended 31 December 2019 with those of the year ended 31 December 2018 presented for comparative purposes.

Total Assets as of 31 December 2019 was THB 53,531mn, decreasing THB 429mn or 1% from 31 December 2018. The decrease was impacted by currency translation of the company’s oversea assets due to the THB appreciation. Current assets increased THB 1,230mn to THB 7,821mn at the end of 2019, while non-current assets decreased THB 1,659mn to THB 45,710mn; the change in the current and non-current assets was contributed mostly by the reclassification of Boonbarammee’s long term assets to asset available for sales amounted THB 1,639mn.

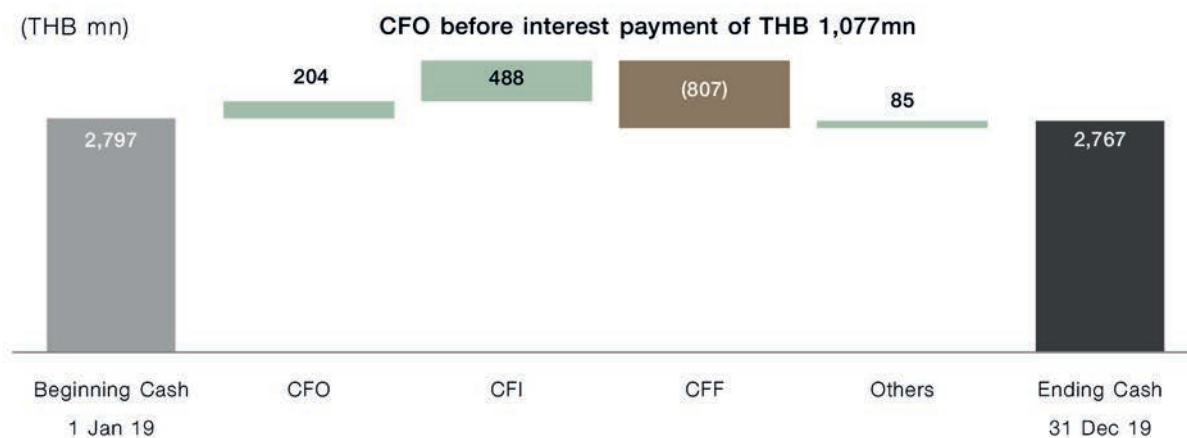
Total Liabilities as of 31 December 2019 was THB 22,988mn, decreasing 7% or an amount of THB 1,824mn from THB 24,812mn at the end of 2018. Non-Current Liabilities was THB 18,671mn decreasing THB 3,674mn from THB 22,345mn at the end of the previous year. However, Current Liabilities increased significantly by 75% or an amount of THB 1,850mn from THB 2,468mn at the end of 2018 to THB 4,318mn on 31 December 2019 as a result of the THB 1,410mn loan related to the asset reclassified as available for sales of Boonbarammee. The decrease of total liabilities was chiefly from the repayment of long-term loan, and the appreciation of the THB that affected the company’s foreign liabilities.

Total Equity stood at THB 30,542mn on 31 December 2019, increased THB 1,395mn (4.8%) from THB 29,147mn at the end of 2018. The increased was predominantly from the impact of currency translation due to THB appreciation.

CAPITAL STRUCTURE

As of 31 December 2019, U City’s total Interest-Bearing Debt was THB 17,595mn, decreasing THB 2,749mn from THB 20,344mn in 2018. The decrease resulted from the Company’s debt repayment, debt in foreign currencies that decrease as a result of the THB appreciation, and debt of asset reclassified to held for sales. Currently net interest-bearing debt to equity ratio was 0.48x compared to that of last year at 0.55x.

CASH FLOW



* Others includes translation adjustment and cash & cash equivalents of subsidiaries which classify as assets held for sale

In 2019 the Company spent THB 1,784mn on capital expenditure and investment, primarily in investment properties, property, plant & equipment purchased, land, and project awaiting development.

As of December 2019, cash and cash equivalents was THB 2,767mn, decreasing 1% from THB 2,797mn at the beginning of the period. In 2019, Cash generated from operating activities was THB 1,208mn. This was derived from profit before tax of THB 1,968mn, being offset by non-cash reconciling items of THB 602mn and changes in net working capital of THB 158mn. After deducting cash paid for interest expenses of THB (873)mn and cash paid for corporate income tax of THB (131)mn, **net cash from operating activities** was THB 204mn.

Net Cash received from investing activities was THB 488mn. The key drivers were: (i) the sales of current investments THB 1,483mn (ii) cash received from sales of investments in subsidiaries THB 1,300mn, and (iii) cash paid for purchase of investment properties THB (1,331)mn.

Net Cash used in financing activities was THB (807)mn. The key components were cash received from long-term loans from financial institutions of THB 1,044mn, which was partially offset by repayment of loans from financial institutions THB (1,735)mn.

BUSINESS PLAN AND OUTLOOK

In 2020, our **Hospitality business** continues to be the main revenue driver of the Company. We strategically expanded our overseas hotel portfolio as well as restructured our overseas hospitality assets to improve efficiency in the prior year. This year, we expect to see the full effect of the arcona hotel portfolio that we acquired in 2019 to our revenue.

Our **Office business** continues its consistent performance with TST tower (Bangkok) and 33 Gracechurch street (London) as the main contributors as well as the Noble Ploenchit commercial building that we acquired in 2019. The Underwood Street office had finalised the negotiation process with a tenant who signed a 10-year rental contract. Nevertheless, we are looking forward to the Unicorn (a mixed-used building that has 22,499 sqm office space) opening in 2022, our additional revenue source for office segment.

All of our **Projects in Development** are on track. The construction of **The Unicorn** is according to schedule. For The Customs House or the **Roi Chak Sam project**, the archaeological excavation process is almost completed. **For Verso International School**, an international school that offers personalised education based on American School system, the construction is 85% completed and will open the first semester in August 2020.

In 2020, we expect that the Company's operations will be affected by various risks factors such as the outbreak of the novel coronavirus, the uncertainty of the global economy, and the ongoing geopolitical tension. Although many risks are emerging, we believe that within these risks there are still opportunities for us, which we will adjust our business strategy soundly and cautiously to achieve our goal.

Looking forward, we strive to enhance asset value via (i) expansion of hotel portfolio by an asset-light strategy through management agreement as well as procuring operating lease in prominent locations, (ii) boost growth of rental revenue together with increase in efficiency in operating business, (iii) development of high potential properties with innovative and creative value-added concept and (iv) asset divestment where assets are matured or strategically unaligned.

FINANCIAL RATIO

Liquidity Ratios

| | | | 2019 | 2018 | 2017 |
|---------------------------------|---|-------|---------|---------|---------|
| Current Ratio | Current assets / current liabilities | Times | 1.81 | 2.67 | 1.69 |
| Quick Ratio | (Cash&Banks deposits+short term investments+ account receivables)/current liabilities | Times | 0.84 | 2.10 | 0.88 |
| Cash flow ratio | Cash flow from operation / average current liabilities | Times | 0.06 | (0.20) | 0.03 |
| Account Receivable Turnover | Total revenues / average account receivables | Times | 14.49 | 11.69 | 14.75 |
| Average Collection Period | 365 / AR Turnover | Days | 25.19 | 31.23 | 24.75 |
| Inventory Turnover | Cost of sales / average inventories | Times | n.a. | n.a. | n.a. |
| Average Sale (Inventory) Period | 365 / Inventory Turnover | Days | n.a. | n.a. | n.a. |
| Account Payable Turnover | Cost of sales / average account payables | Times | 9.65 | 6.70 | 6.46 |
| Average Payment Period | 365 / AP Turnover | Days | 37.82 | 54.47 | 56.53 |
| Cash Cycle | Average collection period - Average payment period | Days | (12.62) | (23.24) | (31.79) |

Profitability Ratios

| | | | | | |
|-------------------------|---|---|--------|----------|---------|
| Gross Profit Margin | Gross profit / Net Sales | % | 58.97 | 61.48 | 63.61 |
| Operating Profit Margin | Operating profit / Net Sales | % | 1.34 | 2.53 | 2.82 |
| Other Profit Margin | Other income / Total revenues | % | 23.31 | 8.77 | 9.53 |
| CFO to Operating Profit | Cash flow from operation / Operating profit | % | 195.77 | (328.87) | 96.90 |
| Net Profit Margin | Net profit / Total revenues | % | 18.40 | (9.57) | (22.07) |
| Return On Equity | Profit attributable to equity holders of the Company / Average Equity attributable to owners of the Company | % | 6.28 | (2.71) | (5.33) |

Asset Management Ratios

| | | | | | |
|-----------------------|---|-------|------|------|--------|
| Return On Asset | Profit (loss) before finance cost and income tax / Average total assets | % | 5.14 | 0.51 | (0.75) |
| Return On Fixed Asset | (Net profit + depreciation and amortisation) / Average net fixed assets | % | 8.89 | 0.04 | (2.38) |
| Total Asset Turnover | Total revenues / Average total assets | Times | 0.19 | 0.14 | 0.14 |

Leverage Ratios

| | | | | | |
|-------------------------|--|-------|------|------|--------|
| D/E ratio | Total Liabilities / Equity attributable to owners of the Company | Times | 0.76 | 0.85 | 1.25 |
| Interest Coverage ratio | Profit (loss) before finance cost and income tax / finance cost | Times | 3.48 | 0.29 | (0.39) |
| Dividend Payout Ratio | Dividend / Net profit | Times | - | - | - |

5.5 AUDITED FINANCIAL STATEMENTS

U City Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2019

(Unit: Baht)

| | | Consolidated financial statements | | Separate financial statements | |
|---|-------------|-----------------------------------|-----------------------|-------------------------------|-----------------------|
| | <u>Note</u> | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> |
| | | | (Restated) | | |
| Assets | | | | | |
| Current assets | | | | | |
| Cash and cash equivalents | 8 | 2,767,041,167 | 2,796,805,073 | 1,441,596,466 | 1,154,672,545 |
| Current investments | 9 | 102,090,432 | 1,542,562,477 | - | 1,428,615,892 |
| Trade and other receivables | 10 | 760,597,502 | 830,890,037 | 56,650,549 | 281,102,761 |
| Unbilled receivables | | 143,736 | 47,984,549 | 143,736 | - |
| Current portion of receivable from sales of investments in subsidiaries | 11 | 1,077,694,450 | - | 1,077,694,450 | - |
| Inventories | | 61,332,475 | 51,664,200 | - | - |
| Real estate projects under development | 12 | 991,679,500 | 991,679,500 | 302,600,000 | 302,600,000 |
| Other current assets | | 421,334,412 | 329,007,558 | 44,106,494 | 23,056,559 |
| | | 6,181,913,674 | 6,590,593,394 | 2,922,791,695 | 3,190,047,757 |
| Assets held for sale | 14.1.2 | 1,639,068,902 | - | 271,323,425 | - |
| Total current assets | | 7,820,982,576 | 6,590,593,394 | 3,194,115,120 | 3,190,047,757 |
| Non-current assets | | | | | |
| Restricted deposits | 13 | 263,628,829 | 194,133,790 | 104,873,164 | 27,047,002 |
| Long-term loans to related parties and interest receivables | 7 | 6,524,360,615 | 5,905,802,422 | 20,571,684,000 | 19,220,914,147 |
| Receivable from sales of investments in subsidiaries - net | | | | | |
| of current portion | 11 | 1,812,576,791 | 110,798,329 | 1,812,576,791 | 110,798,329 |
| Investments in subsidiaries | 14 | - | - | 15,490,103,601 | 16,340,713,306 |
| Investments in associates | 15 | 60,680,903 | 64,355,939 | 49,999,970 | 49,999,970 |
| Investments in joint ventures | 16 | 2,690,113,312 | 3,042,963,656 | 2,363,082,000 | 2,686,082,000 |
| Other long-term investments | 17 | 81,033,800 | 154,568,425 | 81,033,800 | 154,568,425 |
| Land and project awaiting development | 18 | 3,969,759,644 | 3,969,759,644 | 953,242,669 | 953,242,669 |
| Investment properties | 19 | 7,023,628,619 | 8,792,125,664 | 967,715,455 | 157,281,342 |
| Property, plant and equipment | 20 | 16,832,532,275 | 19,141,449,132 | 13,785,338 | 17,787,026 |
| Leasehold rights | 21 | 2,145,586,534 | 2,319,412,983 | - | - |
| Intangible assets | 22 | 1,316,122,558 | 791,191,431 | 5,521,948 | 7,963,451 |
| Deposits | | 50,000,000 | - | 50,000,000 | - |
| Goodwill | 23 | 2,471,874,204 | 2,783,784,290 | - | - |
| Estimated amount by which the purchase cost exceeds | | | | | |
| interest in net asset value | 14.2.3 | 389,148,694 | - | - | - |
| Deferred tax assets | 33 | 64,183,593 | 81,206,911 | - | - |
| Other non-current assets | | 14,993,011 | 17,783,692 | 3,196,499 | 3,196,478 |
| Total non-current assets | | 45,710,223,382 | 47,369,336,308 | 42,466,815,235 | 39,729,594,145 |
| Total assets | | 53,531,205,958 | 53,959,929,702 | 45,660,930,355 | 42,919,641,902 |

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

U City Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2019

(Unit: Baht)

| | | Consolidated financial statements | | Separate financial statements | |
|--|-------------|-----------------------------------|-----------------------|-------------------------------|-----------------------|
| | <u>Note</u> | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> |
| | | | (Restated) | | |
| Liabilities and shareholders' equity | | | | | |
| Current liabilities | | | | | |
| Bank overdrafts from financial institution | 24 | 33,731,050 | 36,610,048 | - | |
| Trade and other payables | 25 | 1,231,918,487 | 1,006,284,199 | 31,361,998 | 40,454,059 |
| Current portions of the long-term liabilities | | | | | |
| Long-term loan from related parties and interest payables | 7 | - | - | 2,255,302,581 | - |
| Liabilities under debt restructuring agreements | 26 | - | 34,023,746 | - | - |
| Long-term loans from financial institutions | 27 | 1,144,418,905 | 870,377,661 | 739,208,959 | 512,010,667 |
| Liabilities under finance lease agreements | 28 | 74,017,348 | 77,659,722 | 2,319,715 | 2,233,235 |
| Deposits and advances received | | 258,851,847 | 180,942,795 | 70,859,319 | 5,443,700 |
| Income tax payable | | 68,768,425 | 69,801,757 | - | - |
| Other current liabilities | | 95,656,387 | 192,200,372 | 20,525,286 | 12,081,971 |
| | | 2,907,362,449 | 2,467,900,300 | 3,119,577,858 | 572,223,632 |
| Liabilities directly associated with assets held for sale | 14.1.2 | 1,410,165,857 | - | - | - |
| Total current liabilities | | 4,317,528,306 | 2,467,900,300 | 3,119,577,858 | 572,223,632 |
| Non-current liabilities | | | | | |
| Long-term liabilities - net of current portions | | | | | |
| Long-term loan from related parties and interest payables | 7 | 5,025,376,438 | 5,026,890,520 | 5,025,376,438 | 5,026,890,520 |
| Liabilities under debt restructuring agreements | 26 | - | 1,102,067,359 | - | |
| Long-term loans from financial institutions | 27 | 9,684,950,775 | 11,408,973,731 | 5,575,425,660 | 7,071,962,191 |
| Liabilities under finance lease agreements | 28 | 1,632,758,614 | 1,787,411,366 | 5,213,056 | 7,529,942 |
| Provision for transaction under equity method of investments | | | | | |
| in joint ventures | 16 | 83,192,804 | 45,259,283 | - | - |
| Provision for long-term employee benefits | 29 | 125,947,369 | 115,926,864 | 38,203,868 | 24,921,025 |
| Deferred tax liabilities | 33 | 1,900,995,499 | 2,360,895,901 | - | 1,871,564 |
| Long-term provisions | | - | 270,542,559 | - | - |
| Other non-current liabilities | | 217,707,102 | 226,604,134 | 14,001,000 | - |
| Total non-current liabilities | | 18,670,928,601 | 22,344,571,717 | 10,658,220,022 | 12,133,175,242 |
| Total liabilities | | 22,988,456,907 | 24,812,472,017 | 13,777,797,880 | 12,705,398,874 |

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

U City Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2019

(Unit: Baht)

| Note | Consolidated financial statements | | Separate financial statements | |
|---|-----------------------------------|-----------------------|-------------------------------|-----------------------|
| | 2019 | 2018 | 2019 | 2018 |
| | | (Restated) | | |
| Shareholders' equity | | | | |
| Share capital | | | | |
| Registered | | | | |
| 3,740,575,162 preference shares of Baht 3.20 each | 11,969,840,518 | 11,969,840,518 | 11,969,840,518 | 11,969,840,518 |
| 10,290,722,067 ordinary shares of Baht 3.20 each | 32,930,310,615 | 32,930,310,615 | 32,930,310,615 | 32,930,310,615 |
| | <u>44,900,151,133</u> | <u>44,900,151,133</u> | <u>44,900,151,133</u> | <u>44,900,151,133</u> |
| Issued and fully paid-up | | | | |
| 3,740,575,162 preference shares of Baht 3.20 each | 30 11,969,840,518 | 11,969,840,518 | 11,969,840,518 | 11,969,840,518 |
| 5,613,717,564 ordinary shares of Baht 3.20 each | | | | |
| (31 December 2018: 5,613,716,960 ordinary shares of Baht 3.20 each) | 17,963,896,205 | 17,963,894,272 | 17,963,896,205 | 17,963,894,272 |
| Share premium on ordinary shares | 1,691 | - | 1,691 | - |
| Deficit on business combination under common control | - | - | (741,162,013) | - |
| Retained earnings (deficit) | 1,314,666,096 | (565,066,605) | 2,765,142,192 | 273,021,984 |
| Other components of shareholders' equity | (823,264,224) | (339,233,107) | (74,586,118) | 7,486,254 |
| Equity attributable to owners of the Company | <u>30,425,140,286</u> | <u>29,029,435,078</u> | <u>31,883,132,475</u> | <u>30,214,243,028</u> |
| Non-controlling interests of the subsidiaries | 117,608,765 | 118,022,607 | - | - |
| Total shareholders' equity | <u>30,542,749,051</u> | <u>29,147,457,685</u> | <u>31,883,132,475</u> | <u>30,214,243,028</u> |
| Total liabilities and shareholders' equity | <u>53,531,205,958</u> | <u>53,959,929,702</u> | <u>45,660,930,355</u> | <u>42,919,641,902</u> |

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

U City Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2019

(Unit: Baht)

| Note | Consolidated financial statements | | Separate financial statements | |
|--|-----------------------------------|----------------------|-------------------------------|----------------------|
| | 2019 | 2018 (Restated) | 2019 | 2018 |
| Continued operation | | | | |
| Profit or loss: | | | | |
| Revenues | | | | |
| Revenue from hotel operation | 7,264,015,408 | 5,645,636,424 | - | - |
| Rental and management income | 516,507,936 | 387,302,505 | 317,578,875 | 127,729,626 |
| Other income | | | | |
| Dividend income | 452,400 | 449,863 | 460,442,030 | 218,454,863 |
| Interest income | 357,552,521 | 298,989,612 | 923,229,438 | 763,603,914 |
| Gain on exchange rate | 51,883,393 | - | - | - |
| Gain on sales of assets | 24,817,614 | 53,869,291 | 24,637,407 | 52,224,942 |
| Gain on sales of investments in subsidiary and joint venture | 14.1.3 1,559,040,209 | - | 1,775,929,371 | 52,617,651 |
| Gain on bargain price from business acquisition | 14.1.1 - | 29,671,502 | - | - |
| Others | 370,919,436 | 196,615,574 | 17,037,487 | 24,198,720 |
| Total revenues | 10,145,188,917 | 6,612,534,771 | 3,518,854,608 | 1,238,829,716 |
| Expenses | | | | |
| Cost of hotel operation | 2,974,781,688 | 2,140,114,706 | - | - |
| Cost of rental and management | 217,732,324 | 183,546,420 | 1,764,631 | - |
| Selling and servicing expenses | 485,011,850 | 421,494,514 | - | - |
| Administrative expenses | 3,272,249,222 | 2,489,375,838 | 326,805,485 | 319,964,653 |
| Depreciation and amortisation | 726,592,770 | 645,822,819 | 17,759,376 | 6,181,349 |
| Loss on exchange rate | - | 165,587,137 | 1,344,618 | 33,279,918 |
| Loss on impairment of investments in subsidiaries | - | - | 329,657 | 237,792 |
| Loss on impairment of assets | - | 355,003,946 | 964,819 | 368,505,350 |
| Total expenses | 7,676,367,854 | 6,400,945,380 | 348,968,586 | 728,169,062 |
| Profit before share of profit (loss) from investments in associates and joint ventures, finance cost and income tax | | | | |
| | 2,468,821,063 | 211,589,391 | 3,169,886,022 | 510,660,654 |
| Share of profit (loss) from investments in associates | 15 (3,419,043) | 3,523,591 | - | - |
| Share of profit from investments in joint ventures | 16 295,412,637 | 23,443,889 | - | - |
| Profit before finance cost and income tax | 2,760,814,657 | 238,556,871 | 3,169,886,022 | 510,660,654 |
| Finance cost | (793,263,360) | (834,860,155) | (669,788,675) | (628,392,804) |
| Profit (loss) before income tax | 1,967,551,297 | (596,303,284) | 2,500,097,347 | (117,732,150) |
| Income tax | 34 (126,275,486) | (42,608,903) | - | - |
| Profit (loss) from continued operation for the year | 1,841,275,811 | (638,912,187) | 2,500,097,347 | (117,732,150) |
| Discontinued operation | | | | |
| Profit (loss) from discontinued operation for the year | 14.1.2 25,664,393 | 5,792,775 | 323,425 | (11,733,833) |
| Profit (loss) for the year | 1,866,940,204 | (633,119,412) | 2,500,420,772 | (129,465,983) |
| Other comprehensive income: | | | | |
| <i>Other comprehensive income to be reclassified to profit or loss in subsequent years</i> | | | | |
| Exchange differences on translation of financial statements in foreign currency | (401,571,025) | (271,009,665) | - | - |
| Gain (loss) on changes in value of available-for-sale investments, net of income tax | (82,460,092) | 320,863,147 | (82,072,372) | 319,725,528 |
| Other comprehensive income to be reclassified to profit or loss in subsequent years | (484,031,117) | 49,853,482 | (82,072,372) | 319,725,528 |
| <i>Other comprehensive income not to be reclassified to profit or loss in subsequent years</i> | | | | |
| Actuarial gain (loss), net of income tax | (1,028,607) | 5,144,291 | (8,300,564) | 1,495,345 |
| Other comprehensive income not to be reclassified to profit or loss in subsequent years | (1,028,607) | 5,144,291 | (8,300,564) | 1,495,345 |
| Other comprehensive income for the year | (485,059,724) | 54,997,773 | (90,372,936) | 321,220,873 |
| Total comprehensive income for the year | 1,381,880,480 | (578,121,639) | 2,410,047,836 | 191,754,890 |

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

U City Public Company Limited and its subsidiaries

Statement of comprehensive income (continued)

For the year ended 31 December 2019

(Unit: Baht)

| Note | Consolidated financial statements | | Separate financial statements | |
|---|-----------------------------------|----------------------|-------------------------------|----------------------|
| | 2019 | 2018 | 2019 | 2018 |
| | | (Restated) | | |
| Profit attributable to | | | | |
| Equity holders of the Company | | | | |
| Profit (loss) from continued operation | 1,841,689,653 | (639,874,810) | 2,500,097,347 | (117,732,150) |
| Profit (loss) from discontinued operation | 25,664,393 | 5,792,775 | 323,425 | (11,733,833) |
| | <u>1,867,354,046</u> | <u>(634,082,035)</u> | <u>2,500,420,772</u> | <u>(129,465,983)</u> |
| Non-controlling interests of the subsidiaries | | | | |
| Profit (loss) from continued operation | (413,842) | 962,623 | | |
| Loss from discontinued operation | - | - | | |
| | <u>(413,842)</u> | <u>962,623</u> | | |
| | <u>1,866,940,204</u> | <u>(633,119,412)</u> | | |
| Total comprehensive income attributable to | | | | |
| Equity holders of the Company | | | | |
| Total comprehensive income from continued operation | 1,356,629,929 | (584,877,037) | 2,409,724,411 | 203,488,723 |
| Total comprehensive income from discontinued operation | 25,664,393 | 5,792,775 | 323,425 | (11,733,833) |
| | <u>1,382,294,322</u> | <u>(579,084,262)</u> | <u>2,410,047,836</u> | <u>191,754,890</u> |
| Non-controlling interests of the subsidiaries | | | | |
| Total comprehensive income from continued operation | (413,842) | 962,623 | | |
| Total comprehensive income from discontinued operation | - | - | | |
| | <u>(413,842)</u> | <u>962,623</u> | | |
| | <u>1,381,880,480</u> | <u>(578,121,639)</u> | | |
| Earnings per share | 34 | | | |
| Basic earnings per share | | | | |
| Profit (loss) attributable to equity holders of the Company | <u>0.186049</u> | <u>(0.259544)</u> | <u>0.298821</u> | <u>(0.169655)</u> |
| Earnings per share from continued operation | 34 | | | |
| Basic earnings per share | | | | |
| Profit (loss) attributable to equity holders of the Company | <u>0.181477</u> | <u>(0.260576)</u> | <u>0.298763</u> | <u>(0.167564)</u> |

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

U City Public Company Limited and its subsidiaries

Cash flow statements

For the year ended 31 December 2019

(Unit: Baht)

| | Consolidated financial statements | | Separate financial statements | |
|---|-----------------------------------|----------------------|-------------------------------|----------------------|
| | 2019 | 2018 (Restated) | 2019 | 2018 |
| Cash flows from operating activities | | | | |
| Profit (loss) before tax | 1,967,551,297 | (596,303,284) | 2,500,097,347 | (117,732,150) |
| <u>Plus</u> profit (loss) before tax from discontinued operation | 25,715,017 | 6,191,300 | 323,425 | (11,733,833) |
| Profit (loss) before tax | 1,993,266,314 | (590,111,984) | 2,500,420,772 | (129,465,983) |
| Adjustments to reconcile loss before tax to net cash provided by (paid from) operating activities | | | | |
| Share of (profit) loss from investments in associates | 3,419,043 | (3,523,591) | - | - |
| Share of profit from investments in joint ventures | (295,412,637) | (23,443,889) | - | - |
| Depreciation and amortisation | 730,853,533 | 683,754,002 | 17,759,376 | 6,181,349 |
| Allowance for doubtful account (reversal) | (6,086,202) | 1,677,768 | - | - |
| Unrealised loss (gain) on exchange rate | 10,586,672 | (267,069,251) | 79,747,256 | 29,690,097 |
| Allowance for impairment of loans to related parties | - | - | 964,819 | 13,501,404 |
| Allowance for impairment of investments in subsidiaries | - | - | 329,657 | 12,001,025 |
| Allowance for impairment of long-term investments | - | 355,003,946 | - | 355,003,946 |
| Gain on sales of assets | (267,748) | (31,679,447) | (43,913) | (30,047,400) |
| Gain on sales of current investments | (28,690,945) | (22,177,941) | (24,593,494) | (22,177,941) |
| Gain on bargain price from business acquisition | - | (29,671,502) | - | - |
| Loss on write-off of assets | 7,145,285 | 6,375,394 | - | - |
| Gain on sales of investments in subsidiaries | (1,559,040,209) | - | (1,775,929,371) | (27,827,651) |
| Gain on sales of investments in joint venture | - | - | - | (24,790,000) |
| Provision for long-term employee benefits | 24,454,218 | 15,768,015 | 6,193,514 | 3,311,703 |
| Allowance for long-term provision | 500,000 | 800,000 | - | - |
| Dividend income | (452,400) | (449,863) | (460,442,030) | (218,454,863) |
| Interest income | (357,779,390) | (299,175,258) | (923,552,863) | (763,633,314) |
| Interest expenses | 843,291,184 | 887,261,054 | 642,138,778 | 605,822,426 |
| Profit (loss) from operating activities before changes in operating assets and liabilities | 1,365,786,718 | 683,337,453 | 62,992,501 | (190,885,202) |
| Decrease (increase) in operating assets | | | | |
| Trade and other receivables | 395,573,308 | (116,645,529) | 313,455,826 | (9,400,625) |
| Unbilled receivables | 47,840,813 | (42,546,746) | (143,736) | - |
| Inventories | (2,317,341) | (1,037,396) | - | - |
| Other current assets | (79,253,160) | (118,293,104) | (6,205,970) | (5,405,481) |
| Other non-current assets | 1,596,965 | 14,933,965 | (22) | 502,280 |
| Increase (decrease) in operating liabilities | | | | |
| Trade and other payables | (486,468,088) | 93,829,545 | (21,952,679) | 3,491,154 |
| Deposits and advances received | (23,393,253) | 18,410,691 | (584,381) | (1,108,525) |
| Other current liabilities | (16,738,135) | (24,966,242) | 8,443,314 | 9,419,700 |
| Provision for long-term employee benefits | (5,471,523) | (2,369,949) | (1,211,235) | (48,150) |
| Other non-current liabilities | 10,708,021 | 88,814,630 | 14,001,000 | - |
| Cash from (used in) operating activities | 1,207,864,325 | 593,467,318 | 368,794,618 | (193,434,849) |
| Cash paid for interest expenses | (873,060,184) | (921,846,510) | (643,652,859) | (607,727,159) |
| Cash paid for income tax | (130,895,923) | (173,421,773) | (14,843,966) | - |
| Net cash from (used in) operating activities | 203,908,218 | (501,800,965) | (289,702,207) | (801,162,008) |

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

U City Public Company Limited and its subsidiaries

Cash flow statements (continued)

For the year ended 31 December 2019

(Unit: Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--|--|------------------------|--------------------------------------|------------------------|
| | 2019 | 2018 | 2019 | 2018 |
| | | (Restated) | | |
| Cash flows from investing activities | | | | |
| Decrease (increase) in current investments | 1,482,982,603 | (1,321,635,101) | 1,447,291,392 | (1,349,998,961) |
| Increase in restricted deposits | (72,714,604) | (40,636,201) | (77,826,162) | (26,223,714) |
| Increase in long-term loans to related parties | (571,475,218) | (773,429,518) | (1,622,096,338) | (2,120,001,116) |
| Cash received from interest | 289,072,265 | 263,195,833 | 592,094,825 | 643,507,668 |
| Deposits received from sales of investments in subsidiaries | 66,000,000 | - | 66,000,000 | - |
| Cash paid for purchases of investments in subsidiaries | (835,445,163) | - | (6,241,970) | (2,500,000,000) |
| Cash received from sales of investments in subsidiaries | 1,300,000,000 | - | 1,300,000,000 | 757,500,000 |
| Cash received from decrease of capital of subsidiary and joint ventures | 180,000,000 | 50,000,000 | 180,000,000 | 2,199,762,500 |
| Cash paid for purchases of investments in associates | - | (349,016) | - | - |
| Cash paid for purchases of investments in joint ventures | (495,813) | (120,000,000) | - | (120,000,000) |
| Cash paid for purchases of other long-term investments | (4,491,317) | - | (4,491,317) | - |
| Cash received from sales of assets | - | 664,600,400 | - | 664,600,400 |
| Deposits for purchases of land and project awaiting development | (50,000,000) | - | (50,000,000) | - |
| Cash paid for purchases of land and project awaiting development | - | (16,260,717) | - | (15,669,969) |
| Cash paid for purchases of investment properties | (1,331,457,939) | (344,177,525) | (819,692,832) | (240,750) |
| Cash paid for purchases of property, plant and equipment | (382,767,778) | (1,112,914,746) | (1,692,103) | (2,201,131) |
| Cash received from sales of property, plant and equipment | 24,198,539 | 36,816,608 | 44,140 | 506,327 |
| Cash paid for purchases of intangible assets | (19,419,748) | (7,219,338) | (365,589) | (562,517) |
| Cash paid for long-term provisions | - | (43,508,883) | - | - |
| Dividend received | 413,934,811 | 283,449,863 | 514,307,030 | 488,454,863 |
| Net cash flows from (used in) investing activities | 487,920,638 | (2,482,068,341) | 1,517,331,076 | (1,380,566,400) |
| Cash flows from financing activities | | | | |
| Cash received from receivable of sales of investments in subsidiaries | - | 1,058,000,000 | - | 1,058,000,000 |
| Increase (decrease) in bank overdrafts | 482,261 | (43,819,365) | - | - |
| Decrease in short-term loans from related party | - | - | - | (302,000,000) |
| Repayment of long-term loan from related party | - | (5,050,360,695) | - | (5,050,360,695) |
| Repayment of liabilities under debt restructuring agreements | (29,027,776) | (31,890,061) | - | - |
| Cash received from long-term loans from financial institutions | 1,043,594,650 | 1,060,952,564 | 454,362,084 | - |
| Repayment of long-term loans from financial institutions | (1,734,843,510) | (2,643,216,785) | (1,392,840,249) | (2,391,841,395) |
| Repayment of liabilities under finance lease agreements | (87,267,984) | (533,445,058) | (2,230,407) | (2,602,023) |
| Cash received from issuance of ordinary shares and exercised warrants | 3,624 | 563,844 | 3,624 | 563,844 |
| Cash received from issuance of preference shares | - | 9,694,582,693 | - | 9,694,582,693 |
| Net cash flows from (used in) financing activities | (807,058,735) | 3,511,367,137 | (940,704,948) | 3,006,342,424 |
| Increase in translation adjustment | 313,846,872 | 510,754,830 | - | - |
| Net increase cash and cash equivalents | 198,616,993 | 1,038,252,661 | 286,923,921 | 824,614,016 |
| Cash and cash equivalents - beginning of the year | 2,796,805,073 | 1,383,008,369 | 1,154,672,545 | 330,058,529 |
| Cash and cash equivalents of subsidiaries at acquisition date | 50,372,315 | 375,544,043 | - | - |
| Cash and cash equivalents of subsidiaries at selling date | (203,925,280) | - | - | - |
| Cash and cash equivalents of subsidiary which classified as assets held for sale | (74,827,934) | - | - | - |
| Cash and cash equivalents - end of the year | 2,767,041,167 | 2,796,805,073 | 1,441,596,466 | 1,154,672,545 |

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

U City Public Company Limited and its subsidiaries

Cash flow statements (continued)

For the year ended 31 December 2019

(Unit: Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--|-----------------------------------|----------------|-------------------------------|----------------|
| | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> |
| | | (Restated) | | |
| Supplemental disclosures of cash flows information | | | | |
| Non-cash items | | | | |
| Purchases of investments in subsidiaries using loan from related party | - | - | 2,402,166,816 | - |
| Settle purchases of investment in joint venture with account receivables | - | 101,601,000 | - | - |
| Transfer land and project awaiting development to property, plant and equipment | - | 19,508,131 | - | - |
| Transfer property, plant and equipment to intangible assests | 883,185 | - | - | - |
| Transfer property, plant and equipment to investment properties | 196,808 | - | - | - |
| Transfer investment properties to property, plant and equipment | - | 29,270,159 | - | - |
| Equipment acquired under finance lease agreements | 82,742,061 | 18,000,926 | - | 12,365,200 |
| Payable of purchases of investment properties | 15,435,921 | - | - | - |
| Transfer leasehold rights to accrued rental | 66,509,993 | - | - | - |
| Receivable from sales of investment in subsidiary | 3,020,000,000 | - | 3,020,000,000 | - |
| Receivable from sales of investment in joint venture | - | - | - | 254,000,000 |
| Transfer short-term loan from financial institution to long-term loan from financial institution | - | 172,546,732 | - | - |
| Issuance of preference shares for the entire business | | | | |
| transfer of Unicom Enterprise Company Limited | - | 2,172,000,000 | - | 2,172,000,000 |
| Repayment of the entire business transfer of Unicom Enterprise Company Limited | | | | |
| by accepting loans from related party | - | 10,074,360,694 | - | 10,074,360,694 |

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

U City Public Company Limited and its subsidiaries
Statement of changes in shareholders' equity
For the year ended 31 December 2019

(Unit: Baht)

| | Consolidated financial statements | | | | | | | | | |
|---|--|--------------------------|-----------------------------|------------------------|--|--|--|--|----------------------------|--|
| | Equity attributable to owners of the Company | | | | | Other components of equity | | | | |
| | | | | | | Other comprehensive income | | | | |
| | Issued and fully paid-up | Share premium (discount) | Retained earnings (deficit) | Translation adjustment | Surplus (deficit) on changes in value of investments | Total other components of shareholders' equity | Total equity attributable to owners of the Company | Equity attributable to non-controlling interests of the subsidiaries | Total shareholders' equity | |
| | Preference shares | Ordinary shares | Preference shares | Ordinary shares | | | | | | |
| Balance as at 1 January 2018 | - | 561,362,296,976 | - | (533,401,376,585) | (9,830,460,989) | (311,572,844) | 17,741,372,803 | 117,059,984 | 17,858,432,787 | |
| Loss for the year - restated | - | - | - | - | (634,082,035) | - | (634,082,035) | 982,423 | (633,119,412) | |
| Other comprehensive income for the year | - | - | - | - | 5,144,291 | (271,009,665) | 54,997,773 | - | 54,997,773 | |
| Total comprehensive income for the year - restated | - | - | - | - | (628,937,744) | (271,009,665) | (579,084,262) | 982,423 | (578,121,839) | |
| Issuance of preference shares | 374,057,516,200 | - | (362,190,933,507) | - | - | - | 11,866,582,693 | - | 11,866,582,693 | |
| Issuance of ordinary shares | - | 24 | - | - | - | - | 24 | - | 24 | |
| Exercised warrants | - | 9,397,000 | - | (8,833,160) | - | - | 563,820 | - | 563,820 | |
| Reduction of the registered capital | (362,087,676,682) | (543,407,801,728) | 362,190,933,507 | 533,410,211,765 | 9,894,332,138 | - | - | - | - | |
| Balance as at 31 December 2018 - as restated | 11,969,840,518 | 17,963,894,272 | - | - | (665,046,605) | 9,290,303 | 29,029,438,078 | 118,022,607 | 29,147,460,685 | |
| Balance as at 1 January 2019 - as previously reported | 11,969,840,518 | 17,963,894,272 | - | - | (560,893,979) | 9,290,303 | 29,033,607,704 | 118,022,607 | 29,151,630,311 | |
| Fair value adjustment of assets acquired and liabilities assumed of subsidiary (Note 14.1.1) | - | - | - | - | (4,172,626) | - | (4,172,626) | - | (4,172,626) | |
| Cumulative effects of changes in accounting policies due to the adoption of new financial reporting standard (Note 4) | - | - | - | - | - | - | - | - | - | |
| Balance as at 1 January 2019 - as restated | 11,969,840,518 | 17,963,894,272 | - | - | (551,659,343) | 9,290,303 | 29,042,842,340 | 118,022,607 | 29,160,864,947 | |
| Profit for the year | - | - | - | - | 1,867,354,046 | - | 1,867,354,046 | (413,842) | 1,866,940,204 | |
| Other comprehensive income for the year | - | - | - | - | (1,028,607) | (401,571,025) | (485,595,724) | - | (485,595,724) | |
| Total comprehensive income for the year | - | - | - | - | 1,866,325,439 | (401,571,025) | 1,382,294,322 | (413,842) | 1,381,880,480 | |
| Exercised warrants (Note 31) | - | 1,933 | - | 1,691 | - | - | 3,624 | - | 3,624 | |
| Balance as at 31 December 2019 | 11,969,840,518 | 17,963,896,205 | - | 1,691 | 1,314,666,096 | (73,169,789) | 30,425,140,266 | 117,608,765 | 30,542,749,031 | |

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

U City Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity (continued)

For the year ended 31 December 2019

| | Separate financial statements | | | | | | | | | | (Unit: Baht) | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
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| | Issued and fully paid-up | | | | | Share premium (discount) | | | | | | Deficit on business combination under common control | | | Retained earnings (deficit) | | | Other components of equity | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | Other comprehensive income | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares | Ordinary shares | Preference shares |

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

5.6 NOTE TO CONSOLIDATED FINANCIAL STATEMENTS

U City Public company Limited and its subsidiaries

Notes to Consolidated financial statements

For the year ended 31 December 2019

1. General information

U City Public Company Limited ("the Company") is a public company incorporated and domiciled in Thailand. The Company is principally engaged in real estate development business. The registered office of the Company is at 21, TST Tower, Soi Choei Phuang, Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok.

2. Basis of preparation

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 11 October 2016, issued under the Accounting Act B.E. 2543.

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

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of the Company and the following subsidiary companies:

| Company's name | Nature of business | Country of incorporation | Percentage of shareholding | |
|---|-----------------------|--------------------------|----------------------------|---------|
| | | | 2019 | 2018 |
| | | | Percent | Percent |
| <u>Subsidiaries directly owned by the Company</u> | | | | |
| Park Opera Company Limited | Dormancy | Thailand | 100.0 | 100.0 |
| Natural Real Estate Company Limited | Dormancy | Thailand | 100.0 | 100.0 |
| Natural Park Ville Company Limited | Dormancy | Thailand | 100.0 | 100.0 |
| Richee Property Management Company Limited | Dormancy | Thailand | 99.9 | 99.9 |
| Natural Hotel Sukhumvit Company Limited | Dormancy | Thailand | 64.9 | 64.9 |
| Park Gourmet Company Limited | Dormancy | Thailand | 100.0 | 100.0 |
| Natural Hotel Panwa Company Limited | Dormancy | Thailand | 100.0 | 100.0 |
| Khon Kaen Buri Company Limited | Hotel operation | Thailand | 100.0 | 100.0 |
| The Joint Venture of U City Public Company Limited, Amanresorts Services Limited and Silverlink Resorts Limited (formerly known as “Silverlink Holdings Limited”) | Hotel operation | Thailand | - | - |
| N Park Global Holding Company Limited | Property development | Thailand | 100.0 | 100.0 |
| Boonbarammee Metta Property Company Limited | Securities investment | Thailand | 100.0 | 100.0 |
| Mo Chit Land Company Limited | Property development | Thailand | - | 100.0 |
| Kamkoong Property Company Limited | Property development | Thailand | 100.0 | 100.0 |
| Project Green Company Limited | Property development | Thailand | 100.0 | 100.0 |
| Lombard Estate Holdings Limited | Securities investment | Hong Kong | 100.0 | 100.0 |
| Muangthong Assets Company Limited | Hotel operation | Thailand | 100.0 | 100.0 |

| Company's name | Nature of business | Country of incorporation | Percentage of shareholding | |
|---|--|--------------------------|----------------------------|-----------------|
| | | | 2019 Percent | 2018 Percent |
| UNISON One Company Limited | Office rental | Thailand | 100.0 | 100.0 |
| Thana City Golf & Sports Club Company Limited | Property management | Thailand | 100.0 | 100.0 |
| Tanayong Property Management Company Limited | Property management | Thailand | 100.0 | 100.0 |
| PrannaKiri Assets Company Limited | Property development | Thailand | 100.0 | 100.0 |
| Siam Paging and Communication Company Limited | Property development | Thailand | 100.0 | 100.0 |
| Tanayong Food and Beverage Company Limited | Property development | Thailand | 100.0 | 100.0 |
| BTS Land Company Limited | Hotel operation | Thailand | 100.0 | 100.0 |
| Nine Square Property Company Limited | Hotel operation | Thailand | 100.0 | 100.0 |
| Mak8 Company Limited | Hotel operation | Thailand | 100.0 | 100.0 |
| Tanayong Hong Kong Limited (HKD 10,000 paid-up capital) | Securities investment | Hong Kong | 100.0 | 100.0 |
| EGS Assets Company Limited | Hotel operation | Thailand | 100.0 | 100.0 |
| U Global Hospitality Company Limited | Hotel operation/ Securities investment | Thailand | 100.0 | 100.0 |
| Vienna International Asset GmbH | Hotel operation | Germany | 94.9 | 94.9 |
| U Global Hospitality Holding (Hong Kong) Limited | Securities investment | Hong Kong | 100.0 | - |
| <u>Subsidiaries indirectly owned by the Company</u> | | | | |
| Held by Boonbaramet Metta Property Company Limited | | | | |
| Pacific Chiangmai Company Limited | Leasing land and structures | Thailand | 100.0 | 100.0 |
| Pacific Hotel Chiangmai Company Limited | Hotel operation | Thailand | 100.0 | 100.0 |
| Held by PrannaKiri Assets Company Limited | | | | |
| Ratburana Property Company Limited | Property development | Thailand | 100.0 | 100.0 |
| Held by Lombard Estate Holdings Limited | | | | |
| Thirty Three Gracechurch 1 Limited | Securities investment/ Property development | Jersey | 100.0 | 100.0 |
| Underwood Street Limited | Property development | Jersey | 100.0 | 100.0 |
| Vienna House Capital GmbH | Securities investment | Austria | 100.0 | 100.0 |
| Held by Vienna House Capital GmbH | | | | |
| Vienna House Hotelmanagement GmbH (formerly known as "Vienna International Hotel Management AG") | Hotel management services | Austria | 100.0 | 100.0 |
| Vienna House Easy Cracow RE Sp. z o.o. (formerly known as VHE Cracow Sp.z.o.o. SKA) | Hotel operation | Poland | 100.0 | 100.0 |
| Andels Lodz Sp. z.o.o. | Hotel operation | Poland | 100.0 | 100.0 |
| VHE Cracow Sp. z.o.o. | Dormancy | Poland | 100.0 | 100.0 |
| Vienna House Real Estate GmbH | Securities investment | Austria | 100.0 | 100.0 |
| Held by Vienna House Hotelmanagement GmbH (formerly known as "Vienna International Hotel Management AG") | | | | |
| Vienna House Cluster Deutschland GmbH | Hotel management services | Germany | 100.0 | 100.0 |
| Andel's Berlin Hotelbetriebs GmbH | Hotel operation | Germany | 100.0 | 100.0 |
| VHE Berlin Hotelbetriebs GmbH | Hotel operation | Germany | 100.0 | 100.0 |
| VH Dresden Hotelbetriebs GmbH | Hotel operation | Germany | 100.0 | 100.0 |
| VHE Leipzig Hotelbetriebs GmbH | Hotel operation | Germany | 100.0 | 100.0 |
| VH Kronberg Hotelbetriebs GmbH | Hotel operation | Germany | 100.0 | 100.0 |

| Company's name | Nature of business | Country of incorporation | Percentage of shareholding | |
|--|---------------------------|--------------------------|----------------------------|-----------------|
| | | | 2019 Percent | 2018 Percent |
| VHE Raunheim Hotelbetriebs GmbH (formerly known as "VHE Darmstadt Hotelbetriebs GmbH") | Hotel operation | Germany | 100.0 | 100.0 |
| VHE Bratislava s.r.o. | Hotel operation | Slovakia | 100.0 | 100.0 |
| Vienna House Cluster Tschechien s.r.o. | Hotel management services | Czech Republic | 100.0 | 100.0 |
| OOO Employ Management RUS | Hotel management services | Russia | 100.0 | 100.0 |
| REVO Munchen Hotel betriebs GmbH | Hotel operation | Germany | 100.0 | 100.0 |
| VHE Wroclaw Hotel Sp.z.o.o. (formerly known as "Glamford Investments Sp.z.o.o.") | Hotel operation | Poland | 100.0 | - |
| Vienna House Germany II GmbH (formerly known as "DracMhenfelssee 1078. V V GmbH") | Securities investment | Germany | 100.0 | - |
| Vienna House Easy Bucharest S.R.L | Domancy | Romania | 100.0 | - |
| Vienna House Revo Katowice Sp.z.o.o. (formerly known as "Trebre Investments Sp.z.o.o.") | Hotel operation | Poland | 100.0 | - |
| Vienna House Cluster Sp. z.o.o. | Hotel management services | Poland | 100.0 | 100.0 |
| Vienna House Riga SIA | Domancy | Latvia | 100.0 | - |
| UBX Plzen s.r.o. | Hotel operation | Czech Republic | 100.0 | 100.0 |
| UBX Katowice Sp. z.o.o. | Hotel operation | Poland | 100.0 | 100.0 |
| Hotel Management Angelo Katowice Sp. z.o.o. | Hotel operation | Poland | 100.0 | 100.0 |
| VH Warsaw Hotel Sp. z o.o. | Hotel operation | Poland | 100.0 | 100.0 |
| Held by Vienna House Germany II GmbH (formerly known as "DracMhenfelssee 1078. V V GmbH") | | | | |
| Vienna House Germany III GmbH (formerly known as "arcona Hotel GmbH") | Hotel operation | Germany | 100.0 | - |
| Vienna House Stralsund GmbH (formerly known as "arcona Hotel Baltic GmbH") | Hotel operation | Germany | 100.0 | - |
| Vienna House Rostock GmbH (formerly known as "arcona Hotel Sonne GmbH") | Hotel operation | Germany | 100.0 | - |
| Vienna House Eisenach GmbH (formerly known as "arcona Hotel Thüringer Hof GmbH") | Hotel operation | Germany | 100.0 | - |
| Vienna House Leipzig GmbH (formerly known as "arcona Bach 14 GmbH") | Hotel operation | Germany | 100.0 | - |
| Vienna House Easy München GmbH (formerly known as "arcona Living GmbH") | Hotel operation | Germany | 100.0 | - |
| Vienna House Parkhotel Braunschweig GmbH (formerly known as "arcona 15. Hotelbetriebsgesellschaft GmbH") | Hotel operation | Germany | 100.0 | - |
| Vienna House Easy Potsdam GmbH (formerly known as "arcona 12. Hotelbetriebsgesellschaft GmbH") | Hotel operation | Germany | 100.0 | - |
| Vienna House Baden-Baden GmbH (formerly known as "AH Hotelbetriebsgesellschaft GmbH") | Hotel operation | Germany | 100.0 | - |
| Vienna House Schaffhausen GmbH (formerly known as "arcona Living Schaffhausen GmbH") | Hotel operation | Switzerland | 100.0 | - |
| Vienna House Easy Bremen GmbH (formerly known as "arcona 21. Hotelbetriebsgesellschaft GmbH ") | Hotel operation | Germany | 100.0 | - |

| Company's name | Nature of business | Country of incorporation | Percentage of shareholding | |
|--|-----------------------|--------------------------|----------------------------|------------------------|
| | | | <u>2019</u> Percent | <u>2018</u> Percent |
| Vienna House Germany IV GmbH (formerly known as "arcona 22. Hotelbetriebsgesellschaft GmbH") | Hotel operation | Germany | 100.0 | - |
| Held by Vienna House Real Estate GmbH | | | | |
| VHE Bratislava Real Estate s.r.o | Property Owner | Slovakia | 99.0 | 99.0 |
| Vienna House Diplomat Prague RE s.r.o. | Property Owner | Czech Republic | 100.0 | - |
| Vienna House Amber Baltic Sp. z o.o. | Dormancy | Poland | 100.0 | - |
| Vienna House Andel's Lodz Sp. z o.o | Dormancy | Poland | 100.0 | - |
| Vienna House Easy Cracow Sp. z o.o. | Dormancy | Poland | 100.0 | - |
| Recoop Tour a.s. | Hotel operation | Czech Republic | 100.0 | 100.0 |
| UBX Plzen Real Estate s.r.o. | Property Owner | Czech Republic | 100.0 | 100.0 |
| Amber Baltic Sp. z.o.o. | Hotel operation | Poland | 100.0 | 100.0 |
| UBX Katowice Sp. z.o.o. | Property Owner | Poland | 100.0 | 100.0 |
| Comtel Focus S.A. | Hotel operation | Romania | 99.9 | 99.9 |
| Held by U Global Hospitality Company Limited | | | | |
| U Hospitality Holding (Mauritius) | Securities investment | Republic of Mauritius | 100.0 | - |
| Held by U Hospitality Holding (Mauritius) | | | | |
| U Hospitality Holding (Hong Kong) Limited | Securities investment | Hong Kong | 100.0 | - |
| Held by Vienna International Asset GmbH | | | | |
| Calvus GmbH & Co. Vermietungs KG | Property Owner | Germany | 94.0 | 94.0 |
| Enigma GmbH & Co. Objekt Wuppertal KG | Property Owner | Germany | 94.0 | 94.0 |
| Fabella GmbH & Co. Vermietungs KG | Property Owner | Germany | 94.0 | 94.0 |
| Fabio GmbH & Co. Vermietungs KG | Property Owner | Germany | 94.0 | 94.0 |
| Fiora GmbH & Co. Vermietungs KG | Property Owner | Germany | 94.0 | 94.0 |

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
- c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
- d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
- e) The assets and liabilities in the financial statements of overseas subsidiary companies are translated to Baht using the exchange rate prevailing on the end of reporting period, and revenues and expenses translated using monthly average exchange rates. The resulting differences are shown under the caption of "Exchange differences on translation of financial statements in foreign currency" in the statements of changes in shareholders' equity.
- f) Material balances and transactions between the Company and its subsidiary companies ("the Group") have been eliminated from the consolidated financial statements.

g) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.

2.3 The separate financial statements present investments in subsidiaries, joint ventures and associates under the cost method.

3. New financial reporting standards

a) Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised (revised 2018) and new financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2019. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards. The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements. However, the new standard involves changes to key principles, which are summarised below:

TFRS 15 Revenue from Contracts with Customers

TFRS 15 supersedes the following accounting standards together with related interpretations.

| | |
|-------------------------|--|
| TAS 11 (revised 2017) | Construction Contracts |
| TAS 18 (revised 2017) | Revenue |
| TSIC 31 (revised 2017) | Revenue - Barter Transactions Involving Advertising Services |
| TFRIC 13 (revised 2017) | Customer Loyalty Programmes |
| TFRIC 15 (revised 2017) | Agreements for the Construction of Real Estate |
| TFRIC 18 (revised 2017) | Transfers of Assets from Customers |

Entities are to apply this standard to all contracts with customers unless those contracts fall within the scope of other standards. The standard establishes a five-step model to account for revenue arising from contracts with customers, with revenue being recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model.

The Group adopted TFRS 15 using the modified retrospective method of adoption of which the cumulative effect is recognised as an adjustment to the retained earnings as at 1 January 2019, and the comparative information was not restated. The Group elect to apply the following practical expedients.

- Not restate completed contracts as at 1 January 2019 for which the entity has transferred all of the goods or services identified in accordance with the previous accounting policy;
- Not restate the contracts that were modified before 1 January 2019 but reflect the aggregate effect of all of the modifications that occur before such date when identifying the performance obligations, determining the transactions price and allocating the transaction price to the performance obligations.

The cumulative effect of the change is described in Note 4 to the financial statements.

b) Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2020

The Federation of Accounting Professions issued a number of new and revised financial reporting standards and interpretations, which are effective for fiscal years beginning on or after 1 January 2020. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards except the following new standards which involve changes to key principles, which are summarised below.

Financial reporting standards related to financial instruments

A set of TFRSs related to financial instruments consists of five accounting standards and interpretations, as follows:

Financial reporting standards:

| | |
|--------|------------------------------------|
| TFRS 7 | Financial Instruments: Disclosures |
| TFRS 9 | Financial Instruments |

Accounting standard:

| | |
|--------|-------------------------------------|
| TAS 32 | Financial Instruments: Presentation |
|--------|-------------------------------------|

Financial Reporting Standard Interpretations:

| | |
|----------|---|
| TFRIC 16 | Hedges of a Net Investment in a Foreign Operation |
| TFRIC 19 | Extinguishing Financial Liabilities with Equity Instruments |

These TFRSs related to financial instruments make stipulations relating to the classification of financial instruments and their measurement at fair value or amortised cost (taking into account the type of instrument, the characteristics of the contractual cash flows and the Company's business model), calculation of impairment using the expected credit loss method, and hedge accounting. These include stipulations regarding the presentation and disclosure of financial instruments. When the TFRSs related to financial instruments are effective, some accounting standards, interpretations and guidance which are currently effective will be cancelled.

The management of the Group expects the adoption of these accounting standards to result in the following adjustments.

- Classification and measurement of investments in equity instruments of non-listed companies - The Group is to measure investments in equity instruments of non-listed companies at fair value and to classify the investments as financial assets at fair value, through either profit or loss or through other comprehensive income. If the Group elects to present subsequent changes in the fair value of the investment through other comprehensive income, the election is irrevocable.
- Recognition of credit losses - The Group is to recognise an allowance for expected credit losses on its financial assets, and it is no longer necessary for a credit-impaired event to have occurred. The Group applies the simplified approach to consider impairment of trade receivables and applies the general approach for loans to related parties.
- Recognition of derivatives - The Group is to initially recognise derivatives at their fair value on the contract date and subsequently measure them at fair value at the end of each reporting period. Changes in the fair value of derivatives are recognised in profit or loss.

The management of the Group is currently evaluating the impact of these standards on the financial statements in the year when they are adopted.

TFRS 16 Leases

TFRS 16 supersedes TAS 17 Leases together with related Interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases, and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is low value.

Accounting by lessors under TFRS 16 is substantially unchanged from TAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles to those used under TAS 17.

The Group plans to adopt TFRS 16 using the modified retrospective method of adoption of which the cumulative effect is recognised as an adjustment to the retained earnings as at 1 January 2020, and the comparative information was not restated.

The management of the Group expects the effect of the adoption of this accounting standard to the statement of financial position as at 1 January 2020 to be to increase the Group's assets by approximately Baht 11,227 million (the Company only: approximately Baht 25 million) and the Group's liabilities by approximately Baht 11,227 million (the Company only: approximately Baht 25 million).

4. Cumulative effects of changes in accounting policies due to the adoption of new financial reporting standard

As described in Note 3 to the financial statements, during the current year, the Group has adopted TFRS 15 using the modified retrospective method of adoption. The cumulative effect of initially applying TFRS 15 is recognised as an adjustment to retained earnings as at 1 January 2019. Therefore, the comparative information was not restated.

The effect of the changes in accounting policies due to the adoption of TFRS 15 on the beginning balance of retained earnings for 2019 comprises:

| | |
|---|--|
| | (Unit: Million Baht) |
| | Consolidated financial statements |
| Impact on retained earnings as at 1 January 2019 | |
| Share of profit from investments in joint ventures | 13 |
| Total | 13 |

The amounts of adjustments affecting the statements of financial position as at 31 December 2019 and the statements of comprehensive income for the year then ended are summarised below.

| | | | |
|---|--|--------------------------------|----------------|
| | (Unit: Million Baht) | | |
| | Consolidated financial statements | | |
| | Previous accounting policy | Increase (decrease) | TFRS 15 |
| Statement of financial position | | | |
| Investments in joint ventures | 2,561 | 129 | 2,690 |
| Provision for transaction under equity method of investments in joint ventures | 87 | (4) | 83 |
| Retained earnings | 1,182 | 133 | 1,315 |

(Unit: Million Baht)

| | Consolidated financial statements | | |
|--|-----------------------------------|------------|--------------|
| | Previous accounting policy | Increase | TFRS 15 |
| Statement of comprehensive income | | | |
| Profit or loss: | | | |
| Share of profit from investments in | | | |
| joint ventures | 175 | 120 | 295 |
| Profit for the year | 1,747 | 120 | 1,867 |
| Attributable to: | | | |
| Equity holders of the Company | 1,747 | 120 | 1,867 |
| Earnings per share (Baht): | | | |
| Basic earnings per share | 0.164680 | 0.021369 | 0.186049 |

The nature of this adjustment is commission paid to obtain a customer contract. The Group has determined that commission paid to obtain a customer contract should be recorded as an asset and amortised to expenses on a systematic basis that is consistent with the pattern of revenue recognition. Under the previous accounting policy, the Group immediately recorded commission as selling expenses when the transaction occurred.

5. Significant accounting policies

5.1 Revenue recognition

Revenue from hotel operation

Revenues from hotel operations mainly comprise of room sales, food and beverage sales and revenues from auxiliary activities and represent the invoiced value (excluding value added tax) of goods delivered and services rendered after deducting service charges and discount.

Rental income

Rental income is recognised on a straight-line basis over the lease term. The rental charge depends on the area rented, the rental rate charged and the rental period stipulated in the contract.

Management income

Management income is recognised when services have been rendered, with reference to the term of the contract, excluding value added tax.

Other service income

Service revenue is recognised when services have been rendered taking into account the stage of completion, excluding value added tax.

Revenues from utility services are recognised when services have been rendered and represent the invoiced value (excluding value added tax) of services rendered after deducting discounts and service charges reference to the term of the contract.

Other income

Dividends are recognised when the right to receive the dividends is established.

Interest income is recognised on an accrual basis based on the effective interest rate.

5.2 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

5.3 Trade and other receivables

Trade and other receivables are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.

5.4 Inventories

Inventories are valued at the lower of weighted average cost and net realisable value.

5.5 Real estate projects under development

Real estate projects under development are stated at the lower of cost and estimated net realisable value. The cost of real estate projects under development consist of the costs of land, land development, design and construction cost.

5.6 Cost to obtain a contract

The Group recognises commission paid to obtain a customer contract as an asset and amortised to expenses on a systematic basis that is consistent with the pattern of revenue recognition. An impairment loss is recognised to the extent that the carrying amount of an asset recognised exceeds the remaining amount of consideration that the entity expects to receive less direct costs.

5.7 Investments

- a) Investments in available-for-sale securities are stated at fair value. Changes in the fair value of these securities are recorded in other comprehensive income, and will be recorded in profit or loss when the securities are sold.
- b) Investments in non-marketable equity securities, which the Group classifies as other investments, are stated at cost net of allowance for impairment loss (if any).
- c) Investments in joint ventures and associates are accounted for in the consolidated financial statements using the equity method.
- d) Investments in subsidiaries, joint ventures and associates are accounted for in the separate financial statements using the cost method.

The fair value of marketable securities is based on the latest bid price of the last working day of the year. The fair value of unit trusts is determined from their net asset value.

The weighted average method is used for computation of the cost of investments.

In the event the Group reclassifies investments from one type to another, such investments will be readjusted to their fair value as at the reclassification date. The difference between the carrying amount of the investments and the fair value on the date of reclassification are recorded in profit or loss or recorded as other components of shareholders' equity, depending on the type of investment that is reclassified.

On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

5.8 Land and project awaiting development

Land held for future development is stated at the lower of cost and estimated net realisable value. The cost of land and project awaiting development consists of the cost of land and other related acquisition costs incurred.

5.9 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation of investment properties are calculated by reference to their costs or the revalued amounts on the straight-line basis over the following estimated useful lives:

| | |
|------------------------------------|---------------|
| Buildings and building improvement | 41 - 51 years |
| Furniture, fixture and equipment | 16 years |

Depreciation of the investment properties is included in determining income.

No depreciation is provided on land and construction in process.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period when the asset is derecognised.

5.10 Property, plant and equipment/Depreciation

Land is stated at cost. Buildings and equipment are stated at cost less accumulated depreciation and allowance for loss on impairment of assets (if any).

Buildings are initially recorded at cost on the acquisition date.

Depreciation of plant and equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

| | |
|--|--------------|
| Buildings, land and building improvement | 5 - 50 years |
| Furniture, fixture and equipment | 1 - 20 years |
| Hotel operating equipment | 2 - 10 years |
| Vehicles | 3 - 8 years |

Depreciation is included in determining income.

No depreciation is provided on land and construction in progress.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

5.11 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

5.12 Leasehold rights and amortisation

Leasehold rights are stated at cost less accumulated amortisation and allowance for loss on impairment of assets (if any). Amortisation of leasehold rights is calculated by reference to their cost on a straight-line basis over the leasehold period.

Amortisation is included in determining income.

5.13 Intangible assets

Intangible assets acquired through business combination are initially recognised at their fair value on the date of business acquisition while intangible assets acquired in other cases are recognised at cost. Following the initial recognition, the intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

A summary of the intangible assets with finite useful lives is as follows:

| | <u>Useful lives</u> |
|---|---------------------|
| Intangible assets acquired through business combination | 11 - 24 years |
| Heritable building rights | 38 - 78 years |
| Computer software | 2 - 20 years |
| Copyright | 10 years |

5.14 Goodwill

Goodwill is initially recorded at cost, which equals to the excess of cost of business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognised as gain in profit or loss.

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Group's cash generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Group estimates the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

5.15 Related party transactions

Related parties comprise individuals and enterprises that control, or are controlled by, the Group, whether directly or indirectly, or which are under common control with the Group.

They also include associated companies and individuals which directly or indirectly own a voting interest in the Group that gives them significant influence over the Group, key management personnel, directors, or officers with authority in the planning and direction of the Group's operations.

5.16 Long-term leases

Leases of property, plant or equipment which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in long-term payables, while the interest element is charged to profit or loss over the lease period. The assets acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease period.

Leases of property, plant or equipment which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term.

5.17 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Group's functional currency. Items of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

5.18 Impairment of assets

At the end of each reporting period, the Group performs impairment reviews in respect of the property, plant and equipment and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. The Group also carries out annual impairment reviews in respect of goodwill. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.

In the assessment of asset impairment if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Group estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal, which exceeds the carrying amount that would have been determined, is treated as a revaluation increase.

5.19 Employee benefits

Short-term employee benefits

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

Post-employment benefits

Defined contribution plans

The Group and its employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Group. The fund's assets are held in a separate trust fund and the Group's contributions are recognised as expenses when incurred.

Defined benefit plans

The Group has obligations in respect of the severance payments it must make to employees upon retirement under labor law. The Group treats these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from defined benefit plans are recognised immediately in other comprehensive income.

Past service costs are recognised in profit or loss on the earlier of the date of the plan amendment or curtailment and the date that the Group recognises restructuring-related costs.

5.20 Assets held for sale and discontinued operations

The Group classifies disposal assets as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. The criteria for held for sale classification is regarded as met only when the sale is highly probable and the disposal assets are available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Disposal assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

Gain or loss from discontinued operations are excluded from the results of continuing operations and are presented as a single amount in the profit or loss.

5.21 Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

5.22 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Group recognise deferred tax liabilities for all taxable temporary differences while they recognise deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Group review and reduce the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Group record deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

5.23 Derivatives

Interest rate swap contracts

The net amount of interest to be paid to the counterparty under an interest rate swap contract is recognised as expenses on an accrual basis.

5.24 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group apply a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Group measure fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Group determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

6. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

Leases

In determining whether a lease is to be classified as an operating lease or finance lease, the management is required to use judgement regarding whether significant risk and rewards of ownership of the leased asset has been transferred, taking into consideration terms and conditions of the arrangement.

Impairment of equity investments

The Group treats available-for-sale investments and other investments as impaired when there has been a significant or prolonged decline in the fair value below their cost or where other objective evidence of impairment exists. The determination of what is “significant” or “prolonged” requires judgement of the management.

Property plant and equipment/Depreciation

In determining depreciation of plant and equipment, the management is required to make estimates of the useful lives and residual values of the plant and equipment and to review estimate useful lives and residual values when there are any changes.

In addition, the management is required to review property, plant and equipment for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

Goodwill

The initial recognition and measurement of goodwill, and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

Post-employment benefits under defined benefit plans

The obligation under the defined benefit plan is determined based on actuarial techniques. Such determination is made based on various assumptions, including discount rate, future salary increase rate, mortality rate and staff turnover rate.

Provisions

The subsidiaries determined the provisions using various assumptions relevant to each provision. Estimates are reviewed whenever circumstances change.

Litigation

The Group has contingent liabilities as a result of litigation. The Group's management has used judgement to assess of the results of the litigation and believes that no loss will result. Therefore, no contingent liabilities are recorded as at the end of reporting period.

7. Related party transactions

During the year, the Group 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 Group and those related parties.

(Unit: Million Baht)

| | Consolidated | | Separate | | |
|---|----------------------|-------------|----------------------|-------------|---|
| | financial statements | | financial statements | | Pricing policy |
| | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> | |
| <u>Transactions with subsidiaries</u> | | | | | |
| (Eliminated from the consolidated financial statements) | | | | | |
| Management income | - | - | 254 | 128 | Contract price |
| Dividend income | - | - | 134 | 218 | As announcement |
| Interest income | - | - | 575 | 474 | 0.58 to 7.00 percent per annum and cost of fund plus 0.25 percent per annum |
| Other income | - | - | 16 | - | Contract price |
| Rental and service expenses | - | - | 8 | 6 | Contract price |
| Other expenses | - | - | 2 | 1 | With reference to market price |
| Interest expenses | - | - | 68 | 5 | Reference rate of commercial bank deposit plus 0.25 percent per annum and 6-month EURIBOR plus 4.41 percent per annum |
| Sales of investment in subsidiary and joint venture | - | - | - | 1,012 | Contract price |
| <u>Transactions with associate</u> | | | | | |
| Interest income | 1 | 2 | 1 | 2 | MLR minus 1.25 percent per annum |

(Unit: Million Baht)

| | Consolidated financial statements | | Separate financial statements | | Pricing policy |
|--|--------------------------------------|------|----------------------------------|------|---|
| | 2019 | 2018 | 2019 | 2018 | |
| Cost of hotel operation | 3 | 3 | - | - | With reference to market price and contract price |
| Transactions with joint ventures | | | | | |
| Revenue from hotel operation | 7 | 1 | - | - | With reference to market price and contract price |
| Management income | 31 | - | 31 | - | Contract price |
| Dividend income | - | 270 | 380 | 270 | As announcement |
| Interest income | 313 | 212 | 313 | 212 | 4.88 to 5.19 percent per annum |
| Management fee | 58 | 41 | - | - | Contract price |
| Other expenses | 14 | 11 | 14 | 11 | With reference to market price |
| Transactions with related parties | | | | | |
| Revenue from hotel operation | 6 | 6 | - | - | With reference to market price and contract price |
| Rental income | 53 | 40 | - | - | Contract price |
| Management income | 161 | 105 | - | - | Contract price |
| Other income | 93 | 7 | 89 | - | Contract price |
| Cost of hotel operation | 23 | 4 | - | - | With reference to market price |
| Rental and service expenses | - | - | - | 2 | Contract price |
| Management fee | - | 6 | - | - | Contract price |
| Other expenses | 16 | 8 | 5 | 4 | With reference to market price |
| Interest expenses | 262 | 210 | 262 | 210 | MLR minus 1.00 percent per annum |
| Purchase of fixed assets | 328 | 323 | - | - | Contract price |

As at 31 December 2019 and 2018, the balances of the accounts between the Group and related parties are as follows:

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--|--------------------------------------|--------|----------------------------------|---------|
| | 2019 | 2018 | 2019 | 2018 |
| Trade and other receivables - related parties (Note 10) | | | | |
| Subsidiaries | - | - | 55,426 | 277,093 |
| Associate | - | 314 | - | - |
| Joint ventures | 3,308 | - | - | - |
| Related companies | 13,927 | 72,387 | 128 | 2,628 |
| Total trade and other receivables - related parties | 17,235 | 72,701 | 55,554 | 279,721 |
| Unbilled receivables - related parties | | | | |
| Associate | - | 360 | - | - |
| Related companies | 144 | 47,625 | 144 | - |
| Total unbilled receivables - related parties | 144 | 47,985 | 144 | - |
| Rental deposit - related party | | | | |
| Subsidiary | - | - | 1,741 | 1,741 |
| Total rental deposit - related party | - | - | 1,741 | 1,741 |

| | (Unit: Thousand Baht) | | | |
|---|-----------------------|--------|----------------------|-------|
| | Consolidated | | Separate | |
| | financial statements | | financial statements | |
| Advance payment for construction - related party | | | | |
| Related company | 96,468 | - | - | - |
| Total advance payment for construction - related party | 96,648 | - | - | - |
| Trade and other payables - related parties (Note 25) | | | | |
| Subsidiaries | - | - | 558 | 363 |
| Associate | - | 14,430 | - | - |
| Joint ventures | 5,990 | 2,408 | - | - |
| Related companies | 49,049 | 22,611 | 918 | 1,406 |
| Total trade and other payables - related parties | 55,039 | 39,449 | 1,476 | 1,769 |
| Rental deposit payables - related party | | | | |
| Related company | 11,394 | 7,775 | - | - |
| Total rental deposit payables - related party | 11,394 | 7,775 | - | - |
| Retention payables - related parties | | | | |
| Related companies | 51,355 | 25,341 | - | - |
| Total retention payables - related parties | 51,355 | 25,341 | - | - |

Loans to related parties and interest receivables and loans from related parties and interest payables

As at 31 December 2019 and 2018, the balances of loans to and interest receivables and loans from and interest payables between the Group and those related parties and the movement are as follows:

| | | (Unit: Thousand Baht) | | | |
|--|---------------|---|--------------------------------|--------------------------------|--------------------------------------|
| | | Consolidated financial statements | | | |
| Long-term loans to related parties and interest receivables | Related by | Balance as at 31 December 2018 | Increase during the year | Decrease during the year | Balance as at 31 December 2019 |
| | | | | | |
| MHG NPark Development Company Limited | Associate | 50,415 | 1,242 | (31,573) | 20,084 |
| BTS Sansiri Holding Two Limited | Joint venture | 175,350 | 28,575 | (6,926) | 196,999 |
| BTS Sansiri Holding Three Limited | Joint venture | 198,917 | 107,923 | (50,665) | 256,175 |
| BTS Sansiri Holding Four Limited | Joint venture | 29,137 | 264,248 | (100,579) | 192,806 |
| BTS Sansiri Holding Five Limited | Joint venture | 64,799 | 10,498 | (2,548) | 72,749 |
| BTS Sansiri Holding Six Limited | Joint venture | 83,543 | 722,175 | (4,761) | 800,957 |
| BTS Sansiri Holding Seven Limited | Joint venture | 196,319 | 1,855 | (198,174) | - |
| BTS Sansiri Holding Eight Limited | Joint venture | 180,854 | 1,329 | (182,183) | - |
| BTS Sansiri Holding Nine Limited | Joint venture | 214,348 | 1,856 | (216,204) | - |
| Nuvo Line Agency Company Limited | Joint venture | 415,427 | 268,765 | (147,197) | 536,995 |
| BTS Sansiri Holding Eleven Limited | Joint venture | 408,664 | 243,083 | (77,354) | 574,393 |
| BTS Sansiri Holding Twelve Limited | Joint venture | 732,189 | 132,169 | (351,007) | 513,351 |
| BTS Sansiri Holding Thirteen Limited | Joint venture | 597,715 | 130,032 | (183,780) | 543,967 |
| BTS Sansiri Holding Fourteen Limited | Joint venture | 51,083 | 172,217 | (82,203) | 141,097 |
| BTS Sansiri Holding Fifteen Limited | Joint venture | 488,949 | 69,943 | (18,705) | 540,187 |

(Unit: Thousand Baht)

Consolidated financial statements

| | | Balance | | | |
|--|---------------|-----------|-----------|-------------|---------------|
| | | as at 31 | Increase | Decrease | Balance as at |
| | | December | during | during | 31 December |
| Long-term loans to related parties | Related by | 2018 | the year | the year | 2019 |
| and interest receivables | | | | | |
| BTS Sansiri Holding Sixteen Limited | Joint venture | 443,560 | 43,174 | (215,990) | 270,744 |
| BTS Sansiri Holding Seventeen Limited | Joint venture | 35,437 | 1,778 | (3,383) | 33,832 |
| BTS Sansiri Holding Nineteen Limited | Joint venture | 259,194 | 116,516 | (61,358) | 314,352 |
| BTS Sansiri Holding Twenty Limited | Joint venture | 106,158 | 125,173 | (59,381) | 171,950 |
| BTS Sansiri Holding Twenty One Limited | Joint venture | 431,228 | 50,541 | (16,326) | 465,443 |
| BTS Sansiri Holding Twenty Two Limited | Joint venture | 295,042 | 122,255 | (155,117) | 262,180 |
| BTS Sansiri Holding Twenty Three Limited | Joint venture | 43,035 | 77,522 | (6,478) | 114,079 |
| BTS Sansiri Holding Twenty Four Limited | Joint venture | 70,161 | 106,621 | (90,338) | 86,444 |
| BTS Sansiri Holding Twenty Five Limited | Joint venture | 80,196 | 14,327 | (2,254) | 92,269 |
| Siripat Three Company Limited | Joint venture | 127,811 | 71,879 | (52,527) | 147,163 |
| Keystone Management Company Limited | Joint venture | 126,271 | 49,874 | - | 176,145 |
| Total | | 5,905,802 | 2,935,570 | (2,317,011) | 6,524,361 |

(Unit: Thousand Baht)

Separate financial statements

| | | Balance as at | Increase | Decrease | Unrealised | Balance as at |
|---|------------|---------------|----------|----------|---------------|---------------|
| | | 31 December | during | during | loss on | 31 December |
| Long-term loans to related parties | Related by | 2018 | the year | the year | exchange rate | 2019 |
| and interest receivables | | | | | | |
| Park Opera Company Limited | Subsidiary | 232,803 | 200 | - | - | 233,003 |
| Natural Real Estate Company Limited | Subsidiary | 3,470 | 298 | - | - | 3,768 |
| Natural Park Ville Company Limited | Subsidiary | 79,000 | - | - | - | 79,000 |
| Richee Property Management Company Limited | Subsidiary | 15,915 | 220 | - | - | 16,135 |
| Park Gourmet Company Limited | Subsidiary | 1,270 | 247 | - | - | 1,517 |
| Khon Kaen Buri Company Limited | Subsidiary | 1,576,992 | 35,227 | - | - | 1,612,219 |
| The Joint Venture of U City Public Company Limited, Amanresorts Services Limited and Silverlink Resorts Limited (formerly known as "Silverlink Holdings Limited") | Subsidiary | 640,855 | 131,404 | - | - | 772,259 |
| N Park Global Holding Company Limited | Subsidiary | 754,052 | 16,927 | - | - | 770,979 |
| Kamkoong Property Company Limited | Subsidiary | 743,582 | 542,262 | - | - | 1,285,844 |
| Boonbaramee Metta Property Company Limited ^(*) | Subsidiary | - | 31,323 | (31,323) | - | - |
| Project Green Company Limited | Subsidiary | 1,088,997 | 25,186 | - | - | 1,114,183 |
| Muangthong Assets Company Limited | Subsidiary | 834,064 | 44,998 | (59,445) | - | 819,617 |

(Unit: Thousand Baht)

| Long-term loans to related parties and interest receivables | | Separate financial statements | | | | |
|---|---------------|--------------------------------|--------------------------|--------------------------|----------------------------------|--------------------------------|
| | | Balance as at 31 December 2018 | Increase during the year | Decrease during the year | Unrealised loss on exchange rate | Balance as at 31 December 2019 |
| | Related by | | | | | |
| Thana City Golf & Sports Club Company Limited | Subsidiary | 129,163 | 61,478 | (101,971) | - | 88,670 |
| Nine Square Property Company Limited | Subsidiary | 311,921 | 19,334 | - | - | 331,255 |
| Tanayong Food and Beverage Company Limited | Subsidiary | 289,134 | 13,265 | (106,592) | - | 195,807 |
| BTS Land Company Limited | Subsidiary | 279,960 | 19,843 | - | - | 299,803 |
| Mak8 Company Limited | Subsidiary | 305,804 | 16,491 | - | - | 322,295 |
| Siam Paging and Communication Company Limited | Subsidiary | 44,671 | 2,582 | - | - | 47,253 |
| Tanayong Hong Kong Limited | Subsidiary | 4,696 | 330 | - | - | 5,026 |
| Tanayong Property Management Company Limited | Subsidiary | 6,512 | 125 | (6,637) | - | - |
| PrannaKiri Assets Company Limited | Subsidiary | 1,437,482 | 389,921 | (323,783) | - | 1,503,620 |
| Lombard Estate Holdings Limited | Subsidiary | 463,392 | 13,174 | - | (35,193) | 441,373 |
| Vienna House Capital GmbH | Subsidiary | 5,363,546 | 775,387 | (232,683) | (509,418) | 5,396,832 |
| MHG NPark Development Company Limited | Associate | 50,415 | 1,242 | (31,573) | - | 20,084 |
| BTS Sansiri Holding Two Limited | Joint venture | 175,350 | 28,575 | (6,926) | - | 196,999 |
| BTS Sansiri Holding Three Limited | Joint venture | 198,917 | 107,923 | (50,665) | - | 256,175 |
| BTS Sansiri Holding Four Limited | Joint venture | 29,137 | 264,248 | (100,579) | - | 192,806 |
| BTS Sansiri Holding Five Limited | Joint venture | 64,799 | 10,498 | (2,548) | - | 72,749 |
| BTS Sansiri Holding Six Limited | Joint venture | 83,543 | 722,175 | (4,761) | - | 800,957 |
| BTS Sansiri Holding Seven Limited | Joint venture | 196,319 | 1,855 | (198,174) | - | - |
| BTS Sansiri Holding Eight Limited | Joint venture | 180,854 | 1,329 | (182,183) | - | - |
| BTS Sansiri Holding Nine Limited | Joint venture | 214,348 | 1,856 | (216,204) | - | - |
| Nuvo Line Agency Company Limited | Joint venture | 415,427 | 268,765 | (147,197) | - | 536,995 |
| BTS Sansiri Holding Eleven Limited | Joint venture | 408,664 | 243,083 | (77,354) | - | 574,393 |
| BTS Sansiri Holding Twelve Limited | Joint venture | 732,189 | 132,169 | (351,007) | - | 513,351 |
| BTS Sansiri Holding Thirteen Limited | Joint venture | 597,715 | 130,032 | (183,780) | - | 543,967 |
| BTS Sansiri Holding Fourteen Limited | Joint venture | 51,083 | 172,217 | (82,203) | - | 141,097 |
| BTS Sansiri Holding Fifteen Limited | Joint venture | 488,949 | 69,943 | (18,705) | - | 540,187 |
| BTS Sansiri Holding Sixteen Limited | Joint venture | 443,560 | 43,174 | (215,990) | - | 270,744 |
| BTS Sansiri Holding Seventeen Limited | Joint venture | 35,437 | 1,778 | (3,383) | - | 33,832 |

(Unit: Thousand Baht)

| Long-term loans to related parties and interest receivables | | Separate financial statements | | | | |
|---|---------------|--------------------------------|--------------------------|--------------------------|----------------------------------|--------------------------------|
| | | Balance as at 31 December 2018 | Increase during the year | Decrease during the year | Unrealised loss on exchange rate | Balance as at 31 December 2019 |
| BTS Sansiri Holding Nineteen Limited | Joint venture | 259,194 | 116,516 | (61,358) | - | 314,352 |
| BTS Sansiri Holding Twenty Limited | Joint venture | 106,158 | 125,173 | (59,381) | - | 171,950 |
| BTS Sansiri Holding Twenty One Limited | Joint venture | 431,228 | 50,541 | (16,326) | - | 465,443 |
| BTS Sansiri Holding Twenty Two Limited | Joint venture | 295,042 | 122,255 | (155,117) | - | 262,180 |
| BTS Sansiri Holding Twenty Three Limited | Joint venture | 43,035 | 77,522 | (6,478) | - | 114,079 |
| BTS Sansiri Holding Twenty Four Limited | Joint venture | 70,161 | 106,621 | (90,338) | - | 86,444 |
| BTS Sansiri Holding Twenty Five Limited | Joint venture | 80,196 | 14,327 | (2,254) | - | 92,269 |
| Siripat Three Company Limited | Joint venture | 127,811 | 71,879 | (52,527) | - | 147,163 |
| Keystone Management Company Limited | Joint venture | 126,271 | 49,873 | - | - | 176,144 |
| | | 20,513,083 | 5,075,791 | (3,179,445) | (544,611) | 21,864,818 |
| Less: Allowance for doubtful debts | | (1,292,169) | (965) | - | - | (1,293,134) |
| Total | | 19,220,914 | 5,074,826 | (3,179,445) | (544,611) | 20,571,684 |

⁽¹⁾ Assets classified as held for sale

The Group has pledged its right to receive loans payment from related parties to secure long-term loans from financial institutions as discussed in Note 27 to the financial statements.

(Unit: Thousand Baht)

| Long-term loans from related party and interest payables | Related by | Consolidated financial statements | | | |
|---|--------------------|-----------------------------------|-----------------------------|-----------------------------|-----------------------------------|
| | | Balance as at 31 December 2018 | Increase during the year | Decrease during the year | Balance as at 31 December 2019 |
| BTS Group Holdings Public Company Limited | Related company | 5,026,891 | 262,004 | (263,519) | 5,025,376 |
| Less: Current portion | | - | | | - |
| Long-term loans from related party and interest payables - net of current portion | | 5,026,891 | | | 5,025,376 |

(Unit: Thousand Baht)

| Long-term loans from related parties and interest payables | Related by | Separate financial statements | | | | |
|---|--------------------|--------------------------------------|-----------------------------|-----------------------------|--|--------------------------------------|
| | | Balance as at 31 December 2018 | Increase during the year | Decrease during the year | Unrealised gain from exchange rate | Balance as at 31 December 2019 |
| Vienna House Hotelmanagement GmbH (formerly known as "Vienna International Hotelmanagement AG") | Subsidiary | - | 2,469,860 | (67,694) | (146,864) | 2,255,302 |
| BTS Group Holdings Public Company Limited | Related company | 5,026,891 | 262,004 | (263,519) | - | 5,025,376 |
| Total | | 5,026,891 | 2,731,864 | (331,213) | (146,864) | 7,280,678 |
| Less: Current portion | | - | | | | (2,255,302) |
| Long-term loans from related party and interest payables - net of current portion | | 5,026,891 | | | | 5,025,376 |

Directors' and managements' benefits

During the year ended 31 December 2019 and 2018, the Group had employee benefit expenses payable to their directors and managements as below.

(Unit: Thousand Baht)

| | Consolidated and separate financial statements | |
|------------------------------|---|--------------------|
| | <u>2019</u> | <u>2018</u> |
| Short-term employee benefits | 41,455 | 42,521 |
| Post-employment benefits | 11,789 | 7,059 |
| Total | 53,244 | 49,580 |

Guarantee obligations with related parties

The Company has outstanding guarantee obligations with its related parties, as described in Note 37.3 b) to the financial statements.

8. Cash and cash equivalents

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|---------------|--|--------------------|--|--------------------|
| | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> |
| Cash | 11,194 | 13,297 | 206 | 191 |
| Bank deposits | 2,755,847 | 2,783,508 | 1,441,390 | 1,154,482 |
| Total | 2,767,041 | 2,796,805 | 1,441,596 | 1,154,673 |

As at 31 December 2019, bank deposits in saving accounts carried interests between 0.00 and 1.40 percent per annum (2018: 0.00 and 0.63 percent per annum) (The Company only: 0.50 and 1.00 percent per annum, 2018: 0.50 and 0.63 percent per annum).

9. Current investments

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--|--|--------------------|--|--------------------|
| | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> |
| <u>Fixed deposits</u> | | | | |
| Fixed deposits with maturity date due more than 3 months | 320 | 941 | - | - |
| | 320 | 941 | - | - |
| <u>Investments in available-for-sale securities</u> | | | | |
| Mutual fund - cost | 100,000 | 1,533,448 | - | 1,422,698 |
| Add: Surplus on changes in value of investments | 1,770 | 8,173 | - | 5,918 |
| Fair value | 101,770 | 1,541,621 | - | 1,428,616 |
| Total current investments | 102,090 | 1,542,562 | - | 1,428,616 |

As at 31 December 2019, bank deposits in current investments accounts carried interests of 0.01 percent per annum (2018: 0.01 and 1.25 percent per annum)

10. Trade and other receivables

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--|--------------------------------------|-------------|----------------------------------|-------------|
| | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> |
| <u>Trade receivables - related parties (Note 7)</u> | | | | |
| Aged on the basis of due dates | | | | |
| Not yet due | 13,388 | 10,436 | - | - |
| Past due | | | | |
| Up to 3 months | 460 | 26,743 | - | - |
| 3 - 6 month | - | 25,325 | - | - |
| 6 - 12 month | - | 5,374 | - | - |
| Over 12 months | 74,606 | 74,606 | 73,008 | 73,008 |
| Total | 88,454 | 142,484 | 73,008 | 73,008 |
| Less: Allowance for doubtful debts | (74,478) | (74,478) | (72,880) | (72,880) |
| Total trade receivables - related parties, net | 13,976 | 68,006 | 128 | 128 |
| <u>Trade receivables - unrelated parties</u> | | | | |
| Aged on the basis of due dates | | | | |
| Not yet due | 299,191 | 231,191 | - | - |
| Past due | | | | |
| Up to 3 months | 167,580 | 174,106 | - | - |
| 3 - 6 months | 20,642 | 42,226 | - | - |
| 6 - 12 months | 21,920 | 4,496 | - | - |
| Over 12 months | 56,454 | 68,424 | 19,894 | 19,894 |
| Total | 565,787 | 520,443 | 19,894 | 19,894 |
| Less: Allowance for doubtful debts | (45,518) | (48,685) | (19,518) | (19,518) |
| Total trade receivables - unrelated parties, net | 520,269 | 471,758 | 376 | 376 |
| Total trade receivables - net | 534,245 | 539,764 | 504 | 504 |
| <u>Other receivables</u> | | | | |
| Other receivables - related parties (Note 7) | 3,259 | 4,695 | 55,426 | 279,593 |
| Other receivables - unrelated parties | 216,579 | 285,650 | 560 | 564 |
| Advances | - | 170 | - | 150 |
| Interest receivables | 515 | 611 | 161 | 292 |
| Dividend receivables | 6,000 | - | - | - |
| Total other receivables | 226,353 | 291,126 | 56,147 | 280,599 |
| Total trade and other receivables - net | 760,598 | 830,890 | 56,651 | 281,103 |

11. Receivable from sales of investments in subsidiaries

Receivable from sales of investments in subsidiaries and the present value of receivable as at 31 December 2019 are as follows:

(Unit: Thousand Baht)

| | Consolidated and separate financial statements | | | |
|---|--|-------------|-----------------------------|-------------|
| | Receivable from sales of investments in subsidiaries | | Present value of receivable | |
| | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> |
| Due within one year | 1,117,000 | - | 1,077,694 | - |
| Due in one up to three years | 2,020,000 | 117,000 | 1,812,577 | 110,798 |
| Total | 3,137,000 | 117,000 | 2,890,271 | 110,798 |
| Less: Financial income awaiting recognition | (246,729) | (6,202) | | |
| Present value of receivable | 2,890,271 | 110,798 | | |

Receivable from sales of investments in subsidiaries amounting to Baht 2,775 million are secured by the pledge some of ordinary shares of Mo Chit Land Company Limited to the Company.

12. Real estate projects under development

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--|-----------------------------------|-------------|-------------------------------|-------------|
| | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> |
| Land | 790,000 | 790,000 | 100,000 | 100,000 |
| Less: Allowance for impairment of land | (3,743) | (3,743) | (2,823) | (2,823) |
| | 786,257 | 786,257 | 97,177 | 97,177 |
| Land development cost | 1,169 | 1,169 | 1,169 | 1,169 |
| Construction cost | 193,943 | 193,943 | 193,943 | 193,943 |
| Others | 10,311 | 10,311 | 10,311 | 10,311 |
| Real estate projects under development - net | 991,680 | 991,680 | 302,600 | 302,600 |

The Group has mortgaged land and constructions thereon amounting to Baht 689 million (2018: Baht 689 million (The Company only: Nil, 2018: Nil)) as collateral against long-term loans from financial institutions as discussed in Note 27 to the financial statements.

13. Restricted deposits

As at 31 December 2019, bank deposits in Restricted deposits accounts carried interests between 0.01 and 1.45 percent per annum (2018: 0.01 and 1.25 percent per annum).

The Group has pledged some of its deposits at financial institutions to secure long-term loans from financial institutions and the issue of bank guarantees, as discussed in Note 27 and Note 37.3 to the financial statements, respectively.

14. Investments in subsidiaries

Details of investments in subsidiaries as presented in separate financial statements are as follows:

(Unit: Thousand Baht)

| Company's name | Paid-up capital | | Shareholding percentage | | Cost method | |
|---|-----------------|-----------|-------------------------|-------------------|-------------|-----------|
| | 2019 | 2018 | 2019 (Percent) | 2018 (Percent) | 2019 | 2018 |
| Park Opera Company Limited | 22,555 | 22,555 | 100.0 | 100.0 | 22,555 | 22,555 |
| Natural Real Estate Company Limited | 33,000 | 33,000 | 100.0 | 100.0 | 33,000 | 33,000 |
| Natural Park Ville Company Limited | 43,000 | 43,000 | 100.0 | 100.0 | 243,340 | 243,340 |
| Richee Property Management Company Limited | 1,000 | 1,000 | 99.9 | 99.9 | 999 | 999 |
| Natural Hotel Sukhumvit Company Limited | 41,353 | 41,353 | 64.9 | 64.9 | 26,841 | 26,841 |
| Park Gourmet Company Limited | 25,000 | 25,000 | 100.0 | 100.0 | 25,000 | 25,000 |
| Natural Hotel Panwa Company Limited | 143,000 | 143,000 | 100.0 | 100.0 | 143,000 | 143,000 |
| Khon Kaen Buri Company Limited | 800,000 | 800,000 | 100.0 | 100.0 | 800,000 | 800,000 |
| The Joint Venture of U City Public Company Limited, Amanresorts Services Limited and Silverlink Resorts Limited (formerly known as "Silverlink Holdings Limited") | - | - | - | - | - | - |
| N Park Global Holding Company Limited | 1,000 | 1,000 | 100.0 | 100.0 | 1,000 | 1,000 |
| Boonbaramee Metta Property Company Limited ⁽⁷⁾ | 700,000 | 700,000 | 100.0 | 100.0 | - | 290,000 |
| Mo Chit Land Company Limited ⁽⁷⁾ | 805,238 | 805,238 | 100.0 | 100.0 | - | 2,277,527 |
| Kamkoong Property Company Limited | 1,100,000 | 1,100,000 | 100.0 | 100.0 | 2,705,848 | 2,705,848 |
| Project Green Company Limited | 100,000 | 100,000 | 100.0 | 100.0 | 100,000 | 100,000 |
| Lombard Estate Holdings Limited (GBP 77 million and EUR 27 million paid-up capital) | 4,567,149 | 4,567,149 | 100.0 | 100.0 | 4,567,470 | 4,567,470 |
| Muangthong Assets Company Limited | 125,000 | 125,000 | 100.0 | 100.0 | 84,816 | 84,816 |
| UNISON One Company Limited | 340,000 | 340,000 | 100.0 | 100.0 | 843,600 | 843,600 |
| Thana City Golf & Sports Club Company Limited | 20,000 | 20,000 | 100.0 | 100.0 | - | - |
| Tanayong Property Management Company Limited | 1,000 | 1,000 | 100.0 | 100.0 | - | - |
| PrannaKiri Assets Company Limited | 311,000 | 311,000 | 100.0 | 100.0 | 481,149 | 481,149 |
| Siam Paging and Communication Company Limited | 5,000 | 5,000 | 100.0 | 100.0 | 6,744 | 6,744 |

(Unit: Thousand Baht)

| Company's name | Paid-up capital | | Shareholding percentage | | Cost method | |
|--|-----------------|-----------|-------------------------|-------------------|-------------|-------------|
| | 2019 | 2018 | 2019 (Percent) | 2018 (Percent) | 2019 | 2018 |
| Tanayong Food and Beverage Company Limited | 1,000 | 1,000 | 100.0 | 100.0 | - | - |
| BTS Land Company Limited | 10,000 | 10,000 | 100.0 | 100.0 | - | - |
| Nine Square Property Company Limited | 10,000 | 10,000 | 100.0 | 100.0 | 30,425 | 30,425 |
| Mak8 Company Limited | 151,000 | 151,000 | 100.0 | 100.0 | 166,073 | 166,073 |
| Ratburana Property Company Limited | 10,000 | 10,000 | 100.0 | 100.0 | - | - |
| Tanayong Hong Kong Limited (HKD 10,000 paid-up capital) | 40 | 40 | 100.0 | 100.0 | 40 | 40 |
| EGS Assets Company Limited | 2,200,000 | 2,200,000 | 100.0 | 100.0 | 4,535,707 | 4,535,707 |
| U Global Hospitality Company Limited | 300,000 | 300,000 | 100.0 | 100.0 | 300,000 | 300,000 |
| Vienna International Asset GmbH (EUR 25,000 paid-up capital) | 884 | - | 94.9 | - | 1,661,005 | - |
| U Global Hospitality Holding (Hong Kong) Limited (HKD 1,610,000 paid-up capital) | 6,242 | - | 100.0 | - | 6,242 | - |
| Total | | | | | 16,784,854 | 17,685,134 |
| Less: Provision for loss on diminution in value | | | | | (1,294,750) | (1,344,421) |
| Net | | | | | 15,490,104 | 16,340,713 |

(⁽¹⁾) Assets classified as held for sale

(^(*)) Disposed during the year

Dividend received from subsidiaries were as follows:

(Unit: Thousand Baht)

| Company's name | Separate financial statements | |
|--|-------------------------------|--------|
| | 2019 | 2018 |
| Lombard Estate Holdings Limited | 60,235 | 46,615 |
| UNISON One Company Limited | 28,220 | - |
| Tanayong Property Management Company Limited | 8,000 | - |
| EGS Assets Company Limited | 37,400 | - |
| Total | 133,855 | 46,615 |

14.1 Subsidiaries directly owned by the Company

14.1.1 Entire business transfer of Unicorn Enterprise Company Limited ("UE")

On 4 January 2018, the Extraordinary General Meeting of Shareholders of the Company passed resolutions to approve the entire business transfer of UE, a subsidiary of BTS Group Holdings Public Company Limited ("BTSG"), and payment of a consideration for the entire business transfer to UE by issuing new preference shares and warrants to purchase the Company's ordinary shares to UE (private placement) and accepting the assignment of all of UE's loans owed to BTSG, together with interest thereon. The Company paid the consideration for such entire business transfer and has included the financial statements of such business in the consolidated financial statements as from 16 March 2018 onwards.

Based on the assessment, the management of the Company believes that the business acquisitions of subsidiaries group 1, subsidiaries group 2 and joint ventures group 1 were business combinations because the assets acquired and liabilities assumed constitute businesses, as defined in TFRS3 (revised 2018) Business Combinations.

Details of the business combinations are as follows:

| Company's name | Nature of business | Country of incorporation | Capital contribution (Million Baht) | Percentage of shareholding | Purchase Price (Thousand Baht) |
|---|----------------------|--------------------------|--|----------------------------|-----------------------------------|
| <u>Subsidiaries group 1</u> | | | | | |
| UNISON One Company Limited | Office rental | Thailand | 340 | 100.0 | 843,600 |
| Thana City Golf & Sports Club Company Limited | Property management | Thailand | 20 | 100.0 | 3,781 |
| | | | | | 847,381 |
| <u>Subsidiaries group 2</u> | | | | | |
| Muangthong Assets Company Limited | Hotel operation | Thailand | 125 | 100.0 | 871,756 |
| Tanayong Property Management Company Limited | Property management | Thailand | 1 | 100.0 | - |
| | | | | | 871,756 |
| <u>Joint ventures group 1</u> | | | | | |
| Absolute Hotel Services Company Limited | Hotel management | Thailand | 25 | 50.0 | 244,710 |
| BTS Sansiri Holding One Limited | Property development | Thailand | 100 | 50.0 | 564,644 |
| BTS Sansiri Holding Seven Limited | Property development | Thailand | 100 | 50.0 | 340,942 |
| BTS Sansiri Holding Eight Limited | Property development | Thailand | 100 | 50.0 | 290,851 |
| BTS Sansiri Holding Nine Limited | Property development | Thailand | 100 | 50.0 | 190,958 |
| | | | | | 1,632,105 |

The Company has had the fair value of the identifiable assets acquired and liabilities assumed assessed as at the acquisition date, which was 16 March 2018. This fair value measurement was completed during the first quarter of 2019. Within the measurement period, the Company received additional information about the fair value of the assets and liabilities and so has restated the consolidated statements of financial position as at 31 December 2018, the consolidated statements of comprehensive income and the related consolidated statements of changes in shareholders' equity for year then ended, presented herein as comparative information.

Details of the acquisition are as follows:

Transaction of subsidiaries group 1

| | (Unit: Thousand Baht) |
|---------------------|-----------------------|
| Acquisition cost | 847,381 |
| Net assets acquired | (800,596) |
| Goodwill | 46,785 |

The fair value of net assets acquired from subsidiaries group 1 as at 16 March 2018 are as follows:

| | (Unit: Thousand Baht) | |
|---|-----------------------|----------------------------|
| | Fair value | Estimated carrying amounts |
| Assets | | |
| Cash and cash equivalents | 39,696 | 39,696 |
| Current investments | 28,023 | 28,023 |
| Trade and other receivables | 11,459 | 11,459 |
| Unbilled receivables | 5,438 | 5,438 |
| Other current assets | 3,187 | 3,187 |
| Investment properties | 889,014 | 889,014 |
| Property, plant and equipment | 1,086 | 1,086 |
| Deferred tax assets | 557 | 557 |
| Other non-current assets | 1,495 | 1,495 |
| Total assets | 979,955 | 979,955 |
| Liabilities | | |
| Trade and other payables | 15,758 | 15,758 |
| Deposits and advances received | 4,360 | 4,360 |
| Income tax payable | 1,998 | 1,998 |
| Other current liabilities | 21,378 | 21,378 |
| Provision for long-term employee benefits | 21,519 | 21,519 |
| Deferred tax liabilities | 111,563 | 111,563 |
| Other non-current liabilities | 2,783 | 2,783 |
| Total liabilities | 179,359 | 179,359 |
| Net assets | 800,596 | 800,596 |

Transaction of subsidiaries group 2

| | (Unit: Thousand Baht) |
|---|-----------------------|
| Acquisition cost | 871,756 |
| Net assets acquired | (901,428) |
| Gain on bargain price from business acquisition | (29,672) |

The fair value of net assets acquired from subsidiaries group 2 as at 16 March 2018 are as follows:

| | (Unit: Thousand Baht) | |
|---|-----------------------|----------------------------|
| | Fair value | Estimated carrying amounts |
| Assets | | |
| Cash and cash equivalents | 89,932 | 89,932 |
| Trade and other receivables | 19,573 | 19,573 |
| Inventories | 2,691 | 2,691 |
| Other current assets | 786 | 786 |
| Restricted deposits | 1,080 | 1,080 |
| Land and project awaiting development | 18,978 | 18,978 |
| Property, plant and equipment | 338,022 | 338,022 |
| Leasehold rights | 526,773 | 526,773 |
| Intangible assets | 978 | 978 |
| Deferred tax assets | 9,248 | 9,248 |
| Other non-current assets | 2,271 | 2,271 |
| Total assets | 1,010,332 | 1,010,332 |
| Liabilities | | |
| Trade and other payables | 45,502 | 45,502 |
| Other current liabilities | 26,748 | 26,748 |
| Provision for long-term employee benefits | 22,431 | 22,431 |
| Deferred tax liabilities | 14,223 | 14,223 |
| Total liabilities | 108,904 | 108,904 |
| Net assets | 901,428 | 901,428 |

The carrying amounts of the acquired net assets of the subsidiaries group 2 exceeded the acquisition cost resulting in bargain purchase gain, which was presented in the consolidated statement of comprehensive income. The Company has already performed a revaluation of the assets acquired and liabilities assumed in order to confirm the correctness of their values.

Transaction of joint ventures group 1

| | (Unit: Thousand Baht) |
|--|-----------------------|
| Acquisition cost of joint ventures group 1 | 1,632,105 |
| Share of net assets acquired | (1,206,375) |
| Goodwill | 425,730 |

The fair value of net assets acquired from joint ventures group 1 as at 16 March 2018 are as follows:

| | (Unit: Thousand Baht) | |
|---|-----------------------|----------------------------|
| | Fair value | Estimated carrying amounts |
| Assets | | |
| Cash and cash equivalents | 561,346 | 561,346 |
| Trade and other receivables | 137,350 | 137,350 |
| Real estate projects under development | 6,140,998 | 6,140,998 |
| Other current assets | 7,164 | 7,164 |
| Investments in subsidiaries | 33,956 | 33,956 |
| Property, plant and equipment | 321 | 321 |
| Intangible assets | 213,688 | 213,688 |
| Deferred tax assets | 161,872 | 161,872 |
| Other non-current assets | 2,770 | 2,770 |
| Total assets | 7,259,465 | 7,259,465 |
| Liabilities | | |
| Trade and other payables | 254,194 | 254,194 |
| Short-term loans | 4,500 | 4,500 |
| Deposits and advances received | 1,726,627 | 1,726,627 |
| Income tax payable | 64,680 | 64,680 |
| Other current liabilities | 34,216 | 34,216 |
| Long-term loans from financial institutions | 2,603,380 | 2,603,380 |
| Provision for long-term employee benefits | 10,138 | 10,138 |
| Deferred tax liabilities | 148,781 | 148,781 |
| Other non-current liabilities | 200 | 200 |
| Total liabilities | 4,846,716 | 4,846,716 |
| Net assets | 2,412,749 | 2,412,749 |
| Shareholding percentage (percent) | 50 | 50 |
| Share of net assets acquired | 1,206,375 | 1,206,375 |

The amounts of adjustments affecting the consolidated statement of financial position as at 31 December 2018 were summarised below.

| | (Unit: Thousand Baht) |
|---|-----------------------|
| Increase (decrease) in consolidated statements of financial position | |
| Investments in joint ventures | (4,173) |
| Goodwill | 46,785 |
| Estimated amount by which the purchase cost exceeds interest in net asset value | (46,785) |
| Deficits | 4,173 |

The adjustments do not affect the consolidated statement of financial position as at 1 January 2018 because the Company assumed control over those companies on 16 March 2018.

The amounts of adjustments affecting the consolidated statements of comprehensive income for the year ended 31 December 2018 were summarised below.

(Unit: Thousand Baht)

Decrease in consolidated statements of comprehensive income

| | |
|--|------------|
| Share of profit from investments in joint ventures | (4,173) |
| Profit for the period | (4,173) |
| Total comprehensive income for the period | (4,173) |
| Basic earnings per share (Baht) | (0.000743) |

On 28 December 2018, U Global Hospitality Company Limited acquired ordinary shares of Absolute Hotel Services Company Limited from the Company.

14.1.2 Boonbaramee Metta Property Company Limited (“Boonbaramee”)

On 11 February 2019, the Company entered into an agreement to buy and to sell its investment in Boonbaramee and its subsidiaries with an unrelated company at a price higher than the carrying amount of the investment in Boonbaramee and its subsidiaries presented in the separate financial statements, and the net assets of Boonbaramee presented in the consolidated financial statements. The Company received Baht 51 million as a deposit. The net assets included liabilities of Boonbaramee and its subsidiaries, and the unrelated company agreed to be responsible in respect of all contingent liabilities of Boonbaramee and its subsidiaries.

To comply with the requirements of TFRS 5 (revised 2018) Non-current Assets Held for Sale and Discontinued Operations, the Company separately presented the assets and liabilities relating to Boonbaramee and its subsidiaries under the caption of “Assets held for sale” and “Liabilities directly associated with assets held for sale” in the statement of financial position as at 31 December 2019. The operating results of Boonbaramee and its subsidiaries were separately present under “Profit (loss) from discontinued operation for the year” in the consolidated profit or loss for year ended presented for comparative purposes.

Details of assets and liabilities relating to Boonbaramee and its subsidiaries as at 31 December 2019 are as follow:

(Unit: Thousand Baht)

| | Consolidated financial statements | Separate financial statements |
|--|--|--|
| Assets | | |
| Cash and cash equivalents | 74,828 | - |
| Trade and other receivables | 98,009 | - |
| Inventories | 5,962 | - |
| Other current assets | 4,106 | - |
| Restricted deposits | 1,003 | - |
| Long-term loans to related parties and interest receivables | - | 31,323 |
| Investments in subsidiaries | - | 240,000 |
| Property, plant and equipment | 1,277,767 | - |
| Intangible assets | 2,177 | - |
| Goodwill | 174,024 | - |
| Other non-current assets | 1,193 | - |
| Assets held for sale | 1,639,069 | 271,323 |
| Liabilities | | |
| Trade and other payables | 68,492 | - |
| Liabilities under debt restructuring agreements | 1,107,063 | - |
| Liabilities under finance lease agreements | 920 | - |
| Deposits and advances received | 19,554 | - |
| Other current liabilities | 78,367 | - |
| Provision for long-term employee benefits | 7,541 | - |
| Deferred tax liabilities | 128,229 | - |
| Liabilities directly associated with assets held for sale | 1,410,166 | - |

The operating results for the years ended 31 December 2019 and 2018 are as follows:

(Unit: Thousand Baht)

| | For the year end-ed 31 December | | | |
|---|-----------------------------------|----------------|-------------------------------|-----------------|
| | Consolidated financial statements | | Separate financial statements | |
| | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> |
| Revenues | | | | |
| Revenue from hotel operation | 347,684 | 363,311 | - | - |
| Interest income | 227 | 186 | 323 | 29 |
| Gain on sales of assets | 288 | - | - | - |
| Other income | - | 156 | - | - |
| Total revenues | 348,199 | 363,653 | 323 | 29 |
| Expenses | | | | |
| Cost of hotel operation | 107,066 | 107,476 | - | - |
| Selling and servicing expenses | 43,539 | 45,409 | - | - |
| Administrative expenses | 89,764 | 91,674 | - | - |
| Depreciation and amortisation | 4,261 | 37,931 | - | - |
| Loss on impairment of investments in subsidiaries | - | - | - | 11,763 |
| Finance cost | 77,854 | 74,971 | - | - |
| Income tax | 51 | 399 | - | - |
| Total expenses | 322,535 | 357,860 | - | 11,763 |
| Profit (loss) from discontinued operation for the year | 25,664 | 5,793 | 323 | (11,734) |

Some of the ordinary shares of Boonbaramree and its subsidiaries have been pledged with a financial institution to secure liabilities under debt restructuring agreements, as discussed in Note 26 to the financial statements.

14.1.3 Mo Chit Land Company Limited ("MCL")

On 10 April 2019, the Company entered into an agreement to buy and to sell of all ordinary shares of MCL with an unrelated company. The Company transferred all of the ordinary shares held in MCL to that unrelated company on 1 November 2019 for a total consideration of Baht 4,320 million, with a cash payment of Baht 1,300 million paid on the share transfer date and the remainder of price to be paid in installments within 1 November 2022, in accordance with the conditions stipulated in the agreement. The balance amount is shown, net of financial income awaiting recognition, under the caption of "Receivable from sales of investments in subsidiaries" in the statement of financial position. The buyer has pledged some of ordinary shares of MCL as security for this debt, as described in Note 11 to the financial statements. The Company has excluded the financial statements of the subsidiary from the consolidated financial statements since 1 November 2019.

Details of sales of investments in subsidiary as at 1 November 2019 are as follows:

| | (Unit: Thousand Baht) | |
|---|--|--|
| | Consolidated financial statements | Separate financial statements |
| Cash received from sales of investments in subsidiary | 1,300,000 | 1,300,000 |
| Present value of receivable | 2,753,456 | 2,753,456 |
| Less: Net assets/net investments cost of MCL | (2,494,416) | (2,277,527) |
| Gain on sales of investments in subsidiary | 1,559,040 | 1,775,929 |

Details of assets and liabilities relating to MCL as at 1 November 2019 are as follows:

| | (Unit: Thousand Baht) | |
|-------------------------------|--|--|
| | Consolidated financial statements | Separate financial statements |
| Assets | | |
| Cash and cash equivalents | 203,925 | - |
| Trade and other receivables | 3 | - |
| Other current assets | 1,437 | - |
| Investments in subsidiary | - | 2,277,527 |
| Investment properties | 2,968,015 | - |
| Assets held for sale | 3,173,380 | 2,277,527 |
| Liabilities | | |
| Trade and other payables | 1,360 | - |
| Income tax payable | 3,657 | - |
| Other current liabilities | 356 | - |
| Deferred tax liabilities | 399,746 | - |
| Long-term provisions | 271,043 | - |
| Other non-current liabilities | 2,802 | - |
| Total liabilities | 678,964 | - |
| Net assets | 2,494,416 | 2,277,527 |

14.1.4 Lombard Estate Holdings Limited ("LEH")

Ordinary shares of LEH and some of its subsidiaries have been pledged with a financial institution to secure long-term loans from the financial institutions, as discussed in Note 27 to the financial statements.

14.1.5 Vienna International Asset GmbH ("VIA")

On 1 April 2019, the Company acquired investments in VIA from Vienna House Capital GmbH ("VHC") (indirectly held through LEH) at a price stipulated in the share purchase agreement. As a result, the investments in VIA presented in the separate statement of financial position do not reflect the values before the business restructuring under common control. Therefore, the Company adjusted the values of the investments in VIA to amounts equal to the values before the business restructuring under common control and separately presented these under the caption of "Deficit on business combination under common control" in the statement of changes in shareholders' equity for the year ended 31 December 2019.

14.1.6 U Global Hospitality Holding (Hong Kong) Limited ("UGH HK")

On 8 August 2019, the Company established UGH HK in Hong Kong to engage in securities investment business, with a registered capital of HKD 1, of which 100 percent was called-up. The Company holds a 100 percent interest in UGH HK. Subsequently on 27 November 2020, UGH HK increased its registered capital by HKD 1,609,999 (1,609,999 ordinary shares with a par value of HKD 1 each). The Company acquired all newly issued ordinary shares of UGH HK; as a result, the Company holds a 100 percent interest in UGH HK.

14.2 Subsidiaries indirectly owned by the Company

14.2.1 Vienna House Capital GmbH ("VHC") (indirectly held through LEH)

Ordinary shares of subsidiaries of VHC has been pledged with financial institutions to secure long-term loans from financial institutions as discussed in Note 27 to the financial statements.

14.2.2 VHE Wrocław Hotel Sp.z.o.o. ("VHEW") (formerly known as "Glamford Investments Sp.z.o.o.") (indirectly held through LEH)

On 7 January 2019, Vienna House Hotelmanagement GmbH ("VHHM") (formerly known as "Vienna International Hotelmanagement AG") acquired all 100 ordinary shares of VHEW, which is a company incorporated in Poland to engage in hotel operation business, from an unrelated party for an aggregate amount of EUR 2,796. The registered capital and 100 percent called-up share capital of VHEW is PLN 5,000 (100 ordinary shares with a par value of PLN 50).

Base on their assessment, the management of VHHM believes that the investment was an asset acquisition because the assets acquired do not constitute a business, as defined in TFRS 3 (revised 2018) Business Combinations.

14.2.3 Vienna House Germany II GmbH ("VHG II") (formerly known as "DracMhenfelssee 1078. VV GmbH") (indirectly held through LEH)

On 21 January 2019, VHHM acquired all 25,000 ordinary shares of VHG II, a company incorporated in Germany to engage in securities investment business, from an unrelated party for an aggregate amount of EUR 28,600. The registered and 100 percent called-up share capital of VHG II is EUR 25,000 (25,000 ordinary shares with a par value of EUR 1).

Base on their assessment, the management of VHHM believes that investment was an asset acquisition because the assets acquired do not constitute a business, as defined in TFRS 3 (revised 2018) Business Combinations.

On 30 April 2019, VHG II entered into the Share Sale and Purchase Agreement of 12 companies in Germany and Switzerland with an unrelated party for an aggregate amount of EUR 23 million. In this regard, VHG II had paid the full amount and received the transfer of ordinary shares in the acquired entities in July 2019. VHG II has had control over such entities and included those entities' operating results in the consolidated financial statements as from 1 May 2019 as stipulated in the agreement. Details of the business are as follows:

| Company's name | Nature of business | Country of incorporation | Capital paid | Percentage of shareholding |
|--|--------------------|--------------------------|--------------|----------------------------|
| Vienna House Germany III GmbH (formerly known as "arcona Hotel GmbH") | Hotel operation | Germany | EUR 25,000 | 100.0 |
| Vienna House Stralsund GmbH (formerly known as "arcona Hotel Baltic GmbH") | Hotel operation | Germany | EUR 25,000 | 100.0 |
| Vienna House Rostock GmbH (formerly known as "arcona Hotel Sonne GmbH") | Hotel operation | Germany | EUR 25,000 | 100.0 |
| Vienna House Eisenach GmbH (formerly known as "arcona Hotel Thüringer Hof GmbH") | Hotel operation | Germany | EUR 25,000 | 100.0 |
| Vienna House Leipzig GmbH (formerly known as "arcona Bach 14 GmbH") | Hotel operation | Germany | EUR 25,000 | 100.0 |
| Vienna House Easy München GmbH (formerly known as "arcona Living GmbH") | Hotel operation | Germany | EUR 25,000 | 100.0 |
| Vienna House Parkhotel Braunschweig GmbH (formerly known as "arcona 15. Hotelbetriebsgesellschaft GmbH") | Hotel operation | Germany | EUR 25,000 | 100.0 |
| Vienna House Easy Potsdam GmbH (formerly known as "arcona 12. Hotelbetriebsgesellschaft GmbH") | Hotel operation | Germany | EUR 25,000 | 100.0 |
| Vienna House Baden - Baden GmbH (formerly known as "AH Hotelbetriebsgesellschaft GmbH") | Hotel operation | Germany | EUR 25,000 | 100.0 |
| Vienna House Schaffhausen GmbH (formerly known as "arcona Living Schaffhausen GmbH") | Hotel operation | Switzerland | CHF 50,000 | 100.0 |

| Company's name | Nature of business | Country of incorporation | Capital paid | Percentage of shareholding |
|---|--------------------|--------------------------|--------------|----------------------------|
| Vienna House Easy Bremen GmbH (formerly known as "arcona 21. Hotelbetriebsgesellschaft GmbH") | Hotel operation | Germany | EUR 25,000 | 100.0 |
| Vienna House Germany IV GmbH (formerly known as "arcona 22. Hotelbetriebsgesellschaft GmbH") | Hotel operation | Germany | EUR 25,000 | 100.0 |

Based on their assessment, the management of VHG II believes that the business acquisition was a business combination because the assets acquired and liabilities assumed constitute a business as defined in TFRS3 (revised 2018) Business Combinations.

Details of the acquisition are as follows:

| | (Unit: Thousand EUR) |
|---|----------------------|
| Acquisition cost | 23,399 |
| Compensation for accounts payable transferred and adjustments | (3,020) |
| Total purchase price | 20,379 |
| Estimated carrying amounts of net assets acquired | (8,842) |
| Estimated amount by which the purchase cost exceeds interest in net asset value | 11,537 |

The estimated carrying amounts of net assets acquired from subsidiaries as at 1 May 2019 are as follows:

| | (Unit: Thousand EUR) |
|--|----------------------|
| Assets | |
| Cash and cash equivalents | 1,411 |
| Current investments | 568 |
| Trade and other receivables | 10,761 |
| Inventories | 476 |
| Property, plant and equipment | 3,890 |
| Intangible assets | 18,850 |
| Total assets | 35,956 |
| Liabilities | |
| Trade and other payables | 19,567 |
| Deposits and advances received | 1,772 |
| Income tax payable | 204 |
| Deferred tax liabilities | 5,571 |
| Total liabilities | 27,114 |
| Estimated carrying amounts of net assets acquired | 8,842 |

As at 31 December 2019, VHG II's management was still in the process of determining the fair value of the acquired businesses, and therefore assigned an independent appraiser to assess their fair value. The fair values of assets acquired and liabilities assumed are the estimated values as at the date of acquisition, which might be adjusted in accordance with TFRS 3 (revised 2018) Business Combinations.

Accordingly, VHG II's management is required to make a preliminary assessment of the fair values of businesses acquired as at the acquisition date. During the measurement period, which must not exceed one year from the acquisition date, VHG II is to retrospectively adjust the provisional amounts recognised as at the acquisition date to reflect new information obtained about facts and circumstances that existed as of the acquisition date. In addition, the fair value of the business acquired during the period is dependent on the result of the purchase price allocation exercise and this process is currently not completed. Such discrepancy is therefore recorded as "Estimated amount by which the purchase cost exceeds interest in net asset value" under non-current assets in the consolidated statement of financial position.

Ordinary shares of VHG II and some of its subsidiaries has been pledged with a financial institution to secure long-term loans from financial institutions as discussed in Note 27 to the financial statements.

14.2.4 Vienna House Easy Bucharest S.R.L ("VHEB") (indirectly held through LEH)

On 23 May 2019, VHHM and VHC established VHEB in Romania, which has not started operation, with a registered capital of RON 45,000, of which 100 percent was called-up. VHHM and VHC hold 99 percent and 1 percent in VHEB, respectively.

14.2.5 Vienna House Riga SIA ("VHRS") (indirectly held through LEH)

On 24 May 2019, VHRS was established in Latvia, which has not started the operation, with a registered capital of EUR 2,800, of which 100 percent was called-up. VHHM holds a 100 percent interest in VHRS.

14.2.6 U Hospitality Holding (Mauritius) ("UHH MAU") (indirectly held through U Global Hospitality Company Limited ("UGH"))

On 19 July 2019, UGH acquired an ordinary share of UHH MAU, a company incorporated in Republic of Mauritius to engage in securities investment business, from an unrelated party for EUR 1 (1 ordinary share with a par value of EUR 1). Subsequently on 6 August 2019, UHH MAU increased its registered capital amounting to EUR 49,999 (49,999 ordinary shares with a par value of EUR 1). UGH acquired all newly issued ordinary shares of UHH MAU, as a result, it holds a 100 percent interest in UHH MAU.

Base on their assessment, the management of UGH believes that the investment was an asset acquisition because the assets acquired do not constitute a business, as defined in TFRS 3 (revised 2018) Business Combinations.

14.2.7 U Hospitality Holding (Hong Kong) Limited ("UHH HK") (indirectly held through UHH MAU)

On 29 August 2019, UHH MAU established UHH HK in Hong Kong to engage in securities investment business, with a registered capital of HKD 10,000, of which 100 percent was called-up. UHH MAU holds a 100 percent interest in UHH HK.

14.2.8 Vienna House Revo Kotowice Sp.z.o.o ("VHRK") (formerly known as Trebren Investments Sp.z.o.o (indirectly held through LEH))

On 20 September 2019, VHHM acquired all 100 ordinary shares of VHRK, which is a company incorporated in Poland to engage in hotel operation business, from an unrelated party for an aggregate

amount of EUR 2,638. The registered capital and 100 percent called-up share capital of VHRK is PLN 5,000 (100 ordinary shares with a par value of PLN 50).

Based on their assessment, the management of VHHM believes that the investment was an asset acquisition because the assets acquired do not constitute a business, as defined in TFRS 3 (revised 2018) Business Combinations.

14.2.9 Vienna House Andel's Lodz Sp. z o.o. ("VHAL") (indirectly held through LEH)

On 29 November 2019, VHAL is established in Poland, which has not started the operation, with a registered capital of PLN 5,000, of which 100 percent was called-up. Vienna House Real Estate GmbH ("VHRE") and VHHM hold 99 percent and 1 percent in VHAL, respectively.

14.2.10 Vienna House Easy Cracow Sp. z o.o. ("VHEC") (indirectly held through LEH)

On 2 December 2019, VHEC is established in Poland, which has not started the operation, with a registered capital of PLN 5,000, of which 100 percent was called-up. VHRE and VHHM hold 99 percent and 1 percent in VHEC, respectively.

14.2.11 Vienna House Diplomat Prague RE s.r.o. ("VHDP") (indirectly held through LEH)

On 2 December 2019, VHDP is established in Czech Republic to engage in property owner business, with a registered capital of CZK 200,000, of which 100 percent was called-up. VHRE holds a 100 percent interest in VHDP.

14.2.12 Vienna House Amber Baltic Sp. z o.o. ("VHAB") (indirectly held through LEH)

On 11 December 2019, VHAB established in Poland, which has not started the operation, with a registered capital of PLN 5,000, of which 100 percent was called-up. VHRE and VHHM hold 99 percent and 1 percent in VHAB, respectively.

15. Investments in associates

15.1 Detail of associates:

(Unit: Thousand Baht)

| Company's name | Nature of business | Country of incorporation | Shareholding percentage | | Consolidated financial statements | | Separate financial statements | |
|---|---------------------------|--------------------------|-------------------------|-------------------|-----------------------------------|--------|-------------------------------|--------|
| | | | | | Equity method | | Cost method | |
| | | | 2019 (Percent) | 2018 (Percent) | 2019 | 2018 | 2019 | 2018 |
| MHG NPark Development Company Limited | Property development | Thailand | 50.0 | 50.0 | 58,163 | 61,543 | 50,000 | 50,000 |
| KDAG Data GmbH | Dormancy | Austria | 33.3 | 33.3 | - | - | - | - |
| VI Europaische Franchise GmbH | Hotel management services | Austria | 33.3 | 33.3 | 2,214 | 2,437 | - | - |
| Vienna House Asia Limited | Hotel management services | Hong Kong | 30.0 | 30.0 | 137 | 189 | - | - |
| Vienna House (Thailand) Company Limited | Hotel management services | Thailand | 30.0 | 30.0 | 167 | 187 | - | - |
| Total | | | | | 60,681 | 64,356 | 50,000 | 50,000 |

15.2 Share of comprehensive income

During the year, the Group recognised its share of profit (loss) from investment in associates in the consolidated financial statements as follows:

(Unit: Thousand Baht)

| Associates | Consolidated financial statements | |
|---|-----------------------------------|---------|
| | 2019 | 2018 |
| MHG NPark Development Company Limited | (3,380) | 5,663 |
| VI Europaische Franchise GmbH | - | (2,175) |
| Vienna House Asia Limited | (36) | - |
| Vienna House (Thailand) Company Limited | (3) | 36 |
| Share of profit from investment in associates | (3,419) | 3,524 |
| Translation adjustment | (256) | (176) |
| Total | (3,675) | 3,348 |

15.3 Summarised financial information about material associate

Summarised information about financial position

(Unit: Thousand Baht)

| | MHG NPark Development Company Limited | |
|-------------------------------------|--|--------------------|
| | <u>2019</u> | <u>2018</u> |
| Current assets | 167,941 | 237,694 |
| Non-current assets | 408 | 432 |
| Trade and other payables | (958) | (11,952) |
| Current portions of long-term loans | (40,000) | (100,000) |
| Other current liabilities | (8,191) | (153) |
| Other non-current liabilities | (2,874) | (2,934) |
| Net assets | 116,326 | 123,087 |
| Shareholding percentage (Percent) | 50 | 50 |
| Share of net assets | 58,163 | 61,543 |

Summarised information about comprehensive income

(Unit: Thousand Baht)

| | MHG NPark Development Company Limited | |
|----------------------------|--|--------------------|
| | <u>2019</u> | <u>2018</u> |
| Revenue | 308 | 98,554 |
| Profit (loss) for the year | (6,761) | 11,326 |

16. Investments in joint ventures

16.1 Details of investments in joint ventures:

Details of investments in joint ventures that the Company and other companies have joint control are as follows:

| | | | | | (Unit: Thousand Baht) | | | |
|---|----------------------|---------------|-------------------------|-----------|-----------------------|------------|--------------------|---------|
| | | | | | Consolidate financial | | Separate financial | |
| | | | | | statements | | statements | |
| | Nature of | Country of | | | | | | |
| Joint venture | business | incorporation | Shareholding percentage | | Equity method | | Cost method | |
| | | | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 |
| | | | (Percent) | (Percent) | | (Restated) | | |
| Absolute Hotel Services Company Limited | Hotel management | Thailand | 50.0 | 50.0 | 229,845 | 236,158 | - | - |
| Absolute Hotel Services Hong Kong Limited | Hotel management | Hong Kong | 12.3 | 12.3 | 4,573 | 4,573 | - | - |
| Keystone Estate Company Limited | Property development | Thailand | 50.0 | 50.0 | 950,016 | 945,718 | 937,000 | 937,000 |
| Keystone Management Company Limited | International school | Thailand | 50.0 | 50.0 | 199,210 | 242,519 | 252,096 | 252,096 |
| BTS Sansiri Holding One Limited | Property development | Thailand | 50.0 | 50.0 | 19,404 | 47,588 | 274,075 | 319,075 |
| BTS Sansiri Holding Two Limited | Property development | Thailand | 50.0 | 50.0 | 35,365 | 51,046 | 57,879 | 57,879 |
| BTS Sansiri Holding Three Limited | Property development | Thailand | 50.0 | 50.0 | 46,046 | 54,719 | 66,000 | 66,000 |
| BTS Sansiri Holding Four Limited | Property development | Thailand | 50.0 | 50.0 | 181,477 | 50,382 | 63,053 | 63,053 |
| BTS Sansiri Holding Five Limited | Property development | Thailand | 50.0 | 50.0 | 18,879 | 25,138 | 29,422 | 29,422 |
| BTS Sansiri Holding Six Limited | Property development | Thailand | 50.0 | 50.0 | 21,336 | 72,837 | 56,532 | 56,532 |
| BTS Sansiri Holding Seven Limited | Property development | Thailand | 50.0 | 50.0 | 36,305 | 158,351 | 72,249 | 117,249 |
| BTS Sansiri Holding Eight Limited | Property development | Thailand | 50.0 | 50.0 | 15,663 | 160,979 | 62,922 | 107,922 |
| BTS Sansiri Holding Nine Limited | Property development | Thailand | 50.0 | 50.0 | 35,481 | 205,408 | 64,531 | 109,531 |
| Nuvo Line Agency Company Limited | Property development | Thailand | 50.0 | 50.0 | - | - | 6,936 | 6,936 |
| BTS Sansiri Holding Eleven Limited | Property development | Thailand | 50.0 | 50.0 | 172,156 | 102,918 | 116,908 | 116,908 |
| BTS Sansiri Holding Twelve Limited | Property development | Thailand | 50.0 | 50.0 | 238,987 | 102,042 | 112,711 | 112,711 |
| BTS Sansiri Holding Thirteen Limited | Property development | Thailand | 50.0 | 50.0 | - | - | 25,000 | 25,000 |
| BTS Sansiri Holding Fourteen Limited | Property development | Thailand | 50.0 | 50.0 | 137,673 | 73,385 | 88,130 | 88,130 |

(Unit: Thousand Baht)

| Joint venture | Nature of business | Country of incorporation | Shareholding percentage | | Consolidate financial statements | | Separate financial statements | |
|--|----------------------|--------------------------|-------------------------|------|----------------------------------|-------------------|-------------------------------|-----------|
| | | | | | Equity method | | Cost method | |
| | | | | | 2019 (Percent) | 2018 (Percent) | 2019 (Restated) | 2018 |
| BTS Sansiri Holding Fifteen Limited | Property development | Thailand | 50.0 | 50.0 | 24,387 | 55,520 | 56,692 | 56,692 |
| BTS Sansiri Holding Sixteen Limited | Property development | Thailand | 50.0 | 50.0 | 23,576 | 34,365 | 46,219 | 46,219 |
| BTS Sansiri Holding Seventeen Limited | Property development | Thailand | 50.0 | 50.0 | 42,494 | 48,353 | 54,000 | 54,000 |
| BTS Sansiri Holding Eighteen Limited | Property development | Thailand | 50.0 | 50.0 | 12,626 | 15,477 | 19,100 | 19,100 |
| BTS Sansiri Holding Nineteen Limited | Property development | Thailand | 50.0 | 50.0 | 28,746 | 37,064 | 53,626 | 53,626 |
| BTS Sansiri Holding Twenty Limited | Property development | Thailand | 50.0 | 50.0 | 34,866 | 51,121 | 54,000 | 54,000 |
| BTS Sansiri Holding Twenty One Limited | Property development | Thailand | 50.0 | 50.0 | - | 30,345 | 53,594 | 53,594 |
| BTS Sansiri Holding Twenty Two Limited | Property development | Thailand | 50.0 | 50.0 | 29,303 | 33,239 | 53,407 | 53,407 |
| BTS Sansiri Holding Twenty Three Limited | Property development | Thailand | 50.0 | 50.0 | 15,690 | 22,658 | 25,000 | 25,000 |
| BTS Sansiri Holding Twenty Four Limited | Property development | Thailand | 50.0 | 50.0 | 12,916 | 19,011 | 25,000 | 25,000 |
| BTS Sansiri Holding Twenty Five Limited | Property development | Thailand | 50.0 | 50.0 | 8,267 | 18,421 | 25,000 | 25,000 |
| Siripat Three Company Limited | Property development | Thailand | 50.0 | 50.0 | 4,021 | 16,669 | 25,000 | 25,000 |
| UBM+VH Hotels GmbH | Hotel management | Germany | 50.0 | 50.0 | 110,805 | 126,960 | - | - |
| | | | | | 2,690,113 | 3,042,964 | 2,776,082 | 2,956,082 |
| Less: Allowance for impairment | | | | | - | - | (413,000) | (270,000) |
| Total | | | | | 2,690,113 | 3,042,964 | 2,363,082 | 2,686,082 |

Investments under equity method presented under “Provision for transaction under equity method of investments in joint ventures” were detailed as follows:

(Unit: Thousand Baht)

| Joint venture | Consolidated financial statements | |
|--|-----------------------------------|--------|
| | 2019 | 2018 |
| Nuvo Line Agency Company Limited | 48,936 | 23,298 |
| BTS Sansiri Holding Thirteen Limited | 28,641 | 21,961 |
| BTS Sansiri Holding Twenty One Limited | 5,616 | - |
| Total | 83,193 | 45,259 |

16.1.1 UBM + VH Hotels GmbH ("UBMJV")

On 4 September 2018, Vienna House Hotelmanagement GmbH ("VHHM") (formerly known as "Vienna International Hotelmanagement AG") acquired 2,350,000 ordinary shares of UBMJV from an unrelated party at a total price of EUR 2.65 million. This represents 50 percent of UBMJV's paid-up capital. UBMJV was established in Germany to engage in hotel management business, with a registered share capital of EUR 4.7 million (4,700,000 ordinary shares with a par value of EUR 1 each), of which 100 percent was called-up. As a result, VHHM has had joint control over UBMJV since 4 September 2018. Based on assessment made by the management of VHHM, the assets and liabilities of UBMJV as at 31 August 2018 and 4 September 2018 were not materially different. VHHM has therefore assumed that the date of the share acquisition was 31 August 2018 and has included UBMJV's operating results in the consolidated financial statements as from 31 August 2018.

Given the above assessment, the management of the Company believes that the investment in UBMJV is a business combination, because the assets acquired and liabilities assumed constitute a business, and VHHM has control over UBMJV, in accordance with the definition specified in TFRS 3 (revised 2018) Business Combinations.

VHHM has had the fair value of the identifiable assets acquired and liabilities assumed assessed as at the acquisition date, which was 31 August 2018. This fair value measurement was completed during the third quarter of 2019. From this measurement, VHHM found no difference between the fair value of the assets and liabilities and the estimated carrying amounts of net assets which were recorded. Therefore, VHHM has not restated the comparative consolidated financial statements.

Details of the acquisition are as follows:

| | (Unit: Thousand EUR) |
|------------------------------|----------------------|
| Acquisition cost | 2,652 |
| Share of net assets acquired | (724) |
| Goodwill | 1,928 |

The fair value of the net assets acquired from UBMJV as at 31 August 2018 are as follows:

(Unit: Thousand EUR)

| | Fair value | Estimated carrying amounts |
|--|--------------|----------------------------|
| Assets | | |
| Cash and cash equivalents | 4,560 | 4,560 |
| Trade and other receivables | 1,508 | 1,508 |
| Inventories | 48 | 48 |
| Other current assets | 98 | 98 |
| Deferred tax assets | 615 | 615 |
| Total assets | 6,829 | 6,829 |
| Liabilities | | |
| Trade and other payables | 4,309 | 4,309 |
| Deposits and advances received | 1,072 | 1,072 |
| Total liabilities | 5,381 | 5,381 |
| Net assets | 1,448 | 1,448 |
| Shareholding percentage (percent) | 50 | 50 |
| Share of net assets acquired | 724 | 724 |

16.2 Share of comprehensive income

During the year, the Group recognised its share of profit (loss) from investments in joint ventures in the consolidated financial statements as follows:

(Unit: Thousand Baht)

| Joint venture | Consolidated financial statements | |
|---|-----------------------------------|--------------------|
| | 2019 | 2018 (Restated) |
| Absolute Hotel Services Company Limited | 11,188 | 6,947 |
| Keystone Estate Company Limited | 4,298 | 8,718 |
| Keystone Management Company Limited | (43,309) | (9,577) |
| BTS Sansiri Holding One Limited | 37,477 | (1,486) |
| BTS Sansiri Holding Two Limited | (15,681) | (6,833) |
| BTS Sansiri Holding Three Limited | (8,673) | (11,281) |
| BTS Sansiri Holding Four Limited | 229,449 | (12,671) |
| BTS Sansiri Holding Five Limited | (6,259) | (4,284) |
| BTS Sansiri Holding Six Limited | (42,861) | 16,305 |
| BTS Sansiri Holding Seven Limited | 38,112 | 41,102 |
| BTS Sansiri Holding Eight Limited | (25,236) | 53,057 |
| BTS Sansiri Holding Nine Limited | 43,668 | 95,877 |
| Nuvo Line Agency Company Limited | (29,913) | (30,235) |
| BTS Sansiri Holding Eleven Limited | 62,907 | (13,989) |

(Unit: Thousand Baht)

| Joint venture | Consolidated financial statements | |
|--|-----------------------------------|--------------------|
| | 2019 | 2018 (Restated) |
| BTS Sansiri Holding Twelve Limited | 134,042 | (10,669) |
| BTS Sansiri Holding Thirteen Limited | (6,682) | (3,679) |
| BTS Sansiri Holding Fourteen Limited | 57,775 | (14,744) |
| BTS Sansiri Holding Fifteen Limited | (31,133) | (1,172) |
| BTS Sansiri Holding Sixteen Limited | (9,992) | (11,854) |
| BTS Sansiri Holding Seventeen Limited | (5,859) | (5,647) |
| BTS Sansiri Holding Eighteen Limited | (2,851) | (3,623) |
| BTS Sansiri Holding Nineteen Limited | (15,218) | (16,562) |
| BTS Sansiri Holding Twenty Limited | (16,255) | (2,880) |
| BTS Sansiri Holding Twenty One Limited | (35,961) | (23,249) |
| BTS Sansiri Holding Twenty Two Limited | (8,570) | (20,168) |
| BTS Sansiri Holding Twenty Three Limited | (6,968) | (2,342) |
| BTS Sansiri Holding Twenty Four Limited | (6,095) | (5,989) |
| BTS Sansiri Holding Twenty Five Limited | (10,154) | (6,579) |
| Siripat Three Company Limited | (12,647) | (8,331) |
| UBM + VH Hotels GmbH | 16,814 | 29,282 |
| Share of profit from investments in joint ventures | 295,413 | 23,444 |
| Translation adjustments | (11,469) | (788) |
| Total | 283,944 | 22,656 |

16.3 Dividend received and return of capital

Dividends received from the joint ventures were as follows:

(Unit: Thousand Baht)

| Joint venture | Consolidated financial statements | | Separate financial statements | |
|---|-----------------------------------|---------|-------------------------------|---------|
| | 2019 | 2018 | 2019 | 2018 |
| Absolute Hotel Services Company Limited | 17,500 | - | - | - |
| BTS Sansiri Holding One Limited | - | 270,000 | - | 270,000 |
| BTS Sansiri Holding Four Limited | 100,000 | - | 100,000 | - |
| BTS Sansiri Holding Seven Limited | 95,000 | - | 95,000 | - |
| BTS Sansiri Holding Eight Limited | 65,000 | - | 65,000 | - |
| BTS Sansiri Holding Nine Limited | 120,000 | - | 120,000 | - |
| Total | 397,500 | 270,000 | 380,000 | 270,000 |

During the year, the Company recorded a provision for loss from diminution in value of investments in Joint Ventures over which Sansiri Public Company Limited ("SIRI") and the Company have had common control, amounting to Baht 143 million, as a result of dividend payment made by Joint Venutures. In addition, the Company recognised compensation from business acquisitions amounting to Baht 89

million in the statement of comprehensive income, in accordance with the conditions stipulated in the business acquisition agreements, since these transactions occurred after the valuation of assets acquired and liabilities assumed had been completed. The Company's management viewed all of the transactions are being related and therefore presented the amounts as offsetting entries in the statement of comprehensive income.

Return of capital from joint ventures were as follows:

(Unit: Thousand Baht)

| Joint venture | Consolidated and separate financial statements | |
|--------------------------------------|---|--------|
| | 2019 | 2018 |
| BTS Sansiri Holding One Limited | 45,000 | - |
| BTS Sansiri Holding Five Limited | - | 25,000 |
| BTS Sansiri Holding Seven Limited | 45,000 | - |
| BTS Sansiri Holding Eight Limited | 45,000 | - |
| BTS Sansiri Holding Nine Limited | 45,000 | - |
| BTS Sansiri Holding Eighteen Limited | - | 25,000 |
| Total | 180,000 | 50,000 |

On 4 September 2019, the Extraordinary General Meeting of Shareholders of BTS Sansiri Holding One Limited ("BSH1"), BTS Sansiri Holding Seven Limited ("BSH7"), BTS Sansiri Holding Eight Limited ("BSH8") and BTS Sansiri Holding Nine Limited ("BSH9") approved reductions in registered share capital. Subsequently, on 18 October 2019, BSH1, BSH7, BSH8 and BSH9 registered capital reductions with the Ministry of Commerce.

16.4 Summarised financial information about material joint ventures

Summarised information about financial position

(Unit: Million Baht)

| | Jointly controlled entities between SIRI and the Company | | Absolute Hotel Services Company Limited | | Keystone Estate Company Limited | | Keystone Management Company Limited | | UBM+VH Hotels GmbH | |
|--|--|--------------|---|------------|------------------------------------|--------------|---|------------|-----------------------|------------|
| | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 |
| | (Restated) | | | | | | | | | |
| Cash and cash equivalents | 1,562 | 2,172 | 8 | 5 | 9 | 4 | 34 | 151 | 8 | 162 |
| Current assets | 788 | 470 | 49 | 52 | 66 | 118 | 10 | 139 | 43 | 82 |
| Land and projects under development | 27,098 | 31,028 | - | - | - | - | - | - | - | - |
| Non-current assets | 1,289 | 570 | 36 | 37 | 1,784 | 1,733 | 1,949 | 544 | 153 | - |
| Current liabilities | (9,365) | (7,039) | (22) | (19) | (4) | (12) | (148) | (337) | (7) | (134) |
| Long-term loans | (19,243) | (25,481) | - | - | - | - | (334) | (19) | - | - |
| Other non-current liabilities | (519) | (522) | (16) | (13) | (3) | - | (1,121) | - | - | - |
| Net assets | 1,610 | 1,198 | 55 | 62 | 1,852 | 1,843 | 390 | 478 | 197 | 110 |
| Shareholding percentage (%) | 50 | 50 | 50 | 50 | 50 | 50 | 50 | 50 | 50 | 50 |
| Share of net assets | 805 | 599 | 28 | 31 | 926 | 922 | 195 | 239 | 99 | 55 |
| Elimination of inter- transactions under equity method | (14) | (9) | - | - | - | - | - | - | - | - |
| Intangible assets acquired through purchase of investment in joint venture | - | - | 78 | 81 | - | - | - | - | - | - |
| Fair value adjustment of assets acquired assumed | 321 | 809 | - | - | 24 | 24 | 4 | 4 | - | - |
| Goodwill | - | 43 | 124 | 124 | - | - | - | - | 12 | 72 |
| Carrying amounts of joint ventures based on equity method | 1,112 | 1,442 | 230 | 236 | 950 | 946 | 199 | 243 | 111 | 127 |

Summarised information about comprehensive income

(Unit: Million Baht)

| | Jointly controlled entities between SIRI and the Company | | Absolute Hotel Services Company Limited | | Keystone Estate Company Limited | | Keystone Management Company Limited | | UBM+VH Hotels GmbH | |
|---------------|---|-------|---|------|------------------------------------|------|---|------|-----------------------|------|
| | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 |
| Revenue | 14,288 | 9,412 | 135 | 96 | 21 | 21 | 1 | 1 | 74 | 315 |
| Profit (loss) | 953 | 747 | 30 | 22 | 9 | 17 | (87) | (19) | 34 | 59 |

17. Other long-term investments

| | | |
|--|---|--------------------|
| | (Unit: Thousand Baht) | |
| | Consolidated and separate financial statements | |
| | <u>2019</u> | <u>2018</u> |
| <u>Investments in available-for-sale securities</u> | | |
| Marketable equity securities - cost | 510,674 | 506,123 |
| Less: Deficit on changes in value of investments | (74,586) | 3,499 |
| Less: Allowance for loss on impairment | (355,054) | (355,054) |
| Fair value | 81,034 | 154,568 |

18. Land and project awaiting development

Movements of the land and project awaiting development account during the year ended 31 December 2019 are summarised below.

| | | |
|---------------------------------------|--|--|
| | (Unit: Thousand Baht) | |
| | Consolidated financial statements | Separate financial statements |
| Net book value as at 1 January 2019 | 3,969,760 | 953,243 |
| Additions during the year | - | - |
| Net book value as at 31 December 2019 | 3,969,760 | 953,243 |

The Group has mortgaged land and constructions thereon amounting to Baht 3,432 million (2018: Baht 3,432 million) (The Company only: Baht 936 million, 2018: Baht 936 million) as collateral against long-term loans from financial institutions as discussed in Note 27 to the financial statements.

19. Investment properties

The net book value of investment properties as at 31 December 2019 and 2018 are presented below.

(Unit: Thousand Baht)

| | Consolidated financial statements | | | |
|--------------------------------------|-----------------------------------|----------------------|--------------------------|-----------|
| | Buildings and | | | Total |
| | Land | building improvement | Construction in progress | |
| As at 31 December 2019: | | | | |
| Cost | 3,437,271 | 2,881,898 | 1,002,286 | 7,341,455 |
| <u>Less</u> Accumulated amortisation | - | (170,608) | - | (170,608) |
| Translation adjustment | - | (147,218) | - | (147,218) |
| Net book value | 3,437,271 | 2,564,072 | 1,022,286 | 7,023,629 |

(Unit: Thousand Baht)

| | Consolidated financial statements | | | |
|--------------------------------------|-----------------------------------|-------------|--------------------------|-----------|
| | Buildings and building | | | Total |
| | Land | improvement | Construction in progress | |
| As at 31 December 2018: | | | | |
| Cost | 6,306,203 | 1,879,691 | 788,724 | 8,974,618 |
| <u>Less</u> Accumulated amortisation | - | (79,922) | - | (79,922) |
| Translation adjustment | - | (96,453) | (6,117) | (102,570) |
| Net book value | 6,306,203 | 1,703,316 | 782,607 | 8,792,126 |

(Unit: Thousand Baht)

| | Separate financial statements | | |
|--------------------------------------|-------------------------------|-------------|---------|
| | Buildings and building | | Total |
| | Land | improvement | |
| As at 31 December 2019: | | | |
| Cost | 157,281 | 819,693 | 976,974 |
| <u>Less</u> Accumulated amortisation | - | (9,259) | (9,259) |
| Net book value | 157,281 | 810,434 | 967,715 |

(Unit: Thousand Baht)

| | Separate financial statements | | |
|--------------------------------------|-------------------------------|------------------------------------|---------|
| | Land | Buildings and building improvement | Total |
| As at 31 December 2018: | | | |
| Cost | 157,281 | - | 157,281 |
| <u>Less</u> Accumulated amortisation | - | - | - |
| Net book value | 157,281 | - | 157,281 |

Movements of the investment properties account during the year ended 31 December 2019 are summarised below.

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--|-----------------------------------|-------------|-------------------------------|-------------|
| | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> |
| Balance at beginning of year | 8,792,126 | 7,626,643 | 157,281 | 157,041 |
| Increase from the entire business transfer from UE (Note 14.1.1) | - | 1,039,148 | - | - |
| Addition during the year | 1,328,370 | 229,346 | 819,693 | - |
| Costs of asset improvement | 18,523 | 114,831 | - | 240 |
| Decrease from sales on investment in subsidiary (Note 14.1.3) | (2,968,015) | - | - | - |
| Write-off - net book value | - | (5,630) | - | - |
| Transfer in (out) | 197 | (29,720) | - | - |
| Amortisation for the year | (92,752) | (79,922) | (9,259) | - |
| Translation adjustment | (54,820) | (102,570) | - | - |
| Balance at end of year | 7,023,629 | 8,792,126 | 967,715 | 157,281 |

The fair value of the investment properties as at 31 December 2019 and 2018 is stated below.

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--|-----------------------------------|-------------|-------------------------------|-------------|
| | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> |
| Land | 5,311,688 | 7,140,457 | 253,800 | 245,668 |
| Building improvement (Including leasehold rights) | 5,395,915 | 3,844,214 | 1,511,678 | - |

The fair values of the above investment properties have been determined based on valuations performed by an accredited independent valuer. The fair value of the land has been determined based on market prices, while that of the buildings and building improvements has been determined using the income approach. The main assumptions used in the valuation of buildings and building improvement are rental periods, rental profit, and rate of returns.

Subsidiaries have mortgaged land and constructions thereon amounting to Baht 4,533 million (2018: Baht 7,024 million) as collateral against long-term loans from financial institutions as discussed in Note 27 to the financial statements.

20. Property, plant and equipment

(Unit: Thousand Baht)

| Consolidated financial statements | | | | | | | |
|--|-----------|--|---------------------------------------|---------------------------------|----------|-----------------------------|-------------|
| | Land | Buildings and land and building improvement | Furniture fixture and equipment | Hotel operating equipment | Vehicles | Construction in progress | Total |
| Cost amount: | | | | | | | |
| 1 January 2018 | 4,329,654 | 15,694,734 | 752,902 | 341,293 | 9,591 | 166,639 | 21,294,813 |
| Increase from the entire business transfer from UE (Note 14.1.1) | 174,268 | 70,958 | 201,824 | 11,423 | 309 | 516,881 | 975,663 |
| Additions | 94,084 | 206,567 | 116,032 | 7,104 | 22,310 | 684,819 | 1,130,916 |
| Disposals | (838) | (78,930) | (107,629) | (761) | (2,665) | (29,808) | (220,631) |
| Write-off | - | - | - | (757) | - | - | (757) |
| Transfer in (out) | 17,287 | 915,697 | 86,368 | (204,264) | 6,436 | (775,537) | 45,987 |
| Translation adjustment | (97,178) | (625,981) | (27,381) | (5,735) | (258) | (13,462) | (769,995) |
| 31 December 2018 | 4,517,277 | 16,183,045 | 1,022,116 | 148,303 | 35,723 | 549,532 | 22,455,996 |
| Increase from acquisition of subsidiaries (Note 14.2.3) | - | 109,214 | 28,928 | - | 30 | 735 | 138,907 |
| Additions | - | 14,298 | 55,368 | 9,636 | 935 | 385,273 | 465,510 |
| Disposals | (4,764) | - | (11,819) | - | (261) | (16,221) | (33,065) |
| Write-off | - | (4,261) | - | (857) | - | (2,025) | (7,143) |
| Transfer in (out) | - | 350,342 | 289,972 | - | - | (641,423) | (1,109) |
| Translation adjustment | (141,602) | (883,833) | (63,318) | (2,453) | (808) | (25,155) | (1,117,169) |
| Less: Assets classified as held for sale (Note 14.1.2) | (769,440) | (1,280,406) | (146,689) | (5,024) | (2,504) | (8,904) | (2,212,967) |
| 31 December 2019 | 3,601,471 | 14,488,399 | 1,174,558 | 149,605 | 33,115 | 241,812 | 19,688,960 |
| Accumulated depreciation: | | | | | | | |
| 1 January 2018 | - | 1,466,542 | 251,250 | 160,550 | 9,591 | - | 1,887,933 |
| Depreciation for the year | - | 351,646 | 119,683 | 40,791 | 5,530 | - | 517,650 |
| Depreciation on disposals | - | (12,606) | (102,929) | (760) | (3,389) | - | (119,684) |
| Transfer in (out) | - | 58,660 | 22,543 | (85,733) | 4,530 | - | - |
| Translation adjustment | - | (20,515) | (70) | (328) | (153) | - | (21,066) |
| 31 December 2018 | - | 1,843,727 | 290,477 | 114,520 | 16,109 | - | 2,264,833 |
| Depreciation for the year | - | 368,296 | 143,588 | 16,245 | 4,539 | - | 532,668 |
| Depreciation on disposals | - | - | (8,891) | - | (241) | - | (9,132) |
| Transfer out | - | - | (29) | - | - | - | (29) |
| Translation adjustment | - | (40,009) | (5,757) | (204) | (456) | - | (46,426) |
| Less: Assets classified as held for sale (Note 14.1.2) | - | (813,442) | (121,315) | - | (443) | - | (935,200) |
| 31 December 2019 | - | 1,358,572 | 298,073 | 130,561 | 19,508 | - | 1,806,714 |

(Unit: Thousand Baht)

| Consolidated financial statements | | | | | | | |
|--|-----------|--|---------------------------------------|---------------------------------|----------|-----------------------------|------------|
| | Land | Buildings and land and building improvement | Furniture fixture and equipment | Hotel operating equipment | Vehicles | Construction in progress | Total |
| Allowance for impairment loss: | | | | | | | |
| 1 January 2018 | 69,596 | 1,031,214 | - | - | - | - | 1,100,810 |
| Allowance for impairment loss on disposals | - | (51,096) | - | - | - | - | (51,096) |
| 31 December 2018 | 69,596 | 980,118 | - | - | - | - | 1,049,714 |
| 31 December 2019 | 69,596 | 980,118 | - | - | - | - | 1,049,714 |
| Net book value: | | | | | | | |
| 31 December 2018 | 4,447,681 | 13,359,200 | 731,639 | 33,783 | 19,614 | 549,532 | 19,141,449 |
| 31 December 2019 | 3,531,875 | 12,149,709 | 876,485 | 19,044 | 13,607 | 241,812 | 16,832,532 |
| Depreciation for the year | | | | | | | |
| 2018 | | | | | | | 517,650 |
| 2019 | | | | | | | 532,668 |

(Unit: Thousand Baht)

| | Separate financial statements | | | |
|----------------------------------|--|---|----------|----------|
| | Buildings and land and building improvement | Furniture, fixtures and equipment | Vehicles | Total |
| Cost amount: | | | | |
| 1 January 2018 | 74,749 | 43,661 | 1,299 | 119,709 |
| Additions | - | 2,800 | 11,766 | 14,566 |
| Disposals | (74,749) | (156) | (1,299) | (76,204) |
| 31 December 2018 | - | 46,305 | 11,766 | 58,071 |
| Additions | 480 | 1,212 | - | 1,692 |
| Disposals | - | (4,616) | - | (4,616) |
| Transfer out | - | (127) | - | (127) |
| 31 December 2019 | 480 | 42,774 | 11,766 | 55,020 |
| Accumulated depreciation: | | | | |
| 1 January 2018 | 8,193 | 34,955 | 1,299 | 44,447 |
| Depreciation for the year | 232 | 2,999 | 2,479 | 5,710 |
| Depreciation on disposals | (8,425) | (149) | (1,299) | (9,873) |
| 31 December 2018 | - | 37,805 | 2,479 | 40,284 |
| Depreciation for the year | 304 | 3,077 | 2,215 | 5,596 |
| Depreciation on disposals | - | (4,616) | - | (4,616) |
| Transfer out | - | (29) | - | (29) |
| 31 December 2019 | 304 | 36,237 | 4,694 | 41,235 |
| Net book value: | | | | |
| 31 December 2018 | - | 8,500 | 9,287 | 17,787 |
| 31 December 2019 | 176 | 6,537 | 7,072 | 13,785 |
| Depreciation for the year | | | | |
| 2018 | | | | 5,710 |
| 2019 | | | | 5,596 |

As at 31 December 2019, the Group had certain items of buildings and equipment were fully depreciated but are still in use. The gross carrying amount before deducting accumulated depreciation and allowance for impairment loss of those assets amounted to approximately Baht 1,189 million (2018: Baht 1,243 million) (The Company only: Baht 31 million, 2018: Baht 33 million).

As at 31 December 2019, the Group had land, buildings, equipment and vehicles under financial lease agreements with net book values amounting to Baht 2,101 million (2018: Baht 2,275 million) (The Company only: Baht 7 million, 2018: 10 million).

Subsidiaries have mortgaged land and constructions thereon amounting to Baht 13,308 million (2018: Baht 13,836 million) as collateral against long-term loans from financial institutions and liabilities under debt restructuring as discussed in Note 26 and 27 to the financial statements, respectively.

21. Leasehold rights

| | (Unit: Thousand Baht) |
|--|-----------------------------|
| | Consolidated |
| | financial statements |
| Costs | |
| 1 January 2018 | 2,029,613 |
| Increase from the entire business transfer from UE (Note 14.1.1) | 526,773 |
| Translation adjustment | (126,425) |
| 31 December 2018 | 2,429,961 |
| Transfer out | (125,000) |
| Translation adjustment | (66,901) |
| 31 December 2019 | 2,238,060 |
| Accumulated amortisation | |
| 1 January 2018 | 71,574 |
| Amortisation for the year | 41,131 |
| Translation adjustment | (2,157) |
| 31 December 2018 | 110,548 |
| Amortisation for the year | 41,811 |
| Transfer out | (58,490) |
| Translation adjustment | (1,396) |
| 31 December 2019 | 92,473 |
| Net book value | |
| 31 December 2018 | 2,319,413 |
| 31 December 2019 | 2,145,587 |
| Amortisation for the year | |
| 2018 | 41,131 |
| 2019 | 41,811 |

22. Intangible assets

(Unit: Thousand Baht)

| | Consolidated financial statements | | | | Separate financial statements | | |
|--|---|---------------------------|-------------------|-----------|-------------------------------|-----------|-------------------|
| | Intangible assets acquired through business combination | Heritable building rights | Computer software | Copyright | Work in progress | Total | Computer software |
| Cost amount: | | | | | | | |
| 1 January 2018 | 552,303 | 305,867 | 51,670 | - | - | 909,840 | 9,111 |
| Increase from the entire business transfer from UE (Note 14.1.1) | - | - | 978 | - | - | 978 | - |
| Additions | - | - | 7,219 | - | - | 7,219 | 562 |
| Transfer in | - | - | 3,181 | - | - | 3,181 | - |
| Translation adjustment | (26,917) | (20,207) | (1,219) | - | - | (48,343) | - |
| 31 December 2018 | 525,386 | 285,660 | 61,829 | - | - | 872,875 | 9,673 |
| Increase from acquisition of subsidiaries (Note 14.2.3) | 669,698 | - | 3,329 | - | - | 673,027 | - |
| Additions | - | - | 12,230 | 7 | 7,182 | 19,419 | 366 |
| Write-off | - | - | (302) | - | - | (302) | - |
| Transfer in (out) | - | - | 3,380 | - | (2,468) | 912 | 126 |
| Assets classified as held for sale (Note 14.1.2) | - | - | (6,322) | - | - | (6,322) | - |
| Translation adjustment | (85,053) | (24,522) | (3,460) | - | (36) | (113,071) | - |
| 31 December 2019 | 1,110,031 | 261,138 | 70,684 | 7 | 4,678 | 1,446,538 | 10,165 |

(Unit: Thousand Baht)

| | Consolidated financial statements | | | | | Separate financial statements | | |
|------------------------------------|--|------------------------------|----------------------|-----------|---------------------|-------------------------------|----------------------|-------|
| | Intangible assets acquired through business combination | Heritable building rights | Computer software | Copyright | Work in progress | Total | Computer software | Total |
| Accumulated depreciation: | | | | | | | | |
| 1 January 2018 | 17,470 | 7,942 | 14,109 | - | - | 39,521 | 1,238 | 1,238 |
| Depreciation for the year | 26,586 | 4,165 | 13,994 | - | - | 44,745 | 472 | 472 |
| Translation adjustment | (1,567) | (806) | (209) | - | - | (2,582) | - | - |
| 31 December 2018 | 42,489 | 11,301 | 27,894 | - | - | 81,684 | 1,710 | 1,710 |
| Depreciation for the year | 41,063 | 3,775 | 16,135 | - | - | 60,973 | 2,905 | 2,905 |
| Write-off | - | - | (300) | - | - | (300) | - | - |
| Transfer in | - | - | 28 | - | - | 28 | 28 | 28 |
| Assets classified as held for sale | - | - | (4,145) | - | - | (4,145) | - | - |
| (Note 14.1.2) | | | | | | | | |
| Translation adjustment | (5,094) | (1,019) | (1,712) | - | - | (7,825) | - | - |
| 31 December 2019 | 78,458 | 14,057 | 37,900 | - | - | 130,415 | 4,643 | 4,643 |
| Net book value: | | | | | | | | |
| 31 December 2018 | 482,897 | 274,359 | 33,935 | - | - | 791,191 | 7,963 | 7,963 |
| 31 December 2019 | 1,031,573 | 247,081 | 32,784 | 7 | 4,678 | 1,316,123 | 5,522 | 5,522 |
| Amortisation for the year: | | | | | | | | |
| 2018 | | | | | | 44,745 | | 472 |
| 2019 | | | | | | 60,973 | | 2,905 |

The Group has mortgaged intangible assets amounting to Baht 95 million (2018: Baht 106 million) as collateral against long-term loans from financial institutions as discussed in Note 27 to the financial statements.

23. Goodwill

The Group allocated goodwill acquired through business combinations to the cash generating units (CGUs) for annual impairment testing as follows:

(Unit: Thousand Baht)

| Consolidated financial statements | | |
|--|--------------------|--------------------|
| | <u>2019</u> | <u>2018</u> |
| | | (Restated) |
| Boonbarammee Metta Property Company Limited Group ⁽¹⁾ | - | 174,024 |
| Unison One Company Limited | 45,972 | 45,972 |
| Thana City Golf & Sports Club Company Limited | 813 | 813 |
| EGS Assets Company Limited | 984,168 | 984,168 |
| Thirty Three Gracechurch 1 Limited | 115,471 | 119,985 |
| Vienna House Capital GmbH Group | 1,325,450 | 1,458,822 |
| Total | 2,471,874 | 2,783,784 |

⁽¹⁾ Assets classified as held for sale

The reconciliation of the net book value of goodwill for the years ended 31 December 2019 and 2018 are presented below.

(Unit: Thousand Baht)

| Consolidated financial statements | | |
|---|--------------------|--------------------|
| | <u>2019</u> | <u>2018</u> |
| | | (Restated) |
| Net book value at beginning of year | 2,783,784 | 2,820,270 |
| Increase from the entire business transfer from UE (Note 14.1.1) | - | 46,785 |
| Less: Assets classified as held for sale (Note 14.1.2) | (174,024) | - |
| Translation adjustment | (137,886) | (83,271) |
| Net book value at end of year | 2,471,874 | 2,783,784 |

The Group determined the recoverable amounts of the CGUs based on fair value less cost to sell or value-in-use by preparing projections of the cash flows that are expected to be generated from that group of assets in the future, with reference to financial projections approved by the management. These cash flow projections cover a period of 5 years. It was determined that the recoverable amount of the CGUs is more than net carrying amount. The management of the Group believed that there is no impairment of goodwill.

24. Bank overdrafts from financial institution

Bank overdrafts of a subsidiary are secured by a subsidiary (Vienna International Hotelmanagement GmbH (formerly known as "Vienna International Hotelmanagement AG"))

As at 31 December 2019, bank overdrafts carried interests 1.35 percent per annum (2018: between 2.13 and 2.70 percent per annum)

25. Trade and other payables

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|---|--------------------------------------|-----------|----------------------------------|--------|
| | 2019 | 2018 | 2019 | 2018 |
| Trade payables - related parties (Note 7) | 15,072 | 1,790 | 1,476 | 699 |
| Trade payables - unrelated parties | 338,340 | 306,331 | 16,829 | 7,873 |
| Other payables - related parties (Note 7) | 30,774 | 33,335 | - | - |
| Other payables - unrelated parties | 791,043 | 465,956 | 9,554 | 7,091 |
| Accrued expenses - related parties (Note 7) | 9,193 | 4,324 | - | 1,070 |
| Accrued expenses - unrelated parties | 47,496 | 194,548 | 3,503 | 23,721 |
| Total trade and other payables | 1,231,918 | 1,006,284 | 31,362 | 40,454 |

26. Liabilities under debt restructuring agreements

(Unit: Thousand Baht)

| | Consolidated financial statements | |
|--|-----------------------------------|-----------|
| | 2019 | 2018 |
| Liabilities under debt restructuring agreements | - | 1,136,091 |
| Less: Current portion | - | (34,024) |
| Liabilities under debt restructuring agreements - net of current portion | - | 1,102,067 |

Movements in liabilities under debt restructuring agreements account during the year ended 31 December 2019 are summarised below.

(Unit: Thousand Baht)

| | Consolidated financial statements |
|---|--------------------------------------|
| Balance as at 1 January 2019 | 1,136,091 |
| Less: Repayment | (29,028) |
| Less: Liabilities directly associated with assets classified as held for sale (Note 14.1.2) | (1,107,063) |
| Balance as at 31 December 2019 | - |

In 2014, a subsidiary entered into debt restructuring agreements with a financial institution. Under the conditions of such agreements, creditor has extended the repayment schedule for the subsidiary as follows:

1. The principal amounting to Baht 1,200 million is repayable in monthly instalments commencing on 31 August 2014 and to be completed within a period of 12 years (due on 31 July 2026).
2. The interest rate applicable from the first to the second year is 4 percent per annum, and in the third year is 5 percent per annum. Subsequently, the interest is calculated at the rate of SPRL (Standard profit rate for prime corporate customer with long term financing) per annum.
3. Outstanding interest of Baht 90 million out of Baht 142 million was to be payable within September 2014. As for the remainder amounting to Baht 52 million, the financial institution agreed to forgive when the subsidiary complies with the conditions of the agreements.

Liabilities under debt restructuring agreements are guaranteed by the pledge of three subsidiaries' ordinary shares in proportion of each company not less than 76 percent of the total shares, the mortgage of land and constructions thereon of subsidiaries, as described in Note 14.1.2 and Note 20 to the financial statements, and two subsidiaries, as the co-debtors to the financial institution.

The debt restructuring agreements contain covenants pertaining, among other things, prohibit of share capital reduction, merger with other entity and dividend payment.

27. Long-term loans from financial institutions

(Unit: Thousand Baht)

| Loan | Interest rate | Repayment schedule | Consolidated | | Separate | |
|------|--|--|----------------------|-------------|----------------------|-------------|
| | | | financial statements | | financial statements | |
| | | | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> |
| 1 | EURIBOR plus a certain margin specified in the agreement | Quarterly installments, completed within May 2022 | 3,056,495 | 4,224,069 | 3,056,495 | 4,224,069 |
| 2 | MLR minus a certain rate specified in the agreement | Quarterly installments, completed within November 2022 | 2,833,526 | 3,359,904 | 2,833,526 | 3,359,904 |
| 3 | EURIBOR plus a certain margin specified in the agreement | Quarterly installments, completed within March 2026 | 424,614 | - | 424,614 | - |
| 4 | Fixed rate | Monthly installments, completed within July 2022 | 30,038 | 44,685 | - | - |
| 5 | Fixed rate | Monthly installments, completed within December 2025 | 8,702 | 11,972 | - | - |
| 6 | Fixed rate | Quarterly installments, completed within July 2028 | 178,273 | 215,277 | - | - |
| 7 | Fixed rate | Quarterly installments, completed within December 2025 | 281,016 | 328,357 | - | - |

(Unit: Thousand Baht)

| Loan | Interest rate | Repayment schedule | Consolidated financial statements | | Separate financial statements | |
|------|--|---|--------------------------------------|-------------|----------------------------------|-------------|
| | | | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> |
| 8 | EURIBOR plus a certain margin specified in the agreement | Quarterly installments, completed within December 2025 | 150,565 | 177,093 | - | - |
| 9 | Fixed rate | Monthly installments, completed within December 2029 | 106,140 | 127,524 | - | - |
| 10 | EURIBOR plus a certain margin specified in the agreement | Monthly installments, completed within August 2023 | 23,598 | 32,789 | - | - |
| 11 | Fixed rate | Monthly installments, completed within January 2024 | 142,557 | 171,060 | - | - |
| 12 | Fixed rate | Monthly installments, completed within April 2025 | 62,393 | 73,485 | - | - |
| 13 | Fixed rate | Quarterly installments, completed within July 2029 | 127,869 | 152,707 | - | - |
| 14 | EURIBOR | Monthly installments, completed within December 2023 | 50,522 | 61,880 | - | - |
| 15 | Fixed rate | Monthly installments, completed within December 2024 | 180,040 | 213,919 | - | - |
| 16 | Fixed rate | Monthly installments, completed within November 2025 | 31,315 | 39,592 | - | - |
| 17 | Fixed rate | Monthly installments, completed within December 2025 | 35,839 | 43,914 | - | - |
| 18 | Fixed rate | Monthly installments, completed within December 2025 | 93,934 | 118,432 | - | - |
| 19 | Fixed rate | Quarterly installments, completed within September 2024 | 9,027 | 11,801 | - | - |
| 20 | Fixed rate | Quarterly installments, completed within September 2024 | 50,774 | 66,420 | - | - |
| 21 | Fixed rate | Quarterly installments, completed within January 2031 | 107,095 | 126,765 | - | - |
| 22 | EURIBOR plus a certain margin specified in the agreement | Quarterly installments, completed within December 2022 | 851,770 | 864,335 | - | - |

(Unit: Thousand Baht)

| Loan | Interest rate | Repayment schedule | Consolidated financial statements | | Separate financial statements | |
|--|--|--|--------------------------------------|------------|----------------------------------|-----------|
| | | | 2019 | 2018 | 2019 | 2018 |
| 23 | EURIBOR plus a certain margin specified in the agreement, interest floor as stipulated in loan agreement | Monthly installments, completed within December 2035 | 146,276 | 169,281 | - | - |
| 24 | Refer to derivatives plus a certain margin specified in the agreement | Semi-annual installments, completed within June 2028 | 290,851 | 263,021 | - | - |
| 25 | Refer to derivatives plus a certain margin specified in the agreement | Quarterly installments, completed within December 2024 | 351,343 | 444,240 | - | - |
| 26 | EURIBOR plus a certain margin specified in the agreement | Quarterly installments, completed within December 2024 | 453,345 | 519,979 | - | - |
| 27 | Fixed rate | Quarterly installments, completed within December 2037 | 215,701 | 252,584 | - | - |
| 28 | LIBOR plus a certain margin specified in the agreement | Quarterly installments, completed within December 2024 | 152,158 | 164,267 | - | - |
| 29 | EURIBOR plus a certain margin specified in the agreement | Quarterly installments, completed within June 2026 | 383,594 | - | - | - |
| Total | | | 10,829,370 | 12,279,352 | 6,314,635 | 7,583,973 |
| Less: Current portion | | | (1,144,419) | (870,378) | (739,209) | (512,011) |
| Long-term loans - net of current portion | | | 9,684,951 | 11,408,974 | 5,575,426 | 7,071,962 |

The loan agreements contain several covenants which, among other things, require the Company to maintain a certain debt service coverage ratio, debt-to-equity ratio and security cover ratio at the rates prescribed in the agreements, and to maintain its shareholdings in subsidiaries. The agreements also stipulate conditions relating to capital increases, dividend payment and disposal of the subsidiaries' assets. These loans are secured by the pledge of right to receive loans payment from related parties, right in deposit accounts of the Company and ordinary shares of subsidiaries, as stipulated in the agreements and discussed in Note 13 and Note 14.1.4 to the financial statements, the mortgage of land and constructions thereon of the Group, as discussed in Note 12, Note 18, Note 19 and Note 20 to the financial statements, and the endorsement of the beneficiary rights under the insurance policies for the mortgaged land to the lender.

Loans of overseas subsidiaries are secured by the Company and Vienna House Hotelmanagement GmbH (formerly known as "Vienna International Hotelmanagement AG") and the mortgage of land and constructions thereon of those subsidiaries, as discussed in Note 20 and Note 37.3 b) to the financial statements.

28. Liabilities under financial lease agreements

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--|--------------------------------------|-------------|----------------------------------|-------------|
| | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> |
| Liabilities under finance lease agreements | 1,867,802 | 2,046,950 | 8,359 | 11,011 |
| Less: Deferred interest expenses | (161,026) | (181,879) | (826) | (1,248) |
| Total | 1,706,776 | 1,865,071 | 7,533 | 9,763 |
| Less: Portion due within one year | (74,017) | (77,660) | (2,320) | (2,233) |
| Liabilities under finance lease agreements - net of current portion | 1,632,759 | 1,787,411 | 5,213 | 7,530 |

The Group has entered into the finance lease agreements for rental of land, buildings, equipment and vehicles for use in its operation, whereby it is committed to pay rental on a monthly basis. The terms of the agreements are generally between 1 and 5 years.

Future minimum lease payments required under the finance lease agreements were as follows:

(Unit: Million Baht)

| | Consolidated financial statements | | | |
|--|-----------------------------------|-----------|-----------------|-------|
| | As at 31 December 2019 | | | |
| | Less than 1 year | 1-5 years | Over 5 years | Total |
| Future minimum lease payments | 126 | 1,742 | - | 1,868 |
| Deferred interest expenses | (52) | (109) | - | (161) |
| Present value of future minimum lease payments | 74 | 1,633 | - | 1,707 |

(Unit: Million Baht)

| | Consolidated financial statements | | | |
|--|-----------------------------------|-----------|-----------------|-------|
| | As at 31 December 2018 | | | |
| | Less than 1 year | 1-5 years | Over 5 years | Total |
| Future minimum lease payments | 135 | 1,912 | - | 2,047 |
| Deferred interest expenses | (57) | (125) | - | (182) |
| Present value of future minimum lease payments | 78 | 1,787 | - | 1,865 |

(Unit: Million Baht)

| | Separate financial statements | | | |
|--|-------------------------------|-----------|-----------------|-------|
| | As at 31 December 2019 | | | |
| | Less than 1 year | 1-5 years | Over 5 years | Total |
| Future minimum lease payments | 3 | 6 | - | 9 |
| Deferred interest expenses | - | (1) | - | (1) |
| Present value of future minimum lease payments | 3 | 5 | - | 8 |

(Unit: Million Baht)

Separate financial statements

| As at 31 December 2018 | | | | |
|--|-----------------------------|------------------|-------------------------|--------------|
| | Less than 1 year | 1-5 years | Over 5 years | Total |
| Future minimum lease payments | 3 | 8 | - | 11 |
| Deferred interest expenses | - | (1) | - | (1) |
| Present value of future minimum lease payments | 3 | 7 | - | 10 |

29. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, was as follows:

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|---|--|----------------|--|---------------|
| | 2019 | 2018 | 2019 | 2018 |
| Provision for long-term employee benefits at beginning of year | 115,927 | 64,828 | 24,921 | 23,153 |
| Increase from the entire business transfer from UE (Note 14.1.1) | - | 43,950 | - | - |
| Included in profit or loss: | | | | |
| Current service cost | 16,943 | 14,291 | 5,446 | 2,877 |
| Interest cost | 3,013 | 2,355 | 748 | 435 |
| Past service cost | 4,498 | - | - | - |
| Included in other comprehensive income: | | | | |
| Actuarial (gain) loss arising from | | | | |
| Demographic assumptions changes | (2,899) | (1,259) | 4,871 | - |
| Financial assumptions changes | 14,422 | 2,130 | 5,352 | (567) |
| Experience adjustments | (11,103) | (6,893) | (1,923) | (929) |
| Benefits paid during the year | (5,472) | (2,370) | (1,211) | (48) |
| Translation adjustment | (1,841) | (1,105) | - | - |
| Less: Liabilities directly associated with assets classified as held for sale (Note 14.1.2) | (7,541) | - | - | - |
| Provision for long-term employee benefits at end of year | 125,947 | 115,927 | 38,204 | 24,921 |

The Group expects to pay of long-term employee benefits within the next year Baht 14 million (2018: Baht 4 million) (The Company only: Baht 2 million, 2018: Nil).

As at 31 December 2019, the weighted average duration of the liabilities for long-term employee benefit of the Group is 6 to 16 years (2018: 9 to 19 years) (The Company only: 10 years, 2018: 14 years).

Significant actuarial assumptions are summarised below:

(Unit: percent per annum)

| | Consolidated financial statements | | Separate financial statements | |
|--------------------------------------|--------------------------------------|------------|----------------------------------|------------|
| | 2019 | 2018 | 2019 | 2018 |
| Discount rate | 0.9 - 1.9 | 1.8 - 3.2 | 1.6 | 3.0 |
| Salary increase rate (depend on age) | 1.4 - 9.0 | 1.4 - 9.0 | 6.0 | 6.0 |
| Turnover rate (depend on age) | 0.0 - 50.0 | 0.0 - 34.4 | 0.0 - 30.0 | 2.9 - 34.4 |

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2019 are summarised below:

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|----------------------|--------------------------------------|-------------|----------------------------------|-------------|
| | Increase 1% | Decrease 1% | Increase 1% | Decrease 1% |
| Discount rate | (11,050) | 12,818 | (3,887) | 4,540 |
| Salary increase rate | 12,185 | (10,763) | 4,293 | (3,770) |
| Turnover rate | (8,469) | 10,698 | (2,144) | 2,503 |

30. Preference shares

The rights of the preference shares are as follows:

1. Between 1 January 2018 and 31 December 2022, the preference shares' rights are as follows:

- a) In the event that the Company pays dividends in a calendar year, the holders of the preference shares are entitled to receive dividends in the preference to the holders of the ordinary shares, at a rate of Baht 0.22 per preference share per calendar year. For each payment of dividends, in the event that the total dividend to be received by any shareholder includes a fraction of less than 1 satang, the amount less than 1 satang is to be discarded.
- b) If the Company pays no dividends or pays a dividend at rate lower than that specified in a) during any calendar year between 1 January 2018 and 31 December 2022, the preference shares are entitled to cumulative dividends at the following rates:
 - 1) At the rate of Baht 0.22 per preference share per calendar year in the event that the Company pays no dividends in such calendar year or
 - 2) At a rate equal to the difference between the actual dividend received per preference share in that calendar year and the rate specified in a) if the dividend paid to the holders of the preference shares is lower than the rate specified in a).

In this regard, the preference shares' rights to cumulative dividends during the calendar years between 1 January 2018 and 31 December 2022 as specified in b) shall remain in full force until the cumulative dividends are paid to all holders of the preference shares in full even though such payments is made after 31 December 2022.

- c) If during any calendar year the Company pays dividends at a greater than the rate specified in a) and the cumulative dividend specified in b) (if any), the holders of the preference shares and the ordinary shares shall be equally to entitled such excess dividends at the same rate per share.

- d) When making any payment of dividends, the Company shall pay the cumulative dividends specified in b) to the holders of the preference shares in full first and then pay the dividends as specified in a) to the holders of the preference shares. When the Company has fully paid the dividends as specified in a), it can then pay dividends to the holders of the ordinary shares as specified in c).
 - e) The voting rights attached to the preference shares shall be equal to the voting rights attached to the ordinary shares in all respects.
2. After 31 December 2022, the rights attached to the preference shares shall be as follows:
 - a) The preference shares' right to receive dividends shall be the same as that of the ordinary shares unless the Company has not yet paid the cumulative dividends as specified in 1 b), then the preference shares shall be entitled to receive the cumulative dividends as specified in 1 b).
 - b) If the Company has not paid the cumulative dividends specified in 1 b) in full, the voting right attached to the preference shares shall be one share per one vote.
 - c) After the Company has paid the cumulative dividends specified in 1 b) in full, the voting rights attached to the preference shares shall be ten shares per one vote, with any fractions to be discarded.
 - d) After 31 December 2027, even if the Company has not yet paid the cumulative dividends specified in 1 b) in full, the voting rights attached to the preference shares shall be ten shares per one vote with any fractions to be discarded.
 3. If there is any change in the par value due to a share split or a reverse share split, the preference shares' rights shall be adjusted according to the applicable share split rate or reverse share split rate (as the case may be).
 4. After 31 December 2022, the holders of the preference shares shall be entitled to convert the preference shares into ordinary shares at a conversion ratio of 1 preference share to 1 ordinary share. To do this, the holders of the preference shares must submit to the Company notice of conversion in accordance with the form specified by the Company together with a share certificate within 7 business days before the last day of March, June, September, and December of each year.
 5. In the event that a preference share is converted to an ordinary share, the rights of the preference shares that have been converted to receive the cumulative dividends specified in 1 b) shall be automatically cancelled.

31. Warrants

The warrants are detailed as follows:

| | U-W1 Units | U-W2 Units | U-W3 Units | U-W4 Units |
|----------------------------|-------------------|-------------------|------------------|------------------|
| Outstanding as at 1 | | | | |
| January 2019 | 180,628,313,882 | 100,043,438,606 | 45,133,272,059 | 141,895,485,954 |
| Exercised during the year | (60,400) | - | - | - |
| Expired during the year | (180,628,253,482) | (100,043,438,606) | - | - |
| Outstanding as at | | | | |
| 31 December 2019 | - | - | 45,133,272,059 | 141,895,485,954 |
| Exercise price per share | Baht 6.00 | Baht 4.70 | Baht 5.00 | Baht 6.00 |
| Exercise ratio per warrant | 1:0.01 share | 1:0.01 share | 1:0.01 share | 1:0.01 share |
| Maturity date | 6 November 2019 | 6 November 2019 | 15 November 2023 | 15 November 2023 |

On 6 November 2019, warrant U-W1 was exercised for purchase of 60,400 units, resulting in an increase in the Company's paid-up capital of Baht 1,933 (604 ordinary shares with a par value of Baht 3.20 each) and an increase in share premium on ordinary shares of Baht 1,691.

Warrant U-W1 and warrant U-W2 expired on 6 November 2019.

32. Expenses by nature

Significant expenses classified by nature are as follows:

| | Consolidated | | (Unit: Thousand Baht) | |
|---|----------------------|-------------|-----------------------|-------------|
| | financial statements | | Separate | |
| | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> |
| Salary, wages and other employee benefits | 2,868,925 | 1,962,968 | 178,003 | 148,251 |
| Depreciation and amortisation | 730,854 | 683,754 | 17,759 | 6,181 |
| Consultation and professional fee | 440,403 | 211,159 | 61,797 | 83,434 |
| Loss on impairment of investments in subsidiaries | - | - | 330 | 12,001 |
| Loss on impairment of assets | - | 355,004 | 965 | 368,505 |
| Commission | 373,143 | 265,438 | - | - |
| Management fee | 94,717 | 88,601 | - | - |
| Utility expenses | 412,052 | 297,460 | 3,133 | 1,844 |
| Rental expenses | 135,767 | 520,418 | 9,394 | 9,168 |
| Cost of food and beverage | 659,725 | 498,430 | - | - |
| Marketing and Sale | 148,623 | 81,917 | - | - |
| Contracted services and laundry | 186,304 | 144,450 | - | - |
| Property operations and maintenance cost | 162,580 | 108,514 | - | - |
| Cleaning, operating and supplies | 92,885 | 67,290 | - | - |

33. Income tax

Income tax for the years ended 31 December 2019 and 2018 are made up as follows:

| | Consolidated | | (Unit: Thousand Baht) | |
|---|----------------------|---------------|-----------------------|-------------|
| | financial statements | | Separate | |
| | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> |
| | (Restated) | | | |
| Current income tax: | | | | |
| Current income tax charge | 127,381 | 87,284 | - | - |
| Deferred tax: | | | | |
| Relating to origination and reversal of temporary differences | (1,106) | (44,675) | - | - |
| Income tax reported in the statement of comprehensive income | 126,275 | 42,609 | - | - |

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2019 and 2018 are as follows:

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|--|--|-------------|--|-------------|
| | 2019 | 2018 | 2019 | 2018 |
| Deferred tax on gain (loss) from the change in value of available-for-sale investments | 1,517 | (2,038) | 1,871 | (1,754) |
| Deferred tax on gain (loss) from actuarial | (608) | 878 | - | - |
| | 909 | (1,160) | 1,871 | (1,754) |

The reconciliation between accounting profit (loss) and income tax is shown below.

(Unit: Thousand Baht)

| | Consolidated financial statements | | Separate financial statements | |
|---|--|----------------|--|-------------|
| | 2019 | 2018 | 2019 | 2018 |
| | (Restated) | | | |
| Profit (Loss) from continued operation before income tax | 1,967,551 | (596,303) | 2,500,097 | (117,732) |
| Profit (Loss) from discontinued operation before income tax | 25,715 | 6,191 | 324 | (11,734) |
| | 1,993,226 | (590,112) | 2,500,421 | (129,466) |
| Applicable tax rate | 0 - 25 Percent | 0 - 25 Percent | 20 Percent | 20 Percent |
| Accounting profit (loss) before tax multiplied by income tax rate | 409,780 | (103,694) | 500,084 | (25,893) |
| Effects of: | | | | |
| Unrecognised deferred tax assets on temporary differences | 27,898 | 362,044 | 13,455 | 327,938 |
| Utilisation of previously unrecognised deferred tax assets on temporary differences | (1,094) | (6,996) | (242) | (6,996) |
| Unrecognised deferred tax assets on tax losses | 404,743 | 91,308 | 32,836 | 22,489 |
| Utilisation of previously unrecognised tax losses | (302,624) | (205,944) | (29,158) | (217,842) |
| Deferred tax assets adjustments | 12,911 | - | - | - |
| Taxable income | 567 | - | - | - |
| Non-deductible expenses | 125,268 | 49,332 | 285 | 1,228 |
| Non-taxable income | (747,189) | (159,000) | (516,694) | (100,791) |
| Deductible expenses | (14,133) | (11,836) | (566) | (133) |
| Effect from related parties elimination | 248,912 | 33,302 | - | - |
| Others | (38,713) | (5,508) | - | - |
| Total | (283,454) | 146,702 | (500,084) | 25,893 |
| Income tax | 126,326 | 43,008 | - | - |
| Income tax from discontinued operation | (51) | (399) | - | - |
| Income tax reported in the statement of comprehensive income | 126,275 | 42,609 | - | - |

The components of deferred tax assets and deferred tax liabilities are as follows:

(Unit: Thousand Baht)

| | Statements of financial position | | | |
|--|----------------------------------|-------------|----------------------|---------|
| | Consolidated | | Separate | |
| | financial statements | | financial statements | |
| | 2019 | 2018 | 2019 | 2018 |
| | (Restated) | | | |
| Deferred tax assets | | | | |
| Fair value adjustment of assets and liabilities as at | | | | |
| business combination date | 735 | 957 | - | - |
| Unused tax loss | 10,590 | 24,067 | - | - |
| Tax deductible goodwill | 20,470 | 21,667 | - | - |
| Provision for long-term employee benefits | 8,453 | 10,829 | - | - |
| Others | 43,273 | 43,628 | - | - |
| | 83,521 | 101,148 | - | - |
| Deferred tax liabilities | | | | |
| Unrealised gain from revaluation of available-for-sale | | | | |
| investments | 354 | 2,323 | - | 1,872 |
| Fair value adjustment of assets and liabilities as at | | | | |
| business combination date | 1,801,473 | 2,247,311 | - | - |
| Others | 118,505 | 131,203 | - | - |
| | 1,920,332 | 2,380,837 | - | 1,872 |
| Total | (1,836,811) | (2,279,689) | - | (1,872) |
| Presented as | | | | |
| Deferred tax assets - net | 64,184 | 81,207 | - | - |
| Deferred tax liabilities - net | (1,900,995) | (2,360,896) | - | (1,872) |
| Total | (1,836,811) | (2,279,689) | - | (1,872) |

As at 31 December 2019, the Group has deductible temporary differences and unused tax losses totalling Baht 2,152 million (2018: Baht 2,938 million) (the Company only: Baht 217 million, 2018: Baht 2,957 million), on which deferred tax assets have not been recognised as the Group believes future taxable profits may not be sufficient to allow utilisation of the temporary differences and unused tax losses.

The unused tax losses amounting to Baht 2,024 million (2018: Baht 1,629 million) (the Company only: Baht 164 million, 2018: Baht 8 million) will expire by 2022.

34. Earnings per share

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

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

Details of calculation of earnings per share for the years ended 31 December 2019 and 2018 are as below.

| Consolidated financial statements | | | | | |
|--|----------------------------------|---|----------------------|--------------------|------------------------|
| Profit (loss) | | Weighted average number of ordinary shares | | Earnings per share | |
| <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> |
| (Thousand Baht) | (Thousand Baht) (Restated) | (Thousand shares) | (Thousand shares) | (Baht) | (Baht) (Restated) |
| Earnings per share | | | | | |
| Basic earnings per share | | | | | |
| Profit (loss) attributable to equity holders of the Company | 1,867,354 | (634,082) | 5,613,717 | 5,613,717 | |
| Less: Cumulative dividend payment preference shares | (822,927) | (822,927) | - | - | |
| Profit (loss) used in calculations of basic earnings per share | 1,044,427 | (1,457,009) | 5,613,717 | 5,613,717 | 0.186049 (0.259544) |
| Earnings per share from continued operation | | | | | |
| Basic earnings per share | | | | | |
| Profit (loss) attributable to equity holders of the Company | 1,841,690 | (639,875) | 5,613,717 | 5,613,717 | |
| Less: Cumulative dividend payment preference shares | (822,927) | (822,927) | - | - | |
| Profit (loss) used in calculations of basic earnings per share | 1,018,763 | (1,462,802) | 5,613,717 | 5,613,717 | 0.181477 (0.260576) |

| Separate financial statements | | | | | |
|--|--------------------|--------------------|---|----------------------|------------------------|
| | Profit (loss) | | Weighted average number of ordinary shares | | Earnings per share |
| | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> | <u>2019</u> |
| | (Thousand Baht) | (Thousand Baht) | (Thousand shares) | (Thousand shares) | (Baht) |
| | | | | | <u>2018</u> (Baht) |
| Earnings per share | | | | | |
| Basic earnings per share | | | | | |
| Profit (loss) attributable to equity holders of the Company | 2,500,421 | (129,466) | 5,613,717 | 5,613,717 | |
| Less: Cumulative dividend payment preference shares | (822,927) | (822,927) | - | - | |
| Profit (loss) used in calculations of basic earnings per share | 1,677,494 | (952,393) | 5,613,717 | 5,613,717 | 0.298821 (0.169655) |
| Earnings per share from continued operation | | | | | |
| Basic earnings per share | | | | | |
| Profit (loss) attributable to equity holders of the Company | 2,500,097 | (117,732) | 5,613,717 | 5,613,717 | |
| Less: Cumulative dividend payment preference shares | (822,927) | (822,927) | - | - | |
| Profit (loss) used in calculations of basic earnings per share | 1,677,170 | (940,659) | 5,613,717 | 5,613,717 | 0.298763 (0.167564) |

Exercise prices of the Warrants U-W1, the Warrants U-W2, the Warrant U-W3 and the Warrants U-W4 were higher than the average market price of the Company's shares for the year ended 31 December 2019 and 2018. Therefore, the Company has not assumed conversion of these warrants in the calculation of diluted earnings per share.

No calculation of diluted earnings per share for the years ended 31 December 2019 and 2018 was required for preference shares since the effect of diluted per share is antidilutive.

35. Segment information

Operating segment information is reported in a manner consistent with the internal reports of the Company that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

For management purposes, the Group are organised into business units based on its products and services and have three reportable segments as follows:

- Hotel business segment
- Rental and management business segment
- Real estate for sale business segment

No operating segments have been aggregated to form the above reportable operating segments.

No revenue and expense from real estate for sale business segment during the year.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and total assets and on a basis consistent with that used to measure operating profit or loss and total assets in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The following table present revenue and profit information regarding the Group's operating segments for the years ended 31 December 2019 and 2018.

(Unit: Million Baht)

| | Hotel business | | Rental and management business | | Elimination | | Consolidated financial statements | |
|--|----------------|--------------|--------------------------------|-------------|--------------|--------------|-----------------------------------|---------------------------|
| | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> (Restated) |
| Revenues from external customers | 7,264 | 5,646 | 517 | 387 | - | - | 7,781 | 6,033 |
| Inter-segment revenues | 2 | 1 | 342 | 170 | (344) | (171) | - | - |
| Total revenues | <u>7,266</u> | <u>5,647</u> | <u>859</u> | <u>557</u> | <u>(344)</u> | <u>(171)</u> | <u>7,781</u> | <u>6,033</u> |
| Segment profit | 4,289 | 3,505 | 298 | 204 | - | - | 4,587 | 3,709 |
| Unallocated revenues and expenses: | | | | | | | | |
| Interest income | | | | | | | 358 | 299 |
| Gain (Loss) on exchange rate | | | | | | | 52 | (166) |
| Gain on sales of assets | | | | | | | 25 | 54 |
| Gain on sales of investments in subsidiary and joint venture | | | | | | | 1,559 | - |
| Gain on bargain price from business acquisition | | | | | | | - | 30 |
| Other income | | | | | | | 371 | 197 |
| Selling and servicing expenses | | | | | | | (485) | (421) |
| Administrative expenses | | | | | | | (3,272) | (2,489) |
| Depreciation and amortisation | | | | | | | (727) | (646) |
| Loss on allowance for impairment of assets | | | | | | | - | (355) |
| Share of profit (loss) from investments in associates | | | | | | | (3) | 4 |
| Share of profit from investments in joint ventures | | | | | | | 295 | 23 |
| Finance cost | | | | | | | (793) | (835) |
| Income tax | | | | | | | (126) | (43) |
| Profit from discontinued operation | | | | | | | 26 | 6 |
| Profit (loss) for the year | | | | | | | <u>1,867</u> | <u>(633)</u> |
| Non-controlling interest of the subsidiaries | | | | | | | - | (1) |
| Profit (loss) attributable to equity holders of the Company | | | | | | | <u>1,867</u> | <u>(634)</u> |

Geographic information

Revenue from external customers is based on locations of the customers.

(Unit: Million Baht)

| | <u>2019</u> | <u>2018</u> |
|---------------------------------|--------------|--------------|
| Revenue from external customers | | |
| Thailand | 1,542 | 1,610 |
| Overseas | 6,239 | 4,786 |
| Total | <u>7,781</u> | <u>6,396</u> |

Major customers

For the year 2019 and 2018, the Group has no major customer with revenue of 10 percent or more of an entity's revenues.

36. Provident fund

The Group and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Both employees and the Group contribute to the fund monthly at the rate of 5 percent of basic salary. The fund, which is managed by Sin Sata Porn registered provident fund, will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2019 amounting to approximately Baht 13 million (2018: Baht 12 million) were recognised as expenses (The Company only: Baht 4 million, 2018: Baht 5 million).

37. Commitments and contingent liabilities

37.1 Capital commitments

The Group had outstanding commitments amounting to Baht 2,696 million and EUR 1 million (2018: Baht 1,768 million, EUR 1 million) (The Company only: Baht 36 million, 2018: Baht 6 million) in respect of agreements of design and consultation projects.

37.2 Lease and service commitments

a) The Group has entered into lease agreements in respect of the lease of property, plant and equipment and several service agreements in respect of operating business. The terms of the agreements are between 1 to 20 years.

Future minimum rentals and service fees payable as at 31 December 2019 and 2018 are as follows:

(Unit: Million Baht)

| | <u>Consolidated</u> <u>financial statements</u> | | <u>Separate</u> <u>financial statements</u> | |
|-------------------|--|-------------|--|-------------|
| | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> |
| Payable within: | | | | |
| Less than 1 year | 827 | 523 | 77 | 28 |
| 1 to 5 years | 2,827 | 1,957 | 2 | 4 |
| More than 5 years | 6,987 | 5,665 | - | - |

- b) During the year ended 31 December 2019, the Group had loyalty fees and service fees relating to management of hotels, and golf and sports clubs under hotel management agreements and golf and sports club management agreements amounted to approximately Baht 91 million (2018: Baht 81 million).

| | Type of agreement | Counter parties | Fee rate |
|----|--|---|--|
| 1) | Hotel management agreement | Khon Kaen Buri Company Limited and an unrelated party | The rates stipulated in the agreements |
| 2) | Hotel management agreement | Pacific Hotel Chiangmai Company Limited and an unrelated party | The rates stipulated in the agreements |
| 3) | Hotel management agreement | EGS Assets Company Limited and a related party | The rates stipulated in the agreements |
| 4) | Hotel management agreement | Muangthong Assets Company Limited and a related party | The rates stipulated in the agreements |
| 5) | Golf and sport club management agreement | Thana City Golf & Sports Club Company Limited and a related party | The rates stipulated in the agreements |

- c) A subsidiary (The Joint Venture of U City Public Company Limited, Amanresorts Services Limited and Silverlink Resorts Limited (formerly known as “Silverlink Holding Limited”)) has outstanding commitments as follows:

On 10 May 2005, the subsidiary entered into an agreement related to the royal land (state land) at Rong Pasee Roi Chak Sam Land Development Project with the Treasury Department, Ministry of Finance, under which the subsidiary will invest, develop and construct a hotel and other structures on the royal land, and subsequently transfer ownership of the hotel and structures to the Treasury Department. In return, the subsidiary has the right to manage the constructed hotel for 30 years commencing from the date of the execution of the agreement, with the subsidiary to pay the Treasury Department an arrangement fee of Baht 125 million on the date of the execution of the agreement and annual rental fees totalling Baht 1,346 million.

The subsidiary has consistently complied with the agreement in relation to the royal land under the Rong Pasee Roi Chak Sam Land Development Project with the Treasury Department, Ministry of Finance. However, the Treasury Department has not delivered the project site to the subsidiary in accordance with the agreement because the relocation of the Bangruk Fire Department from the project site is not complete (by no fault of the subsidiary). As a result of this problem, the subsidiary has been unable to develop and construct the project as scheduled and various contractual disputes/issues have arisen. In order to obtain a remedy for damages suffered and to provide justice to the subsidiary, the subsidiary notified the Treasury Department of various claims, including a request to consider not counting the “project management period” and “rental period” with effect from 10 May 2005.

On 18 December 2015, the subsidiary filed a lawsuit against the Treasury Department, as first defendant, and the Supervising Committee for the royal land under Rong Pasee Roi Chak Sam Land Development Project, as the second defendant, with the Central Administrative Court; asking the Central Administrative Court to issue a judgement or order which (i) compels both defendants to comply with the Cabinet Resolution dated 26 August 2003, which set out a project construction period of 36 months and a project utilisation period of 30 years after construction was completed and (ii) compels the Treasury Department to exercise its authority under Section 10 of the Act on the Private Participation in the Affairs of the State of 1992, Article 34, paragraph 1 (7) and paragraph 4 of the Ministerial Regulation relating to rules and methods for administration, maintenance, utilisation and benefit arrangement on State Land B.E. 2545, and the Cabinet Resolution dated 8 July 2013, by ordering the Bangkok Metropolitan to return the royal land and expel the Bangruk Fire Station and fire officers from the site of the royal land at Rong Pasee Roi Chak Sam Land Development Project and to demarcate an area for the subsidiary to proceed with project construction as scheduled, within 30 days following the date the Court issued final judgement or within the period specified by the Court.

On 13 July 2017, the Central Administrative Court issued a judgement compelling both defendants to extend the project utilisation period of the land in dispute for another 30 years, from the handover date or the date the Court issued the final judgement, as the case may be. Subsequently, on 15 August 2017, the subsidiary has submitted an appeal to the Supreme Administrative Court.

Subsequently, both parties negotiated to resolve the dispute. On 24 May 2019, they entered into an amendment and a memorandum to the agreement in relation to the Joint Investment on Construction and Operation of the royal land under the Rong Pasee Roi Chak Sam Land Development Project, Bangruk District, Bangkok, dated 10 May 2005, and agreed to settle the dispute and not make any further claims. The subsidiary submitted a request to withdraw the appeal made to the Supreme Administrative Court and the Court allowed the appeal to be withdrawn on 2 August 2019. The Group has already recognised the effects of this dispute resolution in the financial statements.

As described in the amendment to the agreement, the subsidiary has a commitment to construct a hotel and other structures and to subsequently transfer ownership of the hotel and its structures to the Treasury Department within 6 years. In return, the subsidiary has the right to manage the constructed hotel for 30 years commencing from the date of the transfer of ownership, with the subsidiary to pay the Treasury Department an arrangement fee of Baht 400 million, divided into 8 instalments of Baht 50 million each payable in the first year and from the 21st to the 27th years, as well as compensation for land use during project construction and annual rental fees totalling Baht 1,259 million.

37.3 Guarantees

- a) The Group had outstanding bank guarantees issued amounting to Baht 133 million and Euro 19 million (2018: Baht 133 million and Euro 12 million). The Group has pledged some of financial institution deposits as collateral against bank guarantees as discussed in Note 13 to the financial statements.
- b) The Company and a subsidiary, Vienna House Hotelmanagement GmbH ("VHHM") (formerly known as "Vienna International Hotelmanagement AG") had guaranteed loan facilities of overseas subsidiaries amounting to EUR 27 million (2018: EUR 4 million) (The Company only: EUR 25 million, 2018: EUR 4 million) as discussed in Note 24 and 27 to the financial statements.
- c) The Company provided guarantees amounting to Baht 2,590 million for loan facilities of two joint ventures. (2018: Nil)
- d) A subsidiary, VHHM, had guaranteed building lease agreement of an overseas joint venture amounting to EUR 4 million (2018: EUR 4 million).

37.4 Litigation

During the year 2018, BTS Sansiri Holding Nineteen Limited ("the joint venture"), a developer of The Line Sathorn project, was sued by a juristic person of a condominium located nearby the project. The juristic person requested that the joint venture revoke the Environmental Impact Assessment (EIA) report and undertake public hearing on this matter for neighbouring stakeholders by using independent entities as accepted by the Court. On 18 March 2019, the joint venture, which is a third defendant, submitted a statement to the Administrative Court. On 28 August 2019, the Central Administrative Court prescribed provisional remedial measures before delivering the judgement by ordering the joint venture to suspend this project temporarily. On 11 October 2019, the joint venture filed an appeal against the Central Administrative Court's judgement and requested that the Supreme Administrative Court withhold an injunction of the Central Administrative Court for the temporary stay of execution before the judgement of the Appeal Court is rendered.

The legal advisors and management of the joint venture provided opinion based on the information and progression of the case that the Supreme Administrative Court will not render judgement or give the order to revoke the approval for Environmental Impact Assessment report and the permit for building construction, modification, and demolition issued to BTS Sansiri Holding Nineteen Limited, and terminate the construction of The Line Sathorn project as requested by the Plaintiff.

38. Fair value hierarchy

As at 31 December 2019, the Group had the assets and liabilities that were measured at fair value using different levels of inputs as follows:

(Unit: Thousand Baht)

| Consolidated financial statements | | | | |
|---|---------|---------|-----------|-----------|
| | Level 1 | Level 2 | Level 3 | Total |
| Financial assets measured at fair value | | | | |
| Investments in available-for-sale securities | 81,034 | 101,770 | - | 182,804 |
| Assets for which fair value are disclosed | | | | |
| Investment properties | | | | |
| - Land | - | - | 5,311,688 | 5,311,688 |
| - Building and building improvement (including leasehold rights) | - | - | 5,395,915 | 5,395,915 |

(Unit: Thousand Baht)

| Separate financial statements | | | | |
|--|---------|---------|-----------|-----------|
| | Level 1 | Level 2 | Level 3 | Total |
| Financial assets measured at fair value | | | | |
| Investments in available-for-sale securities | 81,034 | - | - | 81,034 |
| Assets for which fair value are disclosed | | | | |
| Investment property | | | | |
| - Land | - | - | 253,800 | 253,800 |
| - Building and building improvement | - | - | 1,511,678 | 1,511,678 |

39. Financial instruments

39.1 Financial risk management

The Group's financial instruments, as defined under Thai Accounting Standard No.107 "Financial Instruments: Disclosure and Presentations", principally comprise cash and cash equivalents, investments, account receivables, restricted deposit, loans to, bank overdrafts, account payables, deposits and advances received, loans from, liabilities under finance lease agreements and liabilities under debt restructuring agreements. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Group is exposed to credit risk primarily with respect to account receivables and loans to. The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. In addition, the Group does not have high concentrations of credit risk since it has a large customer base. The maximum exposure to credit risk is limited to the carrying amounts of trade and other receivables, receivables from sales of investments in subsidiaries and loans to as stated in the statement of financial position.

Interest rate risk

The Group's exposure to interest rate risk relates primarily to its cash at banks, investments, account receivables, restricted deposit, loans to, bank overdrafts, account payables, deposits and advances received, loans from, liabilities under debt restructuring agreements and liabilities under finance lease agreements. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

As at 31 December 2019 and 2018, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

| Consolidated financial statements | Fixed interest rates | | | | | | Floating interest rate | | Non-interest bearing | | Total | | Interest rate |
|---|----------------------|------|-------------|-------|--------------|-------|------------------------|--------|----------------------|-------|--------|--------|---------------|
| | Within 1 year | | 1 - 5 years | | Over 5 years | | | | | | | | |
| | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | |
| Financial assets | | | | | | | | | | | | | |
| Cash and cash equivalents | - | - | - | - | - | - | 2,756 | 2,784 | 11 | 13 | 2,767 | 2,797 | Note 8 |
| Current investments | - | 1 | - | - | - | - | - | - | 102 | 1,542 | 102 | 1,543 | Note 9 |
| Trade and other receivables | - | - | - | - | - | - | - | - | 761 | 831 | 761 | 831 | Note 10 |
| Restricted bank deposits | 264 | 194 | - | - | - | - | - | - | - | - | 264 | 194 | Note 13 |
| Long-term loans to related parties and interest receivables | - | - | 6,524 | 5,906 | - | - | - | - | - | - | 6,524 | 5,906 | Note 7 |
| Receivable from sales of investments in subsidiaries | 1,078 | - | 1,812 | 111 | - | - | - | - | - | - | 2,890 | 111 | Note 11 |
| Other long-term investments | - | - | - | - | - | - | - | - | 81 | 155 | 81 | 155 | Note 17 |
| Deposits | - | - | - | - | - | - | - | - | 50 | - | 50 | - | - |
| | 1,342 | 195 | 8,336 | 6,017 | - | - | 2,756 | 2,784 | 1,005 | 2,541 | 13,439 | 11,537 | |
| Financial liabilities | | | | | | | | | | | | | |
| Bank overdrafts | 34 | 37 | - | - | - | - | - | - | - | - | 34 | 37 | Note 24 |
| Trade and other payables | - | - | - | - | - | - | - | - | 1,232 | 1,006 | 1,232 | 1,006 | Note 25 |
| Long-term loans from related party and interest payables | - | - | 5,025 | 5,027 | - | - | - | - | - | - | 5,025 | 5,027 | Note 7 |
| Liabilities under debt restructuring agreements | - | - | - | - | - | - | - | 1,136 | - | - | - | 1,136 | Note 26 |
| Long-term loans from financial institutions | 174 | 170 | 793 | 706 | 891 | 1,122 | 8,971 | 10,281 | - | - | 10,829 | 12,279 | Note 27 |
| Liabilities under finance lease agreements | 74 | 78 | 1,633 | 1,787 | - | - | - | - | - | - | 1,707 | 1,865 | Note 28 |
| Deposits and advances received | - | - | - | - | - | - | - | - | 259 | 181 | 259 | 181 | - |
| | 282 | 285 | 7,451 | 7,520 | 891 | 1,122 | 8,971 | 11,417 | 1,491 | 1,187 | 19,086 | 21,531 | |

(Unit: Million Baht)

| Consolidated financial statements | Fixed interest rates | | | | | | Floating interest rate | | Non-interest bearing | | Total | | Interest rate |
|---|----------------------|------|-------------|--------|--------------|------|------------------------|-------|----------------------|-------|--------|--------|---------------|
| | Within 1 year | | 1 - 5 years | | Over 5 years | | | | | | | | |
| | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | |
| Financial assets | | | | | | | | | | | | | |
| Cash and cash equivalents | - | - | - | - | - | - | 1,442 | 1,155 | - | - | 1,442 | 1,155 | Note 8 |
| Current investments | - | - | - | - | - | - | - | - | - | 1,429 | - | 1,429 | Note 9 |
| Trade and other receivables | - | - | - | - | - | - | - | - | 57 | 281 | 57 | 281 | Note 10 |
| Restricted bank deposits | 105 | 27 | - | - | - | - | - | - | - | - | 105 | 27 | Note 13 |
| Long-term loans to related parties and interest receivables | - | - | 20,572 | 19,221 | - | - | - | - | - | - | 20,572 | 19,221 | Note 7 |
| Receivable from sales of investments in subsidiary | 1,078 | - | 1,812 | 111 | - | - | - | - | - | - | 2,890 | 111 | Note 11 |
| Other long-term investments | - | - | - | - | - | - | - | - | 81 | 155 | 81 | 155 | Note 17 |
| Deposits | - | - | - | - | - | - | - | - | 50 | - | 50 | - | - |
| | 1,183 | 27 | 22,384 | 19,332 | - | - | 1,442 | 1,155 | 188 | 1,865 | 25,197 | 22,379 | |
| Financial liabilities | | | | | | | | | | | | | |
| Trade and other payables | - | - | - | - | - | - | - | - | 31 | 40 | 31 | 40 | Note 25 |
| Long-term loans from related party and interest payables | 2,255 | - | 5,025 | 5,027 | - | - | - | - | - | - | 7,280 | 5,027 | Note 7 |
| Long-term loans from financial institutions | - | - | - | - | - | - | 6,315 | 7,584 | - | - | 6,315 | 7,584 | Note 27 |
| Liabilities under finance lease agreement | 3 | 2 | 5 | 8 | - | - | - | - | - | - | 8 | 10 | Note 28 |
| Deposits and advances received | - | - | - | - | - | - | - | - | 71 | 5 | 71 | 5 | - |
| | 2,258 | 2 | 5,030 | 5,035 | - | - | 6,315 | 7,584 | 102 | 45 | 13,705 | 12,666 | |

Foreign currency risk

The Group's exposure to foreign currency risk arises mainly from trading transactions and borrowings that are denominated in foreign currencies.

As at 31 December 2019 and 2018 the balances of financial assets and liabilities denominated in foreign currencies are summarised below.

Consolidated financial statements

| Foreign currency | Financial assets | | Financial liabilities | | Average exchange rate | |
|------------------|------------------|-------------|-----------------------|-------------|------------------------------------|-------------|
| | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> |
| | (Thousand) | (Thousand) | (Thousand) | (Thousand) | (Baht per 1 foreign currency unit) | |
| Euro | 7,312 | 3,961 | 217,339 | 226,348 | 33.7311 | 37.1252 |
| US dollar | 4 | 1 | 88 | 98 | 30.1540 | 32.4498 |
| SG dollar | - | - | 97 | 97 | 22.3245 | 23.6943 |
| HK dollar | 347 | - | 27 | 86 | 3.8732 | 4.1416 |
| Baht | - | - | 643 | - | 1.0000 | 1.0000 |

Separate financial statements

| Foreign currency | Financial assets | | Financial liabilities | | Average exchange rate | |
|------------------|------------------|-------------|-----------------------|-------------|------------------------------------|-------------|
| | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> | <u>2019</u> | <u>2018</u> |
| | (Thousand) | (Thousand) | (Thousand) | (Thousand) | (Baht per 1 foreign currency unit) | |
| Euro | 171,981 | 153,804 | 171,465 | 115,551 | 33.7311 | 37.1252 |
| Pound Sterling | 3,630 | 3,469 | - | - | 39.5217 | 41.0667 |

39.2 Fair values of financial instruments

Since the majority of the Group's financial instruments are short-term in nature or carrying interest rates closed 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.

40. Capital management

The primary objective of the Group's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2019, the Group's debt-to-equity ratio was 0.753:1 (2018: 0.851:1) and the Company's was 0.432:1 (2018: 0.421:1).

41. Reclassification

The Group has reclassified line item in statement of comprehensive income from continued operation for the year ended 31 December 2019 to conform with the current period's classification. The reclassifications had no effect to previously reported profit (loss) or shareholders' equity, details are as follows:

| | Consolidated | | (Unit: Thousand Baht) | |
|---|----------------------|-----------|-----------------------|----------|
| | financial statements | | Separated | |
| | As previously | | As previously | |
| | As reclassified | reported | As reclassified | reported |
| Statement of comprehensive income from continued operation | | | | |
| Administrative expenses | 2,489,376 | 2,654,963 | 319,965 | 353,245 |
| Loss on exchange rate | 165,587 | - | 33,280 | - |
| Total | 2,654,963 | 2,654,963 | 353,245 | 353,245 |

42. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 14 February 2020.

Appendix



Future Started Here

- 1 Profiles of the Directors and Executives of the Company
- 2 Information on the Position of Directors, Management and Authorised Persons in Subsidiaries, Associated and Related Companies
- 3 Assets Used in Business Operations

PROFILE OF DIRECTORS AND EXECUTIVES BOARD OF BOARD OF DIRECTOR OF THE COMPANY

1. Mr. Keeree Kanjanapas 70 Year

Position/The Appointment Date

- Chairman
- Director (Authorized Director) 7 July 2017

Educational Qualification

- Top Executive Program (CMA 10) Year 2010, Capital Market Academy
- Director Accreditation Program (DAP) Year 2011, Thai Institute of Directors

Percentage of Securities Holding (%)

As of 31/12/2018

-

Relationship with the Management

-

Professional Experience for last 5 years

2017 - Present Chairman U City Pcl

Other Listed Companies in Thailand

| | |
|----------------|---|
| 2012 - Present | Chairman of the Corporate Governance Committee BTS Group Holdings Pcl |
| 2012 - Present | Chairman VGI Global Media Pcl |
| 2010 - Present | Chairman of the Executive Committee BTS Group Holdings Pcl |
| 2006 - Present | Chairman BTS Group Holdings Pcl |
| 1993 - Present | Director BTS Group Holdings Pcl |

Other Companies

| | |
|----------------|--|
| 2018 - Present | Director BTS Infrastructure Service Co., Ltd |
| 2017 - Present | Director Northern Bangkok Monorail Co., Ltd. |
| 2017 - Present | Director Eastern Bangkok Monorail Co., Ltd. |
| 2017 - Present | Director BTS Infrastructure Development Co., Ltd. |
| 2017 - Present | Director RB Services Co., Ltd. |
| 2015 - Present | Chairman of the Executive Committee Bangkok Mass Transit System Plc. |
| 2015 - Present | Director BSS Holding Co., Ltd. |
| 2010 - Present | Chairman Bangkok Mass Transit System Plc. |
| 2010 - Present | Director Rabbit Rewards Co., Ltd. |
| 2009 - Present | Director Bangkok Smartcard System Co., Ltd. |
| 1996 - Present | Director Bangkok Mass Transit System Plc. |
| 1994 - 2018 | Director Tanayong International Limited |
| 1991 - 2018 | Director BTS Land Co., Ltd. |
| 1993 - 2018 | Director Pranakeeree Assets Co., Ltd. |
| 1992 - 2018 | Director Tanayong Food and Beverage Co., Ltd. |

1991 - 2018 Director Thanacity Golf and Sports Club Co., Ltd.

1990 - 2018 Director Siam Paging and Communication Co., Ltd.

1990 - 2018 Director Tanayong Property Management Co., Ltd.

1988 - 2018 Director Muangthong Assets Co., Ltd.

2009 - 2015 Director Nuvo Line Agency Co., Ltd.

2010 - 2015 Director Kamkoong Property Co., Ltd.

1996 - 2015 Chief Executive Officer Bangkok Mass Transit System Plc.

2. Mr. Rungson Sriworasat 65 Year

Position/The Appointment Date

- Chairman of Audit Committee
- Nomination and Remuneration Committee
- Independent Director (19 December 2017)

Educational Qualification

- National Defence College Program, Thailand National Defense College
- Master of Business Administration, Prince of Songkla University
- Bachelor of Law, Sukhothai Thammathirat Open University
- Bachelor of Accounting, Ramkhamhaeng University
- Senior Executive Program, Institute of Business and Industrial Development batch 1, 2015
- Senior Executive Program, Thailand Energy Academy batch 7, 2015
- Senior Executive Program, Bhumipalung Phandin batch 3, 2014
- Top Executive Program in Commerce and Trade batch 6, 2013
- The Program for Senior Executive on Criminal Justice Administration batch 2, 2011
- Inspector General Program, Office of the Civil Service Commission, 2010
- Graduate Diploma in Politics and Governance in Democratic Systems for Executive Course (Class 13), King Prajadhipok's Institute, 2010
- Justice Top Executive Program, Justice College 2006
- Certificate in Senior Executive Officers, Office of the Civil Service Commission, 2004
- International Financial Fraud Training Program (IFFT) Internal Revenue Service (IRS) GEORGIA, USA

- Executive Program for Senior Management 2006 Development Course for Organization Leaders under Globalization Current Fiscal Policy Research Institute Foundation, Kingdom of Thailand in cooperation with Kellogg School of Management and the Maxwell School of Syracuse University, Schulich School of Business York University
- Senior Executive Program, The Medical Council of Thailand, batch 7, 2018
- IOD Director Certification Program (DCP) 2006
- IOD Successful Formulation & Execution the Strategy (SFE) 2008
- IOD Finance for Non-Finance Director (FND) 2008
- IOD Refresher Course DCP (DCP re) 2008
- IOD Audit Committee Program (ACP) 2009
- IOD Director Accreditation Program (DAP) 2010
- IOD Role of the Chairman Program (RCP) 2012
- IOD Financial Institutions Governance Program (FGP) 2013
- IOD Anti-Corruption for Executive Program (ACEP) 2015

Percentage of Securities Holding (%)

As of 31/12/2018

-

Relationship with the Management

-

Professional Experiende for last 5 years

2017 - Present Independent Director, Chairman of Audit Committee and Nomination and Remuneration Committee U City Pcl.

Registered Company in Thailand

2018 - Present Independent Director and Chairman of Remuneration Committee Aest Wold Corp Plc.

2017 - Present Independent Director WP Energy Plc.

2016 - Present Independent Director, Audit Committee, and Corporate Governance Committee Charoen Pokphand Foods Plc.

2015 - Present Independent Director Berli Jucker Pcl.

2013 - 2018 Chairmen of the Board of Director TMB Bank Pcl.

2014 - 2015 Director and Chairman of Remuneration Committee PTT Pcl.

2011 - 2012 Director Eastern Water Resources Development and Management Pcl.

Other Companies

2017 - Present University Board Council North Chiang Mai University

2017 - Present Chairman of the Counsellor Thailand Swimming Association

2016 - 2019 Director of University Development Rambhai Barni Rajabhat University

2015 - 2019 Prime Minister Counsellor The Secretariat of the Cabinet

2015 - Present Internal Audit Committee The Thai Bar

2015 - Present Director Institute of Research and Development for Public Enterprises

2015 - Present Consultants Thai Medical Device Development Foundation under the Royal Patronage

2014 - Present University Board Council Prince of Songkla University

2013 - 2015 Permanent Secretary Ministry of Finance

2013 - 2015 Chairman Government Pension Fund

2013 - 2015 Chairman Student Loan Fund

2013 - 2015 Chairman Office of Insurance Commission (OIC)

2015 - Present Consultants Thai Medical Device Development Foundation under the Royal Patronage

2013 - 2015 Chairman Life Insurance Fund and General Insurance Fund

2013 - 2015 Member of the Board Office of Securities and Exchange Commission (SEC)

2013 - 2015 Director Judicial Officer Commission

2014 Director National Credit Bureau Co., Ltd.

2013 - 2014 Director State Railway of Thailand (SRT)

2012 - 2014 Director The Government Pharmaceutical Organization

2013 Director Deposit Protection Agency

2013 - 2015 Joint Public and Private Sector Consultative Committee: JPPSCC Office of the National Economics and Social Development Council

2013 - 2015 Director Official of Public Sector of Anti - Corruption Commission Ministry of Justice

2013 - 2015 Chairman of Ministry of Finance The list of enterprises The Secretariat of the Cabinet

3. Mr. Chaiwat Atsawintarangkun 68 Year

Position/The Appointment Date

- Audit Committee 19 December 2017
- Independent Director 28 April 2005
- Chairman of the Nomination and Remuneration Committee 20 March 2014

Educational Qualification

- Master of Education Curriculum and Teaching Methodology (Teaching Chinese as a foreign language), Beijing Language and Cultural University
- Master of Business Administration, Thammasat University
- Thai Barrister-at-Law

- Bachelor of Arts in Chinese Languages (Trade & Economics), Beijing Languages and Cultural University
- L.L.B. Literature of Law, Ramkhamhaeng University
- Bachelor of Science in Business Administration, Ramkhamhaeng University
- Participated in the Director Certification Program (DCP) 2017 from Institute of Directors
- Participated in the Audit Committee Program (ACP) from Institute of Directors
- Participated in the Board Nomination and Compensation Program (BNCP) from Institute of Directors
- Participated in the AC HOT UPDATE for CG preparation to sustainable growth from Federation of Accounting Professions
- Participated in the Audit Committee Seminar – Get Ready for the Year End from Federation of Accounting Professions
- Participated in the Director Accreditation Program (DAP) 2004 from Institute of Directors

Percentage of Securities Holding (%)

As of 31/12/2018

-

Relationship with the Management

-

Professional Experience for last 5 years

| | |
|----------------|---|
| 2017 - Present | Audit Committee, U City Plc. |
| 2014 - Present | Chairman of Nomination and Remuneration Committee U City Plc. |
| 2005 - Present | Independent Director U City Plc. |
| 2017 | Chairman Director U City Plc. |
| 2005 - 2017 | Chairman of Audit Committee U City Plc. |

Registered Company in Thailand

| | |
|----------------|---|
| 2013 - Present | Chairman of Audit Committee Eastern Polymer Group Plc. |
| 2005 - Present | Audit Committee Eastern Printing Plc. |
| 2004 - Present | Chairman of Audit Committee Krungthai Car Rent and Lease Plc. |
| 2003 - Present | Chairman of Audit Committee Syntec Construction plc. |
| 2013 - 2016 | Chairman of Audit Committee AQ Estate Plc. |

Other Companies

| | |
|----------------|---|
| 2013 - Present | Director Merchant Partners Asset Management Co., Ltd. |
| 2012 - Present | Director Amatara A Destination Spa Co., Ltd. |
| 2007 - Present | Chairman of Audit Committee Merchant Partners Securities Plc. |

| | |
|----------------|---|
| 2006 - Present | Director Resort Holding Co., Ltd. |
| 2005 - Present | Director Boathouse Hua Hin Co., Ltd. |
| 2003 - Present | Director Andaman Long Beach Resort Co., Ltd. |
| 2003 - Present | Director Chiangmai Hot Spring Co., Ltd. |
| 1997 - Present | Executive Partner Prospect Consulting Co., Ltd. |
| 1997 - Present | Director Prospect Consulting Co., Ltd. |
| 1989 - Present | Director MJL Intertrade Co., Ltd. |
| 2003 - 2014 | Director Krabi Southern Beach Co., Ltd. |

4. Mr. Plakorn Wanglee 54 Year

Position/The Appointment Date

- Nomination and Remuneration Committee
- Audit Committee
- Independent Director 7 July 2017

Educational Qualification

- MBA, University of San Francisco, USA
- Bachelor of Accounting, Chulalongkorn University
- Executive Program in Energy Science, Thailand Energy Academy (TEA) Class 8
- Corporate Governance for Director and Senior Executive of State Enterprises and Public Organization (PDI) Class 14
- Top Executive Program (CMA 10), Capital Market Academy
- Director Certification Program (DCP) Year 2016, Thai Institute of Directors

Percentage of Securities Holding (%)

As of 31/12/2018

-

Relationship with the Management

-

Professional Experience for last 5 years

| | |
|----------------|---|
| 2017 - Present | Independent Director, Audit Committee and Nomination and Remuneration Committee U City Plc. |
|----------------|---|

Registered Company in Thailand

| | |
|----------------|--|
| 2016 - Present | President and Chief Executive Officer Standard Chartered Bank (Thai) Public Co. Ltd. Thailand and Representative Offices |
| 2012 - 2016 | Senior Executive Vice President, Corporate and Institution Customer Standard Chartered Bank (Thai) Public Co. Ltd. |

Other Companies

| | |
|-------------|---|
| 2014 - 2016 | Independent Director and Audit Committee The Expressway Authority of Thailand |
| 2007 - 2014 | Board of the Counsellor Sasin Graduate Institute of Business Administration of Chulalongkorn University |

5. Mr. Surajit Gongvatana 69 Year

Position/The Appointment Date

- Director (Authorized Director) 7 July 2017
- Chief Executive Officer 15 June 2018

Educational Qualification

- Taylor's School of Commerce , Australia
- IOD Director Accreditation Program (DAP), 2018

Percentage of Securities Holding (%)

As of 31/12/2018

-

Relationship with the Management

-

Professional Experience for last 5 years

| | |
|----------------|---|
| 2017 - Present | Independent Director, Audit Committee and Nomination and Remuneration Committee U City Plc. |
|----------------|---|

Registered Company in Thailand

-None-

Other Companies

| | |
|----------------|---|
| 2008 - 2018 | Chairman MG Distribution 2008 Co., Ltd |
| 2005 - Present | Chairman of the Board of Directors Thai Organic Food Co., Ltd. |
| 2001 - Present | Federation President The Federation of Inter-Asian Philately |
| 1986 - Present | Director Thai Capital Trading Co., Ltd. |
| 1985 - Present | Chairman of the Board of Directors Kiatthai Knitting Factory Co., Ltd. |
| 1969 - Present | Chairman of the Board of Directors Hanfah Co., Ltd. |
| 2017 - 2018 | Independent Director, Audit Committee and Nomination and Remuneration Committee U City Plc. |
| 2010 - 2014 | Vice President of the Fédération Fédération Internationale de Philatélie |

6. Mr. Kavin Kanjanapas 45 Year

Position/The Appointment Date

- Director (Authorized Director) 7 July 2017

Educational Qualification

- Stonyhurst College, United Kingdom
- IOD Director Accreditation Program (DAP) Year 2007
- Top Executive Program (CMA 16) Year 2013, Capital Market
Academy

Percentage of Securities Holding (%)

As of 31/12/2018

-

Relationship with the Management

-

Professional Experience for last 5 years

| | |
|----------------|----------------------|
| 2017 - Present | Director U City Plc. |
|----------------|----------------------|

Registered Company in Thailand

| | |
|----------------|--|
| 2015 - Present | Chief Executive Officer BTS Group Holdings Plc. |
| 2012 - Present | Chairman of the Executive Committee VGI Plc. |
| 2010 - Present | Executive Director BTS Group Holdings Plc. |
| 2007 - Present | Director BTS Group Holdings Plc. |
| 2003 - Present | Director VGI Plc. |

Other Companies

| | |
|----------------|--|
| 2019 - Present | Director SLV Retail Co., Ltd |
| 2019 - Present | Director Majestic Park Co., Ltd |
| 2019 - Present | Director Future Domain Co., Ltd |
| 2019 - Present | Director Kerry Express (Thailand) PCL |
| 2018 - Present | Director U Global Hospitality Co., Ltd. |
| 2018 - Present | Director BTS Infrastructure Services Co., Ltd. |
| 2018 - Present | Director EGS Assets Co.,Ltd. |
| 2018 - Present | Director Turtle Twenty-Three Co.,Ltd. |
| 2017 - Present | Director Absolute Golf Services Co., Ltd. |
| 2017 - Present | Director Vienna House (Thailand) Co., Ltd. |
| 2017 - Present | Director Northern Bangkok Monorail Co., Ltd. |
| 2017 - Present | Director Eastern Bangkok Monorail Co., Ltd. |
| 2017 - Present | Director BTS Infrastructure Development Co., Ltd. |
| 2017 - Present | Director Man Food Holding Co., Ltd. |
| 2017 - Present | Director Kamkoong Property Co., Ltd. |
| 2017 - Present | Director Natural Park Ville Co., Ltd. |
| 2017 - Present | Director Natural Real Estate Co., Ltd. |
| 2017 - Present | Director Park Opera Co., Ltd. |
| 2017 - Present | Director Richee Property Management Co., Ltd. |
| 2017 - Present | Director Park Gourmet Co., Ltd. |
| 2017 - Present | Director Project Green Co., Ltd. |

| | |
|----------------|---|
| 2018 - Present | Director Unison One Co., Ltd. |
| 2017 - Present | Director RB Services Co., Ltd. |
| 2017 - Present | Director Keystone Management Co., Ltd. |
| 2016 - Present | Director KMJ 2016 Co., Ltd. |
| 2016 - Present | Director Nine Square Property Co., Ltd. |
| 2015 - Present | Director Travelodge (Thailand) Co., Ltd. |
| 2015 - Present | Director The Community One Co., Ltd. |
| 2015 - Present | Director The Community Two Co., Ltd. |
| 2015 - Present | Director Kingkaew Assets Co., Ltd. |
| 2015 - Present | Director Ratburana Property Co., Ltd. |
| 2015 - Present | Director Keystone Estate Co., Ltd. |
| 2015 - Present | Director BSS Holding Co., Ltd. |
| 2015 - Present | Executive Director Bangkok Smartcard System Co., Ltd. |
| 2014 - Present | Director Little Corner Co., Ltd. |
| 2014 - Present | Director Mak 8 Co., Ltd. |
| 2013 - Present | Director Man Kitchen Co., Ltd. |
| 2010 - Present | Director Tanayong Hong Kong Limited |
| 2010 - Present | Director Absolute Hotel Service Hong Kong Limited |
| 2010 - Present | Director Rabbit Rewards Co., Ltd. |
| 2010 - Present | Director BTS Land Co., Ltd. |
| 2009 - Present | Director Bangkok Smartcard System Co., Ltd. |
| 2009 - Present | Director Bangkok Mass Transit System Plc. |
| 2009 - Present | Director Point of View (POV) Media Group Co., Ltd. |
| 2009 - Present | Director VGI Advertising Media Co., Ltd. |
| 2008 - Present | Director Thanacity Golf and Sports Club Co., Ltd. |
| 2008 - Present | Director Tanayong Property Management Co., Ltd. |
| 2008 - Present | Director Muangthong Assets Co., Ltd. |
| 2008 - Present | Director Pranakeeree Assets Co., Ltd. |
| 2008 - Present | Director Siam Paging and Communication Co., Ltd. |
| 2008 - Present | Director Tanayong Food and Beverage Co., Ltd. |
| 2008 - Present | Director Absolute Hotel Services Co., Ltd. |
| 2017 - 2019 | Executive Chairman / Director Mochit Land Co., Ltd. |
| 2015 - 2018 | Director Unicorn Enterprise Co., Ltd. |
| 2010 - 2015 | Director VGI Advertising China Co., Ltd. |
| 2010 - 2015 | Director 888 Media Co., Ltd. |
| 2010 - 2015 | Director 999 Media Co., Ltd. |
| 2010 - 2015 | Director Kamkoong Property Co., Ltd. |
| 2009 - 2015 | Director Bangkok Smartcard System Co., Ltd. |
| 2009 - 2015 | Director Nuvo Line Agency Co., Ltd. |

7. Mr. Kong Chi Keung 45 Year

Position/The Appointment Date

- Director (Authorized Director) 7 July 2017

Educational Qualification

- MBA (Executive) Sasin Graduate Institute of Business Administration of Chulalongkorn University
- BA (Honorary Degree) Business Administrative, University of Greenwich, United Kingdom.
- IOD Director Accreditation Program (DAP) Year 2007, Thai Institute of Directors

Percentage of Securities Holding (%)

As of 31/12/2018

-

Relationship with the Management

-

Professional Experience for last 5 years

2017 - Present Director U City Plc.

Registered Company in Thailand

| | |
|----------------|---|
| 2015 - Present | Deputy Chief Executive Officer BTS Group Holdings Plc. |
| 2010 - Present | Executive Director BTS Group Holdings Plc. |
| 2010 - Present | Nomination and Remuneration Committee BTS Group Holdings Plc. |
| 2007 - Present | Director BTS Group Holdings Plc. |
| 2000 - Present | Director VGI Plc. |

Other Companies

| | |
|----------------|---|
| 2019 - Present | Director U Global Hospitality Holding (Hong Kong) Limited |
| 2019 - Present | Director U Hospitality Holding (Hong Kong) Limited |
| 2019 - Present | Director Majestic Park Co., Ltd |
| 2019 - Present | Director Future Domain Co., Ltd |
| 2018 - Present | Director U Global Hospitality Co., Ltd. |
| 2018 - Present | Director EGS Assets Co.,Ltd. |
| 2018 - Present | Director Turtle Twenty-Three Co.,Ltd. |
| 2018 - Present | Director Thana City Golf and Sport Club Co., Ltd. |
| 2018 - Present | Director Unison One Co.,Ltd. |
| 2018 - Present | Director Muangthong Assets Co.,Ltd. |
| 2018 - Present | Director Pranakeeree Assets Co.,Ltd. |
| 2018 - Present | Director Mak 8 Co.,Ltd. |
| 2018 - Present | Director Tanayong Food and Beverage Co.,Ltd. |
| 2018 - Present | Director Tanayong Property and Management Co.,Ltd. |

| | |
|----------------|--|
| 2018 - Present | Director BTS Land Co., Ltd. |
| 2018 - Present | Director Siam Paging and Communication Co., Ltd. |
| 2017 - Present | Director Northern Bangkok Monorail Co., Ltd. |
| 2017 - Present | Director Eastern Bangkok Monorail Co., Ltd. |
| 2017 - Present | Director Kamkoong Property Co., Ltd. |
| 2017 - Present | Director Natural Park Ville Co., Ltd. |
| 2017 - Present | Director Natural Real Estate Co., Ltd. |
| 2017 - Present | Director Park Opera Co., Ltd. |
| 2017 - Present | Director Richee Property Management Co., Ltd. |
| 2017 - Present | Director Park Gourmet Co., Ltd. |
| 2017 - Present | Director Project Green Co., Ltd. |
| 2016 - Present | Director Rabbit Insurance Broker Co., Ltd. |
| 2016 - Present | Director RABBIT-LINE PAY Co., Ltd. |
| 2016 - Present | Director Nine Square Property Co., Ltd. |
| 2016 - Present | Director The Community Two Co., Ltd. |
| 2016 - Present | Director The Community One Co., Ltd. |
| 2016 - Present | Director Kingkaew Assets Co., Ltd. |
| 2016 - Present | Director Ratburana Property Co., Ltd. |
| 2015 - Present | Director ASK Direct Group Co., Ltd. |
| 2015 - Present | Director Rabbit Internet Co., Ltd. |
| 2015 - Present | Member of Executive Committee Bangkok Mass Transit System Plc. |
| 2015 - Present | Director ATS Rabbit Special Purpose Co., Ltd. |
| 2014 - Present | Director Bangkok Payment Solution Co., Ltd. |
| 2012 - Present | Chief Financial Officer Bangkok Mass Transit System Plc. |
| 2010 - Present | Director Tanayong Hong Kong Limited |
| 2008 - Present | Director Absolute Hotel Services Co., Ltd. |
| 2017 - Present | Director Mochit Land Co., Ltd. |
| 2017 - 2018 | Director BTS-Sansiri Holding Thirteen Co., Ltd. |
| 2017 - 2018 | Director BTS-Sansiri Holding Twenty Two Co., Ltd. |
| 2017 - 2018 | Director BTS-Sansiri Holding Twenty One Co., Ltd. |
| 2017 - 2018 | Director BTS-Sansiri Holding Nineteen Co., Ltd. |
| 2016 - 2018 | Director BTS-Sansiri Holding Twenty Co., Ltd. |
| 2016 - 2018 | Director Ratchada Alliance Co., Ltd. |
| 2016 - 2018 | Director BTS-Sansiri Holding Seventeen Co., Ltd. |
| 2016 - 2018 | Director BTS-Sansiri Holding Sixteen Co., Ltd. |

| | |
|-------------|---|
| 2016 - 2018 | Director BTS-Sansiri Holding Fifteen Co., Ltd. |
| 2016 - 2018 | Director Unicorn Enterprise Co., Ltd. |
| 2016 - 2018 | Director BTS-Sansiri Holding Fourteen Co., Ltd. |
| 2016 - 2018 | Director BTS-Sansiri Holding Twelve Co., Ltd. |
| 2016 - 2018 | Director BTS-Sansiri Holding Eleven Co., Ltd. |
| 2015 - 2018 | Director BTS-Sansiri Holding Nine Co., Ltd. |
| 2015 - 2018 | Director BTS-Sansiri Holding Eight Co., Ltd. |
| 2015 - 2018 | Director BTS-Sansiri Holding Seven Co., Ltd. |
| 2015 - 2018 | Director BTS-Sansiri Holding Six Co., Ltd. |
| 2015 - 2018 | Director BTS-Sansiri Holding Five Co., Ltd. |
| 2015 - 2018 | Director BTS-Sansiri Holding Four Co., Ltd. |
| 2015 - 2018 | Director BTS-Sansiri Holding Three Co., Ltd. |
| 2015 - 2018 | Director BTS-Sansiri Holding Two Co., Ltd. |
| 2015 - 2018 | Director BTS-Sansiri Holding One Co., Ltd. |
| 2015 - 2018 | Director Nuvo Line Agency Co., Ltd. |
| 2016 - 2017 | Director Keystone Estate Co., Ltd. |
| 2010 - 2015 | Director VGI Advertising China Co., Ltd. |
| 2010 - 2015 | Director BTS Assets Co., Ltd. |
| 2010 - 2013 | Director Bangkok Mass Transit System Plc. |

8. Ms. Piyaporn Phanachet 53 Year

Position/The Appointment Date

- Director (Authorized Director) 14 February 2018
- Chief Executive Officer (16 January 2017)

Educational Qualification

- Master of Science in Real Estate Development, Massachusetts Institute of Technology (MIT), USA
- Master of Business Administration (MBA), University of New Hampshire, USA
- Bachelor of Accounting, Chulalongkorn University
- Leadership Communication 2016 Certificate, Berkeley Executive Coaching Institute, UC Berkeley
- IOD Director Certification Program (DCP) Year 2017

Percentage of Securities Holding (%)

As of 31/12/2018

-

Relationship with the Management

-

Professional Experience for last 5 years

| | |
|----------------|---|
| 2018 - Present | Director and Executive Director U City Plc. |
| 2017 - Present | Chief Executive Officer U City Plc. |

Registered Company in Thailand

-None-

Other Companies

| | | | |
|----------------|---|----------------|---|
| 2019 - Present | Director U Hospitality Holding (Mauritius) | 2018 - Present | Director BTS-Sansiri Holding Sixteen Co., Ltd. |
| 2019 - Present | Director Vienna International Asset GmbH | 2018 - Present | Director BTS-Sansiri Holding Seventeen Co., Ltd. |
| 2019 - Present | Director Vienna House Diplomat Prague RE s.r.o | 2018 - Present | Director Ratchada Alliance Co., Ltd. |
| | | 2018 - Present | Director BTS-Sansiri Holding Nineteen Co., Ltd. |
| 2018 - Present | Director U Global Hospitality Co.,Ltd. | 2018 - Present | Director BTS-Sansiri Holding Twenty Co., Ltd. |
| 2018 - Present | Director EGS Assets Co.,Ltd. | 2018 - Present | Director BTS-Sansiri Holding Twenty One Co., Ltd. |
| 2018 - Present | Director Khon Kane Buri Co., Ltd. | 2018 - Present | Director BTS-Sansiri Holding Twenty Two Co., Ltd. |
| 2018 - Present | Director Unison One Co., Ltd. | 2018 - Present | Director BTS-Sansiri Holding Twenty Three Co., Ltd. |
| 2018 - Present | Director Muangthong Assets Co., Ltd. | 2018 - Present | Director BTS-Sansiri Holding Twenty Four Co., Ltd. |
| 2018 - Present | Director Pranakeeree Assets Co., Ltd. | 2018 - Present | Director BTS-Sansiri Holding Twenty Five Co., Ltd. |
| 2018 - Present | Director Siam Paging and Communication Co., Ltd. | 2018 - Present | Director Siripat Three Co.,Ltd. |
| 2018 - Present | Director Tanayong Food and Beverage Co., Ltd. | 2018 - Present | Director EGS Asset Co.,Ltd. |
| 2018 - Present | Director BTS Land Co., Ltd. | 2017 - Present | Chairwoman of Supervisory Board Vienna House Hotel Management AG |
| 2018 - Present | Director Nine Square Property Co., Ltd. | 2017 - Present | Chairwoman of Supervisory Board Recoop Tour a.s. |
| 2018 - Present | Director Mak 8 Co., Ltd. | 2017 - Present | Director Kamkoong Property Co., Ltd. |
| 2018 - Present | Director Tanayong Property Management Co., Ltd. | 2017 - Present | Director Natural Park Ville Co., Ltd. |
| 2018 - Present | Director Ratburana Property Co., Ltd. | 2017 - Present | Director Natural Real Estate Co., Ltd. |
| 2018 - Present | Director Thanacity Golf and Sports Club Co., Ltd. | 2017 - Present | Director Park Opera Co., Ltd. |
| 2018 - Present | Director Absolute Hotel Services Co., Ltd. | 2017 - Present | Director Richee Property Management Co., Ltd. |
| 2018 - Present | Director Keystone Estate Co., Ltd. | 2017 - Present | Director Park Gourmet Co., Ltd. |
| 2018 - Present | Director Keystone Management Co., Ltd. | 2017 - Present | Director Project Green Co., Ltd. |
| 2018 - Present | Director BTS-Sansiri Holding One Co., Ltd. | 2017 - Present | Director BTS-Sansiri Holding Thirteen Co., Ltd. |
| 2018 - Present | Director BTS-Sansiri Holding Two Co., Ltd. | 2008 - Present | Vice Chairman of CPMG Thailand Management Association |
| 2018 - Present | Director BTS-Sansiri Holding Three Co., Ltd. | 2010 - 2017 | Managing Director of Asset Soneva (Former Six Sense Resort and Spa) |
| 2018 - Present | Director BTS-Sansiri Holding Four Co., Ltd. | 2013 - 2016 | Consultant Property Management Office of Chulalongkorn University |
| 2018 - Present | Director BTS-Sansiri Holding Five Co., Ltd. | | |
| 2018 - Present | Director BTS-Sansiri Holding Six Co., Ltd. | | |
| 2018 - Present | Director BTS-Sansiri Holding Seven Co., Ltd. | | |
| 2018 - Present | Director BTS-Sansiri Holding Eight Co., Ltd. | | |
| 2018 - Present | Director BTS-Sansiri Holding Nine Co., Ltd. | | |
| 2018 - Present | Director Nuvo Line Agency Co., Ltd. | | |
| 2018 - Present | Director BTS-Sansiri Holding Eleven Co., Ltd. | | |
| 2018 - Present | Director BTS-Sansiri Holding Twelve Co., Ltd. | | |
| 2018 - Present | Director BTS-Sansiri Holding Fourteen Co., Ltd. | | |
| 2018 - Present | Director BTS-Sansiri Holding Fifteen Co., Ltd. | | |

9. Mr. Sayam Siwarapornskul 43 Year

Position/The Appointment Date

- Chief Legal Officer 11 January 2016
- Company Secretary 21 September 2016
- Director (Authorized Director) 30 April 2018
- Executive Director 16 June 2018

Educational Qualification

- Master of Laws (LL.M), Duke University, USA
- Bachelor of Laws, Chulalongkorn University
- IOD Director Certification Program (DCP) Year 2016
- TLCA Executive Development Program 2013, Thai Listed Companies Association
- IOD Director Certification Boardroom Success through Financing & Investment (BFI) Year 2018
- IOD Director Certification Program (DCP) Year 2016

Percentage of Securities Holding (%)

As of 31/12/2018

-

Relationship with the Management

-

Professional Experience for last 5 years

2018 - Present Director and Executive Director U City Plc.
 2016 - Present Company Secretary U City Plc.
 2016 - Present Chief Legal Officer U City Plc.

Registered Company in Thailand

-None-

Other Companies

2018 - Present Director U Global Hospitality Co.,Ltd.
 2018 - Present Director EGS Assets Co.,Ltd.
 2018 - Present Director Unison One Co., Ltd.
 2018 - Present Director Muangthong Assets Co., Ltd.
 2018 - Present Director Pranakeeree Assets Co., Ltd.
 2018 - Present Director Siam Paging and Communication Co., Ltd.
 2018 - Present Director Tanayong Food and Beverage Co., Ltd.
 2018 - Present Director BTS Land Co., Ltd.
 2018 - Present Director Nine Square Property Co., Ltd.
 2018 - Present Director Mak 8 Co., Ltd.
 2018 - Present Director Tanayong Property Management Co., Ltd.
 2018 - Present Director Ratburana Property Co., Ltd.
 2018 - Present Director Thanacity Golf and Sports Club Co., Ltd.
 2018 - Present Director Keystone Management Co., Ltd.
 2018 - Present Director BTS-Sansiri Holding One Co., Ltd.

2018 - Present Director BTS-Sansiri Holding Two Co., Ltd.
 2018 - Present Director BTS-Sansiri Holding Three Co., Ltd.
 2018 - Present Director BTS-Sansiri Holding Four Co., Ltd.
 2018 - Present Director BTS-Sansiri Holding Five Co., Ltd.
 2018 - Present Director BTS-Sansiri Holding Six Co., Ltd.
 2018 - Present Director BTS-Sansiri Holding Seven Co., Ltd.
 2018 - Present Director BTS-Sansiri Holding Eight Co., Ltd.
 2018 - Present Director BTS-Sansiri Holding Nine Co., Ltd.
 2018 - Present Director Nuvo Line Agency Co., Ltd.
 2018 - Present Director BTS-Sansiri Holding Eleven Co., Ltd.
 2018 - Present Director BTS-Sansiri Holding Twelve Co., Ltd.
 2018 - Present Director BTS-Sansiri Holding Fourteen Co., Ltd.
 2018 - Present Director BTS-Sansiri Holding Fifteen Co., Ltd.
 2018 - Present Director BTS-Sansiri Holding Sixteen Co., Ltd.
 2018 - Present Director BTS-Sansiri Holding Seventeen Co., Ltd.
 2016 - Present Director Ratchada Alliance Co., Ltd
 2018 - Present Director BTS-Sansiri Holding Nineteen Co., Ltd.
 2018 - Present Director BTS-Sansiri Holding Twenty Co., Ltd.
 2018 - Present Director BTS-Sansiri Holding Twenty One Co., Ltd.
 2018 - Present Director BTS-Sansiri Holding Twenty Two Co., Ltd.
 2018 - Present Director BTS-Sansiri Holding Twenty Three Co., Ltd.
 2018 - Present Director BTS-Sansiri Holding Twenty Four Co., Ltd.
 2018 - Present Director BTS-Sansiri Holding Twenty Five Co., Ltd.
 2018 - Present Director EGS Asset Co.,Ltd.
 2018 - Present Director Kamkoong Property Co., Ltd.
 2018 - Present Director Natural Park Ville Co., Ltd.
 2018 - Present Director Natural Real Estate Co., Ltd.
 2018 - Present Director Park Opera Co., Ltd.
 2018 - Present Director Richee Property Management Co., Ltd.
 2018 - Present Director Park Gourmet Co., Ltd.
 2018 - 2019 Director Mochit Land Co.,Ltd.
 2017 - Present Member of Supervisory Board Vienna House Hotel Management AG
 2015 - Present Director Project Green Co., Ltd.
 2015 - Present Director BTS Sansiri Holding Thirteen Co., Ltd.
 2017 Director Vienna house Capital GmbH
 2011 - 2015 Legal Director BTS Asset Co., Ltd.

10. Mr. Veerapong Rodjanawarodom 47 Year

Position/The Appointment Date

- Chief Operation Officer 1 July 2016
- Executive Director 16 June 2018

Educational Qualification

- Master of Business Administration (MBA), Thammasat University
- Bachelor of Engineer, King Mongkut's Institute of Technology Ladkrabang
- Participated in the Directors Accreditation Program (DAP) from Institute of Directors
- Participated in Director Certification Program (DCP) 2019 from Institute of Directors
- Participated in strategic contract negotiation for merger & acquisition 2019 from OMEGAWORLDCLASS Innovation Institute
- Participated in Techsauce Global Summit 2019 Techsauce Tech& Biz Ecosystem Leader
- Participated in E3: Engage Empower and Execute 2019 from SAEC

Percentage of Securities Holding (%)

As of 31/12/2018

-

Relationship with the Management

-

Professional Experience for last 5 years

2018 - Present Executive Director U City Plc.
2016 - Present Chief Operation Officer U City Plc.

Registered Company in Thailand

-None-

Other Companies

2018 - Present Director EGS Assets Co.,Ltd.
2018 - Present Director BTS Land Co.,Ltd.
2018 - Present Director Muangthong Assets Co., Ltd.
2018 - Present Director Mak 8 Co., Ltd.
2018 - Present Director Nine Square Property Co., Ltd.
2018 - 2019 Director Mochit Land Co., Ltd.
2006 - 2016 Director TTC Land Company Limited

11. Ms. Soraya Satiangoset 44 year

Position/The Appointment Date

- Chief Financial Officer 1 March 2018
- Executive Director 16 June 2018
- Participated in the Directors Accreditation Program (DAP) from Institute of Directors

Educational Qualification

- Master of Business Administration (MBA), Chulalongkorn University
- Bachelor of Accounting, Thammasat University
- Participated in Chief Financial Officer Certification Program batch 21/2019
- Participated in Director Certification Program (DCP) 2019 from Institute of Directors
- Participated in CFO in Capital Markets batch 9 from SEC
- Participated in Deloitte Tax and Legal Symposium from Deloitte
- Participated in Berkeley Eci Coaching Practicum Session from Thailand Management Association (TMA)
- Participated in tax from the overseas fund transfer and double tax agreement from NYC management
- Participated in E3: Engage Empower and Execute 2019 from SAEC

Percentage of Securities Holding (%)

As of 31/12/2018

-

Relationship with the Management

-

Professional Experience for last 5 years

2018-Present Executive Director U City Plc.
2018 - Present Chief Financial Officer U City Plc.

Registered Company in Thailand

-None-

Other Companies

2019 - Present Director U Hospitality Holding (Mauritius)
2019 - Present Director Vienna House Easy Cracow RE Sp. z o.o.13)
2017 - 2018 Senior Financial Director Fabrinet Co., Ltd.
2005 - 2017 Senior Analyst, Strategic and Business Development Group / Cash Management Manager, Financial and Accounting Group / Manager – Debt and Equity Markets, Financial and Accounting Group PTT Exploration and Production Plc.

12. Ms. Nuttapun Giramethakul 55 Year

Position/The Appointment Date

- Vice President, Accounting Department 1 January 2016

Educational Qualification

- Master of Accounting, Thammasat University
- Bachelor of Accounting, Chulalongkorn University
- Participated in The differentiation of accounting & revenue principal related to TFRS from NYC management
- Participated in TFRS 2020 from NYC management
- Participated in E3: Engage Empower and Execute ปี 2019 from SAEC

Percentage of Securities Holding (%)

As of 31/12/2018

Ordinary Share: (U) 2,000 shares (0.000%)

Relationship with the Management

-

Professional Experience for last 5 years

2015 - Present Vice President, Accounting Department
2001 - 2015 Senior Vice President

Registered Company in Thailand

-None-

Other Companies

-None-

13. Mrs. Lapika Sasanavin 42 year

Position/The Appointment Date

- Vice President, Investment Department 21 June 2017

Educational Qualification

- MBA Sasin School of Management, Chulalongkorn University
- Master of Science in Facilities Management, Pratt Institute, USA
- Advance Graduate Certificate in Real Estate, New York University, USA
- B. Arch in Architecture (International Program) King Mongkut's University of Technology Thonburi
- Participated in The International Investment Forum Taylor Bennett Partner, US
- Participated in E3: Engage Empower and Execute ปี 2019 from SAEC

Percentage of Securities Holding (%)

As of 31/12/2018

-

Relationship with the Management

-

Professional Experience for last 5 years

2017 - Present Vice President, Investment Department
U City Plc.

Registered Company in Thailand

-None-

Other Companies

2014 - 2017 Vice President Development & Investment
Singha Estate Public Company Limited

2009 - 2013 Assistant Director of Business Development
Centara International Management
Company Limited

2007 - 2009 Business Development Manager
Minor International Public Company Limited

2006 - 2007 Facilities Manager
Jones Lang LaSalle Management
Company Limited

INFORMATION ON THE POSITION OF DIRECTORS, MANagements AND AUTHORIZED PERSONS INSUBSIDIARIES ASSOCIATED AND RELATED COMPANIES

| Company name list | Company | Subsidiary | | | | | | | | | | | | | | | | | |
|--------------------------|--------------|----------------|-----|----|-----|-------|---|---|---|---|----|----|----|----|----|----|----|----|----|
| | | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 | 16 | 17 | 18 |
| Name of board management | U City Plc. | XXXX | XXX | XX | /// | /, // | / | / | / | / | / | / | / | / | / | / | / | / | / |
| | Mr.Keeree | Kanjanapas | | | | | | | | | | | | | | | | | |
| | Mr.Rungson | Sriworasat | | | | | | | | | | | | | | | | | |
| | Mr.Chaiwat | Atsawintarakun | | | | | | | | | | | | | | | | | |
| | Mr.Plakorn | Wanglee | | | | | | | | | | | | | | | | | |
| | Mr.Surajit | Gongvatana | | | | | | | | | | | | | | | | | |
| | Mr.Kavin | Kanjanapas | | | | | | | | | | | | | | | | | |
| | Mr.Kong | Chi Keung | | | | | | | | | | | | | | | | | |
| | Ms.Piyaporn | Phanachet | | | | | | | | | | | | | | | | | |
| | Mr.Sayam | Siwarapornskul | | | | | | | | | | | | | | | | | |
| | Mr.Veerapong | Rodjanawaradom | | | | | | | | | | | | | | | | | |
| | Ms.Soraya | Satiangoset | | | | | | | | | | | | | | | | | |
| | Ms.Nuttapun | Giramethakul | | | | | | | | | | | | | | | | | |
| | Mrs. Lapika | Sasanavin | | | | | | | | | | | | | | | | | |

INFORMATION ON THE POSITION OF DIRECTORS, MANAGERMENTS AND AUTHORIZED PERSONS IN SUBSIDIARIES ASSOCIATED AND RELATED COMPANIES

[illegible]

| | Company name list | Subsidiary |
|----|--|------------|
| 39 | VH Dresden Hotelbetriebs GmbH | |
| 40 | VHE Leipzig Hotelbetriebs GmbH | |
| 41 | VH Kronberg Hotelbetriebs GmbH | |
| 42 | VHE Raunheim Hotelbetriebs GmbH | |
| 43 | REVO München Hotelbetriebs GmbH | / |
| 44 | Vienna International Asset GmbH | |
| 45 | Calvus Grundstücksverwaltungsgesellschaft mbH & Co. Vermietungs KG | |
| 46 | Enigma Grundstücksverwaltungsgesellschaft mbH & Co. Objekt Wuppertal | |
| 47 | Fabella Grundstücksverwaltungsgesellschaft mbH & Co. Vermietungs KG | |
| 48 | Fabio Grundstücksverwaltungsgesellschaft mbH & Co. Vermietungs KG | |
| 49 | Fiora Grundstücksverwaltungsgesellschaft mbH & Co. Vermietungs KG | |
| 50 | Vienna House Germany II GmbH | |
| 51 | Vienna House Germany III GmbH ⁽²⁾ | |
| 52 | Vienna House Germany IV GmbH ⁽³⁾ | |
| 53 | Vienna House Easy München GmbH ⁽⁴⁾ | |
| 54 | Vienna House Easy Bremen GmbH ⁽⁵⁾ | |
| 55 | Vienna House Leipzig GmbH ⁽⁶⁾ | |
| 56 | Vienna House Baden-Baden GmbH ⁽⁷⁾ | |
| 57 | Vienna House Easy Potsdam GmbH ⁽⁸⁾ | |
| 58 | Vienna House Stralsund GmbH ⁽⁹⁾ | |

INFORMATION ON THE POSITION OF DIRECTORS, MANAGMENTS AND AUTHORIZED PERSONS IN SUBSIDIARIES ASSOCIATED AND RELATED COMPANIES

[illegible]

INFORMATION ON THE POSITION OF DIRECTORS, MANagements AND AUTHORIZED PERSONS INSUBSIDIARIES ASSOCIATED AND RELATED COMPANIES

| Company name list | Name of board management | Subsidiary | | | | | | | | | Associated Company | | | | | | | | | | | |
|-------------------|--------------------------|------------|--|----|----|----|----|----|----|----|--------------------|---|---|---|---|---|---|---|---|----|----|----|
| | | 81 | 82 | 83 | 84 | 85 | 86 | 87 | 88 | 89 | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 |
| | | | Vienna House Cluster Polen Sp. z o.o. | | | | | | | | | | | | | | | | | | | |
| | | | Comtel Focus S.A. | | | | | | | | | | | | | | | | | | | |
| | | | Vienna House Easy Bucharest S.R.L. | | | | | | | | | | | | | | | | | | | |
| | | | VHE Bratislava s.r.o. | | | | | | | | | | | | | | | | | | | |
| | | | VHE Bratislava Real Estate s.r.o. | | | | | | | | | | | | | | | | | | | |
| | | | OOO Employ Management | | | | | | | | | | | | | | | | | | | |
| | | | Vienna House Riga SIA | | | | | | | | | | | | | | | | | | | |
| | | | Vienna House Schaffhausen GmbH ⁽¹⁵⁾ | | | | | | | | | | | | | | | | | / | / | |
| | | | Tanayong Hong Kong Limited | | | | | | | | | | | | | | | | | / | / | |
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INFORMATION ON THE POSITION OF DIRECTORS, MANAGMENTS AND AUTHORIZED PERSONS IN SUBSIDIARIES ASSOCIATED AND RELATED COMPANIES

| Company name list | | Associated Company | | | | | | | | | | |
|--------------------------|----|--------------------|------------------|--|--|--|--|--|--|--|---|---|
| Name of board management | 1 | Mr.Keeree | Kanjanapas | | | | | | | | / | / |
| | 2 | Mr.Rungson | Sriworasat | | | | | | | | / | / |
| | 3 | Mr.Chaiwat | Atsawintarangkun | | | | | | | | / | / |
| | 4 | Mr.Plakorn | Wanglee | | | | | | | | / | / |
| | 5 | Mr.Surajit | Gongvatana | | | | | | | | / | / |
| | 6 | Mr.Kavin | Kanjanapas | | | | | | | | / | / |
| | 7 | Mr.Kong | Chi Keung | | | | | | | | / | / |
| | 8 | Ms.Piyaporn | Phanachet | | | | | | | | / | / |
| | 9 | Mr.Sayam | Swarapornskul | | | | | | | | / | / |
| | 10 | Mr.Veerapong | Rodjanawaradom | | | | | | | | | |
| | 11 | Ms.Soraya | Satiangoset | | | | | | | | | |
| | 12 | Ms.Nuttapun | Giramethakul | | | | | | | | | |
| | 13 | Mrs. Lapika | Sasanavin | | | | | | | | | |

INFORMATION ON THE POSITION OF DIRECTORS, MANagements AND AUTHORIZED PERSONS INSUBSIDIARIES ASSOCIATED AND RELATED COMPANIES

| Company name list | | Associated Company | | | | | | | | | | |
|--------------------------|--|--------------------|--------------|----------------|----|----|----|----|----|----|--|---|
| | | 34 | 35 | 36 | 37 | 38 | 39 | 40 | 41 | 42 | | |
| Name of board management | | 1 | Mr.Keeree | Kanjanapas | | | | | | | | AHS Hospitality India Private Limited |
| | | 2 | Mr.Rungson | Sriworasat | | | | | | | | Absolute Hotel Services Indochina Limited |
| | | 3 | Mr.Chaiwat | Atsawintarakun | | | | | | | | Vienna House Asia Limited |
| | | 4 | Mr.Plakorn | Wanglee | | | | | | | | Absolute Hotel Services Hong Kong Limited |
| | | 5 | Mr.Surajit | Gongvatana | | | | | | | | UBM + VH Hotels GmbH |
| | | 6 | Mr.Kavin | Kanjanapas | | | | | | / | | VI Europäische Franchise GmbH |
| | | 7 | Mr.Kong | Chi Keung | | | | | | | | KDAG Data GmbH |
| | | 8 | Ms.Piyaporn | Phanachet | / | / | | | | | | Keystone Management Co., Ltd. |
| | | 9 | Mr.Sayam | Siwarapornskul | / | / | | | | | | Siripat Three Co.,Ltd. |
| | | 10 | Mr.Veerapong | Rodjanawaradom | | | | | | | | |
| | | 11 | Ms.Soraya | Satiangoset | | | | | | | | |
| | | 12 | Ms.Nuttapun | Giramethakul | | | | | | | | |
| | | 13 | Mrs. Lapika | Sasanavin | | | | | | | | |

Note

XXXX = Chairman of Board of Director, XXX = Chairman of The Audit Committee, Nomination and Remuneration Committee, Independent Director XX = Audit Committee, Chairman of Nomination and Remuneration Committee / = Director, // = Executive Director, /// = Audit Committee, Nomination and Remuneration Committee, Independent Director

■ = Subsidiary ■ = Associated Company

Note

- | | |
|---|---|
| <p>(1) On 3 October 2019 Vienna International Hotelmanagement AG Former name Vienna House Hotelmanagement GmbH</p> <p>(2) On 26 November 2019 arcona Hotel GmbH Former name Vienna House Germany III GmbH</p> <p>(3) On 31 July 2019 arcona 22 Hotelbetriebsgesellschaft mbH Former name Vienna House Germany IV GmbH</p> <p>(4) On 1 August 2019 arcona LIVING GmbH Former name Vienna House Easy München GmbH</p> <p>(5) On 9 August 2019 arcona 21. Hotelbetriebsgesellschaft mbH Former name Vienna House Easy Bremen GmbH</p> <p>(6) On 26 August 2019 arcona Bach 14 GmbH Former name Vienna House Leipzig GmbH</p> <p>(7) On 7 November 2019 AH Hotelbetriebsgesellschaft mbH Former name Vienna House Baden–Baden GmbH</p> <p>(8) On 26 November 2019 arcona 12. Hotelbetriebsgesellschaft mbH Former name Vienna House Easy Potsdam GmbH</p> <p>(9) On 2 December 2019 arcona Hotel Baltic GmbH Former name Vienna House Stralsund GmbH</p> <p>(10) On 2 December 2019 arcona Hotel Sonne GmbH Former name Vienna House Rostock GmbH</p> | <p>(11) On 8 January 2019 arcona 15. Hotelbetriebsgesellschaft mbH Former name Vienna House Parkhotel Braunschweig GmbH</p> <p>(12) On 3 January 2019 arcona Hotel Thüringer Hof GmbH Former name Vienna House Eisenach GmbH</p> <p>(13) On 2 December 2019 VHE Cracow Sp. z o.o. SKA Former name Vienna House Easy Cracow RE Sp. z o.o.</p> <p>(14) On 7 January 2019 Trebren Investments Sp. z o.o Former name Vienna House REVO Katowice Sp. z o.o.</p> <p>(15) On 12 August 2019 arcona Living Schaffhausen GmbH Former name Vienna House Schaffhausen GmbH</p> <p>(16) On 16 January 2020 BTS Sansiri Holding Eifhteen Co., Ltd. Former name Ratchada Alliance Co., Ltd.</p> |
|---|---|

Information On The Position Of Directors, Managements And Authorized Persons Insubsidiaries Associated And Related Companies

| Name of board management | | | Subsidiary | | | | | | | | | | | | | | | | | |
|--------------------------|----------------|-------------------------------|--------------------------------|--|-----------------------------------|---|-----------------------------------|---------------------|---------------------------------------|--|----------------------|--------------------------------------|-----------------------------|-----------------|--------------------------------|-------------------|-------------------------------|--------------------------------------|-------------------------------------|-----------------------------|
| | | | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 | 16 | 17 | 18 |
| | | | Khon Kean Buri Company Limited | Boonbaramee Metta Property Company Limited | Pacific Chiangmai Company Limited | Pacific Hotel Chiangmai Company Limited | Kamkoong Property Company Limited | Unison One Co.,Ltd. | Tanayong Property Management Co.,Ltd. | Thana City Golf and Sports Club Co.,Ltd. | EGS Assets Co., Ltd. | U Global Hospitality Company Limited | Muangthong Assets Co., Ltd. | Mak 8 Co., Ltd. | Nine Square Property Co., Ltd. | BTS Land Co.,Ltd. | Project Green Company Limited | NPARK Global Holding Company Limited | Tanayong Food and Beverage Co.,Ltd. | Ratburana Property Co.,Ltd. |
| 1 | Mr. Kavin | Kanjanapas | | | | | / | / | / | / | / | / | / | / | / | / | / | | / | / |
| 2 | Mr. Kong | Chi Keung | | | | | / | / | / | / | / | / | / | / | / | / | / | | / | / |
| 3 | Ms. Piyaporn | Phanachet | / | | | | / | / | / | / | / | / | / | / | / | / | / | | / | / |
| 4 | Mr. Sayam | Siwarapornskul | | | | | / | / | / | / | / | / | / | / | / | / | / | | / | / |
| 5 | Mr. Veerapong | Rodjanawaradom | | | | | | | | | / | | / | / | / | / | | | | |
| 6 | Ms. Soraya | Satiangoset | | | | | | | | | | | | | | | | | | |
| 7 | Mr. Daniel | Ross | | | | | | | | | | | | | | | | | | |
| 8 | Mrs. Angsana | Mankongcharoen | | | | | | | | | | | | | | | | | | |
| 9 | Mr. Burin | Pusiri | / | / | / | / | | | | | | | | | | | | / | | |
| 10 | Mr. Veerawat | Wattanajariya | / | / | / | / | | | | | | | | | | | | / | | |
| 11 | Mr. Kom | Panimroengsak | | | | | | | | | | | | | | | | | | |
| 12 | Mr. Lai | Kwok Kwong | | | | | | | | | | | | | | | | | | |
| 13 | Mr. Leung | Wing Shing Vincent | | | | | | | | | | | | | | | | | | |
| 14 | Mr. Jimmy | How | | | | | | | | | | | | | | | | | | |
| 15 | Mr. Kevin | Allagapen | | | | | | | | | | | | | | | | | | |
| 16 | Mr. Lee | Colin Anderson | | | | | | | | | | | | | | | | | | |
| 17 | Mr. Grant | James Barbour | | | | | | | | | | | | | | | | | | |
| 18 | Ms. Vanessa | Claire Blanchet | | | | | | | | | | | | | | | | | | |
| 19 | Mr. Philip | Andrew Bolton | | | | | | | | | | | | | | | | | | |
| 20 | Mr. Gary | John Bowman | | | | | | | | | | | | | | | | | | |
| 21 | Mr. Simon | Burgess | | | | | | | | | | | | | | | | | | |
| 22 | Mr. Paul | Michel Butel | | | | | | | | | | | | | | | | | | |
| 23 | Mr. Nicholas | Blair Cawley | | | | | | | | | | | | | | | | | | |
| 24 | Mrs. Amy | Claire Collins | | | | | | | | | | | | | | | | | | |
| 25 | Mr. John | Patrick Joseph Conway | | | | | | | | | | | | | | | | | | |
| 26 | Mrs. Charlotte | Anne Cruickshank | | | | | | | | | | | | | | | | | | |
| 27 | Mr. Lan | Christopher Coombs-Goodfellow | | | | | | | | | | | | | | | | | | |
| 28 | Mr. Nicolas | John Cushion | | | | | | | | | | | | | | | | | | |
| 29 | Mr. Richard | Charles Germain | | | | | | | | | | | | | | | | | | |
| 30 | Mrs. Lisa | Josephine Grant | | | | | | | | | | | | | | | | | | |
| 31 | Mr. Christian | Guy | | | | | | | | | | | | | | | | | | |
| 32 | Mrs. Helen | Maria Hendy | | | | | | | | | | | | | | | | | | |
| 33 | Mr. Shane | Michael Hollywood | | | | | | | | | | | | | | | | | | |

Information On The Position Of Directors, Managements And Authorized Persons In subsidiaries Associated And Related Companies

| Name of board management | | | Subsidiary | | | | | | | | | | | | | | | | | |
|--------------------------|---------------------|----------------------|--------------------------------|--|-----------------------------------|---|-----------------------------------|---------------------|---------------------------------------|--|----------------------|--------------------------------------|-----------------------------|-----------------|--------------------------------|-------------------|-------------------------------|--------------------------------------|-------------------------------------|------------------------------|
| | | | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 | 16 | 17 | 18 |
| | | | Khon Kean Buri Company Limited | Boonbaranee Metta Property Company Limited | Pacific Chiangmai Company Limited | Pacific Hotel Chiangmai Company Limited | Kamkoong Property Company Limited | Unison One Co.,Ltd. | Tanayong Property Management Co.,Ltd. | Thana City Golf and Sports Club Co.,Ltd. | EGS Assets Co., Ltd. | U Global Hospitality Company Limited | Muangthong Assets Co., Ltd. | Mak 8 Co., Ltd. | Nine Square Property Co., Ltd. | BTS Land Co.,Ltd. | Project Green Company Limited | NPARK Global Holding Company Limited | Tanayong Food and Beverage Co.,Ltd. | Ratburana Property Co., Ltd. |
| 34 | Mr. Richard | Mark Joynt | | | | | | | | | | | | | | | | | | |
| 35 | Mrs. Claire | Louise Le Brocq | | | | | | | | | | | | | | | | | | |
| 36 | Mrs. Jacqueline | Noble | | | | | | | | | | | | | | | | | | |
| 37 | Mrs. Prapa | Pearce | | | | | | | | | | | | | | | | | | |
| 38 | Ms. Sandra | Powell | | | | | | | | | | | | | | | | | | |
| 39 | Mrs. Catherine | Patricia Prendergast | | | | | | | | | | | | | | | | | | |
| 40 | Mrs. Lauren | Michelle Salkeld | | | | | | | | | | | | | | | | | | |
| 41 | Mrs. Samantha | Anne Symons | | | | | | | | | | | | | | | | | | |
| 42 | Mr. Philip | Lewis Taylor | | | | | | | | | | | | | | | | | | |
| 43 | Mr. Nicolas | James Terry | | | | | | | | | | | | | | | | | | |
| 44 | Mr. Rupert | Simoner | | | | | | | | | | | | | | | | | | |
| 45 | Mr. Martem | Ijkema | | | | | | | | | | | | | | | | | | |
| 46 | Ms. Johanna | Weichselbaumer | | | | | | | | | | | | | | | | | | |
| 47 | Ms. Angelika | Gaudman | | | | | | | | | | | | | | | | | | |
| 48 | Mr. Ralf | Alsdorf | | | | | | | | | | | | | | | | | | |
| 49 | Ms.Dorit | Von der Osten | | | | | | | | | | | | | | | | | | |
| 50 | Mr. Rolf | Hubner | | | | | | | | | | | | | | | | | | |
| 51 | Mr. Andreas | Mayr | | | | | | | | | | | | | | | | | | |
| 52 | Mr. Manuel | Simon | | | | | | | | | | | | | | | | | | |
| 53 | Mr. Birgit | Trapp | | | | | | | | | | | | | | | | | | |
| 54 | Mr. Heinz | Gunter Hohne | | | | | | | | | | | | | | | | | | |
| 55 | Mr. Ralf | Paul Noll | | | | | | | | | | | | | | | | | | |
| 56 | Mr. Oliver | Rudnik | | | | | | | | | | | | | | | | | | |
| 57 | Mr. Marek | Palenik | | | | | | | | | | | | | | | | | | |
| 58 | Mr. Stepan | Sova | | | | | | | | | | | | | | | | | | |
| 59 | Ms. Monika | Kowalska | | | | | | | | | | | | | | | | | | |
| 60 | Ms. Anna | Olszynska | | | | | | | | | | | | | | | | | | |
| 61 | Mr. Tomasz | Piorkowski | | | | | | | | | | | | | | | | | | |
| 62 | Ms. Ewa | Nowakowska | | | | | | | | | | | | | | | | | | |
| 63 | Ms. Nicoleta-Ramona | Stefan | | | | | | | | | | | | | | | | | | |
| 64 | Mr. Ulf | Naumann | | | | | | | | | | | | | | | | | | |
| 65 | Mr. Paul | Bruck | | | | | | | | | | | | | | | | | | |
| 66 | Mr. John | Mark Westoby | | | | | | | | | | | | | | | | | | |

| Name of board management | | | Subsidiary | | | | | | | | | | | | | | | | | |
|--------------------------|----------------|-------------------------------|-----------------------------|---|-------------------------------------|---|------------------------------------|-------------------------------------|----------------------------|--|------------------------------|---------------------------------|---|--|-----------------------------------|------------------------------------|--------------------------|---------------------------|-------------------------------|--|
| | | | 19 | 20 | 21 | 22 | 23 | 24 | 25 | 26 | 27 | 28 | 29 | 30 | 31 | 32 | 33 | 34 | 35 | 36 |
| | | | PrannaKiri Assets Co., Ltd. | Siam Paging and Communication Co., Ltd. | Natural Hotel Panwa Company Limited | Natural Hotel Sukhumvit Company Limited | Natural Park Ville Company Limited | Natural Real Estate Company Limited | Park Opera Company Limited | Richee Property Management Company Limited | Park Gourmet Company Limited | Lombard Estate Holdings Limited | U Hospitality Holding (Hong Kong) Limited | U Global Hospitality Holding (Hong Kong) Limited | U Hospitality Holding (Mauritius) | Thirty Three Gracechurch 1 Limited | Underwood Street Limited | Vienna House Capital GmbH | Vienna House Real Estate GmbH | Vienna House Hotelmanagement GmbH ⁽¹⁾ |
| 1 | Mr. Kavin | Kanjanapas | / | / | | | / | / | / | / | / | | | | | | | | | |
| 2 | Mr. Kong | Chi Keung | / | / | | | / | / | / | / | / | | / | / | | | | | | |
| 3 | Ms. Piyaporn | Phanachet | / | / | | | / | / | / | / | / | | | | / | | | | | |
| 4 | Mr. Sayam | Siwarapornskul | / | / | | | / | / | / | / | / | | | | | | | | | |
| 5 | Mr. Veerapong | Rodjanawaradom | | | | | | | | | | | | | | | | | | |
| 6 | Ms. Soraya | Satiangoset | | | | | | | | | | | | | / | | | | | |
| 7 | Mr. Daniel | Ross | | | | | | | | | | | | | / | / | / | / | / | / |
| 8 | Mrs. Angsana | Mankongcharoen | | | | / | | | | | | | | | | | | | | |
| 9 | Mr. Burin | Pusiri | | | / | / | | | | | | | | | | | | | | |
| 10 | Mr. Veerawat | Wattanajariya | | | / | / | | | | | | | | | | | | | | |
| 11 | Mr. Kom | Panimroengsak | | | | | | | | | | | | | | | | | | |
| 12 | Mr. Lai | Kwok Kwong | | | | | | | | | | / | | | | | | | | |
| 13 | Mr. Leung | Wing Shing Vincent | | | | | | | | | | / | / | / | | | | | | |
| 14 | Mr. Jimmy | How | | | | | | | | | | | | | / | | | | | |
| 15 | Mr. Kevin | Allagapen | | | | | | | | | | | | | / | | | | | |
| 16 | Mr. Lee | Colin Anderson | | | | | | | | | | | | | | / | / | | | |
| 17 | Mr. Grant | James Barbour | | | | | | | | | | | | | | / | / | | | |
| 18 | Ms. Vanessa | Claire Blanchet | | | | | | | | | | | | | | / | / | | | |
| 19 | Mr. Philip | Andrew Bolton | | | | | | | | | | | | | | / | / | | | |
| 20 | Mr. Gary | John Bowman | | | | | | | | | | | | | | / | / | | | |
| 21 | Mr. Simon | Burgess | | | | | | | | | | | | | | / | / | | | |
| 22 | Mr. Paul | Michel Butel | | | | | | | | | | | | | | / | / | | | |
| 23 | Mr. Nicholas | Blair Cawley | | | | | | | | | | | | | | / | / | | | |
| 24 | Mrs. Amy | Claire Collins | | | | | | | | | | | | | | / | / | | | |
| 25 | Mr. John | Patrick Joseph Conway | | | | | | | | | | | | | | / | / | | | |
| 26 | Mrs. Charlotte | Anne Cruickshank | | | | | | | | | | | | | | / | / | | | |
| 27 | Mr. Lan | Christopher Coombs-Goodfellow | | | | | | | | | | | | | | / | / | | | |
| 28 | Mr. Nicolas | John Cushion | | | | | | | | | | | | | | / | / | | | |
| 29 | Mr. Richard | Charles Germain | | | | | | | | | | | | | | / | / | | | |
| 30 | Mrs. Lisa | Josephine Grant | | | | | | | | | | | | | | / | / | | | |
| 31 | Mr. Christian | Guy | | | | | | | | | | | | | | / | / | | | |
| 32 | Mrs. Helen | Maria Hendy | | | | | | | | | | | | | | / | / | | | |
| 33 | Mr. Shane | Michael Hollywood | | | | | | | | | | | | | | / | / | | | |

Information On The Position Of Directors, Managements And Authorized Persons In subsidiaries Associated And Related Companies

| Name of board management | | | Subsidiary | | | | | | | | | | | | | | | | | |
|--------------------------|---------------------|----------------------|-----------------------------|---|-------------------------------------|---|------------------------------------|-------------------------------------|----------------------------|--|------------------------------|---------------------------------|---|--|-----------------------------------|------------------------------------|--------------------------|---------------------------|-------------------------------|--|
| | | | 19 | 20 | 21 | 22 | 23 | 24 | 25 | 26 | 27 | 28 | 29 | 30 | 31 | 32 | 33 | 34 | 35 | 36 |
| | | | PrannaKiri Assets Co., Ltd. | Siam Paging and Communication Co., Ltd. | Natural Hotel Panwa Company Limited | Natural Hotel Sukhumvit Company Limited | Natural Park Ville Company Limited | Natural Real Estate Company Limited | Park Opera Company Limited | Richee Property Management Company Limited | Park Gourmet Company Limited | Lombard Estate Holdings Limited | U Hospitality Holding (Hong Kong) Limited | U Global Hospitality Holding (Hong Kong) Limited | U Hospitality Holding (Mauritius) | Thirty Three Gracechurch 1 Limited | Underwood Street Limited | Vienna House Capital GmbH | Vienna House Real Estate GmbH | Vienna House Hotelmanagement GmbH ⁽¹⁾ |
| 34 | Mr. Richard | Mark Joynt | | | | | | | | | | | | | / | / | | | | |
| 35 | Mrs. Claire | Louise Le Brocq | | | | | | | | | | | | | / | / | | | | |
| 36 | Mrs. Jacqueline | Noble | | | | | | | | | | | | | / | / | | | | |
| 37 | Mrs. Prapa | Pearce | | | | | | | | | | | | | / | / | | | | |
| 38 | Ms. Sandra | Powell | | | | | | | | | | | | | / | / | | | | |
| 39 | Mrs. Catherine | Patricia Prendergast | | | | | | | | | | | | | / | / | | | | |
| 40 | Mrs. Lauren | Michelle Salkeld | | | | | | | | | | | | | / | / | | | | |
| 41 | Mrs. Samantha | Anne Symons | | | | | | | | | | | | | / | / | | | | |
| 42 | Mr. Philip | Lewis Taylor | | | | | | | | | | | | | / | / | | | | |
| 43 | Mr. Nicolas | James Terry | | | | | | | | | | | | | / | / | | | | |
| 44 | Mr. Rupert | Simoner | | | | | | | | | | | | | | | / | / | / | |
| 45 | Mr. Martem | Ijkema | | | | | | | | | | | | | | | / | / | / | |
| 46 | Ms. Johanna | Weichselbaumer | | | | | | | | | | | | | | | / | / | / | |
| 47 | Ms. Angelika | Gaudman | | | | | | | | | | | | | | | | | | |
| 48 | Mr. Ralf | Alsdorf | | | | | | | | | | | | | | | | | | |
| 49 | Ms.Dorit | Von der Osten | | | | | | | | | | | | | | | | | | |
| 50 | Mr. Rolf | Hubner | | | | | | | | | | | | | | | | | | |
| 51 | Mr. Andreas | Mayr | | | | | | | | | | | | | | | | | | |
| 52 | Mr. Manuel | Simon | | | | | | | | | | | | | | | | | | |
| 53 | Mr. Birgit | Trapp | | | | | | | | | | | | | | | | | | |
| 54 | Mr. Heinz | Gunter Hohne | | | | | | | | | | | | | | | | | | |
| 55 | Mr. Ralf | Paul Noll | | | | | | | | | | | | | | | | | | |
| 56 | Mr. Oliver | Rudnik | | | | | | | | | | | | | | | | | | |
| 57 | Mr. Marek | Palenik | | | | | | | | | | | | | | | | | | |
| 58 | Mr. Stepan | Sova | | | | | | | | | | | | | | | | | | |
| 59 | Ms. Monika | Kowalska | | | | | | | | | | | | | | | | | | |
| 60 | Ms. Anna | Olszynska | | | | | | | | | | | | | | | | | | |
| 61 | Mr. Tomasz | Piorkowski | | | | | | | | | | | | | | | | | | |
| 62 | Ms. Ewa | Nowakowska | | | | | | | | | | | | | | | | | | |
| 63 | Ms. Nicoleta-Ramona | Stefan | | | | | | | | | | | | | | | | | | |
| 64 | Mr. Ulf | Naumann | | | | | | | | | | | | | | | | | | |
| 65 | Mr. Paul | Bruck | | | | | | | | | | | | | | | | | | |
| 66 | Mr. John | Mark Westoby | | | | | | | | | | | | | | | | | | |

| Name of board management | | | Subsidiary | | | | | | | | | | | | | | | | | | | |
|--------------------------|----------------|-------------------------------|-----------------------------------|-------------------------------|-------------------------------|--------------------------------|--------------------------------|---------------------------------|---------------------------------|---------------------------------|---|---|--|--|--|------------------------------|--|---|---|--|--|--|
| | | | 37 | 38 | 39 | 40 | 41 | 42 | 43 | 44 | 45 | 46 | 47 | 48 | 49 | 50 | 51 | 52 | 53 | 54 | | |
| | | | Andel's Berlin Hotelbetriebs GmbH | VHE Berlin Hotelbetriebs GmbH | VH Dresden Hotelbetriebs GmbH | VHE Leipzig Hotelbetriebs GmbH | VH Kronberg Hotelbetriebs GmbH | VHE Raunheim Hotelbetriebs GmbH | REVO München Hotelbetriebs GmbH | Vienna International Asset GmbH | Calvus Grundstücksverwaltungsgesellschaft | Enigma Grundstücksverwaltungsgesellschaft | Fabella Grundstücksverwaltungsgesellschaft | Fabio Grundstücksverwaltungsgesellschaft | Flora Grundstücksverwaltungsgesellschaft | Vienna House Germany II GmbH | Vienna House Germany III GmbH ⁽²⁾ | Vienna House Germany IV GmbH ⁽³⁾ | Vienna House Easy München GmbH ⁽⁴⁾ | Vienna House Easy Bremen GmbH ⁽⁵⁾ | | |
| 1 | Mr.Kavin | Kanjanapas | | | | | | | | | | | | | | | | | | | | |
| 2 | Mr.Kong | Chi Keung | | | | | | | | | | | | | | | | | | | | |
| 3 | Ms.Piyaporn | Phanachet | | | | | | | | / | | | | | | | | | | | | |
| 4 | Mr.Sayam | Siwarapornskul | | | | | | | | | | | | | | | | | | | | |
| 5 | Mr.Veerapong | Rodjanawaradom | | | | | | | | | | | | | | | | | | | | |
| 6 | Ms.Soraya | Satiangoset | | | | | | | | | | | | | | | | | | | | |
| 7 | Mr. Daniel | Ross | / | / | / | / | / | / | / | / | | | | | | | | | | | | |
| 8 | Mrs. Angsana | Mankongcharoen | | | | | | | | | | | | | | | | | | | | |
| 9 | Mr. Burin | Pusiri | | | | | | | | | | | | | | | | | | | | |
| 10 | Mr. Veerawat | Wattanajariya | | | | | | | | | | | | | | | | | | | | |
| 11 | Mr. Kom | Panimroengsak | | | | | | | | | | | | | | | | | | | | |
| 12 | Mr. Lai | Kwok Kwong | | | | | | | | | | | | | | | | | | | | |
| 13 | Mr. Leung | Wing Shing Vincent | | | | | | | | | | | | | | | | | | | | |
| 14 | Mr. Jimmy | How | | | | | | | | | | | | | | | | | | | | |
| 15 | Mr. Kevin | Allagapen | | | | | | | | | | | | | | | | | | | | |
| 16 | Mr. Lee | Colin Anderson | | | | | | | | | | | | | | | | | | | | |
| 17 | Mr. Grant | James Barbour | | | | | | | | | | | | | | | | | | | | |
| 18 | Ms. Vanessa | Claire Blanchet | | | | | | | | | | | | | | | | | | | | |
| 19 | Mr. Philip | Andrew Bolton | | | | | | | | | | | | | | | | | | | | |
| 20 | Mr. Gary | John Bowman | | | | | | | | | | | | | | | | | | | | |
| 21 | Mr. Simon | Burgess | | | | | | | | | | | | | | | | | | | | |
| 22 | Mr. Paul | Michel Butel | | | | | | | | | | | | | | | | | | | | |
| 23 | Mr. Nicholas | Blair Cawley | | | | | | | | | | | | | | | | | | | | |
| 24 | Mrs. Amy | Claire Collins | | | | | | | | | | | | | | | | | | | | |
| 25 | Mr. John | Patrick Joseph Conway | | | | | | | | | | | | | | | | | | | | |
| 26 | Mrs. Charlotte | Anne Cruickshank | | | | | | | | | | | | | | | | | | | | |
| 27 | Mr. Lan | Christopher Coombs-Goodfellow | | | | | | | | | | | | | | | | | | | | |
| 28 | Mr. Nicolas | John Cushion | | | | | | | | | | | | | | | | | | | | |
| 29 | Mr. Richard | Charles Germain | | | | | | | | | | | | | | | | | | | | |
| 30 | Mrs. Lisa | Josephine Grant | | | | | | | | | | | | | | | | | | | | |
| 31 | Mr. Christian | Guy | | | | | | | | | | | | | | | | | | | | |
| 32 | Mrs. Helen | Maria Hendy | | | | | | | | | | | | | | | | | | | | |
| 33 | Mr. Shane | Michael Hollywood | | | | | | | | | | | | | | | | | | | | |

Information On The Position Of Directors, Managements And Authorized Persons In subsidiaries Associated And Related Companies

| Name of board management | | | Subsidiary | | | | | | | | | | | | | | | | | | | |
|--------------------------|---------------------|----------------------|-----------------------------------|-------------------------------|-------------------------------|--------------------------------|--------------------------------|---------------------------------|---------------------------------|---------------------------------|---|---|--|--|--|------------------------------|--|---|---|--|--|--|
| | | | 37 | 38 | 39 | 40 | 41 | 42 | 43 | 44 | 45 | 46 | 47 | 48 | 49 | 50 | 51 | 52 | 53 | 54 | | |
| | | | Andel's Berlin Hotelbetriebs GmbH | VHE Berlin Hotelbetriebs GmbH | VH Dresden Hotelbetriebs GmbH | VHE Leipzig Hotelbetriebs GmbH | VH Kronberg Hotelbetriebs GmbH | VHE Raunheim Hotelbetriebs GmbH | REVO München Hotelbetriebs GmbH | Vienna International Asset GmbH | Calvus Grundstücksverwaltungsgesellschaft | Enigma Grundstücksverwaltungsgesellschaft | Fabella Grundstücksverwaltungsgesellschaft | Fabio Grundstücksverwaltungsgesellschaft | Flora Grundstücksverwaltungsgesellschaft | Vienna House Germany II GmbH | Vienna House Germany III GmbH ⁽²⁾ | Vienna House Germany IV GmbH ⁽³⁾ | Vienna House Easy München GmbH ⁽⁴⁾ | Vienna House Easy Bremen GmbH ⁽⁵⁾ | | |
| 34 | Mr. Richard | Mark Joynt | | | | | | | | | | | | | | | | | | | | |
| 35 | Mrs. Claire | Louise Le Brocq | | | | | | | | | | | | | | | | | | | | |
| 36 | Mrs. Jacqueline | Noble | | | | | | | | | | | | | | | | | | | | |
| 37 | Mrs. Prapa | Pearce | | | | | | | | | | | | | | | | | | | | |
| 38 | Ms. Sandra | Powell | | | | | | | | | | | | | | | | | | | | |
| 39 | Mrs. Catherine | Patricia Prendergast | | | | | | | | | | | | | | | | | | | | |
| 40 | Mrs. Lauren | Michelle Salkeld | | | | | | | | | | | | | | | | | | | | |
| 41 | Mrs. Samantha | Anne Symons | | | | | | | | | | | | | | | | | | | | |
| 42 | Mr. Philip | Lewis Taylor | | | | | | | | | | | | | | | | | | | | |
| 43 | Mr. Nicolas | James Terry | | | | | | | | | | | | | | | | | | | | |
| 44 | Mr. Rupert | Simoner | | | / | | / | / | / | / | | | | | | / | / | / | / | / | | |
| 45 | Mr. Martem | Ijkema | / | / | | / | | | | / | | | | | | | | | | | | |
| 46 | Ms. Johanna | Weichselbaumer | / | / | / | / | / | / | / | / | | | | | | / | / | / | / | / | | |
| 47 | Ms. Angelika | Gaudman | | | | | | | | | | | | | | | | | | | | |
| 48 | Mr. Ralf | Alsdorf | / | | | | | | | | | | | | | | | | | | | |
| 49 | Ms. Dorit | Von der Osten | | | / | | | | | | | | | | | | | | | | | |
| 50 | Mr. Rolf | Hubner | | | | | | | | | | | | | | | | | | | | |
| 51 | Mr. Andreas | Mayr | | | | | | | | | | | | | | | | | | | | |
| 52 | Mr. Manuel | Simon | | | | | | | | / | | | | | | | | | | | | |
| 53 | Mr. Birgit | Trapp | | | | | | | | | / | / | / | / | / | | | | | | | |
| 54 | Mr. Heinz | Gunter Hohne | | | | | | | | | / | / | / | / | / | | | | | | | |
| 55 | Mr. Ralf | Paul Noll | | | | | | | | | / | / | / | / | / | | | | | | | |
| 56 | Mr. Oliver | Rudnik | | | | | | | | | / | / | / | / | / | | | | | | | |
| 57 | Mr. Marek | Palenik | | | | | | | | | | | | | | | | | | | | |
| 58 | Mr. Stepan | Sova | | | | | | | | | | | | | | | | | | | | |
| 59 | Ms. Monika | Kowalska | | | | | | | | | | | | | | | | | | | | |
| 60 | Ms. Anna | Olszynska | | | | | | | | | | | | | | | | | | | | |
| 61 | Mr. Tomasz | Piorkowski | | | | | | | | | | | | | | | | | | | | |
| 62 | Ms. Ewa | Nowakowska | | | | | | | | | | | | | | | | | | | | |
| 63 | Ms. Nicoleta-Ramona | Stefan | | | | | | | | | | | | | | | | | | | | |
| 64 | Mr. Ulf | Naumann | | | | | | | | | | | | | | | | | | | | |
| 65 | Mr. Paul | Bruck | | | | | | | | | | | | | | | | | | | | |
| 66 | Mr. John | Mark Westoby | | | | | | | | | | | | | | | | | | | | |

| | | | Subsidiary | | | | | | | | | | | | | | | | | |
|--------------------------|----------------|-------------------------------|--|--|---|--|---|--|--|---------------------------------------|------------------|--|------------------|------------------------------|--|-------------------------|--------------------------------------|------------------------|--------------------------------------|-----------------------|
| | | | 55 | 56 | 57 | 58 | 59 | 60 | 61 | 62 | 63 | 64 | 65 | 66 | 67 | 68 | 69 | 70 | 71 | 72 |
| Name of board management | | | Vienna House Leipzig GmbH ⁽⁶⁾ | Vienna House Baden-Baden GmbH ⁽⁷⁾ | Vienna House Easy Potsdam GmbH ⁽⁸⁾ | Vienna House Stralsund GmbH ⁽⁹⁾ | Vienna House Rostock GmbH ⁽¹⁰⁾ | Vienna House Parkhotel Braunschweig GmbH ⁽¹¹⁾ | Vienna House Eisenach GmbH ⁽¹²⁾ | Vienna House Cluster Deutschland GmbH | Recoop Tour a.s. | Vienna House Diplomat Prague RE s.r.o. | UBX Plzen s.r.o. | UBX Plzen Real Estate s.r.o. | Vienna House Cluster Tschechien s.r.o. | Amber Baltic Sp. z o.o. | Vienna House Amber Baltic Sp. z o.o. | Andels Lodz Sp. z o.o. | Vienna House Andel's Lodz Sp. z o.o. | UBX Krakow Sp. z o.o. |
| 1 | Mr.Kavin | Kanjanapas | | | | | | | | | | | | | | | | | | |
| 2 | Mr.Kong | Chi Keung | | | | | | | | | | | | | | | | | | |
| 3 | Ms.Piyaporn | Phanachet | | | | | | | | | / | / | | | | | | | | |
| 4 | Mr.Sayam | Siwarapornskul | | | | | | | | | | | | | | | | | | |
| 5 | Mr.Veerapong | Rodjanawaradom | | | | | | | | | | | | | | | | | | |
| 6 | Ms.Soraya | Satiangoset | | | | | | | | | | | | | | | | | | |
| 7 | Mr. Daniel | Ross | | | | | | | | / | / | / | / | / | | / | | / | | / |
| 8 | Mrs. Angsana | Mankongcharoen | | | | | | | | | | | | | | | | | | |
| 9 | Mr. Burin | Pusiri | | | | | | | | | | | | | | | | | | |
| 10 | Mr. Veerawat | Wattanajariya | | | | | | | | | | | | | | | | | | |
| 11 | Mr. Kom | Panimroengsak | | | | | | | | | | | | | | | | | | |
| 12 | Mr. Lai | Kwok Kwong | | | | | | | | | | | | | | | | | | |
| 13 | Mr. Leung | Wing Shing Vincent | | | | | | | | | | | | | | | | | | |
| 14 | Mr. Jimmy | How | | | | | | | | | | | | | | | | | | |
| 15 | Mr. Kevin | Allagapen | | | | | | | | | | | | | | | | | | |
| 16 | Mr. Lee | Colin Anderson | | | | | | | | | | | | | | | | | | |
| 17 | Mr. Grant | James Barbour | | | | | | | | | | | | | | | | | | |
| 18 | Ms. Vanessa | Claire Blanchet | | | | | | | | | | | | | | | | | | |
| 19 | Mr. Philip | Andrew Bolton | | | | | | | | | | | | | | | | | | |
| 20 | Mr. Gary | John Bowman | | | | | | | | | | | | | | | | | | |
| 21 | Mr. Simon | Burgess | | | | | | | | | | | | | | | | | | |
| 22 | Mr. Paul | Michel Butel | | | | | | | | | | | | | | | | | | |
| 23 | Mr. Nicholas | Blair Cawley | | | | | | | | | | | | | | | | | | |
| 24 | Mrs. Amy | Claire Collins | | | | | | | | | | | | | | | | | | |
| 25 | Mr. John | Patrick Joseph Conway | | | | | | | | | | | | | | | | | | |
| 26 | Mrs. Charlotte | Anne Cruickshank | | | | | | | | | | | | | | | | | | |
| 27 | Mr. Lan | Christopher Coombs-Goodfellow | | | | | | | | | | | | | | | | | | |
| 28 | Mr. Nicolas | John Cushion | | | | | | | | | | | | | | | | | | |
| 29 | Mr. Richard | Charles Germain | | | | | | | | | | | | | | | | | | |
| 30 | Mrs. Lisa | Josephine Grant | | | | | | | | | | | | | | | | | | |
| 31 | Mr. Christian | Guy | | | | | | | | | | | | | | | | | | |
| 32 | Mrs. Helen | Maria Hendy | | | | | | | | | | | | | | | | | | |
| 33 | Mr. Shane | Michael Hollywood | | | | | | | | | | | | | | | | | | |

Information On The Position Of Directors, Managements And Authorized Persons In Subsidiaries Associated And Related Companies

| Name of board management | | | Subsidiary | | | | | | | | | | | | | | | | | | |
|--------------------------|---------------------|----------------------|--|--|---|--|---|--|--|---------------------------------------|------------------|--|------------------|------------------------------|--|-------------------------|--------------------------------------|------------------------|--------------------------------------|-----------------------|--|
| | | | 55 | 56 | 57 | 58 | 59 | 60 | 61 | 62 | 63 | 64 | 65 | 66 | 67 | 68 | 69 | 70 | 71 | 72 | |
| | | | Vienna House Leipzig GmbH ⁽⁶⁾ | Vienna House Baden-Baden GmbH ⁽⁷⁾ | Vienna House Easy Potsdam GmbH ⁽⁸⁾ | Vienna House Stralsund GmbH ⁽⁹⁾ | Vienna House Rostock GmbH ⁽¹⁰⁾ | Vienna House Parkhotel Braunschweig GmbH ⁽¹¹⁾ | Vienna House Eisenach GmbH ⁽¹²⁾ | Vienna House Cluster Deutschland GmbH | Recoop Tour a.s. | Vienna House Diplomat Prague RE s.r.o. | UBX Plzen s.r.o. | UBX Plzen Real Estate s.r.o. | Vienna House Cluster Tschechien s.r.o. | Amber Baltic Sp. z o.o. | Vienna House Amber Baltic Sp. z o.o. | Andels Lodz Sp. z o.o. | Vienna House Andel's Lodz Sp. z o.o. | UBX Krakow Sp. z o.o. | |
| 34 | Mr. Richard | Mark Joynt | | | | | | | | | | | | | | | | | | | |
| 35 | Mrs. Claire | Louise Le Brocq | | | | | | | | | | | | | | | | | | | |
| 36 | Mrs. Jacqueline | Noble | | | | | | | | | | | | | | | | | | | |
| 37 | Mrs. Prapa | Pearce | | | | | | | | | | | | | | | | | | | |
| 38 | Ms. Sandra | Powell | | | | | | | | | | | | | | | | | | | |
| 39 | Mrs. Catherine | Patricia Prendergast | | | | | | | | | | | | | | | | | | | |
| 40 | Mrs. Lauren | Michelle Salkeld | | | | | | | | | | | | | | | | | | | |
| 41 | Mrs. Samantha | Anne Symons | | | | | | | | | | | | | | | | | | | |
| 42 | Mr. Philip | Lewis Taylor | | | | | | | | | | | | | | | | | | | |
| 43 | Mr. Nicolas | James Terry | | | | | | | | | | | | | | | | | | | |
| 44 | Mr. Rupert | Simoner | / | / | / | / | / | / | / | / | / | / | | | | | / | | / | | |
| 45 | Mr. Martem | Ijkema | | | | | | | | / | | / | | | / | | | | | | |
| 46 | Ms. Johanna | Weichselbaumer | / | / | / | / | / | / | / | / | / | / | / | / | / | / | / | / | / | / | |
| 47 | Ms. Angelika | Gaudman | | | | | | | | | | | | | | | | | | | |
| 48 | Mr. Ralf | Alsdorf | | | | | | | | | | | | | | | | | | | |
| 49 | Ms.Dorit | Von der Osten | | | | | | | | | | | | | | | | | | | |
| 50 | Mr. Rolf | Hubner | | | | | | | | | | | | | | | | | | | |
| 51 | Mr. Andreas | Mayr | | | | | | | | | | | | | | | | | | | |
| 52 | Mr. Manuel | Simon | | | | | | | | | / | / | / | / | | / | | / | | / | |
| 53 | Mr. Birgit | Trapp | | | | | | | | | | | | | | | | | | | |
| 54 | Mr. Heinz | Gunter Hohne | | | | | | | | | | | | | | | | | | | |
| 55 | Mr. Ralf | Paul Noll | | | | | | | | | | | | | | | | | | | |
| 56 | Mr. Oliver | Rudnik | | | | | | | | | | | | | | | | | | | |
| 57 | Mr. Marek | Palenik | | | | | | | | | / | | | | | | | | | | |
| 58 | Mr. Stepan | Sova | | | | | | | | | | | / | | | | | | | | |
| 59 | Ms. Monika | Kowalska | | | | | | | | | | | | | | / | | | | | |
| 60 | Ms. Anna | Olszynska | | | | | | | | | | | | | | | | / | | | |
| 61 | Mr. Tomasz | Piorkowski | | | | | | | | | | | | | | | | | | / | |
| 62 | Ms. Ewa | Nowakowska | | | | | | | | | | | | | | | | | | | |
| 63 | Ms. Nicoleta-Ramona | Stefan | | | | | | | | | | | | | | | | | | | |
| 64 | Mr. Ulf | Naumann | | | | | | | | | | | | | | | | | | | |
| 65 | Mr. Paul | Bruck | | | | | | | | | | | | | | | | | | | |
| 66 | Mr. John | Mark Westoby | | | | | | | | | / | | | | | | | | | | |

| Name of board management | | | Subsidiary | | | | | | | | | | | | | | | | |
|--------------------------|----------------|-------------------------------|-------------------------|---|-----------------------|--|-------------------------------------|----------------------------|------------------------------|---|---------------------------------------|-------------------|------------------------------------|-----------------------|-----------------------------------|-----------------------|-----------------------|--|----------------------------|
| | | | 73 | 74 | 75 | 76 | 77 | 78 | 79 | 80 | 81 | 82 | 83 | 84 | 85 | 86 | 87 | 88 | 89 |
| | | | UBX Katowice Sp. z o.o. | Hotel Management Angelo Katowice Sp. z o.o. | VHE Cracow Sp. z o.o. | Vienna House Easy Cracow RE Sp. z o.o. ⁽¹³⁾ | Vienna House Easy Cracow Sp. z o.o. | VH Warsaw Hotel Sp. z o.o. | VHE Wroclaw Hotel Sp. z o.o. | Vienna House REVO Katowice Sp. z o.o. ⁽¹⁴⁾ | Vienna House Cluster Polen Sp. z o.o. | Comtel Focus S.A. | Vienna House Easy Bucharest S.R.L. | VHE Bratislava s.r.o. | VHE Bratislava Real Estate s.r.o. | OOO Employ Management | Vienna House Riga SIA | Vienna House Schaffhausen GmbH ⁽¹⁵⁾ | Tanayong Hong Kong Limited |
| 1 | Mr.Kavin | Kanjanapas | | | | | | | | | | | | | | | | | / |
| 2 | Mr.Kong | Chi Keung | | | | | | | | | | | | | | | | | / |
| 3 | Ms.Piyaporn | Phanachet | | | | | | | | | | | | | | | | | |
| 4 | Mr.Sayam | Siwarapornskul | | | | | | | | | | | | | | | | | |
| 5 | Mr.Veerapong | Rodjanawaradom | | | | | | | | | | | | | | | | | |
| 6 | Ms.Soraya | Satiangoset | | | | / | | | | | | | | | | | | | |
| 7 | Mr. Daniel | Ross | / | / | / | / | | / | | | | / | / | / | / | | | | |
| 8 | Mrs. Angsana | Mankongcharoen | | | | | | | | | | | | | | | | | |
| 9 | Mr. Burin | Pusiri | | | | | | | | | | | | | | | | | |
| 10 | Mr. Veerawat | Wattanjariya | | | | | | | | | | | | | | | | | |
| 11 | Mr. Kom | Panimroengsak | | | | | | | | | | | | | | | | | |
| 12 | Mr. Lai | Kwok Kwong | | | | | | | | | | | | | | | | | |
| 13 | Mr. Leung | Wing Shing Vincent | | | | | | | | | | | | | | | | | |
| 14 | Mr. Jimmy | How | | | | | | | | | | | | | | | | | |
| 15 | Mr. Kevin | Allagapen | | | | | | | | | | | | | | | | | |
| 16 | Mr. Lee | Colin Anderson | | | | | | | | | | | | | | | | | |
| 17 | Mr. Grant | James Barbour | | | | | | | | | | | | | | | | | |
| 18 | Ms. Vanessa | Claire Blanchet | | | | | | | | | | | | | | | | | |
| 19 | Mr. Philip | Andrew Bolton | | | | | | | | | | | | | | | | | |
| 20 | Mr. Gary | John Bowman | | | | | | | | | | | | | | | | | |
| 21 | Mr. Simon | Burgess | | | | | | | | | | | | | | | | | |
| 22 | Mr. Paul | Michel Butel | | | | | | | | | | | | | | | | | |
| 23 | Mr. Nicholas | Blair Cawley | | | | | | | | | | | | | | | | | |
| 24 | Mrs. Amy | Claire Collins | | | | | | | | | | | | | | | | | |
| 25 | Mr. John | Patrick Joseph Conway | | | | | | | | | | | | | | | | | |
| 26 | Mrs. Charlotte | Anne Cruickshank | | | | | | | | | | | | | | | | | |
| 27 | Mr. Lan | Christopher Coombs-Goodfellow | | | | | | | | | | | | | | | | | |
| 28 | Mr. Nicolas | John Cushion | | | | | | | | | | | | | | | | | |
| 29 | Mr. Richard | Charles Germain | | | | | | | | | | | | | | | | | |
| 30 | Mrs. Lisa | Josephine Grant | | | | | | | | | | | | | | | | | |
| 31 | Mr. Christian | Guy | | | | | | | | | | | | | | | | | |
| 32 | Mrs. Helen | Maria Hendy | | | | | | | | | | | | | | | | | |
| 33 | Mr. Shane | Michael Hollywood | | | | | | | | | | | | | | | | | |

Information On The Position Of Directors, Managements And Authorized Persons In Subsidiaries Associated And Related Companies

| Name of board management | | | Subsidiary | | | | | | | | | | | | | | | | |
|--------------------------|---------------------|----------------------|-------------------------|---|-----------------------|--|-------------------------------------|----------------------------|------------------------------|---|---------------------------------------|-------------------|------------------------------------|-----------------------|-----------------------------------|-----------------------|-----------------------|--|----------------------------|
| | | | 73 | 74 | 75 | 76 | 77 | 78 | 79 | 80 | 81 | 82 | 83 | 84 | 85 | 86 | 87 | 88 | 89 |
| | | | UBX Katowice Sp. z o.o. | Hotel Management Angelo Katowice Sp. z o.o. | VHE Cracow Sp. z o.o. | Vienna House Easy Cracow RE Sp. z o.o. ⁽¹³⁾ | Vienna House Easy Cracow Sp. z o.o. | VH Warsaw Hotel Sp. z o.o. | VHE Wroclaw Hotel Sp. z o.o. | Vienna House REVO Katowice Sp. z o.o. ⁽¹⁴⁾ | Vienna House Cluster Polen Sp. z o.o. | Comtel Focus S.A. | Vienna House Easy Bucharest S.R.L. | VHE Bratislava s.r.o. | VHE Bratislava Real Estate s.r.o. | OOO Employ Management | Vienna House Riga SIA | Vienna House Schaffhausen GmbH ⁽¹⁵⁾ | Tanayong Hong Kong Limited |
| 34 | Mr. Richard | Mark Joynt | | | | | | | | | | | | | | | | | |
| 35 | Mrs. Claire | Louise Le Brocq | | | | | | | | | | | | | | | | | |
| 36 | Mrs. Jacqueline | Noble | | | | | | | | | | | | | | | | | |
| 37 | Mrs. Prapa | Pearce | | | | | | | | | | | | | | | | | |
| 38 | Ms. Sandra | Powell | | | | | | | | | | | | | | | | | |
| 39 | Mrs. Catherine | Patricia Prendergast | | | | | | | | | | | | | | | | | |
| 40 | Mrs. Lauren | Michelle Salkeld | | | | | | | | | | | | | | | | | |
| 41 | Mrs. Samantha | Anne Symons | | | | | | | | | | | | | | | | | |
| 42 | Mr. Philip | Lewis Taylor | | | | | | | | | | | | | | | | | |
| 43 | Mr. Nicolas | James Terry | | | | | | | | | | | | | | | | | |
| 44 | Mr. Rupert | Simoner | | | | / | / | / | / | / | | | / | | | | / | / | |
| 45 | Mr. Martem | Ijkema | | | | / | | | | | / | | / | | | | | | |
| 46 | Ms. Johanna | Weichselbaumer | / | / | / | / | / | / | / | / | / | / | / | / | / | | / | / | |
| 47 | Ms. Angelika | Gaudman | | | | | | | | | | | | | | | | | |
| 48 | Mr. Ralf | Alsdorf | | | | | | | | | | | | | | | | | |
| 49 | Ms. Dorit | Von der Osten | | | | | | | | | | | | | | | | | |
| 50 | Mr. Rolf | Hubner | | | | | | | | | | | | | | | | | |
| 51 | Mr. Andreas | Mayr | | | | | | | | | | | | | | | | | |
| 52 | Mr. Manuel | Simon | / | / | / | | | | | | | / | | / | / | | | | |
| 53 | Mr. Birgit | Trapp | | | | | | | | | | | | | | | | | |
| 54 | Mr. Heinz | Gunter Hohne | | | | | | | | | | | | | | | | | |
| 55 | Mr. Ralf | Paul Noll | | | | | | | | | | | | | | | | | |
| 56 | Mr. Oliver | Rudnik | | | | | | | | | | | | | | | | | |
| 57 | Mr. Marek | Palenik | | | | | | | | | | | | | | | | | |
| 58 | Mr. Stepan | Sova | | | | | | | | | | | | | | | | | |
| 59 | Ms. Monika | Kowalska | | | | | | | | | | | | | | | | | |
| 60 | Ms. Anna | Olszynska | | | | | | | | | | | | | | | | | |
| 61 | Mr. Tomasz | Piorkowski | | / | | | | | | | | | | | | | | | |
| 62 | Ms. Ewa | Nowakowska | | | / | / | | | | | | | | | | | | | |
| 63 | Ms. Nicoleta-Ramona | Stefan | | | | | | | | | | / | / | | | | | | |
| 64 | Mr. Ulf | Naumann | | | | | | | | | | | | | | | | / | |
| 65 | Mr. Paul | Bruck | | | | | | | | | | | | | / | | | | |
| 66 | Mr. John | Mark Westoby | | | | | | | | | | | | | | | | | |

Note / = Director

Note

- | | |
|---|---|
| <p>(1) On 3 October 2019 Vienna International Hotelmanagement AG Former name Vienna House Hotelmanagement GmbH</p> <p>(2) On 26 November 2019 arcona Hotel GmbH Former name Vienna House Germany III GmbH</p> <p>(3) On 31 July 2019 arcona 22 Hotelbetriebsgesellschaft mbH Former name Vienna House Germany IV GmbH</p> <p>(4) On 1 August 2019 arcona LIVING GmbH Former name Vienna House Easy München GmbH</p> <p>(5) On 9 August 2019 arcona 21. Hotelbetriebsgesellschaft mbH Former name Vienna House Easy Bremen GmbH</p> <p>(6) On 26 August 2019 arcona Bach 14 GmbH Former name Vienna House Leipzig GmbH</p> <p>(7) On 7 November 2019 AH Hotelbetriebsgesellschaft mbH Former name Vienna House Baden–Baden GmbH</p> <p>(8) On 26 November 2019 arcona 12. Hotelbetriebsgesellschaft mbH Former name Vienna House Easy Potsdam GmbH</p> <p>(9) On 2 December 2019 arcona Hotel Baltic GmbH Former name Vienna House Stralsund GmbH</p> <p>(10) On 2 December 2019 arcona Hotel Sonne GmbH Former name Vienna House Rostock GmbH</p> | <p>(11) On 8 January 2019 arcona 15. Hotelbetriebsgesellschaft mbH Former name Vienna House Parkhotel Braunschweig GmbH</p> <p>(12) On 3 January 2019 arcona Hotel Thüringer Hof GmbH Former name Vienna House Eisenach GmbH</p> <p>(13) On 2 December 2019 VHE Cracow Sp. z o.o. SKA Former name Vienna House Easy Cracow RE Sp. z o.o.</p> <p>(14) On 7 January 2019 Trebren Investments Sp. z o.o Former name Vienna House REVO Katowice Sp. z o.o.</p> <p>(15) On 12 August 2019 arcona Living Schaffhausen GmbH Former name Vienna House Schaffhausen GmbH</p> <p>(16) On 16 January 2020 BTS Sansiri Holding Eifhteen Co., Ltd. Former name Ratchada Alliance Co., Ltd.</p> |
|---|---|

ASSETS USED IN BUSINESS OPERATIONS

Fixed Assets of the Company and its subsidiaries

As of December 31, 2019, the Company and its subsidiaries have total fixed assets as follows

Real Estate Projects Under Development

| Property Details | Type of Ownership | Building/ Vacant land | Location | Rights Document | Unit | Area | | | Book Value as of 31 December 2019 (THB Million) | Obligation |
|------------------|-------------------|--------------------------|----------|-----------------|------|------|------|------------|---|------------|
| | | | | | | Rai | Ngan | Square Wah | | |

U City Public Company Limited

| | | | | | | | | | | |
|--------------------------------------|-----|--------------------|--------------------------------|------------|--------|---|---|------|--------|---|
| Park Ramindra Project ⁽¹⁾ | Own | Land and buildings | Tha Raeng, Bang Khen, Bangkok. | Title deed | 1 Plot | 2 | 1 | 14.2 | 302.60 | - |
|--------------------------------------|-----|--------------------|--------------------------------|------------|--------|---|---|------|--------|---|

NPARK Global Holding Company Limited

| | | | | | | | | | | |
|---------------------------|-----|-------------|---|------------|----------|-----|---|----|--------|-----------------------------|
| Korat Land ⁽¹⁾ | Own | Vacant land | Nong Krathum, Jor Hor (MhunWai), Muang Nakornratchasima, Nakornratchasima | Title deed | 25 Plots | 137 | 1 | 73 | 689.08 | Collateral ^(5,7) |
|---------------------------|-----|-------------|---|------------|----------|-----|---|----|--------|-----------------------------|

Land and Project Awaiting Development

| Property Details | Type of Ownership | Building/ Vacant land | Location | Rights Document | Unit | Area | | | Book Value as of 31 December 2019 (THB Million) | Obligation |
|------------------|-------------------|--------------------------|----------|-----------------|------|------|------|------------|---|------------|
| | | | | | | Rai | Ngan | Square Wah | | |

U City Public Company Limited

| | | | | | | | | | | |
|--|-----|---------------------|--|---------------|---------|----|---|------|--------|-----------------------------|
| Suksawat Project | Own | Vacant land | Ratburana, Bang Jang Ron Nai, Ratburana, Bangkok | Title deed | 7 Plots | 16 | 2 | 38.8 | 935.57 | Collateral ^(5,7) |
| Khao Yai Land (Paya Project) | Own | Land with Structure | Mhoo Si, Pak Chong, Nakornratchasima | Nor Sor 3 Kor | 2 Plots | 1 | 0 | 41 | 15.16 | - |
| Chonburi Project (Panya Resort) ⁽¹⁾ | Own | Vacant land | Ban Mhung, Bang Phra, Muang Chonburi, Chonburi | Title deed | 2 Plots | 2 | 0 | 18 | 2.51 | - |

Project Green Company Limited

| | | | | | | | | | | |
|---------------|-----|-------------|------------------------------------|------------|---------|----|---|------|----------|-----------------------------|
| Kukot Project | Own | Vacant land | Khu Khot, Lam Luk Ka, Pathum Thani | Title deed | 1 Plots | 51 | 2 | 97.7 | 1,111.58 | Collateral ^(5,7) |
|---------------|-----|-------------|------------------------------------|------------|---------|----|---|------|----------|-----------------------------|

| Property Details | Type of Ownership | Building/ Vacant land | Location | Rights Document | Unit | Area | | | Book Value as of 31 December 2019 (THB Million) | Obligation |
|---|----------------------|-----------------------------|--|--------------------|----------|------|------|---------------|--|-------------------------------|
| | | | | | | Rai | Ngan | Square Wah | | |
| PrannaKiri Assets Co., Ltd. | | | | | | | | | | |
| Nakornratchasima Land | Own | Vacant land | Pong Ta Long, Pak Chong, Nakornratchasima | Nor Sor 3 Kor | 13 Plots | 427 | 3 | 34 | 412.09 | - |
| Tanayong Food and Beverage Co.,Ltd. | | | | | | | | | | |
| Nakornratchasima Land | Own | Vacant land | Pong Ta Long, Pak Chong, Nakornratchasima | Nor Sor 3 Kor | 1 Plots | 87 | 3 | 94 | 67.24 | - |
| Siam Paging and Communication Co., Ltd. | | | | | | | | | | |
| Nakornratchasima Land | Own | Vacant land | Pong Ta Long, Pak Chong, Nakornratchasima | Nor Sor 3 Kor | 2 Plots | 56 | 1 | 76 | 40.67 | - |
| Ratburana Property Co., Ltd. | | | | | | | | | | |
| Ratburana Land Project | Own | Vacant land | Ratburana (Bang Jang Ron Nok), Ratburana, Bangkok | Title deed | 1 Plots | 27 | 2 | 10 | 1,384.94 | Collateral ^(5,7,8) |

Investment Property and Leasehold Rights (Domestic)

| Property Details | Type of Ownership | Building/ Vacant land | Location | Rights Document | Unit | Area | | | Book Value as of 31 December 2019 (THB Million) | Obligation |
|-----------------------------------|-------------------|--------------------------|---|--|----------|---|------|------------|---|-------------------------------|
| | | | | | | Rai | Ngan | Square Wah | | |
| U City Public Company Limited | | | | | | | | | | |
| Bang Krachao Project | Own | Vacant land | Bang Num Phung, Phrapadaeng, Samutprakarn | Title deed | 28 Plots | 25 | 1 | 51.7 | 157.65 | - |
| Noble Ploenchit Condominium | Own | Condominium | Lumpini, Pathumwan, Bangkok | Document showing condominium ownership | 12 Rooms | Total area 4,446.72 square meters which has ownership ratio of 4,446.72 | | | 810.43 | - |
| Kamkoong Property Company Limited | | | | | | | | | | |
| The Unicorn Project (Phayathai) | Own | Under construction | Thung Phaya Thai, Ratchatewee, Bangkok | Title deed | 6 Plots | 7 | 1 | 37.4 | 3,722.77 | Collateral ^(5,6,7) |

| Property Details | Type of Ownership | Building/ Vacant land | Location | Rights Document | Unit | Area | | | Book Value as of 31 December 2019 (THB Million) | Obligation |
|------------------|-------------------|--------------------------|----------|-----------------|------|------|------|------------|---|------------|
| | | | | | | Rai | Ngan | Square Wah | | |

Unison One Co.,Ltd.

| | | | | | | | | | | |
|-----------|-----|-------------------|-----------------------------|------------|---------|---|---|----|--------|-----------------------------|
| TST Tower | Own | Land and Building | Lat Yao, Bang Khen, Bangkok | Title deed | 3 Plots | 1 | 2 | 68 | 810.40 | Collateral ^(5,7) |
|-----------|-----|-------------------|-----------------------------|------------|---------|---|---|----|--------|-----------------------------|

Mak 8 Co., Ltd.

| | | | | | | | | | | |
|-------------|-----|-------------------|--------------------------------------|------------|---------|----|---|----|--------|---|
| Land Khoyai | Own | Land and Building | Mhoo Si, Pak Chong, Nakornratchasima | Title deed | 4 Plots | 16 | 1 | 56 | 150.13 | - |
|-------------|-----|-------------------|--------------------------------------|------------|---------|----|---|----|--------|---|

Investment Property and Leasehold (Overseas)

| Property Details | Type of Ownership | Buildings/ Vacant Land | Contract period | Location | Town/ Country | Area (Sq.m) | Book Value as of 31 December 2019 | Obligation |
|------------------|-------------------|---------------------------|-----------------|----------|------------------|-------------|-----------------------------------|------------|
|------------------|-------------------|---------------------------|-----------------|----------|------------------|-------------|-----------------------------------|------------|

Thirty Three Gracechurch 1 Limited

| | | | | | | | | |
|-------------------------------------|-----------------|-----------------|-----------------------------|---|----------------|-------|----------|---------------------------|
| Lombard House 33 Gracechurch Street | Operating Lease | Office Building | Contract ended in year 2162 | 33 Gracechurch Street, London, EC3V 0BT | United Kingdom | 9,790 | 1,243.62 | Collateral ⁽⁹⁾ |
|-------------------------------------|-----------------|-----------------|-----------------------------|---|----------------|-------|----------|---------------------------|

Underwood Street Limited

| | | | | | | | | |
|------------------------------|-----------------|-----------------|-----------------------------|--|----------------|-------|--------|---|
| 6-14 (even) Underwood Street | Operating Lease | Office Building | Contract ended in year 2055 | 6-14 (even) Underwood Street, London, N1 7JQ | United Kingdom | 2,378 | 128.61 | - |
|------------------------------|-----------------|-----------------|-----------------------------|--|----------------|-------|--------|---|

Land, Building, Equipment and Leasehold (Domestic)

| Property Details | Type of Ownership | Building/ Vacant land | Location | Unit | Area | | | Book Value as of 31 December 2019 (THB Million) | Obligation |
|------------------|-------------------|--------------------------|----------|------|------|------|------------|---|------------|
| | | | | | Rai | Ngan | Square Wah | | |

Joint Venture of U City PCL, Aman Resort Services Limited and Silver Link Holding Limited

| | | | | | | | | | |
|-------------------------------------|-----------|-------------------|-----------------------------|---------|---|---|----|--------|---|
| Roi Chak Sam Project ⁽²⁾ | Leasehold | Land and Building | Bang Rak, Bang Rak, Bangkok | 3 Plots | 5 | 0 | 60 | 137.46 | - |
|-------------------------------------|-----------|-------------------|-----------------------------|---------|---|---|----|--------|---|

Khonkaen Buri Company Limited

| | | | | | | | | | |
|--|-----|-------------------|------------------------------|----------------------|----|---|------|--------|---|
| Avani Khon Kaen Hotel and Convention Centre ⁽¹⁾ | Own | Land and Building | Nai Mueang, Mueang, KhonKaen | 42 Plots (195 Rooms) | 12 | 1 | 36.9 | 846.26 | - |
|--|-----|-------------------|------------------------------|----------------------|----|---|------|--------|---|

Pacific Hotel Chiangmai Company Limited and Pacific Chiangmai Company Limited

| | | | | | | | | | |
|---|-----|-------------------|--|--------------------|---|---|------|---|--------------------------------------|
| Anantara Chiang Mai Resort and Spa ⁽¹⁾ | Own | Land and Building | Chang Khlan, Mueang Chiang Mai, Chiang Mai | 7 Plots (84 Rooms) | 7 | 1 | 53.5 | - | Collateral ⁽¹⁰⁾ (4 Plots) |
|---|-----|-------------------|--|--------------------|---|---|------|---|--------------------------------------|

| Property Details | Type of Ownership | Building/ Vacant land | Location | Rights Document | Unit | Area | | | Book Value as of 31 December 2019 (THB Million) | Obligation |
|------------------|-------------------|--------------------------|----------|-----------------|------|------|------|------------|---|------------|
| | | | | | | Rai | Ngan | Square Wah | | |

EGS Assets Co., Ltd.

| | | | | | | | | | | |
|------------------------------|-----|-------------------|--|------------|--------------------|---|---|----|----------|-------------------------------|
| Eastin Grand Sathorn Bangkok | Own | Land and Building | Yannawa (Sathorn), Sathorn (Bang Rak), Bangkok | Title deed | 1 Plot (390 Rooms) | 2 | 1 | 57 | 3,605.12 | Collateral ^(5,6,7) |
|------------------------------|-----|-------------------|--|------------|--------------------|---|---|----|----------|-------------------------------|

Muangthong Assets Co., Ltd.

| | | | | | | | | | | |
|---------------------------|------------------|-------------------|---|---------------------------------|---------------------|----|---|------|--------|-------------------------------|
| U Inchantree Kanchanaburi | Own | Land and Building | Thamakam, Mueang, Kanchanaburi | Nor Sor 3 Kor and Nor Sor 3 Koh | 13 Plots (50 Rooms) | 5 | 1 | 30 | 117.47 | Collateral ^(5,6,7) |
| Nakornratchasima Land | Own | Vacant land | Pong Ta Long, Pak Chong, Nakornratchasima | Nor Sor 3 Kor | 1 Plot | 20 | 0 | 0 | 19.39 | - |
| U Sathorn ⁽³⁾ | Leasehold rights | Land and Building | Thung Maha Mek, Sathorn, Bangkok | Title deed | 1 Plot (86 Rooms) | 16 | 0 | 81.1 | 122.45 | - |

| Property Details | Type of Ownership | Building/ Vacant land | Location | Rights Document | Unit | Area | | | Book Value as of 31 December 2019 (THB Million) | Obligation |
|---------------------------------|-------------------|--------------------------|---------------------------------------|-----------------|-------------------|------|------|------------|---|-------------------------------|
| | | | | | | Rai | Ngan | Square Wah | | |
| U Chiang Mai ⁽⁴⁾ | Leasehold | Land and Building | Sri Phoom, Mueang, Chiangmai | Title deed | 1 Plot (41 Rooms) | 1 | 1 | 38 | 56.12 | - |
| BTS Land Co.,Ltd. | | | | | | | | | | |
| Eastin Thana City Golf Resort | Own | Land and Building | Bang Chalong, Bang Phee, Samutprakarn | Title deed | 1 Plot (39 Rooms) | 2 | 1 | 11.4 | 154.68 | Collateral ^(5,6,7) |
| Nine Square Property Co., Ltd. | | | | | | | | | | |
| Eastin Thana City Golf Resort 2 | Own | Land and Building | Bang Chalong, Bang Phee, Samutprakarn | Title deed | 1 Plot (77 Rooms) | 3 | 1 | 55.1 | 278.82 | Collateral ^(5,6,7) |
| Mak 8 Co., Ltd. | | | | | | | | | | |
| Eastin Thana City Golf Resort 3 | Own | Land and Building | Bang Chalong, Bang Phee, Samutprakarn | Title deed | 1 Plot (78 Rooms) | 2 | 1 | 51.5 | 258.27 | Collateral ^(5,6,7) |

Land, Building, Equipment and Leasehold (Oversea)

| Property Details | Type of Ownership | Building/ Vacant land | Contract period | Location | Town/ Country | No. of Room | Area (Sq.m) | Book Value as of 31 December 2019 | Obligation |
|-----------------------------------|-------------------|--------------------------|-----------------------------|-------------------------------------|------------------|-------------|-------------|-----------------------------------|------------|
| Andel's Berlin Hotelbetriebs GmbH | | | | | | | | | |
| Vienna House Andel's Berlin | Operating Lease | Hotel Building | Contract ended in year 2035 | Landsberger Allee 106, 10369 Berlin | Germany | 557 | 90,000 | EUR 3,076 | - |
| VHE Berlin Hotelbetriebs GmbH | | | | | | | | | |
| Vienna House Easy Berlin | Operating Lease | Hotel Building | Contract ended in year 2036 | Storkower Str. 162. 10407 Berlin | Germany | 152 | 5,852 | EUR 1,186 | - |
| VH Dresden Hotelbetriebs GmbH | | | | | | | | | |
| Vienna House QF Dresden | Operating Lease | Hotel Building | Contract ended in year 2037 | Neumarkt 1. 01067 Dresden | Germany | 95 | 6,073 | EUR 345,532 | - |

| Property Details | Type of Ownership | Building/ Vacant land | Contract period | Location | Town/ Country | No. of Room | Area (Sq.m) | Book Value as of 31 December 2019 | Obligation |
|------------------|-------------------|-----------------------|-----------------|----------|---------------|-------------|-------------|-----------------------------------|------------|
|------------------|-------------------|-----------------------|-----------------|----------|---------------|-------------|-------------|-----------------------------------|------------|

VHE Leipzig Hotelbetriebs GmbH

| | | | | | | | | | |
|---------------------------|-----------------|----------------|-----------------------------|------------------------------|---------|-----|-------|-----------|---|
| Vienna House Easy Leipzig | Operating Lease | Hotel Building | Contract ended in year 2038 | Goethestr. 11, 04109 Leipzig | Germany | 205 | 9,071 | EUR 2,843 | - |
|---------------------------|-----------------|----------------|-----------------------------|------------------------------|---------|-----|-------|-----------|---|

VH Kronberg Hotelbetriebs GmbH

| | | | | | | | | | |
|------------------------------------|-----------------|----------------|-----------------------------|-----------------------------------|---------|----|-------|-------------|---|
| Vienna House MQ Kronberg im Taunus | Operating Lease | Hotel Building | Contract ended in year 2039 | Bahnhofstrasse 38. 61476 Kronberg | Germany | 96 | 4,832 | EUR 123,298 | - |
|------------------------------------|-----------------|----------------|-----------------------------|-----------------------------------|---------|----|-------|-------------|---|

VHE Raunheim Hotelbetriebs GmbH

| | | | | | | | | | |
|----------------------------|-----------------|----------------|-----------------------------|--------------------|---------|-----|-------|-------|---|
| Vienna House Easy Raunheim | Operating Lease | Hotel Building | Contract ended in year 2040 | Under Construction | Germany | 200 | 6,362 | EUR 0 | - |
|----------------------------|-----------------|----------------|-----------------------------|--------------------|---------|-----|-------|-------|---|

Vienna International Asset GmbH

| | | | | | | | | | |
|----------------------------------|-----|----------------|---|---|---------|-----|--------|----------------|------------|
| Vienna House Easy Amberg | Own | Hotel Building | - | Schiesstaetteweg 10. 92224 Amberg | Germany | 110 | 5,576 | EUR 89,249,922 | Collateral |
| Vienna House Easy Bad Oeynhausen | Own | Hotel Building | - | Morsbachallee 1. 32545 Bad Oeynhausen | Germany | 146 | 8,068 | | Collateral |
| Vienna House Easy Braunschweig | Own | Hotel Building | - | Salzdahlumer Str. 137. 38126 Braunschweig | Germany | 176 | 19,234 | | Collateral |
| Vienna House Easy Castrop-Rauxel | Own | Hotel Building | - | Dortmunder Strasse 55. 44575 Castrop Rauxel | Germany | 84 | 3,895 | | Collateral |
| Vienna House Easy Coburg | Own | Hotel Building | - | Ketschendorfer Strasse 86. 96450 Coburg - Suedstadt | Germany | 123 | 14,978 | | Collateral |

| Property Details | Type of Ownership | Building/ Vacant land | Contract period | Location | Town/ Country | No. of Room | Area (Sq.m) | Book Value as of 31 December 2019 | Obligation |
|---|-------------------|-----------------------|-----------------------------|---|---------------|-------------|-------------|-----------------------------------|------------|
| Vienna House Easy Gunzburg | Own | Hotel Building | - | Jahnstrasse 4. 89312 Guenzburg | Germany | 100 | 4,122 | | Collateral |
| Vienna House Easy Landsberg | Equipment Owner | - | - | Gaf Zeppelin Str 6. 86899 Landsberg am Lech | Germany | - | - | | - |
| Vienna House Easy Limburg | Equipment Owner | - | - | Schiede 10. 65549 Limburg | Germany | - | - | | Collateral |
| Vienna House Easy Neckarsulm | Equipment Owner | - | - | Heiner Fleischmann Str 8. 74172 Neckarsulm | Germany | - | - | | - |
| Vienna House Easy Trier | Equipment Owner | - | - | Metzer Allee 6. 54295 Trier | Germany | - | - | | Collateral |
| Vienna House Easy Wuppertal | Equipment Owner | - | - | Auf dem Johannisberg 1. 42103 Wuppertal | Germany | - | - | | Collateral |
| REVO München Hotelbetriebs GmbH | | | | | | | | | |
| REVO Munich | Operating Lease | Hotel Building | Contract ended in year 2041 | Under Construction | Germany | 607 | 6,833 | EUR 0 | - |
| Calvus Grundstücksverwaltungsgesellschaft mbH & Co. Vermietungs KG | | | | | | | | | |
| Vienna House Easy Neckarsulm | Financial Lease | Hotel Building | Contract ended in year 2025 | Heiner Fleischmann Str 8. 74172 Neckarsulm | Germany | 95 | 6,306 | EUR 11,522,383 | Collateral |
| Enigma Grundstücksverwaltungsgesellschaft mbH & Co. Objekt Wuppertal KG | | | | | | | | | |
| Vienna House Easy Wuppertal | Financial Lease | Hotel Building | Contract ended in year 2028 | Auf dem Johannisberg 1. 42103 Wuppertal | Germany | 130 | 7,706 | EUR 14,723,214 | Collateral |

| Property Details | Type of Ownership | Building/ Vacant land | Contract period | Location | Town/ Country | No. of Room | Area (Sq.m) | Book Value as of 31 December 2019 | Obligation |
|------------------|-------------------|-----------------------|-----------------|----------|---------------|-------------|-------------|-----------------------------------|------------|
|------------------|-------------------|-----------------------|-----------------|----------|---------------|-------------|-------------|-----------------------------------|------------|

Fabella Grundstücksverwaltungsgesellschaft mbH & Co. Vermietungs KG

| | | | | | | | | | |
|---------------------------|-----------------|----------------|-----------------------------|---------------------------|---------|----|-------|-------|---|
| Vienna House Easy Limburg | Financial Lease | Hotel Building | Contract ended in year 2031 | Schiede 10. 65549 Limburg | Germany | 99 | 4,468 | EUR 0 | - |
|---------------------------|-----------------|----------------|-----------------------------|---------------------------|---------|----|-------|-------|---|

Fabio Grundstücksverwaltungsgesellschaft mbH & Co. Vermietungs KG

| | | | | | | | | | |
|-----------------------------|-----------------|----------------|-----------------------------|--|---------|-----|-------|---------------|------------|
| Vienna House Easy Landsberg | Financial Lease | Hotel Building | Contract ended in year 2024 | Graf Zeppelin Str 6. 86899 Landsberg am Lech | Germany | 103 | 4,646 | EUR 6,909,759 | Collateral |
|-----------------------------|-----------------|----------------|-----------------------------|--|---------|-----|-------|---------------|------------|

Fiora Grundstücksverwaltungsgesellschaft mbH & Co. Vermietungs KG

| | | | | | | | | | |
|-------------------------|-----------------|----------------|-----------------------------|-----------------------------|---------|-----|-------|---------------|------------|
| Vienna House Easy Trier | Financial Lease | Hotel Building | Contract ended in year 2029 | Metzer Allee 6. 54295 Trier | Germany | 105 | 6,398 | EUR 7,075,917 | Collateral |
|-------------------------|-----------------|----------------|-----------------------------|-----------------------------|---------|-----|-------|---------------|------------|

Vienna House Germany IV GmbH

| | | | | | | | | | |
|-----------------------------------|-----------------|----------------|-----------------------------|----------------------------------|---------|-----|-------|-------------|---|
| Vienna House Easy Mo. Stuttgart | Operating Lease | Hotel Building | Contract ended in year 2030 | Hauptstraße 26. 70563 Stuttgart | Germany | 131 | 6,868 | EUR 202,682 | - |
| Vienna House Stadt Hamburg Wismar | Operating Lease | Hotel Building | Contract ended in year 2029 | Am Markt 24. 23966 Wismar | Germany | 103 | 5,789 | EUR 533,124 | - |
| Vienna House Ernst Leitz Wetzlar | Operating Lease | Hotel Building | Contract ended in year 2038 | Am Leitz-Park 8. 35578 Wetzlar | Germany | 129 | 5,547 | EUR 64,515 | - |
| Vienna House Easy Osnabrück | Operating Lease | Hotel Building | Contract ended in year 2030 | Neuer Graben 39. 49074 Osnabrück | Germany | 108 | 4,644 | EUR 814,475 | - |

Vienna House Easy München GmbH

| | | | | | | | | | |
|--------------------|-----------------|----------------|-----------------------------|--|---------|----|-------|-------------|---|
| House Easy München | Operating Lease | Hotel Building | Contract ended in year 2024 | Nymphenburger Straße 136. 80636 Munich | Germany | 94 | 3,523 | EUR 883,340 | - |
|--------------------|-----------------|----------------|-----------------------------|--|---------|----|-------|-------------|---|

Vienna House Easy Bremen GmbH

| | | | | | | | | | |
|--------------------------|-----------------|----------------|-----------------------------|-----------------------------|---------|----|-------|-------------|---|
| Vienna House Easy Bremen | Operating Lease | Hotel Building | Contract ended in year 2038 | Breitenweg 28. 28195 Bremen | Germany | 44 | 1,892 | EUR 261,672 | - |
|--------------------------|-----------------|----------------|-----------------------------|-----------------------------|---------|----|-------|-------------|---|

| Property Details | Type of Ownership | Building/ Vacant land | Contract period | Location | Town/ Country | No. of Room | Area (Sq.m) | Book Value as of 31 December 2019 | Obligation |
|--|-------------------|-----------------------|-----------------------------|-------------------------------------|---------------|-------------|-------------|-----------------------------------|------------|
| Vienna House Leipzig GmbH | | | | | | | | | |
| Vienna Townhouse Bach Leipzig | Operating Lease | Hotel Building | Contract ended in year 2029 | Thomaskirchhof 13/14. 04109 Leipzig | Germany | 52 | 2,752 | EUR 185,127 | - |
| Vienna House Baden-Baden GmbH | | | | | | | | | |
| Vienna Townhouse Batschari Baden-Baden | Operating Lease | Hotel Building | Contract ended in year 2022 | Mozartstraße 8. 76530 Baden-Baden | Germany | 69 | 3,019 | EUR 87,645 | - |
| Vienna House Easy Potsdam GmbH | | | | | | | | | |
| Vienna House Easy Potsdam | Operating Lease | Hotel Building | Contract ended in year 2029 | Zeppelinstraße 136. 14471 Potsdam | Germany | 123 | 5,289 | EUR 92,024 | - |
| Vienna House Germany III GmbH | | | | | | | | | |
| Vienna House Remarque Osnabrück | Operating Lease | Hotel Building | Contract ended in year 2033 | Natrper-Tor-Wall 1. 49076 Osnabrück | Germany | 156 | 6,708 | EUR 23,647 | - |
| Vienna Townhouse Goethe Berlin | Operating Lease | Hotel Building | Contract ended in year 2024 | Goethestraße 87. 10623 Berlin | Germany | 47 | 2,021 | EUR 56,751 | - |
| Vienna House Stralsund GmbH | | | | | | | | | |
| Vienna House Baltic Stralsund | Operating Lease | Hotel Building | Contract ended in year 2027 | Frankendamm 22. 18439 Stralsund | Germany | 132 | 5,504 | EUR 28,910 | - |
| Vienna House Rostock GmbH | | | | | | | | | |
| Vienna House Sonne Rostock | Operating Lease | Hotel Building | Contract ended in year 2027 | Neuer Markt 2. 18055 Rostock | Germany | 119 | 5,117 | EUR 146,580 | - |
| Vienna House Easy Rostock | Operating Lease | Hotel Building | Contract ended in year 2027 | Steinstraße 7. 18055 Rostock | Germany | 48 | 2,064 | EUR 12,018 | - |

| Property Details | Type of Ownership | Building / Vacant land | Contract period | Location | Town/ Country | No. of Room | Area (Sq.m) | Book Value as of 31 December 2019 | Obligation |
|--|-------------------|------------------------|-----------------------------|---|----------------|-------------|-------------|-----------------------------------|------------|
| Vienna House Parkhotel Braunschweig GmbH | | | | | | | | | |
| Vienna House Parkhotel Braunschweig | Operating Lease | Hotel Building | Contract ended in year 2038 | Nimes-Straße 2, 38100 Braunschweig | Germany | 180 | 7,009 | EUR 4,005 | - |
| Vienna House Eisenach GmbH | | | | | | | | | |
| Vienna House Thüringer Hof Eisenach | Operating Lease | Hotel Building | Contract ended in year 2027 | Karlsplatz 11. 99817 Eisenach | Germany | 127 | 5,461 | EUR 1,214,992 | - |
| Vienna House Diplomat Prague RE s.r.o. | | | | | | | | | |
| Vienna House Diplomat Prague | Own | Hotel Building | - | Evropska 15. 16041 Prague | Czech Republic | 398 | 27,797 | EUR 53,482,642 | Collateral |
| UBX Plzen Real Estate s.r.o. | | | | | | | | | |
| Vienna House Easy Plzen | Own | Hotel Building | - | U Prazdroje 6 30100 Plzen | Czech Republic | 144 | 8,362 | EUR 8,277,591 | Collateral |
| Amber Baltic Sp. z o.o. | | | | | | | | | |
| Vienna House Amber Baltic Miedzzydroje | Financial Lease | Hotel Building | Contract ended in year 2021 | Promenada Gwiazd 1 PL - 72-500 Miedzzydroje | Poland | 192 | 13,659 | EUR 16,019,726 | Collateral |
| Andels Lodz Sp. z o.o. | | | | | | | | | |
| Vienna House Andel's Lodz | Financial Lease | Hotel Building | Contract ended in year 2022 | Ulica Ogrodowa 17. 91065 Lodz | Poland | 277 | 30,589 | EUR 48,076,877 | Collateral |
| UBX Krakow Sp. z o.o. | | | | | | | | | |
| Vienna House Andel's Cracow | Operating Lease | Hotel Building | Contract ended in year 2048 | ul Pawia 3 PL - 31154 Cracow | Poland | 159 | 10,986 | EUR 1,344,609 | - |

| Property Details | Type of Ownership | Building / Vacant land | Contract period | Location | Town/ Country | No. of Room | Area (Sq.m) | Book Value as of 31 December 2019 | Obligation |
|--|-------------------|------------------------|-----------------------------|--|----------------|-------------|-------------|-----------------------------------|------------|
| UBX Katowice Sp. z o.o. | | | | | | | | | |
| Vienna House Easy Katowice | Own | Hotel Building | - | Ulica Sokolska 24. 40086 Katowice | Poland | 203 | 13,831 | EUR 24,510,953 | Collateral |
| Vienna House Easy Cracow RE Sp. z o.o. | | | | | | | | | |
| Vienna House Easy Cracow | Own | Hotel Building | - | Przy Rondzie 2 PL - 31547 Cracow | Poland | 220 | 7,668 | EUR 22,160,012 | Collateral |
| VH Warsaw Hotel Sp. z o.o. | | | | | | | | | |
| Vienna House Mokotow Warsaw | Operating Lease | Hotel Building | Contract ended in year 2039 | ul. Postepu 4, 02-676 Warsaw | Poland | 164 | 8,194 | EUR 13,225 | - |
| Vienna House Schaffhausen GmbH | | | | | | | | | |
| Vienna House zur Bleiche Schaffhausen | Operating Lease | Hotel Building | Contract ended in year 2034 | Bleicheplatz 1, 8200 Schaffhausen, Switzerland | Switzerland | 130 | 7,504 | EUR 24,313 | - |
| Comtel Focus S.A. | | | | | | | | | |
| Vienna House Easy Airport Bucharest | Own | Hotel Building | - | 283 Calea Bucurestilor 75100 Otopeni - Bucharest | Romania | 176 | 10,234 | EUR 14,772,367 | Collateral |
| VHE Bratislava Real Estate s.r.o. | | | | | | | | | |
| Vienna House Easy Bratislava | Own | Hotel Building | - | Galvaniho ul. 28, 82104 Bratislava | Slovakia | 167 | 8,210 | EUR 7,979,056 | Collateral |
| UBX Plzen s.r.o. | | | | | | | | | |
| Vienna House Easy Pilsen | Operating Lease | Hotel Building | Contract ended in year 2028 | U Prazdroje 6 30100 Pilsen | Czech Republic | 144 | 8,362 | EUR 161,653 | - |

| Property Details | Type of Ownership | Building/ Vacant land | Contract period | Location | Town/ Country | No. of Room | Area (Sq.m) | Book Value as of 31 December 2019 | Obligation |
|------------------|-------------------|-----------------------|-----------------|----------|---------------|-------------|-------------|-----------------------------------|------------|
|------------------|-------------------|-----------------------|-----------------|----------|---------------|-------------|-------------|-----------------------------------|------------|

Recoop Tour a.s.

| | | | | | | | | | |
|------------------------------|-----------------|----------------|-----------------------------|---------------------------|----------------|-----|--------|------------|---|
| Vienna House Diplomat Prague | Operating Lease | Hotel Building | Contract ended in year 2039 | Evropska 15. 16041 Prague | Czech Republic | 398 | 27,797 | EUR 50,050 | - |
|------------------------------|-----------------|----------------|-----------------------------|---------------------------|----------------|-----|--------|------------|---|

Hotel Management Angelo Katowice Sp. Z o.o.

| | | | | | | | | | |
|----------------------------|-----------------|----------------|-----------------------------|-----------------------------------|--------|-----|--------|-------------|---|
| Vienna House Easy Katowice | Operating Lease | Hotel Building | Contract ended in year 2024 | Ulica Sokolska 24. 40086 Katowice | Poland | 203 | 13,831 | EUR 236,681 | - |
|----------------------------|-----------------|----------------|-----------------------------|-----------------------------------|--------|-----|--------|-------------|---|

VHE Bratislava s.r.o.

| | | | | | | | | | |
|------------------------------|-----------------|----------------|----------------------------|------------------------------------|----------|-----|-------|------------|---|
| Vienna House Easy Bratislava | Operating Lease | Hotel Building | Infinite duration contract | Galvaniho ul. 28, 82104 Bratislava | Slowakia | 167 | 8,210 | EUR 35,760 | - |
|------------------------------|-----------------|----------------|----------------------------|------------------------------------|----------|-----|-------|------------|---|

Vienna House Hotelmanagement GmbH

| | | | | | | | | | |
|---------------------|-----------------|---|---|--|---------|---|---|------------|---|
| Management Platform | Equipment Owner | - | - | Dresdner Straße 87, 1200 Vienna, Austria | Austria | - | - | EUR 96,020 | - |
|---------------------|-----------------|---|---|--|---------|---|---|------------|---|

Vienna House Germany II GmbH

| | | | | | | | | | |
|------------------------------|-----------------|---|---|---------------------------------------|---------|---|---|------------|---|
| Cluster Companies in Germany | Equipment Owner | - | - | Steinstraße 9, 18055 Rostock, Germany | Germany | - | - | EUR 32,956 | - |
|------------------------------|-----------------|---|---|---------------------------------------|---------|---|---|------------|---|

Vienna House Cluster Deutschland GmbH

| | | | | | | | | | |
|------------------------------|-----------------|---|---|--|---------|---|---|-------|---|
| Cluster Companies in Germany | Equipment Owner | - | - | Leuchtenberggring 20, 81677 München, Germany | Germany | - | - | EUR 0 | - |
|------------------------------|-----------------|---|---|--|---------|---|---|-------|---|

Vienna House Cluster Polen Sp. z.o.o.

| | | | | | | | | | |
|-----------------------------|-----------------|---|---|--|--------|---|---|-------|---|
| Cluster Companies in Poland | Equipment Owner | - | - | ul. ALEJE JEROZOLIMSKIE, nr 65/79, lok., 00-697 Warsaw, Poland | Poland | - | - | EUR 0 | - |
|-----------------------------|-----------------|---|---|--|--------|---|---|-------|---|

Vienna House Cluster Tschechien s.r.o.

| | | | | | | | | | |
|----------------------------|-----------------|---|---|---|----------------|---|---|------------|---|
| Cluster Companies in Czech | Equipment Owner | - | - | Praha 6 - Dejvice, Evropská 370/15, PSC 16041, Czech Republic | Czech Republic | - | - | EUR 17,668 | - |
|----------------------------|-----------------|---|---|---|----------------|---|---|------------|---|

Notes

- 1) The Extraordinary General Meeting of Shareholders No. 1/2019 held on January 4, 2019, approved the sale of 8 properties. The Company is currently in the process of disposing the asset.
- 2) A joint venture group between U City Public Company Limited, Aman Resort Services Limited, and Silver Link Holding Limited entered into a lease and joint investment agreement for the construction and management of the development project at the State Property Plot (Roi Chak Sam) with the Treasury Department Ministry of Finance.
- 3) Sublease agreement from BTS Group Holdings Public Company Limited
- 4) Entered into a lease agreement from Miss Jarunee Maneekul for a period of 21 years from 1 February 2007 to 31 January 2028.
- 5) Collateral mortgage with financial institution amount to 11,050 mn
- 6) Collateral mortgage with financial institution amount to 4,000 mn
- 7) Collateral mortgage with financial institution amount to 600 mn
- 8) Collateral mortgage with financial institution amount to 897 mn
- 9) Collateral mortgage against long-term loans from financial institutions amount to 3,537,300,000 Baht
- 10) Collateral mortgage with financial institution amount to 1,430 mn

Intangible Assets of the Company and Subsidiaries

As of 31 December 2019, the Company and its subsidiaries have intangible assets used in business operations, including intangible assets derived from business combination, Heritable building right and computer software which has the net book value of THB 1,316 million.

Lease agreement at the Ratchaphatsadu land at Rong Pasee Roi Chak Sam Development Project with the Treasury Department, The Ministry of Finance

A Joint Venture Group, U City Public Company Limited, Aman Resort Services Limited and Silver Link Holding Limited ("Joint Venture") entered into a lease and joint investment agreement dated 10 May 2005 for construction and management with the Treasury Department, the Ministry of Finance by Joint Ventures to invest in land development for the construction of hotels and other buildings and transfer of ownership rights to government agencies. On 24 May 2019, Joint Venture has made an amendment to the above contract dated 10 May 2005 ("Amendment agreement") with the Treasury Department Ministry of Finance. The Joint Venture will have the right to manage the hotel with a period of 30 years from the date of completion in building construction and renovation and acceptance of work granted from the Inspection Committee. However, Joint Venture have to complete the building construction and renovation which cost not less than THB1,040.57 million within 6 years from the date of Amendment Agreement. In addition, Joint Venture have to pay for use of land and land rental to the Treasury Department amount to THB1,659.34 million. Lease amendment and agreement can be summarized as following:

| | | |
|-------------------|--|----------------------------|
| Location | Ratchaphatsadu Land , registration no. Kor Tor 043314 (Roi Chak Sam Plot) Land Title Deed No.2317, 3618 and 3257, Silom Sub-district, Bang Rak District, Bangkok | |
| Rental Period | 30 years from the date of completion in building construction and renovation and acceptance of work granted from the Inspection Committee | |
| Contract year | 10 May 2005 | |
| Amend date | 24 May 2019 | |
| Area | 5 Rai 60 Sq.Wah | |
| Compensation rate | Start payment from the date of signing the contract (Amendment) | |
| Usability | Year 1 - Year 3 | THB 20.84 Million per year |
| | Year 4 - Year 6 | THB 22.72 Million per year |

| | | |
|---------------------------|--|----------------------------|
| Rental rate | Start from the date of completion in building construction and renovation and acceptance of work granted from the Inspection Committee | |
| | Year 1 - Year 3 | THB 24.76 Million per year |
| | Year 4 - Year 6 | THB 26.99 Million per year |
| | Year 7 - Year 9 | THB 29.42 Million per year |
| | Year 10 - Year 12 | THB 32.07 Million per year |
| | Year 13 - Year 15 | THB 34.96 Million per year |
| | Year 16 - Year 18 | THB 38.10 Million per year |
| | Year 19 - Year 21 | THB 41.53 Million per year |
| | Year 22 - Year 24 | THB 45.27 Million per year |
| | Year 25 - Year 27 | THB 32.07 Million per year |
| | Year 28 - Year 30 | THB 53.78 Million per year |
| Special Compensation Rate | Year 1 | Pay THB 50 Million |
| | Year 21 | Pay THB 50 Million |
| | Year 22 | Pay THB 50 Million |
| | Year 23 | Pay THB 50 Million |
| | Year 24 | Pay THB 50 Million |
| | Year 25 | Pay THB 50 Million |
| | Year 26 | Pay THB 50 Million |
| | Year 27 | Pay THB 50 Million |
| Usability | Location of the royal property development project, Roi Chak Sam | |
| Obligation | -None- | |

Copyright

The Company has registered copyright for house designs that will be used in construction as follows:

| | |
|----------------------|---------------------------------|
| Title | Ban Na Kwang Natural Home |
| Category | Fine Arts |
| Description | Architecture |
| Creative features | Own create |
| Creative Year | 1996 |
| Copyright Protection | 50 years from the creative year |



U City Public Company Limited

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