



MANDARIN ORIENTAL, BANGKOK

ANNUAL REGISTRATION STATEMENT/
ANNUAL REPORT 2023
(FORM 56-1 ONE REPORT)



OHTL PUBLIC COMPANY LIMITED

ANNUAL REGISTRATION STATEMENT / ANNUAL REPORT 2023

(FORM 56-1 ONE REPORT)

31 DECEMBER 2023



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Corporate Information

The Company's Name:

OHTL PUBLIC COMPANY LIMITED

Registered Number: 0107536001028

Registered Office

48 Oriental Avenue, Soi Burapa, Charoen Krung Road, Bangrak Sub-district, Bangrak District, Bangkok 10500

Tel: +66 (0) 2659 9000

Fax: +66 (0) 2659 0000

Auditor

Ms. Sinsiri Thangsombat

Certified Public Accountant (Thailand) No. 7352 and/or

Mr. Paiboon Tunkoon

Certified Public Accountant (Thailand) No. 4298 and/or

Ms. Sakuna Yamsakul

Certified Public Accountant (Thailand) No. 4906

PricewaterhouseCoopers ABAS Limited

15th Floor, Bangkok City Tower, 179/74-80 South Sathorn Road, Bangkok 10120

Tel: +66 (0) 2286 9999, +66 (0) 2344 1000

Fax: +66 (0) 2286 2666

Registrar

Thailand Securities Depository Co., Ltd.

The Stock Exchange of Thailand Building,

93 Rajadapisek Road, Dindaeng Sub-district, Dindaeng District, Bangkok 10400

Tel: +66 (0) 2009 9000

Fax: +66 (0) 2009 9991

Share Capital

Par Value

Baht 10.00 per share

Common Stock

Authorised and Paid-up Capital

Baht 150,978,000.00

Preferred Stock

Authorised and Paid-up Capital

N/A

Share Details

Common Stock

Listed Share and Paid-up Stock

15,097,800 shares

Preferred Stock

Listed Share

N/A

Treasury Stock

N/A

Issuance of other securities

None

Board of Directors and Operational Executives

Board of Directors

Mrs. Nijaporn Charanachitta	Chairwoman of Board of Directors
Mr. Peter James Holland Riley	Director (28/04/2016 – 31/07/2023)
Mr. Laurent Jacques Marcel Kleitman	Director (01/09/2023 – present)
Mr. Syung Hwa Matthew David Bishop	Director
Mr. Yuthachai Charanachitta	Director
Mr. Bertram Edward Johnston Weatherall	Director
Mr. Christoph Joseph Wilhelm Mares	Director
Mr. Anthony John Tyler	Director and Managing Director
Mr. Aswin Kongsiri	Independent Director
Mr. Surachai Sirivallop	Independent Director
Mr. William Zentgraf	Independent Director
Mr. Sirichai Sombutsiri	Independent Director

Audit Committee

Mr. Aswin Kongsiri	Chairman of Audit Committee
Mr. Surachai Sirivallop	Audit Committee
Mr. William Zentgraf	Audit Committee

Company Secretary

Ms. Ubonwadee Maneesai	Director of Finance
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Operational Executives

Mr. Anthony John Tyler	General Manager
Mr. Alex Huels	Hotel Manager
Ms. Ubonwadee Maneesai	Director of Finance
Mrs. Supansa Bourke	Director of Commercial Strategy
Ms. Patama Lerdwittayasakul	Director of Communications
Mr. Edouard Combes	Director of Food & Beverage (15/07/2022 – 25/09/2023)
Mr. Behzad Davarkia	Director of Food & Beverage (15/09/2023 – present)
Mr. Dominique Bugnand	Executive Chef

Shareholders

List of the first 10 major shareholders as of 13 March 2023, the Record Date for 2023 Annual General Meeting of Shareholders

Group of Shareholders	Number of Shares	%
Group of Mandarin Oriental Holdings B.V.	7,183,500	47.58

List of Major Shareholders	Number of Shares	%
1 Mandarin Oriental Holdings B.V. ¹	6,399,500	42.39
2 Mrs. Nijaporn Charanachitta	3,506,098	23.22
3 Chaophaya Development Corporation Ltd.	1,600,000	10.60
4 AIA Company Limited-EQDI-D Fund 1	387,423	2.57
5 Goldman Sachs International	354,671	2.35
6 Mr. Premchai Karnasuta	271,520	1.80
7 Thai NVDR Co., Ltd	251,700	1.67
8 MIB Securities (Hong Kong) Ltd.	236,500	1.57
9 Mr. Yuthachai Charanachitta	235,750	1.56
10 Thailand Securities Depository Co., Ltd.	162,748	1.08

Remark: ¹ Ultimate shareholder of Mandarin Oriental Holdings B.V. is Mandarin Oriental International Limited

Message from Managing Director

Mandarin Oriental, Bangkok reported hotel income of Baht 2,520.3 million, a substantial increase of Baht 588.9 million or 30.5% compared to the previous year. The increase in hotel revenue can be attributed to the growth in long-haul international travel to Thailand and the resurgence of regional travel from Asia. The hotel finished the year with a very strong performance over the Festive Season, particularly on New Year's Eve, when the hotel ranked #1 in RevPAR out of all luxury hotels in the city.



Results

The hotel achieved a net profit for the year 2023 of Baht 277.4 million compared to year-end 2022's net profit of Baht 88.2 million. The hotel's occupancy rose from 33.6% in 2022 to 49.3% in 2023 and the average room rate increased from Baht 19,332 in 2022 to Baht 19,536 in 2023 resulting in RevPAR growth of 48%.

Earnings per share in 2023 were Baht 18.4 compared to earnings per share of Baht 5.8 in the previous year.

Operations

The hotel maintained a strategic focus on attracting local guests throughout the year and continued its partnership with American Express Thailand. Additionally, the hotel adjusted pricing strategies to capitalise on the growth in travel to Bangkok. Our Food and Beverage operation continued to show growth over 2023, in line with market growth, and closed the year with a contribution margin of Baht 323.8 million.

The hotel outperformed the competition, finishing the year ranked #1 in the competitive set with a Revenue Generation Index of 173. Despite the competition's increased occupancy due to the resurgence of Asian markets in Thailand, the hotel outpaced the competition in occupancy growth, while maintaining a market leading pricing strategy and a significant ADR premium. This was underscored in December with a hotel Average Rate Index of 313, the result of a hotel ADR of Baht 34,968 against the competitive set's ADR of Baht 11,163.



Awards & People

Mandarin Oriental, Bangkok continues to be regarded as Thailand's most iconic hotel. The hotel was ranked No. 10 in the inaugural World's 50 Best Hotels Awards 2023. Renowned for its exceptional dining offerings, Mandarin Oriental, Bangkok boasts 12 restaurants and bars, solidifying its reputation as a premier culinary destination in Bangkok. In September 2023, The Oriental Spa celebrated its 30th anniversary, reaffirming its position as the first and foremost hotel spa in Thailand, continuously leading the way in guest wellness. Established in 1953, The Bamboo Bar, recognised as the pioneer jazz bar in the Kingdom of Thailand, marked its 70th anniversary in October 2023 with a series of celebratory events spread over several months.

Readers of Travel + Leisure voted Mandarin Oriental, Bangkok as the No. 3 favourite hotel in Bangkok, while Condé Nast Traveler readers ranked it as the No. 6 hotel in their top 10 hotels in Bangkok list. From the perspective of business travellers, it was voted as the No. 1 Best Business Hotel in Bangkok in the Business Traveler Asia Pacific Awards.

In 2023, 97 colleagues were either promoted or internally transferred. To address challenges in the acute deficit of Travel & Tourism industry talent, the company strengthened its partnership with 11 vocational colleges, signing MOUs with an additional 3 colleges, to promote internal talent development and sustainably enlarge the talent pipeline. Over 140 vocational student trainees supported operational teams throughout the year.

To support social and community causes, during our annual day trip workshop in July, 944 colleagues contributed 2,800 hours to participate in our MOgiving collaborative work to refurbish a school at Wat Tha Phut in Nakorn Pathom Province.

Outlook & Prospects

The hotel's prospects for the year ahead appear to be solid based on current market trends and performance. We also welcome the permanent waiver of Visa requirements for guests from China which should further contribute to the rebound of Thailand's tourism sector, and of course, to that of Mandarin Oriental, Bangkok.

Mandarin Oriental, Bangkok's legacy, reputation for impeccable service and heritage built over 147 years has firmly established this institution as the most iconic and celebrated property in Thailand.

It is today more essential than ever that Mandarin Oriental, Bangkok remains focused on the positioning of this hotel as one of the world's very best. My colleagues offer unparalleled experiences to our guests and on delivering the outcomes all stakeholders are right to expect from a hotel as iconic as ours.

Anthony Tyler
Managing Director

Part 1

Business Operations and Performance



1. Structure and Operations of the Group

1.1 Policy and Business Operations Overview

History

- 1876 Oriental Hotel was established on the Chao Phraya River. Later, it was registered as a limited company under the name of “Thai Hotel Company Limited” with a primarily registered capital of Baht 60 million.
- 1967 ItalThai Group, led by Dr. Chaiyut Karnasuta, acquired the company’s hotel business, which at that time had a total of 133 rooms.
- 1974 The Company entered into a Joint venture with Jardine Matheson Group under shareholding by Hong Kong Land Ltd. as its representative. The hotel business was expanded to 372 rooms.
- 1981 Oriental Hotel was awarded “The World’s Best Hotel” by Institutional Investor Magazine, New York, USA, for ten consecutive years until 1990.
- 1983 The Company acquired the business of Chitr Pochana Restaurant, located on the other side of the river and named it “Baan Rim Naam Company Limited” and later renamed it to “Baan Rim Naam Chao Phraya Company Limited” to operate a Thai food restaurant. The Company holds 100% shares.
- 1985 Hong Kong Land Ltd. transferred its shares to Mandarin Oriental Holdings B.V., a hotel management company of Jardine Matheson Group.
- 1988 The Company changed its name to “Oriental Hotel (Thailand) Co., Ltd.” and listed on the Stock Exchange of Thailand with a registered Capital of Baht 160 million.
- 1993 The Company was registered as a juristic person under the law governing public limited companies under the name “Oriental Hotel (Thailand) Public Company Limited” on 15 September 1993.
- 2008 The Company changed its name to “OHTL Public Company Limited” on 19 November 2008, which included the change of the hotel’s name from “Oriental Hotel” to “Mandarin Oriental Hotel”.

Hotel Operations

OHTL Public Company Limited operates a hotel business known as “Mandarin Oriental, Bangkok”, managed by Mandarin Oriental Hotel Group (“MOHG”), offering the finest experiences in managing and investing in luxury hotels around the world. Mandarin Oriental, Bangkok is one of the most famous and legendary hotels in the world for service excellence. The hotel is located on the banks of Chao Phraya River, and has a total of 331 deluxe rooms and suites. The Company also operates a restaurant business serving Thai, Chinese, and international dishes in four department stores in the Bangkok area, namely Emporium Department Store, Gaysorn Department Store, and Siam Paragon Department Store.

The Board of Directors has approved the appointment of Mandarin Oriental Hotel Group as its sole and exclusive agent to manage and operate Mandarin Oriental, Bangkok pursuant to a 30-year management contract, the terms of which were negotiated and agreed on market terms in 1988. MOHG is given full authority, discretion, and responsibility to manage and operate the hotel, including directing and instructing all hotel employees and determining their remuneration. In 2018, the Company extended the agreements for another two periods of ten years each. MOHG is given full responsibility to manage and operate the hotel and granted to use the Trademark, the fee of which were negotiated and agreed on market terms.

The Board of Directors is of the view that the terms of engagement of MOHG allow the international hotel operator the flexibility to run the hotel in accordance with its global policies and practices while allowing the Company to monitor the hotel’s process accurately.



Our Vision, Mission, and Guiding Principles

Vision:

“A World of Fans”

Mission:

To delight and inspire our fans at every opportunity

Guiding principles:

The hotel is committed to the five guiding principles as follows:

Principle 1 Delighting our customers

The Company is determined to provide guest satisfaction and to ensure that guests receive excellent services and high-quality products at a fair price. The Company strives to understand our clients and guests' needs by listening to their requirements and responding in a competent, accurate and timely fashion. The Company designs and delivers new services and products to address their needs and is committed to exceeding their expectations by surprising them with our ability to anticipate and fulfil their wishes, ensuring they return for more stays.

Principle 2 Delighting our colleagues

The Company is committed to providing a caring, motivating and rewarding environment for everyone at Mandarin Oriental. The hotel is committed to bringing out the best in our people through effective training and meaningful career and personnel development, and by encouraging individuality and initiative.

Principle 3 Becoming the best

The Company will be an innovative leader in the hotel industry and will continually improve our products and services. The hotel seeks from our suppliers the highest quality products and services.

Principle 4 Working together

The Company emphasises sharing of responsibility, accountability, and recognition through a climate of teamwork. By working together as colleagues and treating each other with mutual respect and trust, the hotel will contribute to Mandarin Oriental Group's overall success more productively than working alone.

Principle 5 Acting with responsibility

The Company actively participates in improving the environment, just as the hotel will be a responsible member of our community and industry organisations .

Additionally, the Company aims to maintain its position both as a leader in the luxury hotel business and its market share. In 2023, the hotel business continued to perform well. Mandarin Oriental, Bangkok, has continued to receive constant praise from influential media and travel magazines around the world, as well as prestigious awards: Travel + Leisure voted Mandarin Oriental, Bangkok as the No. 3 favourite hotel in Bangkok, while Condé Nast Traveler readers ranked the hotel as No. 6 hotel in their top 10 hotels in Bangkok list. Additionally, Business Traveler Asia Pacific Awards voted Mandarin Oriental, Bangkok as the No. 1 Best Business Hotel in Bangkok.

These awards highlight our ongoing pursuit of excellence, which is shared by all our colleagues and partners. The entire team is delighted and very proud to be part of these prestigious accolades, which recognise our legendary standard of service excellence and customer care. Our tireless effort continues to ensure Mandarin Oriental, Bangkok is recognised amongst the finest hotels in the world.

1.2 Nature of Business

REVENUE STRUCTURE

Nature of business	Managed by	% Equity interest	2021		2022		2023	
			Revenue (Million Baht)	%	Revenue (Million Baht)	%	Revenue (Million Baht)	%
Hotel Restaurants Spa	OHTL Public Company Limited							
	• Room revenue		113.6		785.7		1,162.5	
	• Food & Beverage revenue		276.0		826.3		990.3	
	• Outside shop revenue		82.8		115.6		117.8	
	• Others revenue		86.1		202.1		245.7	
	Total revenue		558.5	99.3	1,929.7	99.9	2,516.3	99.8
The Hotel School	Baan Rim Naam Chao Phraya Company Limited	100.0						
	• The Hotel School		3.9		1.7		4.0	
	Total revenue		3.9	0.7	1.7	0.1	4.0	0.2
Investment holding	Bagan Hotel Holding (Thailand) Company Limited*	100.0	-	-	-	-	-	-
	Grand total		562.4	100.0	1,931.4	100.0	2,520.3	100.0

* Bagan Hotel Holding (Thailand) Co., Ltd. has registered the dissolution with the Department of Business Development on 15 December 2023

SHARE OF PROFIT (LOSS) ON INVESTMENT

Nature of business	Managed by	% Equity interest	2021		2022		2023	
			Share of profit (loss) (Million Baht)	%	Share of profit (loss) (Million Baht)	%	Share of profit (loss) (Million Baht)	%
Airline catering	Siam Flight Services Limited	26.0	(42.6)	100.0	(1.9)	100.0	-	100.0
	Grand total		(42.6)	100.0	(1.9)	100.0	-	100.0

1.3 Product Information

(1) Products and services, and business innovation development

Company	Products and services
OHTL Public Company Limited	<ul style="list-style-type: none"> • 331 Guest rooms, comprising 60 suites and 271 deluxe rooms. • 12 Restaurants: Le Normandie by Alain Roux, Lord Jim's, Kinu By Takagi, Verandah, The China House, Authors' Lounge, Ciao Terrazza, Riverside Terrace, Bamboo Bar, Sala Rim Naam, Terrace Rim Naam, and Baan Phraya • 8 Banquet rooms • 3 Meeting rooms • 2 Swimming pools • Mandarin Oriental cake shop and laundry shop at Emporium Department Store, Gaysorn Department Store, Siam Paragon Department Store, and Central Department Store, Chidlom Branch (Bakery shop at Central Department Store, Chidlom Branch was permanently closed in October 2023). • Sport Centre • Spa Wellness Centre ("The Oriental Spa") • Thai Cooking School
Baan Rim Naam Chao Phraya Company Limited	<ul style="list-style-type: none"> • School of The Oriental Hotel Apprenticeship Programme ("OHAP")
Siam Flight Services Limited	<ul style="list-style-type: none"> • Catering service to international airlines at Suvarnabhumi Airport for passengers, such as Lufthansa Airlines, etc.

In 2023, Thailand's full reopening marked a significant year for our hotel, where strategic priorities centred on preserving our leading market position. Leveraging the extensive renovation, we successfully targeted a wider demographic through the rebranded, mobile-first MO.com, emphasising key revenue drivers. All outlets adhered to their regular seasonal schedules, strategically catering to heightened demand and optimising spending opportunities for both international and local guests.

Noteworthy achievements included our recognition in the inaugural "World's 50 Best Hotels," which strengthened our brand positioning in Bangkok. Furthermore, our commitment to premium pricing strategies, robust group business initiatives, and strategic partnerships with high-end leisure partners significantly contributed to our overall success. It is worth noting that 2023 marked a record high in terms of revenue since the hotel's opening.

(2) Marketing and competition

Marketing policy of products and services

Ensuring our sustained leadership in the industry and committed to delivering exceptional value to our customers while navigating the evolving dynamics of the market.

In 2023, the hotel implemented strategic initiatives to further elevate our brand and enhance the guest experience through key items such as enhanced content display for higher conversion rates, including local experiences – by refining our messaging and appeal, we have successfully captured the interest of our target audience, resulting in increased engagement and conversions.

The hotel continued offering a wide variety of best-performing rooms packages in the International Markets the “One More Night” package encouraged longer stays, improving both occupancy rates and guest spending, exhibited the strongest performance followed by “Plan Ahead” package that incentivises early bookings, sustained revenue growth. For the domestic staycation market, “Experience the Legend” package continued to attract local customers throughout the year. A remarkable achievement in 2023 was a record-high revenue generated through our partner credit card. This success is attributed to an increase in room nights and popularity of spa treatments.

Customers and Target Group

Throughout the fiscal year 2023, the hotel experienced a well-balanced growth across various age groups, a testament to our diverse marketing efforts and introduction of renovated river wing. Our customer base proudly included a Head of State, celebrities, business owners, wealthy couples and families.

Locally, the hotel continued to be a destination of choice for a range of occasions. Banquets, weddings, restaurants, and the spa services, fostering a strong connection with the community. Staycations remained popular, especially during key dates such as long weekends, Songkran, Loy Krathong and New Year.

Sales and distribution channels

The Company efficiently handles room, restaurant, banquet, and reservations, both in-person and online through various booking platforms. Global sales offices, strategically established by the head office, actively promote our destination, brand, product and offerings across the globe. The company covers international marketing expenses, as specified in our management agreement. Online marketing targets food and beverage, and laundry services at department stores to expand sales channels. E-commerce distribution broadens our audience, driving increased sales and reinforcing our market presence.



(3) Competition within the industry

In the dynamic landscape of the hotel and tourism industry, our business success depends on our adaptability to customer needs in terms of service, price, and quality, coupled with the strategic location of the hotel. The tourism sector's vitality is closely tied to the influx of international travellers, presenting opportunities for our hotel while intensifying competition among luxury hotels in the city.

In the past six years, the city has opened seven new luxury hotels, increasing the overall luxury room supply. Despite this evolving scenario, Mandarin Oriental, Bangkok, has consistently maintained its leadership in rate. In response to market dynamics, some competitors have opted for drastic room rate reductions to boost occupancy. Our approach is to strategically offer valuable packages to group businesses throughout the year, provide high value packages during off season, maintain a public premium price and drive suite selling for sustained revenue growth to secure satisfactory market share.

The airline catering service business, which is the Associate company, recovered well in 2023 following a significant increase in the number of international travellers and airlines stopping at Suvarnabhumi Airport. The growth of associated companies in the airline business showed substantial improvement when compared to last year. The fact that the competition in the airline catering service business is not so intense, is because the competitors are only three companies: Thai Catering Company Limited, Bangkok Air Catering Company Limited, and LSG Sky Chefs (Thailand) Company Limited - the first company that has operated this type of business, becoming the world's largest airline catering business.

(4) Business cycle

The Company is in the tourism and hospitality industry. Therefore, operating a hotel business in normal conditions depends mainly on the seasons in Thailand, which are the rainy season (June–September), with fewer tourists travelling to Thailand than the summer season (February–May) and the winter season (October–February). This also applies to the associated companies. The tourist season can be divided into two a year:

- High Season: from October to March
- Low Season: from April to September

(5) Procurement of products and services

The procurement has been processed to qualify new vendors and source suppliers in accordance with the food safety system policy (Food Safety Guidelines). In addition, the Company focuses on sustainable business practices; therefore, all procurement of products and services for the hotel must comply with the same standards as of the Group worldwide.

Raw materials and raw material suppliers

The hotel always gives priority, when possible, to local producers and farmers for raw materials such as vegetables, fruits, dried food, fresh food, and seafood. The company also supports the purchase of products from the Royal Project, as well as suppliers who support a plastic-free campaign and have committed to sustainable sourcing. In order to minimise waste and spoilage, the team of professional Chefs works to preserve, manage, or substitute products in order to ensure minimal impact on operations.

Production process and technology

The hotel has a large, hygienic, modern kitchen according to international standards. The hotel's health and safety policy and procedure guidelines, known as Fire, Life, Health, Safety & Security (FLHSS), are followed and audited annually by Lloyd's Registers, an internationally accredited and certified external audit company. This company assesses and evaluates the hotel annually to ensure that all fire, life, health, safety, and security procedures are maintained.

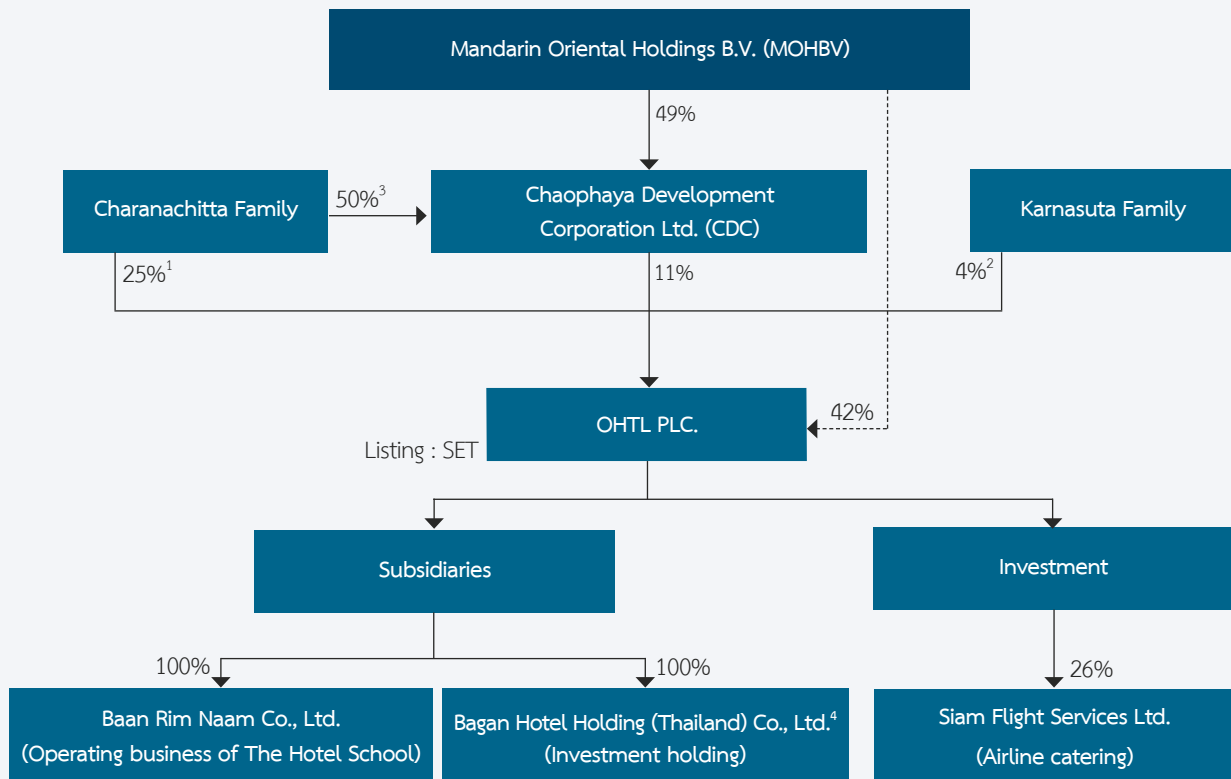
Furthermore, the hotel's Executive Chef, Chef Dominique Bugnand has been supervising all kitchens including preparation of clean and hygienic food served in the hotel's restaurants. The hotel also employs a professional Chinese, French, Japanese, and Italian Chefs de Cuisine who oversee their respective kitchens. Meanwhile, the service personnel are well- trained for service excellence rendered to customers.

Impact on environment

The Company and Mandarin Oriental Hotel Group place importance on environmental conservation both inside and outside the hotel, with sustainable business always being our core value. The Company has appointed a committee on environment for the hotel to exchange information and organise campaign projects to conserve the environment in the hotel. In addition, the Company implements environmental conservation projects, such as the elimination of single-use plastic in the hotel, installing a wastewater treatment system before releasing it into the Chao Phraya River, swimming pool water inspection, and monthly water quality monitoring. Many authorities perform regular inspections, such as the Ministry of Science, Technology, and Environment; the Marine Department; the Bang Rak District Office; the Bangkok Cleaning Office; the Office of Policy and Environment; the Bureau of Health and Environment; and the Ministry of Public Health.



1.4 The Group's Shareholding Structure



Remarks:

1. Charanachitta family: Mrs. Nijaporn Charanachitta (23%) and Mr. Yuthachai Charanachitta (2%)
2. Karnasuta family: Mr. Premchai Karnasuta (2%), Ms. Chamaimas Karnasuta (1%), and Mr. Piyachai Karnasuta (1%)
3. Charanachitta Group: Mrs. Nijaporn Charanachitta, Mr. Yuthachai Charanachitta, Ms. Valaithip Charachitta, and Ms. Chittraphan Charanachitta
4. Bagan Hotel Holding (Thailand) Co., Ltd. has registered the dissolution with the Department of Business Development on 15 December 2023



1.5 The Structure of Company's Investment



Remark:

The Company holds a 100% share in Bagan Hotel Holding (Thailand) Company Limited, a company that invests in a hotel in Myanmar. Later, on 13 August 2003, the hotel project was cancelled by the Ministry of Hotels and Tourism of the Union of Myanmar, of which the Company had already set aside the full amount of loss on such investment.

Bagan Hotel Holding (Thailand) Co., Ltd. has registered the dissolution with the Department of Business Development on 15 December 2023.

Company Investment

Company's name	Head office address	Nature of business	Paid-up capital	Equity interest	Capital	Value of investment	Major shareholder and Other shareholder
			(%)	(%)	(Million Baht)	(Million Baht)	
Baan Rim Naam Chao Phraya Company Limited	Bangkok	The Hotel School	100.0	100.0	0.1	(196.8)	
Bagan Hotel Holding (Thailand) Company Limited*	Bangkok	Investment holding	100.0	100.0	4.0	(57.7)	
Siam Flight Services Limited	Bangkok	Airline catering	100.0	26.0	9.5	-	LSG Catering (Thailand) Limited

* Bagan Hotel Holding (Thailand) Co., Ltd. has registered the dissolution with the Department of Business Development on 15 December 2023

1.6 Dividend Payment Policy

The Company has the policy to pay dividends based on its operating results, at the approximate rate of 70 percent of its net profit after tax according to its separate financial statements subject to various factors for the benefit of shareholders, e.g. economic conditions, financial position and results of operation of the Company, investment plan, future necessity and appropriateness, reserve funds for the repayment of the loan or working capital of the Company, as considered appropriate by the Board, and in accordance with the relevant covenants under the loan agreement. Furthermore, the dividend payment amount must not exceed the retained earnings of the Company. In the event that the separate financial statements of the Company bears an accumulated deficit, the Company may consider not to declare dividend payment for the relevant year. Since 1988, the Company has paid dividends twice a year. However, the omitted dividend started in 2019 because the Company invested in hotel renovation. In 2020 - 2022, no dividends were paid as a result of operating losses due to the impact of the Covid-19 pandemic. In 2023, the Company still carried deficit and was obliged to reserve funds for loan repayment which led to the declaration of no dividend payment to the shareholders of the Company. The omitted dividend payment was in accordance with the Company's dividend payment policy.

The dividend payment information for the past 5 years of the Company was as follows:

Year	2019	2020	2021	2022	2023
Profit (loss) per share (Baht per share)	(24.6)	(31.8)	(41.1)	5.8	18.4
Dividend per share* (Baht per share)	-	-	-	-	-
Dividend payment ratio	-	-	-	-	-

* For each year's performance, not according to the cash flow statement.



2. Risk Management

2.1 Risk Management Policy and Plan

In 2023, there were risks caused by a variety of factors such as macroeconomic recession, dispute between Russia and Ukraine, Israel and Palestine, political situation, international safety, the possibility of natural disasters, and terrorism. The hotel also faced higher competition risks due to an increasing number of luxury hotels in the city. Moreover, the Company has to deal with financial risks in many aspects, including the impact of changes in interest and foreign exchange rates.

The management is responsible for managing risks, and in this regard, the Risk Management Committee holds a monthly meeting. Its overall risk management plan focuses on financial market uncertainty and seeks to mitigate potential negative impacts on the Company's financial position. Generally, the Company is affected by interest rate risks related to banking loans.

Nevertheless, the Company is committed to keeping the hotel in excellent condition. In particular, fire, life, health, safety, and environmental protection are always the top priorities to ensure safety for both customers and hotel personnel.



2.2 Risk Factors for Business Operations

Business risks of hotels and restaurants

The Group operates the business of hotels and restaurants, including airline catering. Thus, there is a relatively high tourism cycle risk compared to other types of business operations. Consequently, the main factors affecting the operating results comprise tourism industry conditions in Thailand, especially in Bangkok, the confidence of foreign tourists, the impact of the global economy, political situation in the country, natural disasters – both domestic and overseas – as well as the tourism season. All of these are key factors contributing to the changes in the number of tourists entering Thailand. Also, the emerging risks from the Covid-19 pandemic have been affecting businesses throughout the world, especially the hotel business, since 2020 to the present. The situation, however, has improved since the 3rd quarter of 2022.

Risks from natural disasters, accidents, and sabotage

For the past years, there have been many natural disasters around the world, such as hurricanes, wildfires, unrest in various countries, earthquakes, volcanic eruptions, and snowstorms. All of these can affect the number of international travellers who are the main target customers, and this is beyond our control. However, the management has established various measures to mitigate the potential impacts by strictly focusing on the safety of the guests as well as their personal belongings. The Company is covered by insurance under “All Risk Policy” to cover any damage to the property caused by those risks.

Risk of relying on international travellers

The Company’s operating results are mainly based on revenues from rooms, food and beverages from foreign customers, accounting for more than 70% of all customers, which is considered as a high risk in the absence of those customers. This can affect the Company’s main revenue as they are mostly high-spending power customers. However, the Company prepares to reduce such risk by emphasising excellent customer services according to the policy of Mandarin Oriental Hotel Group, with prices close to the standards of other luxury hotels and maintaining the quality of services by the team and ingredients which have been carefully chosen by well-known chefs. Furthermore, the hotel endeavours to reduce the risk of relying on foreign customers by expanding service to customers who are not hotel guests by opening Mandarin Oriental Shop in four department stores within central Bangkok area, including Emporium Department Store, Gaysorn Department Store, Siam Paragon Department Store, and Central Department Store, Chidlom Branch (Bakery shop at Central Department Store, Chidlom Branch was permanently closed in October 2023) in order to generate more revenue from the hotel’s target group. Mandarin Oriental Shop offers a variety of bakery items, cakes, tea, souvenirs, and laundry services. In addition, the hotel participates in many fairs and trade shows organised by department stores and offers special promotions through various packages both online and offline channels. Plus, the hotel offers outside catering and spa treatment to diversify the risk of depending on a group of foreign customers only.

Risk for more competition of five-star hotels

Currently, the luxury five-star or more than five-star hotel business is increasing in both the central areas and along the Chao Phraya River in Bangkok. This makes the number of hotel rooms in the city and along the Chao Phraya River more than the number of guests, resulting in intense competition for both room prices and workforce in the hotel business. These factors may affect the revenues and operating results of the Company both directly and indirectly. However, the management is well aware of these issues and continues to focus on providing excellent services to customers, as well as on the development and training of the hotel's employees. This includes investment in and renovation of guest rooms, dining rooms, banquet facilities, and conference rooms to ensure that the hotel maintains a leadership position in the hotel business in terms of service excellence.

Financial risk

Risk of interest rate

The Company and subsidiaries' risk of interest rate is related to loans from financial institutions for operations and investment purposes, which are both fixed and floating interest rates. However, the Company has entered into an interest rate swap agreement to swap some part of the principal's floating rate to a fixed rate to avoid the uncertainty of floating interest rate exposure in future.

Risk from foreign exchange rate

The Company and its subsidiaries have a risk from foreign exchange rate incurred from some accounts payable in foreign currency. However, the management believes that under the current situation, a risk from exchange rate does not significantly impact the Group's operating results. Therefore, the management does not issue any derivative financial instruments to prevent the risk from exchange rates.

Risk from credits and loans

The Company maintains a risk from credits in relation to trade accounts receivable arising from hotel business services. Most of them are associated with travel agencies, credit card companies, and some credit limits provided to the companies with stable financial status. However, the Company has never encountered any significant problems in debt collection.

Meanwhile, expenses from customers are settled by cash and credit card to reduce risk from credits to the Company. The Company does not have any significant risks from credits from an individual customer or a particular industry.

3. Business Sustainability Development

3.1 Policy and Objectives of Sustainable Management

Mandarin Oriental Hotel Group's Sustainability Policy

"Mandarin Oriental is committed to contributing to the communities in which we operate and responsibly managing environmental impact and social commitments."

Mandarin Oriental Hotel Group's sustainability governance structure ensures that the necessary processes are in place to support the Group's Sustainability Policy which is contextualised within the Naturally Better framework and its four pillars: the planet, community, colleagues, and guests.

The governance structure of the Company further ensures the following:

- Regular updates of the Group's sustainability strategy to align its activities with global trends, industry initiatives and demands from various stakeholders.
- Establish sustainability goals to implement the strategy and provide a focus within specific areas or topics.
- Engage more colleagues at all levels and functions, optimising decision-making process and communication to carry out sustainability commitments, thus creating a structure for the highest accountability across the Group and at the property-level.

Mandarin Oriental's sustainability journey began in 2012, Corporate Responsibility Committees and Champions have been designated at every hotel, and sustainability continues to be a main pillar of the Group's overall sustainability strategy today. During this early phase of the Group's sustainability journey, programmes were largely bottom-up, driven by passionate Champions and colleagues at the property level.

Mandarin Oriental updated its sustainability governance, strategy and approach to implementation. The Company replaced the term used earlier 'Corporate Responsibility' with 'Sustainability', as the Company shifted its outlook from contributing to society out of responsibility to thoroughly reshaping our operational strategy for a more sustainable future. A four-tiered governance structure was created, composed of an Executive Advisory Panel, a Leadership Council, thematic Working Groups, and its former Corporate Responsibility Committees and Champions.

Mandarin Oriental is committed to being Naturally Better for our planet, guests, colleagues, and communities. Launched in October 2020, its Naturally Better framework aligns our efforts with the United Nations Sustainable Development Goals, resulting in its commitment to the advancement of sustainability priorities, focused on reducing environmental impact, responsible procurement, increasing social impact, and diversity and inclusion.

With a view to further embed sustainability within the culture of Mandarin Oriental, the Group launched a renewed strategy for 2021-2023. This strategy will enhance Groupwide Sustainability Governance to engage more colleagues at all levels and functions, enabling efficiency and effectiveness in carrying out sustainability commitments; driving sustainability commitments that align with the UN SDGs and fit under its four pillars; and further drilling down areas of focus to specific commitments that colleagues are accountable for on a routine basis.



3.2 Management of Environmental Sustainability

Environmental Policy and Guidelines

Disclosure of the Group's environmental goals is imperative to demonstrating our commitment to reducing our environmental impact within the following areas:

- **Energy** – minimising energy consumption whilst still providing the expected conditions and services.
- **Emissions** – transferring to renewable energy sources wherever possible.
- **Water** – minimising water consumption whilst still providing a quality experience to our guests.
- **Waste** – minimising our overall production of waste and contributing to a circular economy as far as practical.

The Group's environmental goals for 2030 are communicated publicly in its annual Sustainability Report and other corporate communications.

To achieve the Group's environmental goals, it is critical that goals are also set at each property and that the property management is held accountable for achieving these goals. Long term goals are established for 2030, with short-term goals established if required.

Environmental targets are determined per property through a Groupwide Inventory Management Plan based on each property's unique context.

Performance Area	Metric	Method for Establishing Targets
Energy Intensity	kWh/m ²	Historical trends, energy audits, benchmarking, and colleague engagement
Renewable Energy	% of total purchased electricity	Energy audits and local market conditions
Water Intensity	Litres/Room night	Water audits, benchmarking, and colleague engagement
Waste Diversion	% of total waste generated	Waste initiatives and benchmarking



3.3 Environmental Operating Performance

In compliance with the Energy Management Programme, the Company is committed to reducing its environmental impact and contributing to its profitability whilst not adversely impacting the comfort of our guests and colleagues. By managing energy consumption, the Company is contributing most significantly to the UN Sustainable Development Goals number 7 (Affordable and Clean Energy) and 13 (Climate Action).

The Company records energy metres regularly as it is essential to understand the energy consumption patterns and trends of the property, as well as monitor key energy performance indicators measuring actual consumptions against individual baselines (Section C.02 and Section C.03 of the Energy Management Guidelines).

In addition, the hotel conducts regular internal energy audits in areas to identify energy-saving opportunities, opportunity costs (wasted energy) and increase awareness among all stakeholders (Section C.04 of the Energy Management Guidelines). Moreover, the hotel conducts internal audits on a daily basis.

Report on the Greenhouse Gas Emission (GHG)

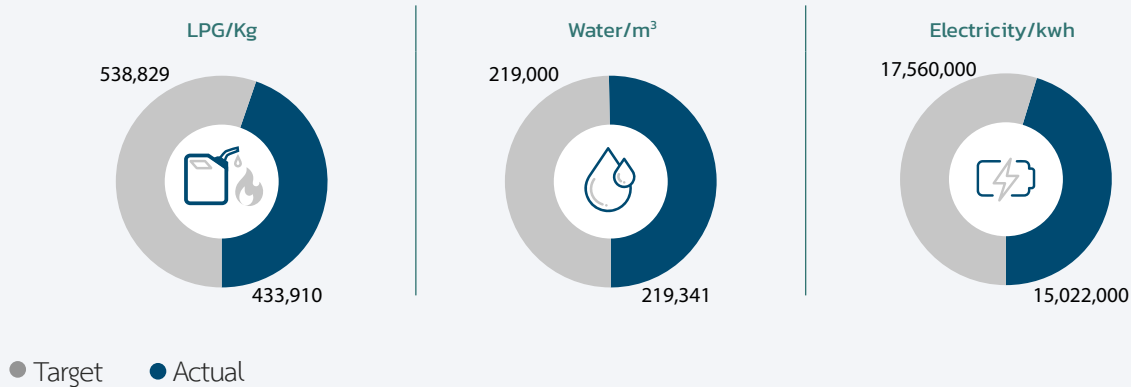
By managing the hotel's greenhouse gas emissions, the Company contributes most significantly to UN Sustainable Development Goal number 13 (Climate Action) as the Company records metres regularly as it is essential to understand the greenhouse gas emissions patterns and trends of the hotel, as well as monitoring key energy performance indicators measuring actual emissions against individual baselines (Section E.02 and Section E.03 of the Emissions Management Guidelines).

It should be noted that the Company is not required to set goals for GHG Emission Intensity ($\text{CO}_2\text{e}/\text{m}^2$). The reason is that future emission factors (the amount of GHG emissions for each kWh of electricity produced) cannot be easily assessed, and neither can they be directly impacted by the hotel. In general, electricity accounts for 80% – 85% of the property's energy consumption and hence its contribution to GHG Emissions is paramount.

GHG Emission Intensity remains, however, an important KPI for the Group target and will be continuously updated as emission factors evolve.

Energy Management

Significant progress has been made with regard to the 2030 environmental targets for Electrical, Gas, Water and Waste consumption. Multiple efforts were made throughout the year, which has seen reduced usage in all categories as per the information below:



LPG:

Actual 433,910 kg VS Target 538,829 kg

Regular preventive maintenance greatly increased the overall efficiency of the steam traps in the Laundry, which significantly reduced LPG usage.

Water:

Actual 219,341 m³ VS Target 219,000 m³

Overhaul of PRVs (pressure-reducing valves) whilst adjusting operating water pressure throughout the hotel reduced the water consumption.



Electricity:

Actual 15,022,000 kWh VS Target 17,560,000 kWh

Upgraded laundry machine with a smart power programme for low-temp laundry solid detergent installed helped reduce energy consumption.

Waste Management

By managing our waste production, the hotel contributes most significantly to UN Sustainable Development Goal number 12 (Responsible Consumption and Production). The objective is to measure and monitor a common set of waste metrics and waste factors. The data below shows a decline in overall waste to landfill compared to the target, with significant waste diversion achieved through recycling, food waste distribution to animal feed farms, recycling of cooking oil to biodiesel and composting of food waste locally.

2023 PROGRESS	2023 TARGET
<p>Waste to landfill was lower than the target</p>  <p>Achieved By 25.53%</p>	 <p>Achieve equal to or less than 433,510 Kg of waste to landfill.</p>



170

ton recycle

32.9 % Waste diversion rate, exceeding target by 4.9%

Responsible Procurement



Single-Use Plastic Elimination

The Company has implemented several measures across Mandarin Oriental, Bangkok, which align with our group-wide policy of eliminating single-use plastic completely. A complete elimination of single-use plastics contributed to following UN Sustainable Development Goals number 12 (Responsible Consumption and Production), 14 (Life Below Water) and 15 (Life on Land). This includes widespread use of 100% home-compostable bioplastic cling film, 100% home-compostable bioplastic garbage bags, reusable containers and removing SUP items from our colleagues' areas as well as guest rooms. By engaging suppliers in our initiatives, the Company also ensures that products are transported using reusable containers – with the exception of bioplastic for some items that are sensitive to air and moisture. In our Spa, linen has replaced plastic for body wrap treatments and natural grains are used in place of microbeads, while our guest rooms feature wooden amenities, as well as sustainably packaged products in minibars. The last SUP was eliminated in 2021 (vacuum bags).

Agricultural Commodities

Mandarin Oriental, Bangkok always supports responsibly sourced agricultural commodities, starting with coffee, tea, vanilla, and cocoa, in an effort to make a positive environmental and social impact, as per MOHG Sustainability Goals. In 2023, the Company achieved 100% responsible procurement for agricultural commodities (coffee, tea, vanilla, cocoa) and paper as well as 100% compliance with MOHG's Endangered Seafood Avoid List (19 types) and verified.

All relevant products are supported by sustainability certifications, supplier's assurance letters or e-mails or public statements or reports.

Environmental and Social Initiatives

MOHG is committed to maximising social and economic benefits for the communities where the Company operates, responsibly managing our environmental impact and fulfilling our social commitments within our operations and across our supply chains. Our colleagues are actively engaged in supporting and working with the local communities in which each hotel operates. The initiatives Mandarin Oriental, Bangkok implemented throughout 2023 are listed below.

Environmental Initiatives

- Laundry smart power programme. Upgraded laundry machine with a smart power programme for low-temp laundry solid detergent installed to reduce energy consumption.
- Paper X projects. Collaboration with SCG Packaging (SCGP) to implement a take-back recycling. Through this programme, used paper and cardboard waste is sent back to the supplier to be recycled into new paper products, which are in turn supplied to the property once more, closing the resource loop.

Specific initiative

Mandarin Oriental, Bangkok was successfully certified Global Sustainable Tourism Council (GSTC) by Control Union (a GSTC-Accredited Certification Body) in December 2023 for an exceptional commitment to sustainability and environmental stewardship.



Social initiatives

- **Blood Donation:** Total donation was 22,400 units.
- **Snack Donation:** The hotel donated 60 kgs of chicken nuggets to children's events at nearby communities (Wat Suwan Primary School and Haroon Muslim community).
- **Garage Sales:** Garage Sale is one of the initiatives for raising funds, where the Human Resources Department encouraged all departments to bring unused products, materials, and equipment to be sold to our colleagues at the Colleague Area. Baht 224,322 was donated to Baan Nokkhamin Foundation.
- **Big Cleaning:** Mandarin Oriental, Bangkok partnered up with Bang Rak District Office to conduct "Big Cleaning Day" to clean the neighbourhood areas and collect all the waste in small alleys around the hotel. At the end of the event, waste material were collected and separated by category – a total of 33kg.
- **Colleague Day Trip | Back to Basic:** Mandarin Oriental, Bangkok conducted CSR activities through 2,800 hours of 'MOgiving' by refurbishing the original building of Wat Tha Phut School in Nakorn Pathom Province to enhance the learning and education environment at an unprivileged school.
- **River Cleaning:** Mandarin Oriental, Bangkok partnered up with ICONSIAM to clean Chao Phraya River. The total waste was 3,000 kg of all the waste within a 5-km radiant distance around the hotel.
- **MOBKK River Cleaning:** Mandarin Oriental, Bangkok colleagues conducted "River Cleaning" to clean Chao Phraya River. The total collected waste was at 500 kg of all the waste within a 5-km radiant distance around the hotel.
- **The 68th YWCA Diplomatic Charity Bazaar Committee 2023:** Mandarin Oriental, Bangkok contributed baked goods to support YWCA of Bangkok charity projects. These projects help improve the lives and well-being of underprivileged children and women of all races and religions in Thailand.



Managing the impact on stakeholders in the business value chain

Mandarin Oriental, Bangkok adheres to the importance of service quality, business operations with ethics, responsibility for the environment and society, and driving business for sustainability. This is an important principle that the hotel has upheld and practised for a long time to achieve its aspiration and vision of being the best luxury hotel in the world. In addition, the hotel has always realised that in running a business for sustainable success, it must operate in parallel with the quality of life and prosperity of the community. Therefore, the hotel places significant importance on supporting the strengthening of sustainability and improving the well-being of people and communities.

Following the above policies and principles, the hotel established Corporate Social Responsibilities with a “Sustainability” Committee chaired by the Hotel Manager. The head of each department is also a committee member, together they determines the hotel’s sustainability plans to cover various aspects of operations as follows:

Delighting Our Customer

The hotel’s vision and commitment to our fellow employees is to deliver happiness to customers through excellent services every single day, which is the unique character of Mandarin Oriental Hotel, Bangkok. One of our standards of service to customers is the Legendary Quality Experience Standard (LQE), which enhances our fellow employees to create satisfaction for customers at Mandarin Oriental, Bangkok. Additionally, from the survey of customer satisfaction, Mandarin Oriental, Bangkok managed to maintain high scores LQE in various aspects during the year 2023.

Sourcing Responsibly: Food and Beverage

To ensure the quality of raw materials and products used at Mandarin Oriental, Bangkok, the hotel organises an annual supplier audit to inspect the quality of products at the production sites, starting from the production process, storage, transportation, including the programme of maintenance for machinery and factory conditions of suppliers to ensure that the hotel is supplied with high-quality raw materials and products that are clean with standardised quality as specified for the safety of foods and beverages to hotel customers. In 2023, the hotel underwent its supplier audit according to the schedule of 32 suppliers.

Employer of Choice

One of the factors for success in the hospitality business is to have well-trained employees who are service minded. Mandarin Oriental, Bangkok has established policies and procedures regarding employment, and retainment, including the continuous process of improvement efforts. This has resulted in the hotel’s success and being recognised for providing top-ranking service excellence in the world and that makes everyone proud. This also can be witnessed from the lower turnover rate. The employee’s year of services are longer than the average when compared to others within the same industry. This is the best opportunity for Mandarin Oriental, Bangkok, to be the first choice in the labour market for this industry.

Colleague Development

The Company organised training for its employees from the operational level to the management level on excellent service standards. This includes the dedication and hard work of the employees with attention to the details that always impresses customers. For decades, the hotel has stood for the best service in the world and always receives good feedback from customers as many are not only repeat guests but also bring their families and friends to stay at the hotel to try the best hotel service experience.

For Mandarin Oriental, Bangkok to fulfil its vision of being one of the most luxurious hotels in the world, we must make the best out of our employees. With the quality of people, the team can work effectively, learn, and develop their work – making it the culture of Mandarin Oriental, Bangkok to learn from day-to-day work and training programmes provided by the hotel covering all levels of employees and staff. Moreover, the hotel also organises work training called “Cultural Exchange Ambassador” programme at the Group hotels around the world to enhance their experience and bring new inspirations to Mandarin Oriental, Bangkok.

Bilateral projects

Mandarin Oriental, Bangkok has been collaborating with vocational institutions in the provinces by accepting students for internships in the bilateral projects on Hotel Management with the vocational certificate and diploma levels. The hotel provides support for accommodations, meals, and uniforms for the students. The project aims to transfer academic experiences in hotels to rural students where they have an opportunity to gain experience from one of the best hotels in the world so that they will be able to apply the knowledge gained and their experiences for the benefit of the community and society in which they live. From 2011 to the present, 598 students have participated in the projects from 14 vocational colleges, including Loei Vocational College, Khon Kaen Vocational College, Phrae Vocational College, Ubonratchathani Vocational College, Bungphra Phitsanulok Commercial College, Loengnoktha Technical College, Phetchabun Technical College, Ayutthaya Vocational College, Chitralada Technology Institute, Surin Vocational College, Sukhothai Vocational College, Wang Klai Kangwon Vocational College, Phitsanulok Vocational College and Lampang Vocational College.

Respect for human rights

The Company supports a policy on Human Rights protection by adhering to the principles of the Universal Declaration of Human Rights by emphasising labour practices and respect for human rights fairly and equitably without discrimination in terms of employment, compensation, promotion, training, and development of employees according to the rules and regulations on employee behaviour. All employees must be treated fairly and equally with respect for each other. Moreover, any form of harassment or discrimination is strictly forbidden regardless of gender, age, educational institution, race, religion, nationality, ancestry, citizenship, sexual preference, marital status, or any other reason.

The Company also supports employment for underprivileged groups, such as the disabled and the elderly, to create opportunities, careers, and financial securities as part of achieving sustainable development goals.

In the meantime, the Company has managed safety, health, and a working environment to create employee engagement with the organization, maintain competitiveness, and attract the potential person for employment.

Business Ethics

The following principles are applied to the administration of the Company's personnel, which are in compliance with applicable laws relating to hotel business conduct and appropriate hotel business standards.

- Employees must have legal awareness relating to their work and responsibilities.
- Employees must report to a superior staff member or human resource department of any colleague who is in failure to comply with the Company's rules and regulations.
- Employees who are expatriates must have all necessary visas, work permits, and all necessary specific registrations and qualifications for the work they do as required by law.
- Tax compliance: Tax handling matters for the individual and the Company must fully comply with tax laws and regulations with accuracy, and tax returns must be prepared, submitted and filed in a timely manner.
- Anti-competitive Practices: Certain kinds of conduct involving agreements with competitors which have the effect of restricting competition (such as price-fixing, no-competition agreement, etc.) are prohibited.



4. Management Discussion and Analysis: MD&A

4.1 The Operating Performance

Auditor's Report

Financial Year	Type of Report	Auditor
2021	Unqualified opinion	PricewaterhouseCoopers ABAS Limited
2022	Unqualified opinion	PricewaterhouseCoopers ABAS Limited
2023	Unqualified opinion	PricewaterhouseCoopers ABAS Limited

Statistical Information

Significant information	2023 Million Baht	2022 Million Baht	2021 Million Baht	2020 Million Baht	2019 Million Baht
Balance Sheet					
Fixed assets	5,574.4	5,671.8	6,023.2	6,426.1	2,624.8
Net current liabilities	986.7	1,789.1	1,337.8	938.8	552.1
Non-current liabilities	2,545.2	2,244.6	3,155.1	3,434.1	2,088.7
Shareholder's funds	2,069.0	1,663.5	1,559.1	2,123.6	263.8
Profit (Loss)					
Profit (Loss) before financing charges and taxation	466.4	206.3	(586.5)	(495.4)	(444.6)
Profit (Loss) before taxation	340.9	89.1	(697.7)	(572.3)	(469.4)
Profit (Loss) attributable to shareholders	277.4	88.2	(620.6)	(480.1)	(370.9)
Dividends paid	-	-	-	-	135.9
Capital Stock					
Earnings (Loss) per share (Baht)	18.4	5.8	(41.1)	(31.8)	(24.6)
Dividend paid per share (Baht)	-	-	-	-	9.0
Total asset value per share (Baht)	394.0	405.6	417.5	446.6	212.0
Number of shares (Million shares)	15.1	15.1	15.1	15.1	15.1
Par value per share (Baht)	10.0	10.0	10.0	10.0	10.0

Subsidiaries and Associated Companies

Company's name	Nature of business	% Equity interest	Paid-up capital Million Baht
Baan Rim Naam Chao Phraya Company Limited	The Hotel School	100.0	0.1
Siam Flight Services Limited	Airline catering	26.0	3.0
Bagan Hotel Holding (Thailand) Company Limited*	Investment holding	100.0	4.0

*Bagan Hotel Holding (Thailand) Co., Ltd. has registered the dissolution with the Department of Business Development on 15 December 2023

Business Overview

The hotel reported a profit of Baht 277.4 million from operating results for 2023, an increase of Baht 189.2 million or 214.5% when compared to last year. This was a result of the resurgence of tourism and the growth in international travel to Thailand, which drove higher occupancy and increased demand for the banqueting business and catering services. Additionally, the strong performance of the restaurants along with maintaining effective cost control measures contributed to this success.

Revenue

The Company recorded hotel revenue and other income of Baht 2,520.3 million in 2023, an increase of Baht 588.9 million or 30.5% when compared to 2022 of Baht 1,931.4 million. Room revenue increased by Baht 376.8 million or 48.0%. Food and beverage revenue increased by Baht 164.0 million or 19.8% compared to last year.

Revenue comparison by business segment

(Unit: Million Baht)

Type of business	Operated by	2023	2022	Increase (%)
Hotel, Restaurant and Spa	OHTL Public Company Limited			
	• Occupancy rate	49.3	33.6	15.7
	• Revenue from rooms	1,162.5	785.7	48.0
	• Revenue from foods and beverages	990.3	826.3	19.8
	• Revenue from outside shops	117.8	115.6	1.9
	• Other revenues	245.7	202.1	21.6
	Total revenue	2,516.3	1,929.7	30.4
The Hotel School	Baan Rim Nam Chao Phraya Company Limited			
	• Revenue from the hotel school	4.0	1.7	135.3
	Total revenue	4.0	1.7	135.3
Grand Total		2,520.3	1,931.4	30.5

Operating expenses

The Company recorded cost of sales and services at Baht 1,355.4 million, an increase of Baht 162.3 million or 13.6% when compared to 2022. This resulted from effective cost control considering that the hotel income increased by 30.5%. Accordingly, the Company reported gross profit of Baht 1,161.4 million in 2023, higher than last year by Baht 426.8 million or 58.1%. Operating expenses increased by Baht 168.4 million or 31.8% compared to last year due to an increase in management fees, credit and collection fees, utility costs, and sales and advertising expenses which were in line with the increase in hotel income.

In 2023, finance cost increased by Baht 8.2 million or 7.0% compared to the prior year, due to an increase in the interest rate of short-term and long-term loans despite partial repayment on loans made during the year 2023.

4.2 Financial Status Overview

Assets

As of 31 December 2023, the Company's consolidated assets amounted to Baht 5,948.6 million, a decrease of Baht 175.1 million or 2.9% from Baht 6,123.7 million at the end of 2022 mainly due to decrease of Baht 96.6 million in property, plant and equipment from depreciation and a decrease of Baht 70.3 million in cash and cash equivalents from repayment on loans.

Liabilities

The Company's consolidated liabilities as of 31 December 2023 amounted to Baht 3,879.6 million, a decrease of Baht 580.6 million or 13.0% from Baht 4,460.2 million in 2022 mainly due to the short-term and long-term loans repayment totalling Baht 200 million and Baht 500 million, respectively made to the financial institution during the year 2023. While deferred tax liabilities increased by Baht 95.5 million from deferred tax on taxable profit and gain on revaluation of land.

Shareholders' Equity

Shareholders' equity as of 31 December 2023 was Baht 2,069.0 million, an increase of Baht 405.5 million or 24.4% from Baht 1,663.5 million in 2022. This comprised the following factors:

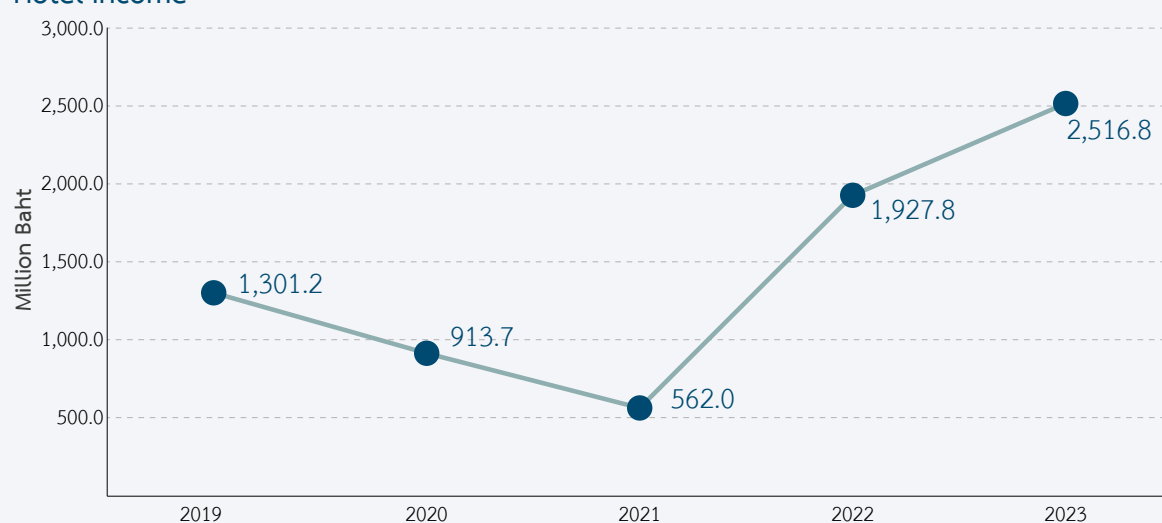
1. Authorised share capital of Baht 151.0 million (2022: Baht 151.0 million)
2. Legal reserve of Baht 16.0 million (2022: Baht 16.0 million)
3. Deficits of Baht 637.1 million (2022: Baht 911.6 million)
4. Other components of equity of Baht 2,539.1 million (2022: Baht 2,408.1 million).

4.3 Financial Highlights

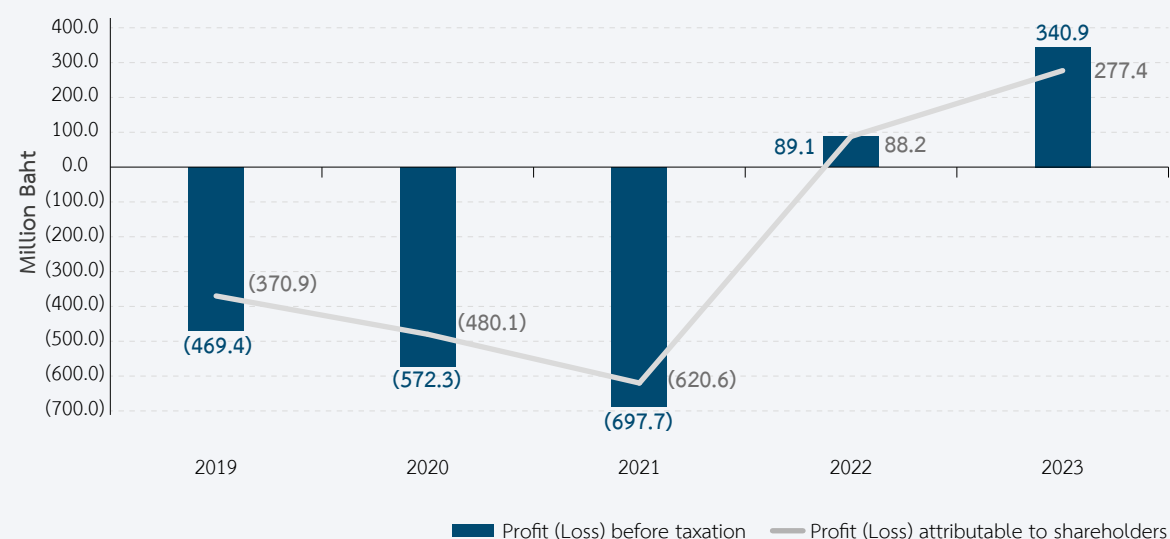
Financial Highlights

Significant information	2023	2022
	Million Baht	Million Baht
Hotel income	2,516.8	1,927.8
Other income	3.5	3.6
Profit before taxation	340.9	89.1
Profit attributable to shareholders	277.4	88.2

Hotel Income



Profit (Loss)



Financial Highlights

(Unit: Million Baht)

Significant information	2023	%	2022	%	2021	%
Business results						
Hotel income and other income	2,520.3	100.0	1,931.4	100.0	562.4	100.0
Operating expenses	(2,053.9)	81.5	(1,723.2)	89.2	(1,106.3)	196.7
Finance costs – interest expense	(125.5)	5.0	(117.2)	6.1	(111.2)	19.8
Share of profit (loss) of associates	0.0	0.0	(1.9)	0.1	(42.6)	7.6
Profit (Loss) before income tax	340.9	13.5	89.1	4.6	(697.7)	124.1
Income tax income (expense)	(63.5)	2.5	(0.9)	0.0	77.1	13.7
Profit (Loss) for the year	277.4	11.0	88.2	4.6	(620.6)	110.3
Profit (Loss) per share (Baht)	18.4		5.8		(41.1)	
Financial position						
Total assets	5,948.6	100.0	6,123.7	100.0	6,303.0	100.0
Total liabilities	3,879.6	65.2	4,460.2	72.8	4,743.9	75.3
Total shareholders' equity	2,069.0	34.8	1,663.5	27.2	1,559.1	24.7
Cash flows						
Generated from (used in) operating activities	750.1		559.4		(282.6)	
Generated from (used in) investing activities	(61.8)		(31.0)		(119.5)	
Generated from (used in) financing activities	(758.6)		(355.5)		396.4	
Net cash flow	(70.3)		172.9		(5.7)	
Financial ratios						
Liquidity ratios						
Current ratio (Times)	0.3		0.2		0.2	
Quick ratio (Times)	0.2		0.1		0.1	
Cash flow liquidity (Times)	0.4		0.3		(0.2)	
Accounts receivable turnover (Times)	30.7		27.7		16.4	
Collection period (Days)	11.9		13.2		22.3	
Inventory turnover (Times)	23.0		24.3		11.4	
Inventory turnover period (Days)	15.9		15.0		32.1	
Accounts payable turnover (Times)	12.1		13.5		12.3	
Payment period (Days)	30.3		27.0		29.7	
Cash cycle (Days)	(2.6)		1.3		24.7	
Profitability ratios						
Gross profit margin	46.1%		38.1%		(41.5%)	
Net profit margin	11.0%		4.6%		(119.4%)	
Return on equity	13.4%		5.3%		(39.8%)	
Efficiency ratios						
Return on assets	4.7%		1.4%		(9.8%)	
Assets turnover (Times)	0.4		0.3		0.1	
Financial policy ratio						
Debt to equity ratio (Times)	1.9		2.7		3.0	
Interest coverage ratio (Times)	3.7		1.8		(5.3)	
Cash flow adequacy (Times)	2.2		0.8		(5.6)	
Dividend payout ratio	0.0%		0.0%		0.0%	

5. General Information and Other Important Information

5.1 Corporate Information

OHTL Public Company Limited

Address	48 Oriental Avenue, Soi Burapa, Charoen Krung Road, Bangrak Sub-district, Bangrak District, Bangkok 10500 Thailand
Telephone	+66 (0) 2659 9000
Registered Number	0107536001028
Established	Year 1876
Registered and trade on the Stock Exchange of Thailand	Year 1988
Registered as a juristic person under the law governing public limited companies	15 September 1988
Type of Business	Hotel, Restaurant and Spa
General Enquiry	Company Secretary Tel: +66 (0) 2659 0450 E-mail: ubonwadee@mohg.com
Annual General Meeting	The 2024 Annual General Meeting of Shareholders will be held on 25 April 2024 at 10.00 a.m. via electronic means only (e-AGM).

5.2 Other Important Information

No other information that may significantly affect investor decisions.

5.3 Legal Dispute

As of 31 December 2023, the Company and its subsidiaries have no litigation that could affect the assets of the Company or a subsidiary at an amount higher than 5 percent of the shareholders' equity.

Part 2

Corporate Governance



6. Corporate Governance Policy

6.1 Overview of Corporate Governance Policies and Practices

The Company is committed to adhering to the highest standards of corporate governance to ensure that it has efficient and transparent management systems to create trust and confidence amongst its shareholders, investors, and stakeholders, which is an important factor in adding value and sustainable growth of the Company. The Board of Directors has developed its principles and policies of corporate governance based on the Principles of Good Governance promulgated by the Stock Exchange of Thailand together with the Code of Conduct 2017, which applies in all circumstances and to all businesses of the Group. The corporate governance policy has been reviewed annually and shared with the Board of Directors, executives, and employees of the Company as a guideline in the execution of their duty continuously. The specific matters cover the shareholders' rights, with all shareholders being treated equally; stakeholders' roles; disclosure of information and transparency; and responsibilities of the Board of Directors.

In 2023, the Company's compliance with corporate governance policies in each part are as follows:

Section 1 Shareholders' rights

The Company recognises and values the rights of all shareholders, with no wrongful acts or negligence to the shareholders' rights as well as encouraging the shareholders to exercise their rights. The fundamental rights of shareholders include buying or transferring of shares, receiving dividends declared by the Company, and obtaining sufficient and appropriate information. All shareholders are given the right to vote on important matters such as the election of Directors, the appointment of auditors and matters that will affect the Company's operations, such as the distribution of dividends, the amendment of Articles of Association and Memorandum of Association, decrease or increase of capital, and approval of any special transaction, etc.

In 2023, the Company held an Annual General Meeting of shareholders at the Company's meeting room, Mandarin Oriental, Bangkok, via electronic means (e-AGM), which was organised in compliance with standards for maintenance of security for electronic meetings prescribed by the Ministry of Digital Economy and Society taking into account the health and safety of all shareholders, stakeholders as well as to ensure all shareholders having the same rights.

Before the shareholders' meeting

The Company sent the Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report) in the form of QR Code and the invitation of shareholders' meeting together with the meeting agenda for the year 2023 to shareholders 14 days prior to the meeting according to the regulations. Shareholders who cannot attend the meeting will be able to authorise their representatives or an Independent Director to attend on their behalf.

2023 Annual General Meeting of Shareholders

The Company had nine directors attending the 2023 Annual General Meeting of Shareholders, of which one foreign director, joined the meeting via electronic media. The chairperson of the meeting explained the rules, which included the voting process and allocated sufficient time for the meeting and giving the same rights to all shareholders an opportunity to ask questions, express opinions, and provide suggestions. The Company's auditors, on the other hand, participated in the shareholders' meeting in person to answer questions, as well as take advice from shareholders to consider or take appropriate actions. The Company arranged to have independent persons from Baker & McKenzie, the legal advisor, to inspect the vote casts in each agenda.

After the shareholders' meeting

The minutes of the shareholders' meeting were accurate and complete within 14 days after the meeting. It has been submitted to the relevant department in a timely manner and can be checked by the shareholders.

Section 2 Equitable treatment of shareholders

The Company takes into account the equal and fair treatment of all shareholders, both shareholders who are directors/executives and non-executive shareholders, as well as foreign shareholders and minority shareholders, as follows:

- Invitation to the shareholders' meeting, Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report), and information supporting the meeting agenda were prepared in Thai and English.
- The Company conducted the shareholder's meeting according to the agenda as stated in the invitation letter.
- The Company has a policy regarding the prevention of using inside information for personal benefits. Anyone who has no duty and responsibility in preparing financial reports cannot have access to the information unless it has been announced to the public. Moreover, all executives and personnel must immediately report to the Company Secretary any changes in their shareholding so that this information is reported to the Chairperson of the Board of Directors.

Section 3 Stakeholders' role

The Company recognizes the rights of all groups of its stakeholders, including, but not limited to, its employees, business partners, commercial debtors, customers, competitors, and the local community. The Company seeks to treat all its stakeholders with fairness and respect in order to create an environment that promotes good society and sustainable development. In addition, the Company has always strictly complied with applicable laws and regulations when dealing with its stakeholders and according to the Guiding Principles that the Company has always adhered to.

Section 4 Disclosure of information and transparency

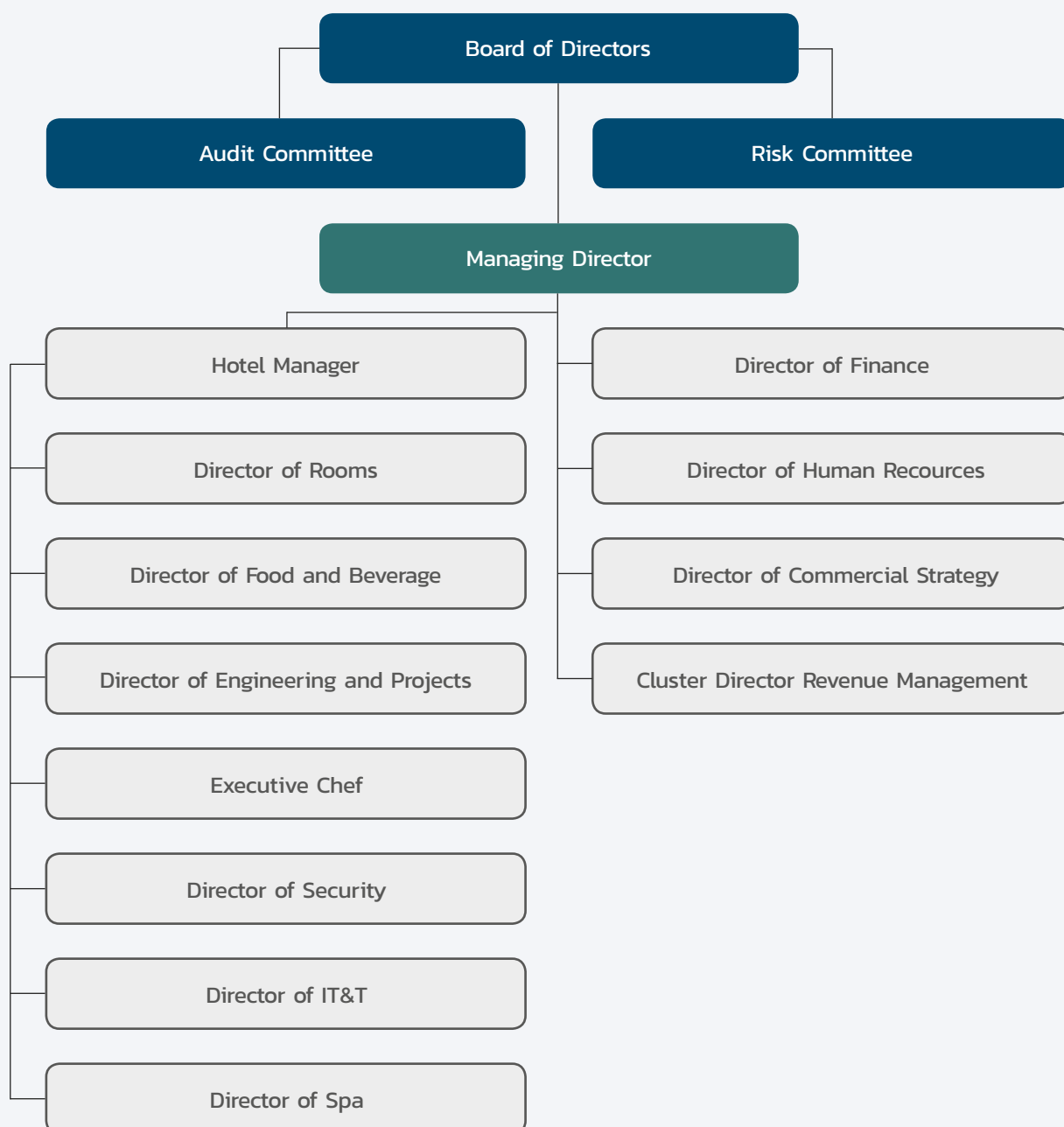
The Board of Directors recognises the importance of accuracy, completeness, and transparency of the information in both financial statements and general information, including the critical information regarding the Company's share price. Information is disseminated via the Stock Exchange of Thailand. The Company has not established an investor relations section but has assigned the Company's Director of Finance to act as its representative in meetings with investors, shareholders as well as analysts and related government sectors as there are not many such activities. Investors can contact the Director of Finance for more information at tel. +66 (0) 2659 0450 or e-mail: ubonwadee@mohg.com.

6.2 Business Ethics

A written code of conduct has been prepared for the Board of Directors, management, and employees to serve as a guideline in executing their duties honestly to both the Company and every group of stakeholders, including the public and society. The Company also holds staff meetings regularly to communicate and follow the said guideline.

7. Corporate Governance Structure and Important Information about the Board of Directors, Sub-Committee, Executives, Employees, and Other Important Information

7.1 Corporate Governance Structure



7.2 Information about the Board of Directors

Leadership and Vision

The Board of Directors is responsible for setting out the overall vision, policies, financial targets, business plans and budget for the Company. The Board of Directors monitors the Company's operations to ensure that the Company's operations management team implements the approach established by the Board of Directors in an efficient and effective manner and in accordance with relevant laws and ethical standards. The Board of Directors has set a system for internal control, auditing, and risk management, including following up on said matters regularly.

Structure of the Board of Directors

According to the Company's Articles of Association, the Company's Board of Directors shall consist of at least five Directors. Not less than one half of all Directors shall have residence in the Kingdom. The qualifications of the Company's directors shall be as prescribed by laws.

The Company's Board of Directors is composed of eleven directors, details are as follows

- | | |
|---|------------------------------------|
| 1. Mrs. Nijaporn Charanachitta | Chairwoman of Board of Directors |
| 2. Mr. Peter James Holland Riley | Director (28/04/2016 - 31/07/2023) |
| Mr. Laurent Jacques Marcel Kleitman | Director (01/09/2023 - present) |
| 3. Mr. Syung Hwa Matthew David Bishop | Director |
| 4. Mr. Yuthachai Charanachitta | Director |
| 5. Mr. Bertram Edward Johnston Weatherall | Director |
| 6. Mr. Christoph Joseph Wilhelm Mares | Director |
| 7. Mr. Anthony John Tyler | Director and Managing Director |
| 8. Mr. Aswin Kongsiri | Independent Director |
| 9. Mr. Surachai Sirivallop | Independent Director |
| 10. Mr. William Zentgraf | Independent Director |
| 11. Mr. Sirichai Sombutsiri | Independent Director |

Directors who have trained with the Thai Institute of Directors Association (IOD) include Mrs. Nijaporn Charanachitta, Mr. Yuthachai Charanachitta, Mr. Aswin Kongsiri, Mr. Surachai Sirivallop and Mr. Sirichai Sombutsiri.

The Company's Board of Directors consisted of seven executive directors and four non-executive directors (or Independent Directors). The Independent Directors are qualified persons according to the notification of the Capital Market Supervisory Board and the announcement of Stock Exchange of Thailand. Each director has knowledge, ability, and experience in various fields, as well as sufficient number of the directors can supervise the Company's business. At least one person has experience in finance and banking as well as accounting and finance.

The seven executive directors are composed of two groups of major shareholders:

- (1) five directors from Mandarin Oriental Hotel Group consisting of Mr. Peter James Holland Riley (28/04/2016 – 31/07/2023) / Mr. Laurent Jacques Marcel Kleitman (01/09/2023 – present), Mr. Syung Hwa Matthew David Bishop, Mr. Bertram Edward Johnston Weatherall, Mr. Christoph Joseph Wilhelm Mares, and Mr. Anthony John Tyler, and;
- (2) two directors from ItalThai Group consisting of Mrs. Nijaporn Charanachitta and Mr. Yuthachai Charanachitta.

The other four directors are Independent Directors comprising Mr. Aswin Kongsiri, Mr. Surachai Sirivallop, Mr. William Zentgraf and Mr. Sirichai Sombutsiri.

Type of director	No. of persons	Ratio
Executive Director (Director representing the group of major shareholders)	7	64
Non-Executive Director (Independent Director)	4	36
Total	11	100

The Company's Authorised Directors

Numbers and names of the directors who are authorised to sign to bind the Company are:

“Mrs. Nijaporn Charanachitta or Mr. Yuthachai Charanachitta signing with Mr. Peter James Holland Riley (28/04/2016 – 31/07/2023) / Mr. Laurent Jacques Marcel Kleitman (01/09/2023 – present) or Mr. Syung Hwa Matthew David Bishop, or Mr. Anthony John Tyler together with the Company's seal affixed.”

Two directors are authorised to sign with the Company's seal affixed. However, the board of directors may designate the names of directors who are authorised to sign on behalf of the Company with the Company's seal.

The Board of Directors may appoint any other person to operate the Company's operations under the board's control or may authorise such persons to have the authority within the time period the Board deems appropriate. The Board may revoke, change, or amend such authority.

Board of Directors' responsibilities

The Board of Directors must hold a meeting at least once every three months. In 2023, there were four Board of Directors meetings. The Board of Directors reviews and comments on each annual budget prior to the beginning of each fiscal year and monitors the hotel's progress through a monthly financial report provided throughout the fiscal year. The General Manager of the hotel is also appointed as the Managing Director of the Company and, in that capacity, regularly reports on the progress of the hotel to the Board of Directors.

Balance of Power for Non-Executive Directors, Aggregation or Segregation of Positions

The Chairwoman of the Board of Directors does not have a management position in the Company under the principle of segregation of roles in policy formulation and oversight from those in operations management.

Appointment and Retirement of Directors

All directors are appointed for a term of one year and are subject to retirement at each Annual General Meeting. These provisions apply to both executive and Independent Directors. Upon retiring from their positions, such directors may offer themselves for re-election.

Nomination of persons for appointment as a Director

The Company has established the criteria for the appointment of director and the nomination process as follows:

1. The Board of Directors determines the qualifications of the director to be nominated for replacements, key elements, and qualifications in accordance with the Company's Articles of Association as well as related laws and regulations.
2. The Board of Directors nominates a qualified person to be a director together with justification to support the nomination and proposes at the Board of Directors' meeting.
3. The Board of Directors considers the appointment of nominated persons and proposes the nomination to the shareholders' meeting for approval.

However, the Company has not established a nomination committee and new directors are primarily sourced through referrals. To determine the suitability of a candidate who is proposed as a new director, the Board of Directors will assess the skills and experience possessed by the candidate as well as the independence and integrity of the individual. From time to time, as deemed necessary, the Board of Directors shall hold meetings to consider the suitability and appointment of a new director.

Election of Directors

The election of a director is voted by cumulative voting under section 70 of the Public Limited Companies Act. All shareholders shall have an equal right to vote for the election of a director in accordance with the number of shares held in the Company. All directors shall be appointed by the Shareholders' Meeting in accordance with the following rules and procedures:

- (1) One shareholder shall have votes equal to the number of shares held multiplied by the number of directors to be appointed.
- (2) Each shareholder may exercise all the votes he has under (1) to appoint one or several persons as directors. In the case of electing several persons as directors, he may divide his votes for any such persons to any extent; and
- (3) The persons who received the most votes shall be appointed directors to the set number of directors of the Company. In the event of equal votes among the persons last so appointed, making the number exceed the set number of directors of the Company, election shall be made by drawing lots so that the set number of directors is achieved.

At every Annual General Meeting of shareholders, the Board of Directors shall be appointed anew in its entirety at that one time. However, the incumbent Board of Directors shall remain in office to carry on the business of the Company for the time being, to the extent necessary, until the new Board of Directors takes up its duties. The directors retired under this paragraph may be re-elected.

Other than vacancy by rotation, the director shall vacate the office upon:

- (1) death;
- (2) resignation;
- (3) lack of qualifications or subject to prohibition under the laws;
- (4) being removed by the resolution of shareholders' meeting;
- (5) being removed by the court order

Qualifications of Independent Director

Independent Directors must have all qualifications prescribed by the Stock Exchange of Thailand and the Securities and Exchange Commission (SEC) and be able to oversee the interests of all shareholders equally without causing any conflicts of interest. In addition, they have to attend the Board of Directors' meeting and express their opinions independently.

The Company's Independent Directors are qualified according to the above-mentioned qualifications.

The Company's Independent Directors have qualifications as follows:

1. Not holding more than 1% shares of voting shares, including the shareholding of persons related to the Independent Directors
2. Not currently be or ever been the company's executive director, worker, employee, salaried consultant, or controlling parties.
3. Not by blood or legally registered as father, mother, spouse, sibling, and child with other directors, executives, major shareholders, controlling persons or persons who will be nominated as directors, executives or controlling persons of the Company or subsidiaries.
4. Not currently having or never had any relations with the Company, major shareholders in the way that such relationship may impede the person from having independent views. Also, they are not currently be or never be a significant shareholder or controlling persons or persons having business relations with the Company.
5. Never been the Company's auditor. Also, not currently be or never be a significant shareholder, controlling persons, or partners of the current auditor's auditing firm.
6. Never provided professional services, legal consulting, nor financial consulting services to the Company. Also, not currently be or never be a significant shareholder, controlling person, or partners of current service providers.
7. Not a director appointed to represent the Company's directors, major shareholders, or the shareholder related to the major shareholder.
8. Not currently be operating under similar business nature and significant competition to the Company or subsidiaries; or not a partner of the partnership, executive director, salaried worker, employee, or consultant; or holding more than 1% of voting shares of any other companies operating under similar business nature and significant competition to the Company and subsidiaries.
9. Not under any conditions that may impede them from having independent views towards the Company's operations.

Remuneration and Shares Held by Directors

As at 31 December 2023

Board of Directors	Remuneration (Baht)	Number of OHTL Shares Held (Shares)
1. Mrs. Nijaporn Charanachitta	300,000	3,506,098
2. Mr. Peter James Holland Riley *	116,164	-
Mr. Laurent Jacques Marcel Kleitman **	66,849	-
3. Mr. Syung Hwa Matthew David Bishop	200,000	-
4. Mr. Yuthachai Charanachitta	200,000	235,750
5. Mr. Bertram Edward Johnston Weatherall	200,000	-
6. Mr. Christoph Joseph Wilhelm Mares	200,000	-
7. Mr. Anthony John Tyler	200,000	-
8. Mr. Aswin Kongsiri	500,000	-
9. Mr. Surachai Sirivallop	400,000	-
10. Mr. William Zentgraf	400,000	-
11. Mr. Sirichai Sombutsiri	200,000	-
Total Remuneration	2,983,013	

Remarks:

* Mr. Peter James Holland Riley resigned from his directorship effective from 1 August 2023

** Mr. Laurent Jacques Marcel Kleitman was appointed as Company's director effective from 1 September 2023

7.3 Information about Sub-Committee

Sub-Committee

The Company's Board of Directors has appointed a sub-committee to assist in overseeing the following operations of the Company. The Audit Committee was set up on 22 April 1999 for a term of one year.

1. The names of the Audit Committee members are as follows:

Audit Committee	Position
1. Mr. Aswin Kongsiri	Chairman of the Audit Committee and Independent Director
2. Mr. Surachai Sirivallop	Audit Committee and Independent Director
3. Mr. William Zentgraf	Audit Committee and Independent Director

2. Scope of duties and responsibilities as assigned by the Directors and shall report to the Board of Directors are as follows:

- 2.1 Monitor the process of preparation and disclosure of information in financial reports of the Company to be accurate, complete, and reliable by coordinating with the auditors and the management who are responsible for the quarterly and annual financial reports.
- 2.2 Ensure that the Company is having adequacy and effectiveness of internal control systems and internal audit functions.
- 2.3 To review connected transactions and prevent conflict of interests between the Company and related person.
- 2.4 To review documents for internal review when there is suspicion of corruption, or there are abnormal transactions in the internal control system and report to the Board of Directors.
- 2.5 To issue instructions and review documents when there is suspicion of not complying with laws or SET regulations, which may have an impact on the financial status and operational results of the Company in a significant way.
- 2.6 To take care of any other matter assigned to it by the Board of Directors, such as reviewing financial and risk management policies, and express opinion to the Board of Directors on the compliance of the management with regard to the business ethics. In addition, to review the disclosure of information which will be publicly disclosed to the shareholders according to the regulations i.e. Management Discussion and Analysis disclosed in the Annual Report.

3. Meeting

The Audit Committee meets regularly throughout the year and sets a clear agenda to consider various issues according to the assigned duties or holds an extra meeting as appropriate with clear minutes of the meeting. In 2023, there were four Audit Committee meetings.

4. Additional Audits

There were no significant issues to discuss during the year.

5. Report to the Board of Directors

The Audit Committee regularly reports on their activities to the Board of Directors after the Audit Committee's meeting, so that the Board of Directors is aware of issues which may affect business operations and financial statements in a timely manner.

6. Increasing awareness of the Company's operations

The Audit Committee reviews the Company's financial activities as planned to help increase the effectiveness of the Audit Committee's activities.

7. The Company's lawyer

The Audit Committee invites lawyers representing the Company's litigation to attend the Audit Committee's meetings from time to time to discuss legal issues.

8. Audit plan

The Audit Committee reviews the audit plan with the head of the internal audit team and the auditors on the Company's annual audit plan, including the coordinating process of relevant audit planning. The scope of audit planning is required to ensure fraud or weakness of the internal control process can be identified.

9. Electronic data processing

The Audit Committee discusses with auditors and sets up the plan to review the process and control of electronic data processing if required, as well as, from time to time, inquiring about the security programmes, which are specifically designed to prevent fraud or misuse of computers by the Company's employees or third parties.

10. Expenses and incentives payment to the Company employees

The Audit Committee reviews the Company's internal policies and procedures regarding the authority to operate and limit of payment approval by executives to use as a guideline for regular review of expenditure and incentive payment to the Company employees, including utilisation of the Company assets.

11. Issues of special attention

The Audit Committee requires and anticipates that auditors and internal auditors will report to the Audit Committee of any issue that requires special attention.

12. Report on the Audit Committee's activities

At the end of the accounting period, the Audit Committee prepares the Audit Committee's report separately from the Board of Directors' report; it will be disclosed in the Company's annual report.

13. Appointment of external auditors

The Audit Committee proposes the nomination and appointment of external auditors to the Board of Directors.

14. Post-audit review

- 14.1 The Audit Committee acquires an explanation from the management on the significant changes in the financial statements compared to the prior year and finds that the information is in accordance with the management analysis disclosed in the annual report.
 - 14.2 The Audit Committee seeks explanation from the Company's Director of Finance and external auditors on any changes in accounting standards or regulations implemented by relevant departments which is applicable to the business operations and may affect the Company's financial statements.
 - 14.3 The Audit Committee requests the management and external auditors to report any significant financial report issues that need to be discussed during the accounting period. The management is required to respond whether the correction has been made.
 - 14.4 The Audit Committee holds a private meeting with external auditors without the management being present to discuss with the external auditors on various issues in relation to the preparation of the financial statement and the disclosure of the information.
15. The Audit Committee reviews income tax issues submitted to the Revenue Department and identifies significant transactions that may need an additional clarification, including inquiry on the status of relevant tax reserved.

The Company has not established a nomination committee and new directors are primarily sourced through referrals. To determine the suitability of a candidate who is proposed as a new director, the Board of Directors will assess the skills, experience and expertise possessed by the candidate as well as the independence and integrity of the individual. From time to time as deemed necessary, the Board of Directors shall hold meetings to consider the suitability and appointment of new directors.

The Board of Directors has set a clear and transparent policy on directors' remuneration by comparing within the same industry and is sufficiently high enough to retain directors with the required qualifications; and it requires approval from the shareholders' meeting. The Audit Committee receives additional remuneration beyond that of directors due to the higher duties of the Audit Committee.

7.4 Information about Executives

Executives	Position
1. Mr. Anthony John Tyler	General Manager
2. Mr. Alex Huels	Hotel Manager
3. Ms. Ubonwadee Maneesai	Director of Finance
4. Mrs. Supansa Bourke	Director of Commercial Strategy
5. Ms. Patama Lertwittayasakul	Director of Communications
6. Mr. Edouard Combes*	Director of Food & Beverage
Mr. Behzad Davarkia**	Director of Food & Beverage
7. Mr. Dominique Bugnand	Executive Chef

Remarks:

* Mr. Edouard Combes resigned from Director of Food & Beverage effective from 26 September 2023

** Mr. Behzad Davarkia was appointed as Director of Food & Beverage effective from 15 September 2023

The Managing Director shall manage the work according to policies assigned by the Board of Directors. The Managing Director, who is one of the authorised directors, signs together with another director to bind the Company. The policy to determine the scope of powers and duties with the amounts that can be approved by the Managing Director is as follows:

Description	Maximum amount for approval (Baht)
Donation	170,000
Purchase of goods/products	1,700,000
Procurement or Service Agreement related to Special Capital Expenditure or Special Projects which must be co-signed with any director or the management of Mandarin Oriental Hotel Group in accordance with the set forth policies	5,100,000
Non-budgeted Capital Expenditure	1,700,000
Transactions through financial institutions which must be signed with one director or executive (Credit limit for OHTL Public Company Limited)	18,500,000
Transactions through financial institutions which must be signed with one director or executive. (Credit Limit for Baan Rim Naam Chao Phraya Company Limited)	2,000,000

Remuneration of Directors and Executives

In 2023, the total remuneration of eleven directors was Baht 2,983,013.

Name of directors	Position			Amount (Baht)
	Chairman	Director	Audit Committee	
1. Mrs. Nijaporn Charanachitta	✓	✓		300,000
2. Mr. Peter James Holland Riley*		✓		116,164
Mr. Laurent Jacques Marcel Kleitman**		✓		66,849
3. Mr. Syung Hwa Matthew David Bishop		✓		200,000
4. Mr. Yuthachai Charanachitta		✓		200,000
5. Mr. Bertram Edward Johnston Weatherall		✓		200,000
6. Mr. Christoph Joseph Wilhelm Mares		✓		200,000
7. Mr. Anthony John Tyler		✓		200,000
8. Mr. Aswin Kongsiri	✓	✓	✓	500,000
9. Mr. Surachai Sirivallop		✓	✓	400,000
10. Mr. William Zentgraf		✓	✓	400,000
11. Mr. Sirichai Sombutsiri		✓		200,000
Total remuneration of directors				2,983,013

Remarks:

* Mr. Peter James Holland Riley resigned from his directorship effective from 1 August 2023

** Mr. Laurent Jacques Marcel Kleitman was appointed as Company's director effective from 1 September 2023

The remuneration of executives is in accordance with the rules and procedures stipulated in the Company's regulations. In 2023, total remuneration of the seven executives, as defined by the Securities and Exchange Commission, was Baht 39,153,142. The executives receive remuneration including salary, bonus, provident fund, life insurance, and health insurance.

The remuneration for the hotel management, including the Managing Director, is determined by MOHG in accordance with the terms of its management contract with the Company. MOHG's decisions in compensation and benefits are based on its policies and philosophy to establish and maintain levels of compensation and benefits that are competitive amongst and benchmarked against the hotel's key competitors while also taking into account local compensation and benefits surveys.

7.5 Information about Employees

Number of the Company's employees as of 31 December 2023 are as follows:

Section	Number of Employees (Persons)
Rooms	203
Food and Beverages	549
Others	244
Total	996

Employee remuneration for the year 2023 amounted to Baht 323.8 million, excluding bonuses and provident fund contributions. The Company has a policy to pay bonuses based on operating results. The contributions to the provident fund are paid at the rate of 5% of basic salary.

The Group recognises the value of employee quality development. All employees are trained to maintain high standards of service, which shall be the Company's number one priority. This includes providing training and knowledge in various fields related to their work and daily life. The training is provided to employees from the lower level to the management level, both inside and outside the organisation. They are also regularly sent for training abroad throughout the year.

7.6 Other Important Information

The Company Secretary

To comply with the principles of good corporate governance of listed companies under the Director's Responsibility section and in accordance with the requirements of the Securities and Exchange Act, Ms. Ubonwadee Maneesai, Director of Finance has been appointed as a Company Secretary by the Board of Directors' meeting No. 5/2020 held on 28 October 2020. She will be responsible for the following matters on behalf of the Company or the Board of Directors:

1. Preparing and keeping the following documents:
 - 1.1 register of directors;
 - 1.2 a notice calling directors' meeting, minutes of the meeting of the Board of Directors and an annual report of the Company;
 - 1.3 a notice calling shareholders' meeting and minutes of the shareholders' meeting.
2. Keeping a report on interest under section 89/14 filed by a director or an executive and submit such report to the Chairman of the Board of Directors and the Audit Committee within 7 days from the date such report is received and
3. Performing any other act as specified in the notification of the Capital Market Supervisory Board.

The Company's Auditor

The Company has appointed Ms. Sinsiri Thangsombat, Certified Public Accountant No. 7352 and/or Mr. Paiboon Tankul, Certified Public Accountant No. 4298 and/or Ms. Sakuna Yamsakul, Certified Public Accountant No. 4906, from PricewaterhouseCoopers ABAS Limited as the Company's auditors, with the audit fee for the year 2023 of Baht 1,839,100 (2022: Baht 1,639,100) and non-audit service fees of Baht 218,000 paid in 2023 for tax and legal advice, and the review of monthly service charge.

8. Report on Key Performance of Corporate Governance

8.1 Summary of Board of Directors Performance

Board of Directors' Meeting

The Board of Directors holds a meeting at least once every three months. In summoning a meeting of the Board of Directors, the Chairman of the Board or a person entrusted by him shall send notices thereof to the Directors not less than 14 days prior to the date of the meeting. However, in a case of necessity or urgency for the purpose of maintaining the rights and interests of the Company, the summoning of the meeting may be made by other methods, and the date of the meeting may be sooner fixed.

In 2023, the Board of Directors of the Company held a quarterly meeting at the Company's head office. The Chairperson of the Board sent notices to the Directors not less than 14 days prior to the date of the meeting. The Company Secretary prepared and circulated the agenda and relevant documents seven days before the meeting to allow each member of the Board of Directors time to consider and review information. Each meeting took about two to three hours. During each meeting, appropriate time was allocated for operations management presentations and comprehensive Directors' discussions. Persons attending the Board meetings included the Directors, the Company Secretary, the Hotel Manager, and presenters of items on the agenda for the Board meeting. The Board of Directors regularly conducts a self-assessment of its performance as a whole and specifically on particular issues. Minutes of the meetings were recorded and endorsed by directors so that can be checked by interested parties.

The Company held a total of four regular meetings in 2023. The attendance of Board of Directors' meeting for each Director can be summarised as follows:

Board of Directors	Position	Number of attendances	(%)
1. Mrs. Nijaporn Charanachitta	Chairwoman	4/4	100
2. Mr. Peter James Holland Riley*	Director	2/3	67
Mr. Laurent Jacques Marcel Kleitman**	Director	0/1	0
3. Mr. Syung Hua Matthew David Bishop	Director	4/4	100
4. Mr. Yuthachai Charanachitta	Director	4/4	100
5. Mr. Bertram Edward Johnston Weatherall	Director	4/4	100
6. Mr. Christoph Joseph Wilhelm Mares	Director	2/4	50
7. Mr. Anthony John Tyler	Director and Managing Director	4/4	100
8. Mr. Aswin Kongsiri	Independent Director and Chairman of the Audit Committee	4/4	100
9. Mr. Surachai Sirivallop	Independent Director and Audit Committee	3/4	75
10. Mr. William Zentgraf	Independent Director and Audit Committee	4/4	100
11. Mr. Sirichai Sombutsiri	Independent Director	3/4	75

Remarks:

* Mr. Peter James Holland Riley resigned from his directorship effective from 1 August 2023

** Mr. Laurent Jacques Marcel Kleitman was appointed as Company's director effective from 1 September 2023

Report of the Board of Directors

The Board of Directors is responsible for the Company's financial statements and financial information in the annual report. The said financial statements are prepared in conformity with generally accepted accounting standards. Material information is disclosed in the notes to the financial statements.

The Board of Directors places importance on effective internal control systems to ensure the accuracy, completeness, and sufficiency of financial information to maintain assets and to prevent fraud. For this reason, the Board of Directors appointed the Audit Committee which comprises Directors not dealing in management to be responsible for the quality of financial statements and internal control systems. The results of the review by the Audit Committee appear in the Audit Committee report.

1) Conflict of Interest

The Board has drawn up a set of rules regarding conflict of interest in the code of conduct for Directors and employees. Careful consideration of any conflict of interest is implemented in compliance with the Stock Exchange of Thailand's regulation.

The company has a policy regarding the prevention of using inside information for personal benefits. Anyone who has no duty and responsibility in preparing financial reports cannot have access to the information unless it has been announced to the public. Moreover, all executives and personnel must immediately report to the Company Secretary any changes in their shareholding so that this information will be reported to the Chairperson of the Board of Directors.

2) Use of internal information

The management has to report the trading of stocks and anyone who has no duty and responsibility in preparing financial reports unless it has been announced to the public. In addition, the Board of Directors received the internal audit report from the Audit Committee that the Company's internal audit has been done adequately and appropriately, which can protect the assets of both the Company and its subsidiaries. No one can have privileged use of Company's assets without prior approval.

3) Anti-Corruption Policy

The Company places importance on fair and transparent business operations. Therefore, the guidelines for directors, executives, employees, and related personnel have been established to prevent any form of corruption. The Company has policies and guidelines as well as staff manuals for employees provided to all staff to ensure that any action by an individual will not cause any corruption. Executives and employees at all levels must proceed with caution as follows:

Bribery and unfair receipt/payment

The Company's employees must not give or receive any bribe or other illicit payment or make any other unlawful payments or any incentives related to the functions or operations of the hotel, customers, or business partners. Employees must not give or receive any commissions, payments, or credits in exchange for operating or referring to the hotel or its customers or business partners. This applies to any form of secret or unfair payments received from or given to any person, including any benefits in the form of cash and any other form, both directly and indirectly, either received or paid by an employee, friend, relative, agent, company as well as any other entities in which employees or recipients may give or receive certain kinds of favours; the employee must report it immediately to a senior member of staff. The kind of situation which employee should avoid, except where it is approved in advance by a senior member staff member, includes the following:

- Receive any proposal or suggestion to make or receive any such payment
- Being requested to pay or consider "Extra money for special processing" or suspicion of any illicit payment.

Gifts and personal contributions or rewards

An employee may give or receive certain kinds of favours. Such favours may include gifts, entertainment, or hospitality, subject to certain restrictions:

- These are in the ordinary course of employee's duty.
- It is of little or no value and a common practice.
- Non-cash unless a cash tip from the customer is according to the policy.

In addition, employees may give or receive such gifts or favours only if they are of small value and customary in nature and only if the employee does not expect to give anything in return.

Conflicts of interest

The Company's employees must avoid putting themselves into a position where their personal interests could conflict with their duties to the Company. The kind of situation which should be avoided, except where it is approved in advance by a senior staff member, includes the following:

- Give business of the employer to a company owned by your family or friends
- Having any form of financial interest in any supplier or customer
- Using the Hotel Group's properties or services for personal gains.
- Using the Company property for their personal gain

4) Whistleblowing

The Mandarin Oriental Hotel Group ("MOHG")'s Code of Conduct requires colleagues from all hotels, regional offices, and corporate offices to comply with all applicable laws and regulations and to maintain proper standards of business conduct. In support of this policy, MOHG offers this service to all colleagues and suppliers of MOHG and MOHG hotels as a channel for reporting genuine concerns about malpractice, fraud, or other misconduct. MOHG takes whistleblowing very seriously and will

review all reports and initiate an investigation where possible. Reports are completely confidential, and you are not required to reveal your identity unless you choose to do so. Disclosures will not be subject to any recrimination or detrimental treatment because they have raised an honest concern in good faith in accordance with this policy. MOHG Speak Up is designed to receive disclosures relating to the matters below:

- Abuse of Influence
- Bribery/Corruption
- Breach of Policy/Procedure
- Bullying/Harassment
- Conflict of Interest
- Discrimination
- Fraud
- Health/Safety/Environment
- Supplier Misconduct
- Theft
- Other Unethical Behaviour or Misconduct

The Board of Directors reviewed the internal control system and found that the control was effective and had confidence in the accuracy of the Company's consolidated financial statements as of 31 December 2023.

8.2 Summary of Audit Committee Performance

The Company's Board of Directors has appointed a sub-committee to help oversee the following operations of the Company. The Audit Committee was set up on 22 April 1999.

1. The Audit Committee members are as follows:

Chairman of Audit Committee	Mr. Aswin Kongsiri
Member of Audit Committee	Mr. Surachai Sirivallop
Member of Audit Committee	Mr. William Zentgraf

2. The Audit Committee of the Company has the scope of duties and responsibilities, and reported to the Board of Directors during the year 2023 as follows:

- 2.1 Review sufficiency, credibility, and objectivity of the financial reports for the year 2023
- 2.2 Review adequacy and effectiveness of internal control systems and internal audit functions
- 2.3 Review adequacy and effectiveness of risk management policies and practices
- 2.4 Review if there was any conflict of interest
- 2.5 Review compliance with the Securities and Exchange Act, Regulations of Stock Exchange of Thailand, and any other relevant laws
- 2.6 Review documents of internal audit to ensure there was no suspicion of or any corruption of any abnormal transactions in the internal control system

(Please refer to the Audit Committee Report)

9. Internal Control and Connected Transactions

9.1 Control System and Internal Audit

The Company places importance on efficient control at both management and operational levels. There is supervision to ensure that Company's assets are used solely for the Company's benefit. There is segregation of duties for operational staff, supervisors and those undertaking evaluation to ensure the balance of auditing and internal controlling system is appropriate. In addition, a financial control system was put in place, and the status was reported to the relevant departments in a timely manner.

Control of the use of internal information

The management has to report the trading of stocks. The Board of Directors received the internal audit report from the Audit Committee that the Company's internal audit has been done adequately and appropriately, which can protect the assets of both the Company and its subsidiaries. No one can have privileged use of the Company's assets without prior approval.

9.2 Connected Transactions

Monitoring the operations of subsidiaries and associated companies

The Company has invested in subsidiaries and associated companies of the same type of hotel business. Subsidiaries have been overseen by the Board of Directors, all of them are part of the Company's Board of Directors and the same policies which include operating and internal control systems have been applied. The external auditors are also from the same audit firm with significant accounting policies. The Company sent the Hotel's Managing Director to sit on the Board of Directors as according to the proportion of shareholdings in order to oversee the policies and operations for the most benefit of the Company.

According to Note 31 to the financial statements, the necessity and reasonableness of the transaction is due to the Company and connected companies operating in the normal course of business as follows:

1. Transactions with Subsidiaries

1.1 Income from providing services to subsidiaries

Nature of transaction: It is a transaction where the hotel provides services to the Baan Rim Naam Chao Phraya Co., Ltd. (100% Shareholding).

Size of transaction: In 2023: amounted Baht 0.4 million (In 2022: amounted Baht 0.4 million)

Necessity and reasonableness of transaction : Such a transaction is a normal business transaction of the Company and its subsidiaries.

Pricing policy: Cost price plus margin

1.2 Expenses for receiving services from subsidiaries

Nature of transaction: It is a transaction where the hotel pays for the ferry rental to serve the hotel customers and the lease of land and buildings for business operations.

Size of transaction: In 2023: amounted Baht 39.7 million (In 2022: amounted Baht 38.6 million)

Necessity and reasonableness of transaction: The aforementioned transaction is a transaction supporting normal business of the Company and its subsidiaries due to boat rental to accommodate hotel guests and the lease is for the Company's operations.

Pricing policy: The boat rental as well as land and building lease rental fees are in accordance with the market prices.

2. Transactions with connected companies

2.1 Income from providing services to connected companies

Nature of transaction: A transaction which the Company charges Mandarin Oriental Hotel Group for rooms, food and beverage expenses.

Size of transaction: In 2023: amounted Baht 20.3 million (In 2022: amounted Baht 9.8 million)

Necessity and reasonableness of transaction: The aforementioned transaction is a transaction supporting the normal business with Mandarin Oriental Hotel Group.

Pricing policy: Room rate is the market price of the Best Corporate Negotiated Rate. Food and beverage price is the market price which is the same rate as other customers.

2.2 Expenses for receiving services from connected person

Nature of transaction: Management fees and licence fees are transactions between the Company and Mandarin Oriental Hotel Group Limited and Mandarin Oriental (UK) Limited.

Beverage expenses such as wines that the Company bought from ItalThai Hospitality Co., Ltd. and C.P.K. Plantation Co., Ltd., are from those companies having the same group of shareholders.

Size of transaction: In 2023: amounted Baht 204.7 million (In 2022: amounted Baht 154.2 million)

Necessity and reasonableness of transaction: Such transactions are normal business transactions of the Company and its subsidiaries due to management fee and the licence fee that are paid in accordance with the agreement. In addition, certain wine purchases need to be made from the related person as they are the sole distributor in Thailand.

Pricing policy: Management fee is according to the mutual agreement. Beverage purchase is the market price through the annual bidding process.

Part 3



Financial Statements

OHTL PUBLIC COMPANY LIMITED
CONSOLIDATED AND SEPARATE FINANCIAL STATEMENTS
31 DECEMBER 2023



Independent Auditor's Report

To the shareholders and the Board of Directors of OHTL Public Company Limited

My opinion

In my opinion, the consolidated financial statements and the separate financial statements present fairly, in all material respects, the consolidated financial position of OHTL Public Company Limited ("the Company") and its subsidiaries ("the Group") and the separate financial position of the Company as at 31 December 2023, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with Thai Financial Reporting Standards ("TFRS").

What I have audited

The consolidated financial statements and the separate financial statements comprise:

- the consolidated and separate statements of financial position as at 31 December 2023;
- the consolidated and separate statements of comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the consolidated and separate financial statements, which include significant accounting policies and other explanatory information.

Basis for opinion

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

Key audit matters

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

Key audit matter	How my audit addressed the key audit matter
<p>Impairment of property, plant and equipment and right-of-use assets</p> <p>Refer to Note 5.7 'Accounting policy - Property, plant and equipment' and Note 14 'Property, plant and equipment' and Note 15 'Right-of-use assets' to the consolidated and separate financial statements.</p> <p>At 31 December 2023, the Group and the Company had property plant and equipment of Baht 5,120 million and Baht 5,084 million, respectively and right-of-use assets of Baht 449 million and Baht 737 million, respectively. Property plant and equipment and right-of-use assets represented 94% of the total assets in the consolidated and separate financial statements.</p> <p>The Group management assessed the recoverable amount based on value in use of property, plant and equipment by considering the discounted cash flow projection. From the assessment, the Group management concluded that no impairment was required in current year.</p> <p>I focused on the area of impairment of property, plant and equipment and right-of-use assets, because of the significance of property, plant and equipment and right-of-use assets in the consolidated and separated financial statements. The assessment of recoverable amount of property, plant and equipment and right-of-use assets involved the Group management's subjective judgement on the reasonableness of key assumptions used in the cash flow projection, such as the estimated occupancy rates and room rates, revenue growth rates and the discount rate.</p>	<p>My key procedures in relation to reviews the impairment of property, plant, and equipment and right-of-use assets included:</p> <ul style="list-style-type: none"> • Understanding and evaluating the Group management's valuation approach for assessing the impairment of property, plant and equipment by using the value in use method. I considered the approach to be appropriate in accordance with the Thai Financial Reporting Standards ("TFRS"). • Evaluating the budgeting procedures upon which the cash flow projection are based, and assessed the principles of the Group management's discounted cash flow models. • Understanding key assumptions used in the discounted cash flow projection and assessing the probability of key assumptions. • Assessing the appropriateness of key assumptions used in the discounted cash flow projection based on information available at the time on: <ul style="list-style-type: none"> • Estimate occupancy rates and room rates with reference historical data. • Growth rates in forecast by comparing with the historical results. • Assessing the appropriateness of the discount rate by comparing the rate with the cost of capital of the company and checking the rate is similar to others in the industry. <p>I found the key assumptions in the recoverability assessment were supportable based on available evidence and appropriate in light of the current circumstances.</p>

Other information

The directors are responsible for the other information. The other information comprises the information included in the One Report, but does not include the consolidated and separate financial statements and my auditor's report thereon. The One Report is expected to be made available to me after the date of this auditor's report.

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

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

When I read the One Report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to the audit committee.

Responsibilities of the directors for the consolidated and separate financial statements

The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with TFRS, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group's and the Company'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 the directors either intend to liquidate the Group and the Company or to cease operations, or has no realistic alternative but to do so.

The audit committee assists the directors in discharging their responsibilities for overseeing the Group's and the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated and separate financial statements

My objectives are to obtain reasonable assurance about whether the consolidated and separate 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 TSAs 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 consolidated and separate financial statements.

As part of an audit in accordance with TSAs, I exercise professional judgement and maintain professional scepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the consolidated and separate 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 and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' 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 and the Company'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 consolidated and separate 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 and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate 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 the audit committee 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 the audit committee 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 the audit committee, I determine those matters that were of most significance in the audit of the consolidated and separate 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.

PricewaterhouseCoopers ABAS Ltd.

Sinsiri Thangsombat

Certified Public Accountant (Thailand) No. 7352

Bangkok

29 January 2024

OHTL Public Company Limited
Statement of Financial Position
As at 31 December 2023

	Notes	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
		Baht	Baht	Baht	Baht
Assets					
Current assets					
Cash and cash equivalents	10	205,324,821	275,639,568	188,004,120	253,745,409
Short-term investments		172,829	172,632	172,829	172,632
Trade and other receivables	11	102,683,245	120,809,904	102,536,640	120,693,538
Inventories		32,461,459	26,577,077	32,461,459	26,577,077
Current portion of derivative financial assets	20	2,425,579	-	2,425,579	-
Other current assets		4,659,280	3,296,377	2,720,497	2,978,628
Total current assets		347,727,213	426,495,558	328,321,124	404,167,284
Non-current assets					
Investments in subsidiaries	13	-	-	100,000	100,000
Investments in associates	13	-	-	9,520,000	9,520,000
Property, plant and equipment	14	5,119,800,458	5,216,396,071	5,083,623,063	5,170,663,865
Right-of-use assets	15	449,025,714	452,260,465	736,744,188	756,419,995
Intangible assets	16	5,543,874	3,164,141	5,543,874	3,164,141
Other non-current assets		26,468,368	25,372,477	23,172,404	21,884,614
Total non-current assets		5,600,838,414	5,697,193,154	5,858,703,529	5,961,752,615
Total assets		5,948,565,627	6,123,688,712	6,187,024,653	6,365,919,899

The accompanying notes are an integral part of these consolidated and separate financial statements.



OHTL Public Company Limited

Statement of Financial Position (Cont'd)

As at 31 December 2023

	Notes	Consolidated financial statements		Separate financial statements	
		2023 Baht	2022 Baht	2023 Baht	2022 Baht
Liabilities and equity					
Current liabilities					
Short-term borrowings					
from financial institutions	19	800,000,000	1,000,000,000	800,000,000	1,000,000,000
Trade and other payables	18	365,716,843	344,898,467	458,147,425	429,637,345
Income tax payable		-	771,687	-	-
Current portion of lease liabilities	21	43,206,723	45,932,924	54,511,974	46,924,597
Current portion of long-term borrowings					
from financial institution	21	99,886,162	799,665,180	99,886,162	799,665,180
Other current liabilities		25,568,266	24,293,013	25,463,635	24,247,318
Total current liabilities		1,334,377,994	2,215,561,271	1,438,009,196	2,300,474,440
Non-current liabilities					
Derivative financial liabilities	20	-	1,298,716	-	1,298,716
Lease liabilities	21	626,351,252	631,791,471	790,268,940	807,014,410
Long-term borrowings from					
financial institution	21	1,398,514,342	1,198,660,719	1,398,514,342	1,198,660,719
Employee benefit obligations	23	109,232,503	97,783,980	109,232,503	97,783,980
Deferred tax liabilities	17	390,275,006	294,769,568	380,440,907	284,935,469
Other non-current liabilities		20,822,493	20,320,694	20,574,756	20,072,957
Total non-current liabilities		2,545,195,596	2,244,625,148	2,699,031,448	2,409,766,251
Total liabilities		3,879,573,590	4,460,186,419	4,137,040,644	4,710,240,691
Equity					
Share capital					
Authorised share capital					
Ordinary shares, 15,097,800 shares					
at par value of Baht 10 each	24	150,978,000	150,978,000	150,978,000	150,978,000
Issued and paid-up share capital					
Ordinary shares, 15,097,800 shares					
at paid-up of Baht 10 each	24	150,978,000	150,978,000	150,978,000	150,978,000
Retained earnings (deficits)					
Appropriated					
Legal reserve	25	16,000,000	16,000,000	16,000,000	16,000,000
Unappropriated		(637,076,318)	(911,586,626)	(656,084,346)	(919,409,711)
Other components of equity		2,539,090,355	2,408,110,919	2,539,090,355	2,408,110,919
Total equity		2,068,992,037	1,663,502,293	2,049,984,009	1,655,679,208
Total liabilities and equity		5,948,565,627	6,123,688,712	6,187,024,653	6,365,919,899

The accompanying notes are an integral part of these consolidated and separate financial statements.

OHTL Public Company Limited
Statement of Comprehensive Income
For the year ended 31 December 2023

	Notes	Consolidated financial statements		Separate financial statements	
		2023 Baht	2022 Baht	2023 Baht	2022 Baht
Hotel income	26	2,516,822,896	1,927,770,700	2,515,352,346	1,927,354,752
Cost of sales and services		(1,355,377,802)	(1,193,079,583)	(1,361,527,441)	(1,199,147,431)
Gross profit		1,161,445,094	734,691,117	1,153,824,905	728,207,321
Other income	27	3,488,379	3,627,490	3,694,759	4,176,826
Selling expenses		(116,486,261)	(88,396,657)	(116,486,261)	(88,396,657)
Administrative expenses		(582,044,447)	(441,702,045)	(579,959,825)	(451,445,401)
Finance costs - interest expense		(125,464,805)	(117,217,964)	(131,320,561)	(123,440,962)
Share of loss of associates	13 a)	-	(1,909,150)	-	-
Profit before income tax (expense) income		340,937,960	89,092,791	329,753,017	69,101,127
Income tax (expense) income	29	(63,493,994)	(885,253)	(63,493,994)	2,064,969
Profit for the year		277,443,966	88,207,538	266,259,023	71,166,096
Other comprehensive income:					
Items that will not be reclassified subsequently to profit or loss					
(Loss) gain on remeasurements of defined employee benefit obligations	23	(3,667,073)	11,764,721	(3,667,073)	11,764,721
Gain on revaluation of land	14	160,000,000	-	160,000,000	-
Income tax on items that will not be reclassified subsequently to profit or loss	17	(31,266,585)	(2,352,944)	(31,266,585)	(2,352,944)
Total items that will not be reclassified subsequently to profit or loss		125,066,342	9,411,777	125,066,342	9,411,777
Items that will be reclassified subsequently to profit or loss					
Gain on cash flow hedges	20	1,958,778	8,088,562	1,958,778	8,088,562
Gain on cash flow hedges reclassified to profit or loss	20	1,765,517	1,412,082	1,765,517	1,412,082
Income tax on items that will be reclassified subsequently to profit or loss	17	(744,859)	(2,713,921)	(744,859)	(2,713,921)
Total items that will be reclassified subsequently to profit or loss		2,979,436	6,786,723	2,979,436	6,786,723
Other comprehensive income for the year, net of tax		128,045,778	16,198,500	128,045,778	16,198,500
Total comprehensive income for the year		405,489,744	104,406,038	394,304,801	87,364,596

The accompanying notes are an integral part of these consolidated and separate financial statements.

OHTL Public Company Limited
Statement of Comprehensive Income (Cont'd)
For the year ended 31 December 2023

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
		Baht	Baht	Baht	Baht
Profit attributable to:					
Owners of the parent		277,443,966	88,207,538	266,259,023	71,166,096
Non-controlling interests		-	-	-	-
		<u>277,443,966</u>	<u>88,207,538</u>	<u>266,259,023</u>	<u>71,166,096</u>
Total comprehensive income attributable to:					
Owners of the parent		405,489,744	104,406,038	394,304,801	87,364,596
Non-controlling interests		-	-	-	-
		<u>405,489,744</u>	<u>104,406,038</u>	<u>394,304,801</u>	<u>87,364,596</u>
Earnings per share					
Basic earnings per share	30	<u>18.38</u>	<u>5.84</u>	<u>17.64</u>	<u>4.71</u>

The accompanying notes are an integral part of these consolidated and separate financial statements.

OHTL Public Company Limited

Statement of Changes in Equity

For the year ended 31 December 2023

	Consolidated financial statements						
	Issued and paid-up share capital Baht	Retained earnings (deficits)		Other components of equity			Total equity Baht
				Other comprehensive income			
		Appropriated - legal reserve Baht	Unappropriated Baht	Gains on revaluation of land Baht	Cash flow hedges Baht	Total other components of equity Baht	
Opening balance as at 1 January 2022	150,978,000	16,000,000	(1,009,205,941)	2,409,149,892	(7,825,696)	2,401,324,196	1,559,096,255
Transactions with owners during the year							
Total comprehensive income for the year	-	-	97,619,315	-	6,786,723	6,786,723	104,406,038
Closing balance as at 31 December 2022	150,978,000	16,000,000	(911,586,626)	2,409,149,892	(1,038,973)	2,408,110,919	1,663,502,293
Opening balance as at 1 January 2023	150,978,000	16,000,000	(911,586,626)	2,409,149,892	(1,038,973)	2,408,110,919	1,663,502,293
Transactions with owners during the year							
Total comprehensive income for the year	-	-	274,510,308	128,000,000	2,979,436	130,979,436	405,489,744
Closing balance as at 31 December 2023	150,978,000	16,000,000	(637,076,318)	2,537,149,892	1,940,463	2,539,090,355	2,068,992,037

The accompanying notes are an integral part of these consolidated and separate financial statements.

OHTL Public Company Limited

Statement of Changes in Equity (Cont'd)

For the year ended 31 December 2023

	Separate financial statements						
	Issued and paid-up share capital Baht	Retained earnings (deficits)		Other components of equity			Total equity Baht
				Other comprehensive income			
		Appropriated - legal reserve Baht	Unappropriated Baht	Gains on revaluation of land Baht	Cash flow hedges Baht	Total other components of equity Baht	
Opening balance as at 1 January 2022	150,978,000	16,000,000	(999,987,584)	2,409,149,892	(7,825,696)	2,401,324,196	1,568,314,612
Transactions with owners during the year							
Total comprehensive income for the year	-	-	80,577,873	-	6,786,723	6,786,723	87,364,596
Closing balance as at 31 December 2022	150,978,000	16,000,000	(919,409,711)	2,409,149,892	(1,038,973)	2,408,110,919	1,655,679,208
Opening balance as at 1 January 2023	150,978,000	16,000,000	(919,409,711)	2,409,149,892	(1,038,973)	2,408,110,919	1,655,679,208
Transactions with owners during the year							
Total comprehensive income for the year	-	-	263,325,365	128,000,000	2,979,436	130,979,436	394,304,801
Closing balance as at 31 December 2023	150,978,000	16,000,000	(656,084,346)	2,537,149,892	1,940,463	2,539,090,355	2,049,984,009

The accompanying notes are an integral part of these consolidated and separate financial statements.

OHTL Public Company Limited
Statement of Cash Flows
For the year ended 31 December 2023

	Notes	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
		Baht	Baht	Baht	Baht
Cash flows from operating activities					
Profit before income tax (expense) income		340,937,960	89,092,791	329,753,017	69,101,127
Adjustments for:					
Depreciation charge on property, plant and equipment	14	304,889,733	336,452,736	295,334,922	326,322,608
Depreciation charge on right-of-use assets	15	46,697,379	50,445,266	63,138,435	66,783,455
Amortisation charge on intangible assets	16	2,081,041	3,391,692	2,081,041	3,391,692
Gain on change in lease recognition		-	(7,090,001)	-	(10,191,088)
Gain on disposals of property, plant and equipment		(533,441)	(139,087)	(533,441)	(139,087)
Loss on write-off of property, plant and equipment	14	45	-	45	-
Expected credit loss for trade receivables	11	131,803	175,994	131,803	175,994
Expected credit loss for amount due from a related party	11	-	-	394,431	583,863
Share of loss of associates	13 a)	-	1,909,150	-	-
Employee benefit expense	23	11,501,135	8,686,680	11,501,135	8,686,680
Interest income	27	(1,387,177)	(322,904)	(1,593,557)	(872,240)
Finance costs - interest expense		125,464,805	117,217,964	131,320,561	123,440,962
Changes in operating assets and liabilities					
- trade and other receivables		17,994,856	(53,882,724)	17,840,796	(53,954,944)
- inventories		(5,884,382)	(6,031,269)	(5,884,382)	(6,031,269)
- other current assets		(1,362,903)	59,612,495	258,131	59,620,366
- other non-current assets		623,880	(1,143,899)	(1,172,752)	(1,339,518)
- trade and other payables		32,737,000	50,840,925	40,428,704	66,282,272
- employee benefits paid	23	(3,719,685)	(4,233,305)	(3,719,685)	(4,233,305)
- other current liabilities		1,275,253	20,262,990	1,216,317	20,263,426
- other non-current liabilities		501,799	2,645,246	501,799	2,645,247
Cash generated from operations		871,949,101	667,890,740	880,997,320	670,536,241
Interest received		1,387,177	322,904	1,383,425	322,827
Interest paid		(120,726,795)	(105,813,611)	(126,582,552)	(115,930,218)
Receipt of refunded withholding tax		3,017,719	2,692,858	3,017,719	2,692,858
Income tax paid		(5,509,177)	(5,636,201)	(3,132,757)	(2,499,315)
Net cash generated from operating activities		750,118,025	559,456,690	755,683,155	555,122,393

The accompanying notes are an integral part of these consolidated and separate financial statements.

OHTL Public Company Limited
Statement of Cash Flows (Cont'd)
For the year ended 31 December 2023

	Notes	Consolidated financial statements		Separate financial statements	
		2023 Baht	2022 Baht	2023 Baht	2022 Baht
Cash flows from investing activities					
Increase in short-term investments		(197)	(220)	(197)	(220)
Purchases of property, plant and equipment		(62,328,398)	(31,193,823)	(62,328,398)	(31,193,823)
Purchases of intangible assets	16	(232,307)	-	(232,307)	-
Proceeds from disposals of property, plant and equipment		709,062	163,071	709,062	163,071
Net cash used in investing activities		(61,851,840)	(31,030,972)	(61,851,840)	(31,030,972)
Cash flows from financing activities					
Proceeds from long-term borrowings from financial institution	21	500,000,000	200,000,000	500,000,000	200,000,000
Repayments on short-term borrowings from financial institutions	19, 21	(200,000,000)	-	(200,000,000)	-
Repayments on long-term borrowings from financial institution	21	(1,000,000,000)	(515,000,000)	(1,000,000,000)	(515,000,000)
Additional financial service fee	21	(600,000)	-	(600,000)	-
Lease principal payments	21	(57,980,932)	(40,540,318)	(58,972,604)	(56,178,748)
Net cash used in financing activities		(758,580,932)	(355,540,318)	(759,572,604)	(371,178,748)
Net (decrease) increase in cash and cash equivalents		(70,314,747)	172,885,400	(65,741,289)	152,912,673
Cash and cash equivalents at the beginning of the year		275,639,568	102,754,168	253,745,409	100,832,736
Cash and cash equivalents at the end of the year	10	205,324,821	275,639,568	188,004,120	253,745,409

Non-cash transactions

Significant non-cash transactions for the years ended 31 December 2023 and 2022 are as follows:

Other payables arising from purchases of property, plant and equipment		1,625,992	4,624,754	1,625,992	4,624,754
Freehold land revaluation	14	160,000,000	-	160,000,000	-
Acquisition of right-of-use assets under lease contracts	15, 21	43,462,628	-	43,462,628	-

The accompanying notes are an integral part of these consolidated and separate financial statements.

OHTL Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2023

1 General information

OHTL Public Company Limited (“the Company”) is a public limited company which listed on the Stock Exchange of Thailand since 1988. The Company is incorporated and domiciled in Thailand. The address of the Company’s registered office is as follows:

48 Oriental Avenue, Soi Burapa, Charoenkrung Road, Bangrak, Bangrak, Bangkok.

The principal business operations of the Company and its subsidiaries (together “the Group”) are hotel and restaurant operations.

These consolidated and separate financial statements were authorised for issue by the Board of Directors on 29 January 2024.

2 Financial position

As at 31 December 2023, the Group and the Company have total current liabilities exceeding total current assets by Baht 987 million and Baht 1,110 million, respectively (2022 : Baht 1,789 million and Baht 1,896 million, respectively). However, the Group and the Company have profit for the year of Baht 277 million and Baht 266 million (2022 : Baht 88 million and Baht 71 million) and positive cash flow from the operating activities of Baht 750 million and Baht 756 million, respectively (2022 : Baht 559 million and Baht 555 million, respectively). Management has prepared cash flow projection which was approved by the Board of Directors and was confident that the estimation can be achieved. In addition, the Group still has committed credit facility available. The loan facility is for the purpose of business operations. Accordingly, the Group could continue its operations as a going concern basis.

3 Basic of preparation

The consolidated and separate financial statements have been prepared in accordance with Thai Financial Reporting Standards (“TFRS”) and the financial reporting requirements issued under the Securities and Exchange Act.

The consolidated and separate financial statements have been prepared under the historical cost convention except land and derivative financial instrument.

The preparation of financial statements in conformity with TFRS requires management to use certain critical accounting estimates and to exercise its judgement in applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas that are more likely to be materially adjusted due to changes in estimates and assumptions are disclosed in Note 8.

An English version of the consolidated and separate financial statements have been prepared from the statutory financial statements that are in the Thai language. In the event of a conflict or a difference in interpretation between the two languages, the Thai language statutory financial statements shall prevail.

4 New and amended financial reporting standards

Amended financial reporting standards that are effective for the accounting period beginning on or after 1 January 2024 and have significant impacts on the Group

The following amended TFRSs were not mandatory for the current reporting period and the Group has not early adopted them.

- a) **Amendment to TAS 1 - Presentation of financial statements** revised the disclosure from '*significant* accounting policies' to '*material* accounting policies'. The amendment also provides guidelines on identifying when the accounting policy information is material. Consequently, immaterial accounting policy information does not need to be disclosed. If it is disclosed, it should not obscure material accounting information.
- b) **Amendment to TAS 8 - Accounting policies, changes in accounting estimates and errors** revised to the definition of 'accounting estimates' to clarify how companies should distinguish between changes in accounting policies and changes in accounting estimates. The distinction is important because changes in accounting estimates are applied prospectively to transactions, other events and conditions from the date of that change. Whereas changes in accounting policies are generally applied retrospectively to past transactions and other past events as well as the current period as if the new accounting policy had always been applied.

c) Amendments to TAS 12 - Income taxes

- c.1) Companies must recognise any deferred tax related to assets and liabilities arising from a single transaction that, on initial recognition, gives rise to equal amounts of taxable and deductible temporary differences. Example transactions are leases and decommissioning obligations.

The amendment should be applied to transactions on or after the beginning of the earliest comparative period presented. In addition, entities should recognise deferred tax assets (to the extent that they can probably be utilised) and deferred tax liabilities at the beginning of the earliest comparative period for all deductible and taxable temporary differences associated with:

- right-of-use assets and lease liabilities; and
- decommissioning, restoration and similar liabilities, and the corresponding amounts recognised as part of the cost of the related assets.

The cumulative effect of recognising these adjustments is recognised at the beginning of retained earnings or another component of equity, as appropriate.

- c.2) Companies must apply all income taxes arising from the tax law enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development ("OECD"), an international organisation.

In December 2021, the OECD released the Pillar Two model rules to apply the Global Anti-Base Erosion Proposal, or GloBE to reform international corporate taxation. Large multinational enterprises within the rules' scope must calculate the GloBE effective tax rates for each territory in which they operate and pay a top-up tax for the differences between these and the 15% minimum rate.

In December 2023, the amendments to TAS 12 provide a temporary relief from the requirement to recognise and disclose deferred taxes arising from enacted or substantively enacted tax law that implements the Pillar Two model rules, including tax law that implements qualified domestic minimum top-up taxes described in those rules. The amendments also require affected companies to disclose:

- the fact that they have applied the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes;
- their current tax expense (if any) related to the Pillar Two income taxes; and
- during the period between the legislation being enacted or substantively enacted and the legislation becoming effective, known or reasonably estimable information that would help users of financial statements to understand an entity's exposure to Pillar Two income taxes arising from that legislation. If this information is not known or reasonably estimable, entities are instead required to disclose a statement to that effect and information about their progress in assessing the exposure.

5 Accounting policies

5.1 Principles of consolidation and equity accounting

a) Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group until the date that control ceases.

In the separate financial statements, investments in subsidiaries are accounted for using cost method.

b) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. Investments in associates are accounted for using the equity method of accounting in consolidated financial statements.

In the separate financial statements, investments in associates are accounted for using cost method.

c) Equity method

The investment is initially recognised at cost which is consideration paid and directly attributable costs.

The Group's subsequently shares of its associates' profits or losses and other comprehensive income in the profit or loss and other comprehensive income, respectively. The subsequent cumulative movements are adjusted against the carrying amount of the investment.

When the Group's share of losses in associates equals or exceeds its interest in the associates, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associates.

d) Intercompany transactions on consolidation

Intra-group transactions, balances and unrealised gains on transactions are eliminated. Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates. Unrealised losses are also eliminated in the same manner unless the transaction provides evidence of an impairment of the asset transferred.

5.2 Foreign currency translation

a) Functional and presentation currency

The financial statements are presented in Thai Baht, which is the Company's functional and the Company's and Group's presentation currency.

b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured.

Foreign exchange gains and losses resulting from foreign currency transactions of monetary assets and liabilities are recognised in the profit or loss.

Any exchange component of gains and losses on a non-monetary item that recognised in profit or loss, or other comprehensive income is recognised following the recognition of a gain or loss on the non-monetary item.



5.3 Cash and cash equivalents

In the statements of cash flows, cash and cash equivalents includes cash on hand, deposits held at call financial institution and short-term highly liquid investments with maturities of three months or less from acquisition date.

5.4 Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 days and therefore are all classified as current.

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, they are recognised at present value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost.

The Group applies the simplified approach in measuring expected credit losses, which uses a lifetime expected loss allowance for all trade receivables.

To measure the expected credit losses and trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on the historical payment profiles of sales, the corresponding historical credit losses experienced as well as forward-looking information that may affect the ability of the customers to settle the receivables.

5.5 Inventories

Inventories are stated at the lower of cost or net realisable value.

Cost of inventories is determined by the weighted average method. Cost of raw materials comprise all purchase cost and costs directly attributable to the acquisition of the inventory, such as import duties and transportation charges, less all attributable discounts.

5.6 Financial assets

a) Classification

The Group classifies its debt instrument financial assets in the following measurement categories depending on i) business model for managing the asset and ii) the cash flow characteristics of the asset whether they represent solely payments of principal and interest (SPPI).

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
- those to be measured at amortised cost.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

b) Recognition and derecognition

Regular way purchases, acquires and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

c) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether the cash flows are solely payment of principal and interest.

d) Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the financial asset and the cash flow characteristics of the financial assets. There is one measurement category into which the Group classifies its debt instruments:

- **Amortised cost:** Financial assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains or losses together with foreign exchange gains and losses. Impairment losses are presented as a separate line item in the statement of comprehensive income.

e) Impairment

The Group applies the TFRS 9 simplified approach in measuring the impairment of trade receivables which applies lifetime expected credit loss, from initial recognition, for all trade receivables.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit loss rates are based on payment profiles, historical credit losses as well as forward-looking information and factors that may affect the ability of the customers to settle the outstanding balances.

The Group assesses on a forward looking basis the expected credit loss associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For other financial assets carried at amortised cost and FVOCI, the Group applies TFRS 9 general approach in measuring the impairment of those financial assets. Under the general approach, the 12-month or the lifetime expected credit loss is applied depending on whether there has been a significant increase in credit risk since the initial recognition.

The significant increase in credit risk (from initial recognition) assessment is performed every end of reporting period by comparing i) expected risk of default as of the reporting date and ii) estimated risk of default on the date of initial recognition.

The Group assesses expected credit loss by taking into consideration forward-looking information and past experiences. The expected credit loss is a probability-weighted estimate of credit losses (probability-weighted present value of estimated cash shortfall). The cash shortfall is the difference between all contractual cash flows that are due to the Group and all cash flows expected to receive, discounted at the original effective interest rate.

When measuring expected credit losses, the Group reflects the following:

- probability-weighted estimated uncollectible amounts;
- time value of money; and
- supportable and reasonable information as of the reporting date about past experience, current conditions and forecasts of future situations.

Impairment (and reversal of impairment) losses are recognised in profit or loss and included in administrative expenses.

5.7 Property, plant and equipment

Land is recognised at fair value based on periodic, but at least every 3 years, valuations by external independent valuers.

Increases in the carrying amounts arising on revaluation of land are recognised in other comprehensive income and accumulated in 'Other components of equity' in shareholders' equity. To the extent that the decrease reverses an increase previously recognised in equity, the decrease is first recognised in other comprehensive income and accumulated in equity. The excess will then be recognised in profit or loss.

All other plant and equipment are stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the item will flow to the Group. The carrying amount of the replaced part is derecognised.

All other repairs and maintenance are charged to profit or loss when incurred.



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Notes to the Consolidated and Separate Financial Statements
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Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

Buildings	40 years
Building improvements	20 years
Leasehold improvements and renovations	lease period or useful life of assets, whichever is shorter
Machinery and equipment	5 - 10 years
Furniture and fixtures	5 - 10 years
Vehicles	5 years
Boats	10 years
Hotel operating equipment	2 - 3 years

Operating equipment consisting of chinaware, glassware, silverware, linen and uniforms is recorded as hotel operating equipment and expensed upon issuance. In cases where an item of operating equipment becomes obsolete due to a concept change of restaurants, the value of the remaining operating equipment items being replaced is immediately written-off.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains or losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

5.8 Intangible assets

Acquired computer software

Acquired computer software is measured at cost. These costs are amortised over their estimated useful lives of 3, 5 and 10 years.

The assets with limited life are subsequently carried and cost less accumulated amortisation and impairment losses. The amortisation is calculated using the straight-line method over their estimated useful lives.

Cost associated with maintaining computer software are recognised as an expense as incurred.

5.9 Impairment of assets

Assets that are subject to amortisation are reviewed for impairment whenever there is an indication of impairment. An impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

Where the reasons for previously recognised impairments no longer exist, the impairment losses on the assets concerned other than goodwill is reversed.

5.10 Leases

Leases - where the Group is the lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

OHTL Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2023

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payment that are based on an index or a rate;
- amounts expected to be payable by the lessee under residual value guarantees;
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low value assets comprise small items of office furniture.

The Group has adopted the practical expedient in relation to COVID-19 Related Rent Concessions retrospectively from 1 January 2021. The practical expedient allows lessees to elect not to assess whether a rent concession related to COVID-19 is lease modification. Lessees adoption this election may account for qualifying rent concessions in the same way they would if they were not lease modifications. The practical expedient only applies to rent concessions occurring as a direct consequence of the COVID-19 pandemic and only if all of the following conditions are met:

- a) The change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- b) Any reduction in lease payments affects only payments due on or before 30 June 2022; and
- c) There is no substantive change to other terms and conditions of the lease.

Leases - where the Group is the lessor

When assets are leased out under a finance lease, the present value of the lease payments is recognised as a receivable. The difference between the gross receivable and the present value of the receivable is recognised as unearned finance income. Lease income is recognised over the term of the lease which reflects a constant periodic rate of return. Initial direct costs are included in initial measurement of the finance lease receivable and reduce the amount of income recognised over the lease term.

Rental income under operating leases (net of any incentives given to lessees) is recognised on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the statement of financial position based on their nature.

5.11 Financial liabilities

a) Classification

Financial instruments issued by the Group are classified as either financial liabilities or equity securities by considering contractual obligations.

- Where the Group has an unconditional contractual obligation to deliver cash or another financial asset to another entity, it is considered a financial liability unless there is a predetermined or possible settlement for a fixed amount of cash in exchange of a fixed number of the Group's own equity instruments.
- Where the Group has no contractual obligation or has an unconditional right to avoid delivering cash or another financial asset in settlement of the obligation, it is considered an equity instrument.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

b) Measurement

Financial liabilities are initially recognised at fair value and are subsequently measured at amortised cost.

c) Derecognition and modification

Financial liabilities are derecognised when the obligation specified in the contract is discharged, cancelled, or expired.

Where the terms of a financial liability are renegotiated or modified, the Group assesses whether the renegotiation or modification results in the derecognition of that financial liability. Where the modification results in an extinguishment, the new financial liability is recognised based on fair value of its obligation. The remaining carrying amount of financial liability is derecognised. The difference as well as proceed paid is recognised as other gains or losses in profit or loss.

Where the modification does not result in the derecognition of the financial liability, the carrying amount of the financial liability is recalculated as the present value of the renegotiated or modified contractual cash flows discounted at its original effective interest rate. The difference is recognised in other gains or losses in profit or loss.

5.12 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are added to the cost of those assets less investment income earned from those specific borrowings. The capitalisation of borrowing costs is ceased when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

Other borrowing costs are expensed in the period in which they are incurred.

5.13 Current and deferred income taxes

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current tax

The current income tax is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax

Deferred income tax is recognised on temporary differences arising from differences between the tax base of assets and liabilities and their carrying amounts in the financial statements. However, deferred income tax is not recognised for temporary differences arise from:

- initial recognition of an asset or liability in a transaction other than a business combination that affects neither accounting nor taxable profit or loss is not recognized; and
- investments in subsidiaries, associates and joint arrangements where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax is measured using tax rates of the period in which temporary difference is expected to be reversed, based on tax rates and laws that have been enacted or substantially enacted by the end of the reporting period.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

5.14 Employee benefits

a) Short-term employee benefits

Liabilities for short-term employee benefits such as wages, salaries, bonuses, and medical care that are expected to be settled wholly within 12 months after the end of the period are recognised in respect of employees' service up to the end of the reporting period. They are measured at the amount expected to be paid.

b) Defined contribution plan

The Group pays contributions to a separate fund on a mandatory basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due.

c) Defined benefit plans

Amount of retirement benefits is defined by the agreed benefits the employees will receive after the completion of employment. It usually depends on factors such as age, years of service and an employee's latest compensation at retirement.

The defined benefit obligation is calculated annually by an independent actuary using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using market yield of government bonds that matches the terms and currency of the expected cash outflows.

Remeasurement gains and losses are charged or credited to other comprehensive income in the period in which they arise. They are included in retained earnings in the statements of changes in equity.

Past-service costs are recognised immediately in profit or loss.

5.15 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation. The increase in the provision due to passage of time is recognised as interest expense.



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5.16 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options (net of tax) are shown as a deduction in equity.

5.17 Revenue recognition

Revenue include all revenues from ordinary business activities. All ancillary income in connection with the delivery of goods and rendering of services in the course of the Group's ordinary activities is also presented as revenue.

Revenue are recorded net of value added tax. They are recognised in accordance with the provision of services, provided that collectibility of the consideration is probable.

Multiple element arrangements involving delivery or provision of multiple products or services are separated into distinct performance obligations. Total transaction price of the bundled contract is allocated to each performance obligation based on their relative standalone selling prices or estimated standalone selling prices. Each performance obligation is recognised as revenue on fulfillment of the obligation to the customer.

Hotel

Revenue from hotel ownership comprises amounts earned in respect of rental of rooms, food and beverage sales, and other ancillary services. Revenue is recognised over the period when rooms are occupied or services are performed. Revenue from the sale of food and beverages and goods is recognised at the point of sale when the food and beverages and goods are delivered to customers. Payment is due immediately when the hotel guest occupies the room and receives the services and goods.

5.18 Dividend distribution

Dividend distributed to the Company's shareholders is recognised as a liability when interim dividends are approved by the Board of Directors, and when the annual dividends are approved by the shareholders.

5.19 Cash flow hedges that qualify for hedge accounting

The Group enters into interest rate swap contract to reduce its exposure to market fluctuation in interest rates. The Group does not enter into any derivative contracts for trading or speculative purposes.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The Group designates certain derivatives as hedges of a particular risk associated with the cash flows of i) recognised assets and liabilities or ii) highly probable forecast transactions (cash flow hedges).

At inception of the hedge relationship, the Group documents i) the economic relationship between hedging instruments and hedged items including whether changes in the cash flows of the hedging instruments are expected to offset changes in the cash flows of hedged items and ii) its risk management objective and strategy for undertaking its hedge transactions.

The full fair value of a hedging derivative is classified as a current or non-current asset or liability following the maturity of related hedged item.

The fair values of derivative financial instruments designated in hedge relationships are disclosed in Note 20. Movements in the hedging reserve in shareholders' equity are shown in Note 20.

Certain derivatives are designated as hedging instruments in qualifying hedging relationships. On initial designation of hedge, the Group formally documents the relationship between the hedging instruments and hedged items, including the risk management objective and strategy in undertaking hedge, together with the method used to assess the effectiveness of hedging relationship.

The Group makes an assessment, both at inception of the hedge relationship and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair value or cash flows of hedged items.

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Since the Group only have cash flow hedges, the method of recognising the resulting fair value gain or loss is as follows:

- The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income. The gain or loss relating to the ineffective portion is recognised immediately in the statement of comprehensive income.
- The effective portion accumulated in equity are recycled to the statement of profit or loss in the periods when the hedged item affects profit or loss. They are recorded in the income or expense lines in which the revenue or expense associated with the related hedged item is reported. In case of interest expense incurred relating to construction, the borrowing cost shall be capitalised as cost of the qualifying fixed assets.
- When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised in the periods when the hedged item affects profit or loss. When a forecast transaction is no longer expected to occur (for example, the recognised hedged asset is disposed of), the cumulative gain or loss previously recognised in other comprehensive income is immediately reclassified to the statement of profit or loss.

6 Financial risk management

The Group's exposure to financial risks and how these risks could affect the future financial performance are as follows:

Risk	Exposure arising from	Measurement	Management
Market risk - interest rate	Long-term borrowings at variable rates	Sensitivity analysis	Entering into interest rate swaps agreement
Credit risk	Cash and cash equivalents, trade and other receivables, derivative financial instruments and contract assets	Aging analysis Credit ratings	Diversification of bank deposits, credit limits
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities

6.1 Financial risk

6.1.1 Market risk

a) Foreign exchange risk

The Group is exposed to foreign exchange risk arising from some currency exposures, primarily relates to its certain receivables and payables. In addition to those transactional exposures, one of subsidiaries could be exposed to risk arising from investment associated in foreign country which the subsidiary has no foreign currency forward contract. However, the Group believes that foreign exchange risk will have no material effect since the receivables amount and payables amount which were in foreign currency, were slim compared with their operational results and they therefore do not use derivative financial instruments to hedge this risk.

b) Cash flow and interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group is exposed to interest rate risk relates primarily to its deposits at financial institutions, short-term borrowings and long-term borrowings. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are closed to the market rate. The Group assesses that the interest rate risk is significant as the interests from financial assets and financial liabilities are significantly different. However, the Group will use interest rate swap to management the risk when necessary.

The exposure of the Group's borrowings to interest rate changes of the borrowings at the end of the reporting period are as follows:

	Consolidated and Separate financial statements			
	2023		2022	
	Baht	% of total borrowings	Baht	% of total borrowings
Variable rate borrowings	2,300,000,000	100	3,000,000,000	100
	2,300,000,000	100	3,000,000,000	100

Sensitivity

Profit or loss is sensitive to higher or lower interest income from cash and cash at banks and interest expenses from borrowings as a result of changes in interest rates. Other components of equity changes as a result of an increase or decrease in the fair value of the cash flow hedges of borrowings.

	Consolidated and Separate financial statements			
	Impact to net profit		Impact to other components of equity	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Interest rate - increase 0.25% (2022: 0.25%)*	5,263,080	4,053,040	(495,832)	(1,479,001)
Interest rate - decrease 0.25% (2022: 0.25%)*	(7,263,080)	(6,053,040)	495,832	1,479,001

* Holding all other variables constant

Instruments used by the Group - Interest rate swap

Under the interest rate swaps, the Group agrees with the other parties to exchange, at specified interval, the difference between fixed contract rates and floating rate interest amounts calculated by reference to the agreed notional principal amounts. Any differential to be paid or received on an interest rate swap agreement is recognised as a component of interest revenue or expense over the period of the agreement.

The Group and the Company entered into interest rate swaps covering approximately 17.39% (2022: 13.33%) of the variable loan principal outstanding. The fixed interest rates of the swaps are 2.03% (2022: 2.03%), and the variable rates of the loans are between 0.33% and 0.46% under THOR which was 0.46% (2022: 0.77% under THBFIX) at the end of the reporting period.

The swap contracts require settlement of net interest receivable or payable every 180 days. The settlement dates coincide with the dates on which interest is payable on the underlying debt.

The effects of hedge accounting on the financial position and performance are disclosed in Note 20.

The effects of the interest rate-related hedging instruments on the Group and the Company's financial position and performance are as follows:

	Consolidated and Separate financial statements	
	2023 Baht	2022 Baht
Interest rate swaps		
Carrying amount (liability)	2,425,579	(1,298,716)
Notional amount	400,000,000	400,000,000
Maturity date	21 March 2024	21 March 2024
Hedge ratio	1:1	1:1
Change in fair value of outstanding hedge instruments since 1 January	1,958,778	8,088,562
Change in value of hedged item used to determine hedge effectiveness	(1,958,778)	(8,088,562)
Weighted average strike rate for outstanding hedging instruments	2.03%	2.03%

6.1.2 Credit risk

Credit risk arises from cash and cash equivalents, favourable derivative financial instruments and deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables.

a) Risk management

Credit risk is managed on a group basis. For banks and financial institutions, only independently rated parties with a minimum rating of 'B' are accepted.

If customers are independently rated, these ratings are used. Otherwise, if there is no independent rating, risk control assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Individual risk limits are set based on tips assessments in accordance with limits set by the board. The compliance with credit limits by customers is regularly monitored by line management.

Sales to retail customers are required to be settled in cash or using major credit cards to mitigate credit risk. There are no significant concentrations of credit risk, whether through exposure to individual customers or specific industry sectors.

b) Impairment of financial assets

The Group and the Company have following financial assets that are subject to the expected credit loss model:

- cash and cash equivalents;
- short-term investments; and
- trade and other receivables.

While i) cash and cash equivalents and ii) short-term investments which are the fixed deposit held at bank are subject to the new impairment requirement, management has considered that the identified impact was immaterial.

Trade receivables

The Group applies the TFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due.

6.1.3 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. At the end of the reporting period, the Group held deposits at call of Baht 205 million (2022: Baht 276 million) that are expected to readily generate cash inflows for managing liquidity risk. Due to the dynamic nature of the underlying businesses, the Group treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors i) rolling forecasts of the Group's liquidity reserve (comprising the undrawn borrowing facilities below); and ii) cash and cash equivalents on the basis of expected cash flows. In addition, the Group's liquidity management policy involves considering the level of liquid assets necessary, monitoring liquidity ratios and maintaining financing plans.

a) Financing arrangements

The Group had access to the following undrawn credit facilities as at 31 December as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Fixed rate				
Expiring within one year				
- Borrowings from shareholders	-	-	-	-
Expiring beyond one year				
- Borrowings from shareholders	300,000,000	300,000,000	300,000,000	300,000,000
Floating rate				
Expiring within one year				
- Borrowings from financial institution	-	-	-	-
Expiring beyond one year				
- Borrowings from financial institution	700,000,000	500,000,000	700,000,000	500,000,000
	1,000,000,000	800,000,000	1,000,000,000	800,000,000

b) Maturity of financial liabilities

The tables below analyse the maturity of financial liabilities grouping based on their contractual maturities. The amounts disclosed are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant. For interest rate swaps, the cash flows have been estimated using strike interest rates applicable at the end of the reporting period.

	Consolidated financial statements			
	Within 1 year Baht	2 - 5 years Baht	Over 5 years Baht	Total Baht
As at 31 December 2023				
Short-term borrowings from financial institutions	807,021,370	-	-	807,021,370
Trade and other payables	129,529,165	-	-	129,529,165
Lease liabilities	64,934,945	231,054,683	569,436,469	865,426,097
Long-term borrowings from financial institution	178,317,671	1,469,006,044	-	1,647,323,715
Other financial liabilities	-	-	20,822,493	20,822,493
Total financial liabilities that is not derivatives	1,179,803,151	1,700,060,727	590,258,962	3,470,122,840
Derivative financial liabilities				
Interest rate swap				
- cash flow hedge				
- Cash inflows	406,996	-	-	406,996
- Cash outflows	(1,779,726)	-	-	(1,779,726)
Total derivative financial liabilities	(1,372,730)	-	-	(1,372,730)
Total	1,178,430,421	1,700,060,727	590,258,962	3,468,750,110

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	Consolidated financial statements			
	Within 1 year Baht	2 - 5 years Baht	Over 5 years Baht	Total Baht
As at 31 December 2022				
Short-term borrowings from financial institutions	1,005,449,315	-	-	1,005,449,315
Trade and other payables	142,436,880	-	-	142,436,880
Lease liabilities	67,477,622	203,153,068	622,157,026	892,787,716
Long-term borrowings from financial institution	866,193,193	1,264,864,942	-	2,131,058,135
Other financial liabilities	-	-	20,320,693	20,320,693
Total financial liabilities that is not derivatives	2,081,557,010	1,468,018,010	642,477,719	4,192,052,739
Derivative financial liabilities				
Interest rate swap				
- cash flow hedge				
- Cash inflows	3,058,557	697,418	-	3,755,975
- Cash outflows	(8,097,753)	(1,846,466)	-	(9,944,219)
Total derivative financial liabilities	(5,039,196)	(1,149,048)	-	(6,188,244)
Total	2,076,517,814	1,466,868,962	642,477,719	4,185,864,495
	Separate financial statements			
	Within 1 year Baht	2 - 5 years Baht	Over 5 years Baht	Total Baht
As at 31 December 2023				
Short-term borrowings from financial institutions	807,021,370	-	-	807,021,370
Trade and other payables	224,099,361	-	-	224,099,361
Lease liabilities	81,852,578	283,971,490	730,671,600	1,096,495,668
Long-term borrowings from financial institution	178,317,671	1,469,006,044	-	1,647,323,715
Other financial liabilities	-	-	20,574,756	20,574,756
Total financial liabilities that is not derivatives	1,291,290,980	1,752,977,534	751,246,356	3,795,514,870
Derivative financial liabilities				
Interest rate swap				
- cash flow hedge				
- Cash inflows	406,996	-	-	406,996
- Cash outflows	(1,779,726)	-	-	(1,779,726)
Total derivative financial liabilities	(1,372,730)	-	-	(1,372,730)
Total	1,289,918,250	1,752,977,534	751,246,356	3,794,142,140



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	Separate financial statements			
	Within 1 year Baht	2 - 5 years Baht	Over 5 years Baht	Total Baht
As at 31 December 2022				
Short-term borrowings from financial institutions	1,005,449,315	-	-	1,005,449,315
Trade and other payables	229,253,566	-	-	229,253,566
Lease liabilities	74,325,051	262,685,965	793,693,700	1,130,704,716
Long-term borrowings from financial institution	866,193,193	1,264,864,942	-	2,131,058,135
Other financial liabilities	-	-	20,072,957	20,072,957
Total financial liabilities that is not derivatives	2,175,221,125	1,527,550,907	813,766,657	4,516,538,689
Derivative financial liabilities				
Interest rate swap				
- cash flow hedge				
- Cash inflows	3,058,557	697,418	-	3,755,975
- Cash outflows	(8,097,753)	(1,846,466)	-	(9,944,219)
Total derivative financial liabilities	(5,039,196)	(1,149,048)	-	(6,188,244)
Total	2,170,181,929	1,526,401,859	813,766,657	4,510,350,445

6.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amounts of dividends paid to shareholders.

7 Fair value

The following table shows fair values and carrying amounts of financial assets and liabilities by category.

	Consolidated financial statements			
	Fair value through profit or loss (FVPL) Baht	Amortised cost Baht	Total carrying amount Baht	Fair value Baht
As at 31 December 2023				
<i>Financial assets measured at fair value</i>				
Derivative financial assets	2,425,579	-	2,425,579	2,425,579
<i>Financial assets not measured at fair value</i>				
Cash and cash equivalents	-	205,324,821	205,324,821	205,324,821
Short-term investments	-	172,829	172,829	172,829
Trade and other receivables	-	73,518,121	73,518,121	73,518,121
Other non-current assets	-	11,741,974	11,741,974	11,005,206
	-	290,757,745	290,757,745	290,020,977
<i>Financial liabilities not measured at fair value</i>				
Short-term borrowings from financial institutions	-	800,000,000	800,000,000	800,000,000
Trade and other payables	-	129,529,165	129,529,165	129,529,165
Lease liabilities	-	669,557,975	669,557,975	669,557,975
Long-term borrowings from financial institution	-	1,498,400,504	1,498,400,504	1,498,400,504
Other non-current liabilities	-	20,822,493	20,822,493	20,095,551
	-	3,118,310,137	3,118,310,137	3,117,583,195

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Consolidated financial statements				
	Fair value through profit or loss (FVPL) Baht	Amortised cost Baht	Total carrying amount Baht	Fair value Baht
As at 31 December 2022				
<i>Financial assets not measured at fair value</i>				
Cash and cash equivalents	-	275,639,568	275,639,568	275,639,568
Short-term investments	-	172,632	172,632	172,632
Trade and other receivables	-	97,557,542	97,557,542	97,557,542
Other non-current assets	-	14,909,003	14,909,003	14,772,854
	-	388,278,745	388,278,745	388,142,596
<i>Financial liabilities measured at fair value</i>				
Derivative financial liabilities	1,298,716	-	1,298,716	1,298,716
<i>Financial liabilities not measured at fair value</i>				
Short-term borrowings from financial institutions	-	1,000,000,000	1,000,000,000	1,000,000,000
Trade and other payables	-	142,436,880	142,436,880	142,436,880
Lease liabilities	-	677,724,395	677,724,395	677,724,395
Long-term borrowings from financial institution	-	1,998,325,899	1,998,325,899	1,998,325,899
Other non-current liabilities	-	20,320,694	20,320,694	19,555,644
	-	3,838,807,868	3,838,807,868	3,838,042,818
Separate financial statements				
	Fair value through profit or loss (FVPL) Baht	Amortised cost Baht	Total carrying amount Baht	Fair value Baht
As at 31 December 2023				
<i>Financial assets measured at fair value</i>				
Derivative financial assets	2,425,579	-	2,425,579	2,425,579
<i>Financial assets not measured at fair value</i>				
Cash and cash equivalents	-	188,004,120	188,004,120	188,004,120
Short-term investments	-	172,829	172,829	172,829
Trade and other receivables	-	73,728,852	73,728,852	73,728,852
Other non-current assets	-	8,446,010	8,446,010	7,709,242
	-	270,351,811	270,351,811	269,615,043
<i>Financial liabilities not measured at fair value</i>				
Short-term borrowings from financial institutions	-	800,000,000	800,000,000	800,000,000
Trade and other payables	-	224,099,361	224,099,361	224,099,361
Lease liabilities	-	844,780,914	844,780,914	844,780,914
Long-term borrowings from financial institution	-	1,498,400,504	1,498,400,504	1,498,400,504
Other non-current liabilities	-	20,574,756	20,574,756	19,847,814
	-	3,387,855,535	3,387,855,535	3,387,128,593



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	Separate financial statements			
	Fair value through profit or loss (FVPL) Baht	Amortised cost Baht	Total carrying amount Baht	Fair value Baht
As at 31 December 2022				
<i>Financial assets not measured at fair value</i>				
Cash and cash equivalents	-	253,745,409	253,745,409	253,745,409
Short-term investments	-	172,632	172,632	172,632
Trade and other receivables	-	97,707,660	97,707,660	97,707,660
Other non-current assets	-	11,421,140	11,421,140	11,284,991
	-	363,046,841	363,046,841	362,910,692
<i>Financial liabilities measured at fair value</i>				
Derivative financial liabilities	1,298,716	-	1,298,716	1,298,716
<i>Financial liabilities not measured at fair value</i>				
Short-term borrowings from financial institutions	-	1,000,000,000	1,000,000,000	1,000,000,000
Trade and other payables	-	229,253,566	229,253,566	229,253,566
Lease liabilities	-	853,939,007	853,939,007	853,939,007
Long-term borrowings from financial institution	-	1,998,325,899	1,998,325,899	1,998,325,899
Other non-current liabilities	-	20,072,957	20,072,957	19,307,907
	-	4,101,591,429	4,101,591,429	4,100,826,379

The following table presents non-financial assets that are measured at fair value:

	Consolidated and Separate financial statements							
	Level 1		Level 2		Level 3		Total	
	2023	2022	2023	2022	2023	2022	2023	2022
Assets								
Property, plant and equipment - Land	-	-	-	-	3,200,000,000	3,040,000,000	3,200,000,000	3,040,000,000
Total non-financial assets measured at fair value	-	-	-	-	3,200,000,000	3,040,000,000	3,200,000,000	3,040,000,000

As at 31 December 2023, the Group had no others assets or liabilities measured at fair value except land and derivative financial assets, please see Note 14 and Note 20, respectively. Disclosures of fair value measurements by level are:

- Level 1: The fair value of financial instruments is based on the current bid price / closing price by reference to the Stock Exchange of Thailand / the Thai Bond Dealing Centre.
- Level 2: The fair value of financial instruments is determined using significant observable inputs and, as little as possible, entity-specific estimates.
- Level 3: The fair value of financial instruments is not based on observable market data.

Since the majority of the financial assets are short-term, and the majority of the financial liabilities are long-term borrowings which carry interest rate close to market rate and floating rate. The management of the Group believes that the fair values of the Group's financial assets and financial liabilities do not materially differ from their carrying amounts.

The fair value of interest rate swap is calculated as the present value of the estimated future cash flows.

The face values less any estimated credit adjustments for financial assets and liabilities with a maturity of less than one year are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate available to the Group or the Company for similar financial instruments.

8 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

a) Impairment of assets

The Group tests whether assets, which comprise property, plant, and equipment and right-of-use assets have suffered any impairment, in accordance with the accounting policy stated in Note 5.9. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations or fair value less cost to sell as appropriate. These calculations require the use of estimates. Disclosures about estimated impairment of property, plant, and equipment and right-of-use assets are provided in Note 14 and 15, respectively.

b) Fair value of land

The fair value of land depends on a number of assumptions revaluated by the external valuation expert. There are 2 types of assumptions which are financial assumption and characteristic assumption.

For financial assumption, the valuer uses selling land price adjusted with external environments of 4 subjected land with the nearest condition to the Company's land.

For characteristic assumption, the valuer uses 3 assumptions which the Location is significant for revaluating the Company's fair value of the land.

c) Defined retirement benefit obligations

The present value of the retirement benefit obligations depends on a number of assumptions. Key assumptions used and impacts from possible changes in key assumptions are disclosed in Note 23.

d) Deferred tax asset for carried forward tax losses

The Group has incurred the losses for many years due to COVID-19 pandemic. The loss related to the decreasing in number of guests especially the international customers which are the Group's main target and the temporarily closure of some hotel's facilities in accordance with the official announcement from the Government in mid-2021. The operation of the Group is back to normal this year. The deferred tax assets related to carried-forward tax losses of the Group which will be recoverable using the estimated future taxable income based on the approved business plans and budgets. It is expected that the losses carried forward will be utilised within 5 years.

e) Determination of lease terms

Critical judgement in determining the lease term, the Group considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

For leases of properties, the most relevant factors are historical lease durations, the costs and conditions of leased assets.

Most extension options on offices leases have not been included in the lease liability, because the Group considers i) the underlying asset condition and/or ii) insignificant cost to replace the leased assets.

The lease term is reassessed if an option is actually exercised (or not exercised) or the Group becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstance affecting this assessment occur, and that it is within the control of the Group.

f) Determination of discount rate applied to lease liabilities

The Group determines the incremental borrowing rate as follows:

- Where possible, use recent third-party financing received by the individual lessee as a starting point, adjusting to reflect changes in its financing conditions.
- Make adjustments specific to the lease, e.g. term, country, currency and security.



9 Segment information

Segment reporting is presented in respect of the Group's business segments. The primary format, business segments, is based on the Company's and its subsidiaries' management and internal reporting structure.

Inter-segment pricing is determined on mutually agreed terms.

Segment results include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items mainly comprise interest income, interest expenses, and corporate expenses.

Business segments

The Company and its subsidiaries comprise the following main business segments:

Segment 1 Hotel operation
Segment 2 Food and beverage
Segment 3 Outside shops

Timing of revenue recognition

Revenues from hotel operation are recognised when a performance obligation is satisfied over time.

Revenues from food and beverage are recognised when a performance obligation is satisfied at point in time.

Revenues from outside shops are recognised when a performance obligation is satisfied at point in time.

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Business segment results in the consolidated financial statements for the years ended 31 December 2023 and 2022 were as follows:

	(Unit: Thousand Baht)															
	Consolidated financial statements															
	Hotel operation		Food and beverage		Outside shops		Other segments		Undistributed operating income (expenses)		Total		Elimination		Consolidation	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
Revenue	1,162,523	785,723	990,257	826,303	117,790	115,590	246,428	200,330	-	-	2,516,998	1,927,946	(175)	(175)	2,516,823	1,927,771
Interest income	-	-	-	-	-	-	-	-	1,597	872	1,597	872	(210)	(549)	1,387	323
Other income	-	-	-	-	-	-	-	-	2,101	3,304	2,101	3,304	-	-	2,101	3,304
Total revenues	1,162,523	785,723	990,257	826,303	117,790	115,590	246,428	200,330	3,698	4,176	2,520,696	1,932,122	(385)	(724)	2,520,311	1,931,398
Cost of sales and services	(430,028)	(372,719)	(721,984)	(635,710)	(78,031)	(70,961)	(78,813)	(63,420)	(46,697)	(50,445)	(1,355,553)	(1,193,255)	175	175	(1,355,378)	(1,193,080)
Selling expenses	-	-	-	-	-	-	-	-	(116,486)	(88,397)	(116,486)	(88,397)	-	-	(116,486)	(88,397)
Administrative expenses	-	-	-	-	-	-	-	-	(582,044)	(441,702)	(582,044)	(441,702)	-	-	(582,044)	(441,702)
Total expenses	(430,028)	(372,719)	(721,984)	(635,710)	(78,031)	(70,961)	(78,813)	(63,420)	(745,227)	(580,544)	(2,054,083)	(1,723,354)	175	175	(2,053,908)	(1,723,179)
Share of loss of associates	-	-	-	-	-	-	-	-	-	(1,909)	-	(1,909)	-	-	-	(1,909)
Profit (loss) before finance costs and income tax expense	732,495	413,004	268,273	190,593	39,759	44,629	167,615	136,910	(741,529)	(578,277)	466,613	206,859	(210)	(549)	466,403	206,310
Finance costs - interest expense	-	-	-	-	-	-	-	-	(146,576)	(139,251)	(146,576)	(139,251)	21,111	22,033	(125,465)	(117,218)
Income tax expense	-	-	-	-	-	-	-	-	(63,494)	(885)	(63,494)	(885)	-	-	(63,494)	(885)
Profit (loss) for the year	732,495	413,004	268,273	190,593	39,759	44,629	167,615	136,910	(951,599)	(718,413)	256,543	66,723	20,901	21,484	277,444	88,207

10 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Cash on hand	3,809,894	3,497,425	3,809,894	3,497,425
Cash at banks				
- current accounts	9,013,460	21,554,330	2,383,131	347,229
- savings accounts	192,501,467	200,587,813	181,811,095	199,900,755
- fixed deposit account	-	50,000,000	-	50,000,000
Total cash and cash equivalents	205,324,821	275,639,568	188,004,120	253,745,409

As at 31 December 2023, the interest rates of savings accounts were 0.05% to 1.15% per annum (2022: 0.01% to 0.40% per annum).

11 Trade and other receivables

11.1 Trade and other receivables

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Trade receivables				
Trade receivables - third parties	63,744,562	84,514,303	63,744,562	84,514,303
Trade receivables - related party (Note 31 c))	2,944,616	2,989,452	2,944,616	2,989,452
Accrued income	2,071,228	2,686,896	2,071,228	2,686,896
<u>Less</u> Loss allowance	(52,916)	(175,994)	(52,916)	(175,994)
Trade receivables, net	68,707,490	90,014,657	68,707,490	90,014,657
Amount due from related parties				
Amounts due from related parties (Note 31 c))	1,355,536	3,968,224	59,156,331	61,313,975
<u>Less</u> Loss allowance	-	-	(57,590,064)	(57,195,633)
Amount due from related parties, net	1,355,536	3,968,224	1,566,267	4,118,342
Other receivables				
Prepaid rental expenses	339,866	339,860	339,866	339,860
Prepaid insurance expenses	14,088,631	10,935,146	14,088,631	10,935,146
Other prepaid expenses	13,398,293	11,477,356	13,040,957	11,210,872
Others	4,793,429	4,074,661	4,793,429	4,074,661
Other receivables	32,620,219	26,827,023	32,262,883	26,560,539
Total trade and other receivables	102,683,245	120,809,904	102,536,640	120,693,538

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11.2 Impairment of trade receivables

Information about the impairment of trade receivables and the Group's exposure to credit risk, foreign currency risk and interest rate risk is disclosed in Note 5.4 and Note 6.

The loss allowance for trade receivables was determined as follows:

Consolidated financial statements						
	Under 30 days Baht	31 - 60 days Baht	61 - 90 days Baht	91 - 120 days Baht	Over 120 days Baht	Total Baht
As of 31 December 2023						
Gross carrying amount						
- trade receivables						
- third parties	62,709,295	945,267	-	90,000	-	63,744,562
- related party	2,944,616	-	-	-	-	2,944,616
- accrued income	2,071,228	-	-	-	-	2,071,228
Loss allowance	(52,916)	-	-	-	-	(52,916)
	67,672,223	945,267	-	90,000	-	68,707,490
As of 31 December 2022						
Gross carrying amount						
- trade receivables						
- third parties	81,710,773	2,345,689	267,702	62,579	127,560	84,514,303
- related party	2,989,452	-	-	-	-	2,989,452
- accrued income	2,686,896	-	-	-	-	2,686,896
Loss allowance	(175,994)	-	-	-	-	(175,994)
	87,211,127	2,345,689	267,702	62,579	127,560	90,014,657
Separate financial statements						
	Under 30 days Baht	31 - 60 days Baht	61 - 90 days Baht	91 - 120 days Baht	Over 120 days Baht	Total Baht
As of 31 December 2023						
Gross carrying amount						
- trade receivables						
- third parties	62,709,295	945,267	-	90,000	-	63,744,562
- related party	2,944,616	-	-	-	-	2,944,616
- accrued income	2,071,228	-	-	-	-	2,071,228
Loss allowance	(52,916)	-	-	-	-	(52,916)
	67,672,223	945,267	-	90,000	-	68,707,490
As of 31 December 2022						
Gross carrying amount						
- trade receivables						
- third parties	81,710,773	2,345,689	267,702	62,579	127,560	84,514,303
- related party	2,989,452	-	-	-	-	2,989,452
- accrued income	2,686,896	-	-	-	-	2,686,896
Loss allowance	(175,994)	-	-	-	-	(175,994)
	87,211,127	2,345,689	267,702	62,579	127,560	90,014,657

The loss allowances for trade receivables as at 31 December reconcile to the opening loss allowances as follows:

Consolidated and Separate financial statements	
	2023 Baht
	2022 Baht
Opening loss allowance as at 1 January	(175,994)
Increase in loss allowance recognised in profit or loss during the year	(131,803)
Receivables written off during the year as uncollectible	254,881
Closing loss allowance as at 31 December	(52,916)

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11.3 Impairments of amounts due from related parties

Information about the impairment of amounts due from related parties and the Group's exposure to credit risk, foreign currency risk and interest rate risk is disclosed in Note 5.4 and Note 6.

The loss allowance for amounts due from related parties was determined as follows:

	Consolidated financial statements					Total Baht
	Under 30 days Baht	31 - 60 days Baht	61 - 90 days Baht	91 - 120 days Baht	Over 120 days Baht	
As of 31 December 2023						
Gross carrying amount - amounts due from related parties	1,156,203	159,315	40,018	-	-	1,355,536
Loss allowance	-	-	-	-	-	-
	1,156,203	159,315	40,018	-	-	1,355,536
As of 31 December 2022						
Gross carrying amount - amounts due from related parties	3,968,224	-	-	-	-	3,968,224
Loss allowance	-	-	-	-	-	-
	3,968,224	-	-	-	-	3,968,224
	Separate financial statements					Total Baht
	Under 30 days Baht	31 - 60 days Baht	61 - 90 days Baht	91 - 120 days Baht	Over 120 days Baht	
As of 31 December 2023						
Gross carrying amount - amounts due from related parties	1,631,586	159,315	40,018	6,500	57,318,912	59,156,331
Loss allowance	(264,652)	-	-	(6,500)	(57,318,912)	(57,590,064)
	1,366,934	159,315	40,018	-	-	1,566,267
As of 31 December 2022						
Gross carrying amount - amounts due from related parties	4,408,806	-	-	6,700	56,898,469	61,313,975
Loss allowance	(290,464)	-	-	(6,700)	(56,898,469)	(57,195,633)
	4,118,342	-	-	-	-	4,118,342

The loss allowances for amounts due from related parties as at 31 December reconcile to the opening loss allowances as follows:

	Separate financial statements	
	2023 Baht	2022 Baht
Opening loss allowance as at 1 January	(57,195,633)	(56,611,770)
Increase in loss allowance recognised in profit or loss during the year	(394,431)	(583,863)
Closing loss allowance as at 31 December	(57,590,064)	(57,195,633)

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12 Financial assets and financial liabilities

Classification of the Group's financial assets and financial liabilities are as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Financial assets				
Financial assets at amortised cost				
Cash and cash equivalents	205,324,821	275,639,568	188,004,120	253,745,409
Short-term investment	172,829	172,632	172,829	172,632
Trade and other receivables	73,518,121	97,557,542	73,728,852	97,707,660
Other non-current assets	11,741,974	14,909,003	8,446,010	11,421,140
Financial assets at fair value through profit or loss				
Derivative financial assets under hedge accounting	2,425,579	-	2,425,579	-
	293,183,324	388,278,745	272,777,390	363,046,841
Financial liabilities				
Financial liabilities at amortised cost				
Short-term borrowings from financial institutions	800,000,000	1,000,000,000	800,000,000	1,000,000,000
Trade and other payables	129,529,165	142,436,880	224,099,361	229,253,566
Lease liabilities	669,557,975	677,724,395	844,780,914	853,939,007
Long-term borrowings from financial institutions	1,498,400,504	1,998,325,899	1,498,400,504	1,998,325,899
Other non-current liabilities	20,822,493	20,320,694	20,574,756	20,072,957
Financial liabilities at fair value through profit or loss				
Derivative financial liabilities under hedge accounting	-	1,298,716	-	1,298,716
	3,118,310,137	3,840,106,584	3,387,855,535	4,102,890,145

12.1 Other financial assets at amortised cost

Classification of financial assets at amortised cost

The Group classifies its financial assets at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows; and
- the contractual terms give rise to cash flows that are solely payments of principal and interest.

13 Investments in subsidiaries and associates

- a) The movements in investments in associates accounted for under equity method for the years ended 31 December comprise:

	Consolidated financial statements	
	2023 Baht	2022 Baht
Opening net book value	-	1,909,150
Share of loss of associates	-	(1,909,150)
Closing net book value	-	-

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b) Investments in subsidiaries and associates accounted for under cost method as at 31 December comprise:

	Separate financial statements	
	2023 Baht	2022 Baht
Subsidiaries:		
Investments in subsidiaries, cost	4,100,000	4,100,000
<u>Less</u> Allowance for impairment of investments in subsidiaries	(4,000,000)	(4,000,000)
Investments in subsidiaries, net	100,000	100,000
	Separate financial statements	
	2023 Baht	2022 Baht
Associates:		
Investments in associates, cost	50,124,869	50,124,869
<u>Less</u> Allowance for impairment of investments in associates	(40,604,869)	(40,604,869)
Investments in associates, net	9,520,000	9,520,000

c) Details of the investments in subsidiaries and associates can be summarised as follows:

Company's name	Nature of business	Country of incorporation	Nature of relationship	Currency
Subsidiaries				
Baan Rim Naam Chao Phraya Company Limited	Cooking school, land and building leases	Thailand	Shareholder	Baht
Bagan Hotel Holding (Thailand) Company Limited	Investment holding	Thailand	Shareholder	Baht
Associates				
Siam Flight Services Limited which has a subsidiary as follows:	Airline catering	Thailand	Shareholder	Baht
LSG Sky Chefs (Thailand) Limited	Airline catering	Thailand	Shareholder	Baht
Bagan Hotel Holding Company (BVI) Limited (invested by Bagan Hotel Holding (Thailand) Company Limited)	Investment in a Myanmar hotel project	British Virgin Islands	Shareholder	US Dollar

Transactions incurred during 2023

On 15 December 2023, the subsidiary, Bagan Hotel Holding (Thailand) Company Limited, a subsidiary of the Company, registered its dissolution with the Department of Business Development and is under the liquidation process.

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d) Carrying values of investments in subsidiaries

Company's name	Separate financial statements As at 31 December 2023			
	Paid-up capital Baht	Investment portion %	Cost method Baht	Dividend Baht
Subsidiaries				
Baan Rim Naam Chao Phraya Company Limited	100,000	100	100,000	-
Bagan Hotel Holding (Thailand) Company Limited	4,000,000	100	4,000,000	-
Total investments in subsidiaries			4,100,000	-
<u>Less</u> Allowance for impairment of investments in subsidiaries			(4,000,000)	-
Total investments in subsidiaries, net			100,000	-

Company's name	Separate financial statements As at 31 December 2022			
	Paid-up capital Baht	Investment portion %	Cost method Baht	Dividend Baht
Subsidiaries				
Baan Rim Naam Chao Phraya Company Limited	100,000	100	100,000	-
Bagan Hotel Holding (Thailand) Company Limited	4,000,000	100	4,000,000	-
Total investments in subsidiaries			4,100,000	-
<u>Less</u> Allowance for impairment of investments in subsidiaries			(4,000,000)	-
Total investments in subsidiaries, net			100,000	-

e) Carrying values of investments in associates

Company's name	As at 31 December 2023				
	Paid-up capital Baht	Investment portion %	Cost method Baht	Equity method Baht	Dividend Baht
Associates					
Siam Flight Services Limited	3,000,000	26	9,520,000	-	-
Bagan Hotel Holding Company (BVI) Limited	81,181,488	50	40,604,869	-	-
Total investments in associates			50,124,869	-	-
<u>Less</u> Allowance for impairment of investments in associates			(40,604,869)	-	-
Total investments in associates, net			9,520,000	-	-

Company's name	As at 31 December 2022				
	Paid-up capital Baht	Investment portion %	Cost method Baht	Equity method Baht	Dividend Baht
Associates					
Siam Flight Services Limited	3,000,000	26	9,520,000	-	-
Bagan Hotel Holding Company (BVI) Limited	81,181,488	50	40,604,869	-	-
Total investments in associates			50,124,869	-	-
<u>Less</u> Allowance for impairment of investments in associates			(40,604,869)	-	-
Total investments in associates, net			9,520,000	-	-

Bagan Hotel Holding (Thailand) Company Limited, a subsidiary of the Company, had invested in a hotel project in Republic of the Union of Myanmar through Bagan Hotel Holding Company (BVI) Limited. On 13 August 2003, the project was terminated by the Ministry of Hotels & Tourism, Republic of the Union of Myanmar. A full provision had been made against the investment.

Siam Flight Services Limited is the associate of the Group, which is material to the Group in opinion of the directors. The associate has share capital consisting solely of ordinary shares, which is held directly by the Group.

Summarised financial information for associate

Set out below are the summarised financial information for Siam Flight Services Limited accounted for using the equity method.

Summarised statement of financial position

	As at 31 December	
	2023 Baht	2022 Baht
Current assets		
Cash and cash equivalents	61,198,949	59,417,251
Other current assets (excluding cash)	146,992,855	90,774,498
Total current assets	208,191,804	150,191,749
Non-current assets	107,429,101	134,885,963
	315,620,905	285,077,712
Current liabilities	331,112,925	295,805,328
Non-current liabilities	6,878,922	5,528,627
	337,991,847	301,333,955
Net assets	(22,370,942)	(16,256,243)

Summarised statement of comprehensive income

	For the years ended 31 December	
	2023 Baht	2022 Baht
Revenues	603,081,460	312,960,404
Other income	667,117	6,664,177
Cost of sales	(398,427,649)	(307,336,752)
Selling and administrative expenses	(170,482,361)	(31,649,386)
Depreciation and amortisation	(40,953,266)	(7,384,521)
Loss from continuing operations	(6,114,699)	(26,746,078)
Income tax expense	-	-
Total comprehensive expense	(6,114,699)	(26,746,078)

The information above reflects the amounts presented in the financial statements of the associate (and not the Group's share of those amounts) adjusted for differences in accounting policies between the Group and the associate.

Reconciliation of summarised financial information

Reconciliation of the summarised financial information presented to the carrying amount of its interest in associate:

Summarised financial information

	2023 Baht	2022 Baht
Net assets as at 1 January	(16,256,243)	10,489,835
Loss for the year	(6,114,699)	(26,746,078)
Net assets as at 31 December	(22,370,942)	(16,256,243)
Non-controlling interests (30%)	(6,711,283)	(4,876,873)
Closing net assets attributable to owners of the parent	(15,659,659)	(11,379,370)
Interest in associate (26%)	-	-

There are no contingent liabilities relating to the Group's interest in the associate.

14 Property, plant and equipment

	Consolidated financial statements								
	Land Baht	Buildings and building improvements Baht	Leasehold improvements and renovations Baht	Machinery and equipment Baht	Furniture and fixtures Baht	Vehicles and boats Baht	Hotel operating equipment Baht	Assets under construction and installation Baht	Total Baht
At 1 January 2022									
Cost	3,040,000,000	2,318,350,936	1,276,766,242	860,250,200	1,185,018,029	8,967,716	70,961,551	20,963,783	8,781,278,457
<u>Less</u> Accumulated depreciation	-	(1,075,996,309)	(991,629,126)	(498,320,600)	(644,591,823)	(8,649,147)	(35,903,282)	-	(3,255,090,287)
Net book amount	3,040,000,000	1,242,354,627	285,137,116	361,929,600	540,426,206	318,569	35,058,269	20,963,783	5,526,188,170
Year ended 31 December 2022									
Opening net book amount	3,040,000,000	1,242,354,627	285,137,116	361,929,600	540,426,206	318,569	35,058,269	20,963,783	5,526,188,170
Additions	-	-	-	-	1,458,439	-	9,412,743	23,176,391	34,047,573
Disposals, net	-	-	-	(93)	(401)	(23,490)	-	-	(23,984)
Transfers in (out)	-	11,923,215	493,900	9,417,608	9,976,985	-	-	(32,576,361)	(764,653)
Adjustment	-	(6,598,299)	-	-	-	-	-	-	(6,598,299)
Depreciation charge	-	(77,919,112)	(68,811,981)	(65,623,110)	(87,329,283)	(213,747)	(36,555,503)	-	(336,452,736)
Closing net book amount	3,040,000,000	1,169,760,431	216,819,035	305,724,005	464,531,946	81,332	7,915,509	11,563,813	5,216,396,071
At 31 December 2022									
Cost	3,040,000,000	2,323,675,852	1,277,260,142	861,612,455	1,194,913,592	8,913,510	80,374,294	11,563,813	8,798,313,658
<u>Less</u> Accumulated depreciation	-	(1,153,915,421)	(1,060,441,107)	(555,888,450)	(730,381,646)	(8,832,178)	(72,458,785)	-	(3,581,917,587)
Net book amount	3,040,000,000	1,169,760,431	216,819,035	305,724,005	464,531,946	81,332	7,915,509	11,563,813	5,216,396,071
Year ended 31 December 2023									
Opening net book amount	3,040,000,000	1,169,760,431	216,819,035	305,724,005	464,531,946	81,332	7,915,509	11,563,813	5,216,396,071
Revaluation surplus	160,000,000	-	-	-	-	-	-	-	160,000,000
Additions	-	-	2,548,700	4,291,844	3,744,263	-	12,883,398	29,230,048	52,698,253
Disposals, net	-	-	(1)	-	(175,620)	-	-	-	(175,621)
Write-off, net	-	-	(14)	(2)	(29)	-	-	-	(45)
Transfers in (out)	-	8,717,844	-	20,029,496	6,822,133	-	-	(39,797,940)	(4,228,467)
Depreciation charge	-	(78,497,454)	(64,688,783)	(64,760,024)	(82,338,413)	(76,798)	(14,528,261)	-	(304,889,733)
Closing net book amount	3,200,000,000	1,099,980,821	154,678,937	265,285,319	392,584,280	4,534	6,270,646	995,921	5,119,800,458
At 31 December 2023									
Cost	3,200,000,000	2,332,393,696	1,268,867,363	885,912,347	1,196,679,099	8,913,510	93,257,692	995,921	8,987,019,628
<u>Less</u> Accumulated depreciation	-	(1,232,412,875)	(1,114,188,426)	(620,627,028)	(804,094,819)	(8,908,976)	(86,987,046)	-	(3,867,219,170)
Net book amount	3,200,000,000	1,099,980,821	154,678,937	265,285,319	392,584,280	4,534	6,270,646	995,921	5,119,800,458

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	Separate financial statements								Total Baht
	Land Baht	Buildings and building improvements Baht	Leasehold improvements and renovations Baht	Machinery and equipment Baht	Furniture and fixtures Baht	Vehicles Baht	Hotel operating equipment Baht	Assets under construction and installation Baht	
At 1 January 2022									
Cost	3,040,000,000	2,318,350,936	877,385,411	860,250,200	1,185,224,751	7,227,716	70,961,551	20,963,783	8,380,364,348
<u>Less</u> Accumulated depreciation	-	(1,075,996,309)	(648,317,348)	(498,320,600)	(644,591,823)	(6,909,150)	(35,903,282)	-	(2,910,038,512)
Net book amount	3,040,000,000	1,242,354,627	229,068,063	361,929,600	540,632,928	318,566	35,058,269	20,963,783	5,470,325,836
Year ended 31 December 2022									
Opening net book amount	3,040,000,000	1,242,354,627	229,068,063	361,929,600	540,632,928	318,566	35,058,269	20,963,783	5,470,325,836
Additions	-	-	-	-	1,458,439	-	9,412,743	23,176,391	34,047,573
Disposals, net	-	-	-	(93)	(401)	(23,490)	-	-	(23,984)
Transfers in (out)	-	11,923,215	493,900	9,417,608	9,976,985	-	-	(32,576,361)	(764,653)
Adjustment	-	(6,598,299)	-	-	-	-	-	-	(6,598,299)
Depreciation charge	-	(77,919,112)	(58,681,853)	(65,623,110)	(87,329,283)	(213,747)	(36,555,503)	-	(326,322,608)
Closing net book amount	3,040,000,000	1,169,760,431	170,880,110	305,724,005	464,738,668	81,329	7,915,509	11,563,813	5,170,663,865
At 31 December 2022									
Cost	3,040,000,000	2,323,675,852	877,879,311	861,612,455	1,195,120,314	7,173,510	80,374,294	11,563,813	8,397,399,549
<u>Less</u> Accumulated depreciation	-	(1,153,915,421)	(706,999,201)	(555,888,450)	(730,381,646)	(7,092,181)	(72,458,785)	-	(3,226,735,684)
Net book amount	3,040,000,000	1,169,760,431	170,880,110	305,724,005	464,738,668	81,329	7,915,509	11,563,813	5,170,663,865
Year ended 31 December 2023									
Opening net book amount	3,040,000,000	1,169,760,431	170,880,110	305,724,005	464,738,668	81,329	7,915,509	11,563,813	5,170,663,865
Revaluation surplus	160,000,000	-	-	-	-	-	-	-	160,000,000
Additions	-	-	2,548,700	4,291,844	3,744,263	-	12,883,398	29,230,048	52,698,253
Disposals, net	-	-	(1)	-	(175,620)	-	-	-	(175,621)
Write-off, net	-	-	(14)	(2)	(29)	-	-	-	(45)
Transfers in (out)	-	8,717,844	-	20,029,496	6,822,133	-	-	(39,797,940)	(4,228,467)
Depreciation charge	-	(78,497,454)	(55,133,972)	(64,760,024)	(82,338,413)	(76,798)	(14,528,261)	-	(295,334,922)
Closing net book amount	3,200,000,000	1,099,980,821	118,294,823	265,285,319	392,791,002	4,531	6,270,646	995,921	5,083,623,063
At 31 December 2023									
Cost	3,200,000,000	2,332,393,696	869,486,532	885,912,347	1,196,885,821	7,173,510	93,257,692	995,921	8,586,105,519
<u>Less</u> Accumulated depreciation	-	(1,232,412,875)	(751,191,709)	(620,627,028)	(804,094,819)	(7,168,979)	(86,987,046)	-	(3,502,482,456)
Net book amount	3,200,000,000	1,099,980,821	118,294,823	265,285,319	392,791,002	4,531	6,270,646	995,921	5,083,623,063

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If the land was stated on the historical cost basis, the amounts would be as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Cost	28,562,635	28,562,635	28,562,635	28,562,635
Net book amount	28,562,635	28,562,635	28,562,635	28,562,635

Fair value of land

An independent valuation of the Group's land was performed by valuers name Jones Lang LaSalle (Thailand) Limited to determine the fair value of the land as at 30 June 2023. The revaluation surplus net of applicable deferred income taxes was credited to other comprehensive income.

The following table analyses land carried at fair value, by valuation method.

	Quoted prices in active markets for identical assets (level 1) Baht	Significant other observable inputs (level 2) Baht	Significant unobservable inputs (level 3) Baht
Recurring fair value measurements			
Land	-	-	3,200,000,000
	-	-	3,200,000,000

There were no transfers between levels of fair value hierarchy during the year.

Fair value measurements using significant unobservable inputs (level 3)

Fair values for level 3 are assessed by third parties by using the method of comparing sales items similar to the assessment of land in level 2. However, for where similar sales data are limited in a local market and valuations are made using information that cannot be observed in the market, the external appraiser and the Company's appraiser has considered the information used to assess the fair value from location, size, and condition of land, and comparable items in the economy which assets are located.

Information about fair value measurements using significant unobservable inputs (level 3)

Description	Fair value as at 30 June 2023	Valuation technique(s)	Unobservable inputs	Range of unobservable inputs (probability - weighted average)	Relationship of unobservable inputs to fair value
Land	3,200,000,000	Sales comparison approach	Price per square wah	Baht 1.31 million - Baht 2.84 million (Baht 2.10 million)	The higher the price per square wah, the higher the fair value

Impairment

The Company had made an investment on a major renovation during the year 2019 and 2020 and the impact from Coronavirus disease (COVID-19) pandemic has still severely affected on the operations of the Company caused the hotel's performance declined significantly since 2021. The operations of the Company have started to recover in the last quarter of 2022. The management performed impairment testing of the hotel cash generality unit (CGU).

The recoverable amount of hotel CGU, including properties, equipment and right-of-use assets, is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets covering a 5-year period. The assumptions based on the circumstance that the Company's operation has been back to normal in 2023. Additionally, the Group estimated revenue growth rate from 2024 onwards at 3% per annum and a discount rate of 9.64%. The growth rate does not exceed the long-term average growth rate for the business in which the CGU operates. The recoverable amount of the hotel CGU is estimated to exceed the carrying value amount of the hotel CGU, therefore no impairment loss is recognized in the year 2023.



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Sensitivity analysis

The recoverable amount calculated based on value-in-use exceed carrying value. If there is increase or decrease in discount rate by 0.50%, the recoverable amount is still exceeded carrying value which there is no impairment loss.

15 Right-of-use assets

Details of right-of-use assets balance as at 31 December, are as follows:

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	Baht	Baht	Baht	Baht
Right-of-use assets				
Retail stores	38,409,949	8,459,351	38,409,949	8,459,351
Buildings	-	-	84,416,731	89,240,546
Land	410,615,765	443,801,114	613,917,508	658,720,098
	449,025,714	452,260,465	736,744,188	756,419,995

For the year ended 31 December, amounts charged to profit or loss and cash flows relating to leases are as follows:

	Consolidated financial statements			
	Retail stores Baht	Buildings Baht	Land Baht	Total Baht
Balance as at 1 January 2022	22,390,129	-	468,829,787	491,219,916
Addition	1,913,391	-	-	1,913,391
Lease modification and adjustment	494,231	-	9,078,193	9,572,424
Depreciation charge	(16,338,400)	-	(34,106,866)	(50,445,266)
Balance as at 31 December 2022	8,459,351	-	443,801,114	452,260,465
Balance as at 1 January 2023	8,459,351	-	443,801,114	452,260,465
Additions	43,462,628	-	-	43,462,628
Depreciation charge	(13,512,030)	-	(33,185,349)	(46,697,379)
Balance as at 31 December 2023	38,409,949	-	410,615,765	449,025,714

	Separate financial statements			
	Retail stores Baht	Buildings Baht	Land Baht	Total Baht
Balance as at 1 January 2022	22,390,129	94,064,359	699,680,079	816,134,567
Addition	1,913,391	-	-	1,913,391
Lease modification and adjustment	494,231	-	4,661,261	5,155,492
Depreciation charge	(16,338,400)	(4,823,813)	(45,621,242)	(66,783,455)
Balance as at 31 December 2022	8,459,351	89,240,546	658,720,098	756,419,995
Balance as at 1 January 2023	8,459,351	89,240,546	658,720,098	756,419,995
Additions	43,462,628	-	-	43,462,628
Depreciation charge	(13,512,030)	(4,823,815)	(44,802,590)	(63,138,435)
Balance as at 31 December 2023	38,409,949	84,416,731	613,917,508	736,744,188

During the year 2023, the Group tested impairment of right-of-use assets. Please see Note 14.

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The expense relating to leases that not included in the measurement of lease liabilities and right-of-use assets and cash outflows for leases is as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Expense relating to leases of low-value assets (Note 28)	761,400	761,400	761,400	761,400
Expense relating to variable lease payments	11,566,145	8,200,464	11,566,145	8,200,464
Total cash outflow for leases	70,308,477	49,502,182	71,300,149	65,140,612

Variable lease payment

Some property lease contains variable payment terms that are linked to sales generated from performance's retail stores. Most of lease payments mainly are on the basis of variable payment terms with percentage ranging from 12% to 19% of sales. Variable lease payments that depend on sales are recognised in profit or loss in the year.

16 Intangible assets

	Consolidation and Separate financial statements Computer software Baht
At 1 January 2022	
Cost	98,702,675
<u>Less</u> Accumulated amortisation	(92,911,495)
Net book amount	5,791,180
Year ended 31 December 2022	
Opening net book amount	5,791,180
Additions	764,653
Amortisation charge (Note 28)	(3,391,692)
Closing net book amount	3,164,141
At 31 December 2022	
Cost	99,467,328
<u>Less</u> Accumulated amortisation	(96,303,187)
Net book amount	3,164,141
Year ended 31 December 2023	
Opening net book amount	3,164,141
Addition	232,307
Transfers in	4,228,467
Amortisation charge (Note 28)	(2,081,041)
Closing net book amount	5,543,874
At 31 December 2023	
Cost	103,928,102
<u>Less</u> Accumulated amortisation	(98,384,228)
Net book amount	5,543,874

17 Deferred tax

The analysis of deferred tax assets and liabilities is as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Deferred tax assets	244,012,467	307,517,905	253,846,566	317,352,004
Deferred tax liabilities	(634,287,473)	(602,287,473)	(634,287,473)	(602,287,473)
Deferred tax (net)	(390,275,006)	(294,769,568)	(380,440,907)	(284,935,469)

The movements in deferred tax assets and liabilities during the year is as follows:

	Consolidated financial statements				
	Tax losses Baht	Lease liabilities Baht	Cash flow hedges Baht	Employee benefit obligations Baht	Total Baht
Deferred tax assets					
As at 1 January 2022	283,283,457	4,417,909	2,973,663	19,844,772	310,519,801
Credited to profit or loss	-	-	-	2,064,969	2,064,969
Charged to other comprehensive income	-	-	(2,713,921)	(2,352,944)	(5,066,865)
As at 31 December 2022	283,283,457	4,417,909	259,742	19,556,797	307,517,905
As at 1 January 2023	283,283,457	4,417,909	259,742	19,556,797	307,517,905
(Charged) credited to profit or loss	(65,050,284)	-	-	1,556,290	(63,493,994)
(Charged) credited to other comprehensive income	-	-	(744,859)	733,415	(11,444)
As at 31 December 2023	218,233,173	4,417,909	(485,117)	21,846,502	244,012,467

	Consolidated financial statements	
	Remeasurement of land at fair value Baht	Total Baht
Deferred tax liabilities		
As at 1 January 2022	(602,287,473)	(602,287,473)
Charged to other comprehensive income	-	-
As at 31 December 2022	(602,287,473)	(602,287,473)
As at 1 January 2023	(602,287,473)	(602,287,473)
Charged to other comprehensive income	(32,000,000)	(32,000,000)
As at 31 December 2023	(634,287,473)	(634,287,473)

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	Separate financial statements				Total Baht
	Tax losses Baht	Lease liabilities Baht	Cash flow hedges Baht	Employee benefit obligations Baht	
Deferred tax assets					
As at 1 January 2022	283,283,457	14,252,008	2,973,663	19,844,772	320,353,900
Credited to profit or loss	-	-	-	2,064,969	2,064,969
Charged to other comprehensive income	-	-	(2,713,921)	(2,352,944)	(5,066,865)
As at 31 December 2022	283,283,457	14,252,008	259,742	19,556,797	317,352,004
As at 1 January 2023	283,283,457	14,252,008	259,742	19,556,797	317,352,004
(Charged) credited to profit or loss	(65,050,284)	-	-	1,556,290	(63,493,994)
(Charged) credited to other comprehensive income	-	-	(744,859)	733,415	(11,444)
As at 31 December 2023	218,233,173	14,252,008	(485,117)	21,846,502	253,846,566

	Separate financial statements	
	Remeasurement of land at fair value Baht	Total Baht
Deferred tax liabilities		
As at 1 January 2022	(602,287,473)	(602,287,473)
Charged to other comprehensive income	-	-
As at 31 December 2022	(602,287,473)	(602,287,473)
As at 1 January 2023	(602,287,473)	(602,287,473)
Charged to other comprehensive income	(32,000,000)	(32,000,000)
As at 31 December 2023	(634,287,473)	(634,287,473)

Deferred tax assets are recognised for tax losses and carry forwards only to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Group and the Company does not recognise deferred tax assets of Baht 36.24 million and Baht 35.52 million, respectively (2022: Baht 49.19 million and Baht 48.51 million, respectively) in respect of tax losses amounting to Baht 181.21 million and Baht 177.61 million (2022: Baht 245.93 million and Baht 242.54 million) which can be carried forward against future taxable profits.

A summary of the tax losses carried forward that does not recognise deferred tax assets and expiry dates are set out below:

	Consolidated financial statements Baht	Separate financial statements Baht
2024	808,488	-
2025	748,865	-
2026	178,214,266	177,610,700
2027	584,052	-
2028	852,378	-

18 Trade and other payables

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Trade payables	70,178,311	80,372,440	70,173,211	80,372,440
Amounts due to related parties (Note 31 c))	41,138,325	33,342,807	135,812,407	120,258,279
Accrued expenses	97,978,491	96,303,263	96,806,741	95,624,455
Deposits from customers	137,182,074	105,476,848	136,214,210	104,077,848
Retention payable	957,731	965,503	957,731	965,503
Payable for purchase of assets	4,919,119	14,549,264	4,919,119	14,549,264
Other accounts payable	13,362,792	13,888,342	13,264,006	13,789,556
Total trade and other payables	365,716,843	344,898,467	458,147,425	429,637,345

19 Short-term borrowings from financial institutions

The movements in short-term borrowings from financial institutions for the years ended 31 December are as follows:

	Consolidated and Separate financial statements	
	2023 Baht	2022 Baht
Opening balance	1,000,000,000	1,000,000,000
<u>Less</u> Repayments during the year	(200,000,000)	-
Closing balance	800,000,000	1,000,000,000

The short-term borrowings from financial institutions represent loans from the Revolving Facility Agreements which are denominated in Baht. The borrowings bear interest at the rates of 3.40% to 4.60% per annum (2022: 2.25% to 3.25% per annum).

The Group had uncommitted borrowing facilities totaling Baht 1,000 million (2022: Baht 1,000 million). As at 31 December 2023, the balance of drawdown is Baht 800 million, net of repayment during the year (2022: Baht 1,000 million).

The fair values of current borrowings are similar to their carrying amounts, as the impact of discounting is not material.

20 Derivative financial assets and liabilities

	Consolidated and Separate financial statements	
	2023 Baht	2022 Baht
Current interest rate swap assets (liabilities)	2,425,579	-
Non-current interest rate swap assets (liabilities)	-	(1,298,716)
Total interest rate swap assets (liabilities)	2,425,579	(1,298,716)

The valuation used the present value of the estimated future cash flows based on observable yield curves. They are classified as level 2 fair value.

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Cash flow hedging on long-term borrowing

To avoid the uncertainty of floating interest rate exposure under THB denominated borrowing, the Company entered into interest rate swap agreement of principal amount of Baht 400 million with financial institution in March 2019 to swap its floating rate to a fixed rate until 2024. Please see Note 6.1.1 b).

The ineffective portion that arises from cash flow hedge amounts will be recognised in the profit or loss, however, since there is no ineffectiveness recorded for the year ended 31 December 2023, the effective portion of the fair value of swap is recognised in the other comprehensive income.

Reconciliation of reserves

The following table shows a reconciliation of each component of equity and other comprehensive income in relation to hedge accounting.

	Consolidated and Separate financial statements
	Interest rate swaps Baht
Opening balance as at 1 January 2022	(7,825,696)
<u>Less</u> Change in fair value of hedging instrument recognised in OCI for the year	8,088,562
<u>Less</u> Reclassified from OCI to profit or loss	1,412,082
<u>Add</u> Deferred tax	(2,713,921)
Closing balance as at 31 December 2022	(1,038,973)
<u>Less</u> Change in fair value of hedging instrument recognised in OCI for the year	1,958,778
<u>Less</u> Reclassified from OCI to profit or loss	1,765,517
<u>Add</u> Deferred tax	(744,859)
Closing balance as at 31 December 2023	1,940,463

21 Borrowings

	Consolidated and Separate financial statements	
	2023 Baht	2022 Baht
Current liabilities		
Current portion of long-term borrowings from financial institution	99,886,162	799,665,180
Total current borrowings	99,886,162	799,665,180
Non-current liabilities		
Long-term borrowings from financial institution	1,398,514,342	1,198,660,719
Total non-current borrowings	1,398,514,342	1,198,660,719
Total borrowings	1,498,400,504	1,998,325,899



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The movements in long-term borrowings from financial institution for the years ended 31 December are as follows:

	Consolidated and Separate financial statements	
	2023 Baht	2022 Baht
Opening balance	1,998,325,899	2,312,790,183
<u>Add</u> Additions during the year	500,000,000	200,000,000
<u>Less</u> Repayments during the year	(1,000,000,000)	(515,000,000)
<u>Less</u> Additional financial service fee during the year	(600,000)	-
<u>Add</u> Amortisation for financial service fee	674,605	535,716
Closing balance	1,498,400,504	1,998,325,899

The long-term borrowings from financial institution represent borrowings from the Term Loan Facility and Revolving Credit Facility Agreement which are denominated in Baht. The borrowings bear interest at the rate of THOR plus some margins and will be repayable within 2026.

The fair value of certain long-term borrowings as at 31 December 2023 assumed to approximate their carrying amount because the borrowings bear float interest rate, which approximates the year end market rate.

Maturity of lease liabilities are as follows:

	Consolidated financial statements		Separate financial statements	
	31 December 2023 Baht	31 December 2022 Baht	31 December 2023 Baht	31 December 2022 Baht
Minimum lease liabilities payments				
Not later than one year	64,934,945	67,477,622	81,852,578	74,325,051
Later than 1 year but not later than 5 years	231,054,683	203,153,068	283,971,490	262,685,965
Later than 5 years	569,436,469	622,157,026	730,671,600	793,693,700
<u>Less</u> Future finance charges on leases	(195,868,122)	(215,063,321)	(251,714,754)	(276,765,709)
Present value of lease liabilities	669,557,975	677,724,395	844,780,914	853,939,007
Present value of lease liabilities:				
Not later than one year	43,206,723	45,932,924	54,511,974	46,924,597
Later than 1 year but not later than 5 years	159,030,735	127,796,279	192,864,229	167,032,302
Later than 5 years	467,320,517	503,995,192	597,404,711	639,982,108
	669,557,975	677,724,395	844,780,914	853,939,007

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Change in liabilities arising from financing activities are as follow:

	Consolidated financial statements			
	Short-term borrowings Baht	Long-term borrowings Baht	Lease liabilities Baht	Total Baht
Liabilities as at 1 January 2022	1,000,000,000	2,312,790,183	706,296,142	4,019,086,325
Cash inflows	-	200,000,000	-	200,000,000
Cash outflows				
- Principal	-	(515,000,000)	(40,540,318)	(555,540,318)
- Interest	-	-	(15,434,739)	(15,434,739)
Addition	-	-	1,913,391	1,913,391
Modification and adjustment	-	-	2,482,423	2,482,423
Amortisation for deferred interest	-	-	23,007,496	23,007,496
Amortisation for financial service fee	-	535,716	-	535,716
Liabilities as at 31 December 2022	1,000,000,000	1,998,325,899	677,724,395	3,676,050,294
Liabilities as at 1 January 2023	1,000,000,000	1,998,325,899	677,724,395	3,676,050,294
Cash inflows	-	500,000,000	-	500,000,000
Cash outflows				
- Principal	(200,000,000)	(1,000,000,000)	(57,980,932)	(1,257,980,932)
- Interest	-	-	(15,738,552)	(15,738,552)
Additions	-	-	43,462,628	43,462,628
Amortisation for deferred interest	-	-	22,090,436	22,090,436
Additional financial service fee	-	(600,000)	-	(600,000)
Amortisation for financial service fee	-	674,605	-	674,605
Liabilities as at 31 December 2023	800,000,000	1,498,400,504	669,557,975	2,967,958,479
	Separate financial statements			
	Short-term borrowings Baht	Long-term borrowings Baht	Lease liabilities Baht	Total Baht
Liabilities as at 1 January 2022	1,000,000,000	2,312,790,183	909,560,812	4,222,350,995
Cash inflows	-	200,000,000	-	200,000,000
Cash outflows				
- Principal	-	(515,000,000)	(56,178,748)	(571,178,748)
- Interest	-	-	(25,551,346)	(25,551,346)
Addition	-	-	1,913,391	1,913,391
Modification and adjustment	-	-	(5,035,596)	(5,035,596)
Amortisation for deferred interest	-	-	29,230,494	29,230,494
Amortisation for financial service fee	-	535,716	-	535,716
Liabilities as at 31 December 2022	1,000,000,000	1,998,325,899	853,939,007	3,852,264,906
Liabilities as at 1 January 2023	1,000,000,000	1,998,325,899	853,939,007	3,852,264,906
Cash inflows	-	500,000,000	-	500,000,000
Cash outflows				
- Principal	(200,000,000)	(1,000,000,000)	(58,972,604)	(1,258,972,604)
- Interest	-	-	(21,594,309)	(21,594,309)
Additions	-	-	43,462,628	43,462,628
Amortisation for deferred interest	-	-	27,946,192	27,946,192
Additional financial service fee	-	(600,000)	-	(600,000)
Amortisation for financial service fee	-	674,605	-	674,605
Liabilities as at 31 December 2023	800,000,000	1,498,400,504	844,780,914	3,143,181,418



OHTL Public Company Limited
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For the year ended 31 December 2023

22 IBOR reform

Since April 2023, the Group made an IBOR transition plan to amend existing contracts and agreements that reference THBFIX which mature after 30 June 2023 to use THOR. As at 31 December 2023, the Group had completed the transition, which was before the THBFIX cessation date.

For the year ended 31 December 2023, the Group applied the practical expedients offered under Phase 2 of the amendments to Baht 1,500 million of the modified long-term borrowings measured at amortised cost.

Hedge accounting

Hedge relationships

The phase 2 amendments provided relief measures for issues that could affect financial reporting during the reform, including changes to contractual cash flows or hedging relationships arising from the replacement of one benchmark with an alternative benchmark.

For the year ended 31 December 2023, the Group adopted the following hedge accounting relief provided under Phase 2 of the amendments:

- **Hedge designation:** When Phase 1 amendments cease to apply, the Group will amend its hedge designation to reflect changes required by the IBOR reform. One or more of the following changes will be made:
 - a. Designating an alternative benchmark rate such as THOR (contractually or non-contractually specified) as a hedged risk; or
 - b. Amending the hedged item's description, including the description of the designated portion of the cash flows or fair value being hedged; or
 - c. Amending the description of the hedging instrument.

The Group has made amendments to its hedge documentation in the reporting period in which changes are made. These amendments don't require hedge relationships to be discontinued.

- **Amounts accumulated in the cash flow hedge reserve:** When the Group amends its hedge designation, the accumulated outstanding amount in the cash flow hedge reserve is deemed to be based on the alternative benchmark rate, THOR, when that rate replaces THBFIX. As for discontinued hedging relationships, when the interest rate benchmark changed as required by IBOR reform, the amount accumulated in the cash flow hedge reserve is also deemed to be based on the THOR (for the purpose of assessing whether the hedged future cash flows are still expected to occur).

23 Employee benefit obligations

Retirement plan benefits

The level of benefits provided depends on members' length of service and their salary in the final years leading up to retirement.

The amounts recognised in the statement of financial position are determined as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Present value of obligations	109,232,503	97,783,980	109,232,503	97,783,980
Liability in the statement of financial position	109,232,503	97,783,980	109,232,503	97,783,980

OHTL Public Company Limited
Notes to the Consolidated and Separate Financial Statements
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The movements in the defined benefit obligations for the years ended 31 December are as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
As at 1 January	97,783,980	105,095,326	97,783,980	105,095,326
Current service cost	9,012,841	6,854,521	9,012,841	6,854,521
Interest cost	2,488,294	1,832,159	2,488,294	1,832,159
Loss (gain) on remeasurements	3,667,073	(11,764,721)	3,667,073	(11,764,721)
Benefits paid	(3,719,685)	(4,233,305)	(3,719,685)	(4,233,305)
As at 31 December	109,232,503	97,783,980	109,232,503	97,783,980

The amounts recognised in profit or loss are as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Current service cost	9,012,841	6,854,521	9,012,841	6,854,521
Interest cost	2,488,294	1,832,159	2,488,294	1,832,159
Total	11,501,135	8,686,680	11,501,135	8,686,680

The amounts recognised in other comprehensive income are as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Gain from change in financial assumptions	(2,677,617)	(5,979,898)	(2,677,617)	(5,979,898)
Experience loss (gain)	6,344,690	(5,784,823)	6,344,690	(5,784,823)
Remeasurement in the year	3,667,073	(11,764,721)	3,667,073	(11,764,721)

The principal actuarial assumptions used were as follows:

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Permanent staff				
Discount rate	3.16%	2.95%	3.16%	2.95%
Salary increase rate	4.00%	4.00%	4.00%	4.00%
Temporary staff				
Discount rate	3.16%	2.95%	3.16%	2.95%
Salary increase rate	4.00%	4.00%	4.00%	4.00%



OHTL Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2023

Sensitivity analysis for principal actuarial assumptions used were as follows:

Consolidated and Separate financial statements					
Impact on defined benefit obligation					
Change in assumption %	Increase in obligation		Decrease in obligation		
	2023 Thousand Baht	2022 Thousand Baht	2023 Thousand Baht	2022 Thousand Baht	
Discount rate	+1.0%	-	-	(8,497)	(5,791)
	-1.0%	9,794	6,605	-	-
Salary increase rate	+1.0%	5,946	4,020	-	-
	-1.0%	-	-	(5,272)	(3,601)

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method has been applied as when calculating the liability recognized within the statement of financial position.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous period.

The weighted average duration of the defined benefit obligation is 13.0 years (2022: 13.0 years).

Expected maturity analysis of undiscounted retirement was as follows:

Consolidated and Separate financial statements					
	Less than a year Baht	Between 1-2 years Baht	Between 2-5 years Baht	Over 5 years Baht	Total Baht
As at 31 December 2023					
Retirement benefits	14,162,326	4,079,544	25,340,244	102,452,914	146,035,028
As at 31 December 2022					
Retirement benefits	26,462,480	7,673,947	17,385,018	70,664,850	122,186,295

24 Share capital

Consolidated and Separate financial statements	
Number of authorised and issued shares Shares	Ordinary shares Baht
As at 1 January 2022	15,097,800 150,978,000
As at 31 December 2022	15,097,800 150,978,000
As at 31 December 2023	15,097,800 150,978,000

The total authorised number of ordinary shares is 15,097,800 ordinary shares (2022: 15,097,800 shares) with a par value of Baht 10 per share (2022: Baht 10 per share). All issued shares are fully paid-up.

25 Legal reserve

Under the Public Company Act, the Company is required to set aside as a legal reserve at least 5% of its net profits after accumulated deficit brought forward (if any) until the reserve is not less than 10% of the registered capital of the Company. The reserve is non-distributable.

OHTL Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2023

26 Hotel income

Hotel income for the years ended 31 December 2023 and 2022 comprise:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Room income	1,162,523,301	785,723,444	1,162,523,301	785,723,444
Food and beverage income	990,257,471	826,302,518	990,257,471	826,302,518
Other service income	364,042,124	315,744,738	362,571,574	315,328,790
Total hotel income	2,516,822,896	1,927,770,700	2,515,352,346	1,927,354,752

27 Other income

Other income for the years ended 31 December 2023 and 2022 comprise:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Interest income	1,387,177	322,904	1,593,557	872,240
Others	2,101,202	3,304,586	2,101,202	3,304,586
Total other income	3,488,379	3,627,490	3,694,759	4,176,826

28 Expenses by nature

The following expenditures, classified by nature, have been charged in arriving at profit before finance costs and income tax:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Staff costs	517,337,023	429,278,217	517,337,023	429,278,217
Depreciation charge on property, plant and equipment and right-of-use assets	351,587,112	386,898,002	358,473,357	393,106,063
Amortisation charge on intangible assets (Note 16)	2,081,041	3,391,692	2,081,041	3,391,692
Expense relating to leases of low-value assets (Note 15)	761,400	761,400	761,400	761,400
Repairs and maintenance	57,056,835	44,353,919	57,056,835	44,353,919

OHTL Public Company Limited
Notes to the Consolidated and Separate Financial Statements
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29 Income tax

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Current tax	-	2,950,222	-	-
Deferred tax (Note 17)	63,493,994	(2,064,969)	63,493,994	(2,064,969)
Income tax for the year	63,493,994	885,253	63,493,994	(2,064,969)

The tax on the Group's and the Company's profit before income tax differs from the amount that would arise using the basic tax rate of the home country of the Company as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Profit before income tax (expense) income	340,937,960	89,092,791	329,753,017	69,101,127
Tax rate	20%	20%	20%	20%
The result of accounting profit multiplied by tax rate	68,187,592	17,818,558	65,950,603	13,820,225
Tax effect of				
Associates' results reported net of tax	-	381,830	-	-
Expenses not deducted for tax purposes	688,555	465,201	3,224,625	2,011,952
Expenses that are deductible at a greater amount from actual expenses	(6,773,510)	(4,604,583)	(5,806,710)	(4,604,583)
Tax losses for which no deferred tax asset was recognised	1,265,881	116,810	-	-
Recognition of previously unrecognised deferred taxes	125,476	(13,292,563)	125,476	(13,292,563)
Tax charge	63,493,994	885,253	63,493,994	(2,064,969)

30 Basic earnings per share

Basic earnings per share are calculated by dividing the net profit for the year attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year.

	Consolidated financial statements		Separate financial statements	
	For the years ended 31 December		For the years ended 31 December	
	2023	2022	2023	2022
Earnings attributable to shareholders of the Company (Baht)	277,443,966	88,207,538	266,259,023	71,166,096
Weighted average number of ordinary shares (Shares)	15,097,800	15,097,800	15,097,800	15,097,800
Basic earnings per share (Baht)	18.38	5.84	17.64	4.71

There are no potential dilutive ordinary shares during the years ended 31 December 2023 and 2022.

OHTL Public Company Limited
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31 Related party transactions

Enterprises and individuals that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the Company, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Company. Associates and individuals owning, directly or indirectly, an interest in the voting power of the Company that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Company and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

The Company shares are held by Mandarin Oriental Holdings B.V., the Charanachitta Family and Chaophaya Development Corporation Limited in the proportions of 42%, 28% and 11% respectively. The remaining 19% of the shares are widely held.

During the year, the Group has transactions with related companies in the normal course of business. Sales and purchases price of goods and services is determined on Cost Plus Method.

The Group had transactions with related companies for the years ended 31 December as follows:

a) Sales of goods and services

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Sales of goods and services rendered to:				
Subsidiary	-	-	360,000	360,000
Other related parties	20,331,591	9,757,986	20,331,591	9,757,986
	20,331,591	9,757,986	20,691,591	10,117,986

b) Purchases of goods and services

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Purchases of goods and services received from:				
Subsidiary	-	-	18,786,280	17,074,279
Other related parties	204,677,545	154,212,221	204,677,545	154,212,221
	204,677,545	154,212,221	223,463,825	171,286,500
Interest expense:				
Subsidiary	-	-	20,900,682	21,484,083
	-	-	20,900,682	21,484,083

c) Outstanding balances arising from sales and purchases of goods and services

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Trade receivables - related party:				
Other related party	2,944,616	2,989,452	2,944,616	2,989,452
	2,944,616	2,989,452	2,944,616	2,989,452
Amounts due from related parties:				
Subsidiaries	-	-	57,800,795	57,345,751
Other related parties	1,355,536	3,968,224	1,355,536	3,968,224
Total	1,355,536	3,968,224	59,156,331	61,313,975
Less Loss allowance	-	-	(57,590,064)	(57,195,633)
	1,355,536	3,968,224	1,566,267	4,118,342
Amounts due to related parties:				
Subsidiary	-	-	94,674,082	86,915,472
Other related parties	41,138,325	33,342,807	41,138,325	33,342,807
	41,138,325	33,342,807	135,812,407	120,258,279
Lease liabilities:				
Subsidiary	-	-	623,222,388	641,833,206
	-	-	623,222,388	641,833,206

d) Key management compensation

Directors and managements' remuneration comprises salaries, other benefits, and other remuneration.

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Salaries and other short-term employee benefits	42,153,142	39,035,244	42,153,142	39,035,244
Post-employment benefits	768,962	150,280	768,962	150,280

The Company presents Directors' remuneration as part of administrative expenses.

OHTL Public Company Limited
Notes to the Consolidated and Separate Financial Statements
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32 Commitments

As at 31 December 2023, the Group and the Company have outstanding commitments as follows:

- a) The Company has entered into management and license agreements with its overseas affiliated companies. The agreements are effective from the year 1988 for a ten-year period with options to extend for two further periods of ten years each. Subsequently, the Company exercised such options to extend for two further period of ten years each. In 2018, the Company extended the agreements for another two periods of ten years each. The affiliated companies will provide service of hotel management and trademark to the Group. The Group is committed to pay fees based on these long-term management agreements on normal commercial terms.
- b) The Group and the Company have outstanding capital expenditure and construction commitments of Baht 30.88 million and Baht 30.88 million, respectively (2022: Baht 38.37 million and Baht 38.37 million, respectively).

33 Bank guarantees

As at 31 December 2023, there were outstanding bank guarantees of Baht 8.10 million and Baht 7.30 million issued by banks on behalf of the Group and the Company, respectively, in respect of certain performance bonds as required in the normal course of business (2022: Baht 8.10 million and Baht 7.30 million, respectively).

34 Events occurring after the reporting date

On 15 January 2024, the Company repaid long-term loan from financial institution of Baht 50 million.

Attachment



Attachment 1

Details of Directors, Executives, and Company Secretary

Details of Directors, Executives, and Company Secretary of OHTL Public Company Limited as of 31 December 2023

Name – Surname Position	Age	Education Background	Percentage of shareholding in OHTL Public Company Limited (percent) ⁽¹⁾	Family relationship between executives ⁽²⁾	Work experience in the past 5 years		
					Period	Position	Name of organisation / company
1 Mrs. Nijaporn Charanachitta Chairwoman (Authorised Director) (13/05/2003 – present)	72	<ul style="list-style-type: none"> • Master's degree in Business Administration, University of Wisconsin, USA • Bachelor of Arts, Chulalongkorn University • Directors Certification Program, Class 65/2005, Thai Institute of Directors Association 	23.22	Mother of Mr. Yuthachai Charanachitta	Present 1994 - present	<ul style="list-style-type: none"> • Senior Executive Vice President • Chairwoman 	<ul style="list-style-type: none"> • Italian-Thai Development Public Company Limited • Chaophraya Development Corporation Co., Ltd.
2 Mr. Peter James Holland Riley Director (Authorised Director) (28/04/2016 – 31/07/2023)	62	<ul style="list-style-type: none"> • Bachelor's degree (Honors) in Geography, Durham University, United Kingdom 	None	None	28/04/2016 - 31/07/2023 2007 - 2016 2005 - 2007	<ul style="list-style-type: none"> • Group Chief Executive • Group Finance Director • Chief Finance Director 	<ul style="list-style-type: none"> • Mandarin Oriental Hotel Group, Hong Kong • Jardine Matheson Holdings Co., Ltd. • Jardine Matheson Holdings Co., Ltd.
Mr. Laurent Jacques Marcel Kleitman Director (Authorised Director) (01/09/2023 – present)	57	<ul style="list-style-type: none"> • NEOMA Business School, France 	None	None	01/09/2023 - present 2019 - 2023 2017 - 2019	<ul style="list-style-type: none"> • Group Chief Executive • President and CEO • President Consumer Beauty Division 	<ul style="list-style-type: none"> • Mandarin Oriental Hotel Group, Hong Kong • Parfums Christian Dior, France • Coty, USA

Attachment 1

Name – Surname Position	Age	Education Background	Percentage of shareholding in OHTL Public Company Limited (percent) ⁽¹⁾	Family relationship between executives ⁽²⁾	Work experience in the past 5 years		
					Period	Position	Name of organisation / company
3 Mr. Syung Hwa Matthew David Bishop Director (Authorised Director) (28/10/2021 – present)	47	• Bachelor's degree in Law, LLB Law (Honours), King's College London University, United Kingdom	None	None	2021 - Present	• Chief Financial Officer	• Mandarin Oriental Hotel Group, Hong Kong
					2019 - 2021 2016 - 2019	• Group Treasurer • Group Finance Director	• Jardine Matheson Group, Hong Kong • Jardine Matheson Motors Co., Ltd., United Kingdom
4 Mr. Yuthachai Charanachitta Director (Authorised Director) (24/04/2003 – present)	45	• Bachelor's degree in Economics Hamilton College Clinton, New York, USA • DCP Course, Class 34/2003, Thai Institute of Directors Association	1.56	Son of Mrs. Nijaporn Charanachitta	Present Present	• Executive Chairman • Executive Chairman	• Italthai Industrial Co., Ltd. • Amari Estates Co., Ltd.
5 Mr. Bertram Edward Johnston Weatherall Director (24/10/2019 – present)	34	• Full-Time MBA HKU Business School: London Business School Track • Bachelor's degree in Philosophy, Trinity College Dublin, Ireland • Eton College, United Kingdom	None	None	Present	• Chief of Staff	• DFI Retail Group, Jardine Restaurant Group, Hong Kong
					2021 - 2023	• Commercial Manager	• DFI Retail Group, Jardine Restaurant Group, Hong Kong
					2015 - 2021	• Manager	• Delivery & Restaurant Solutions, Jardine Restaurant Group, Jardine Matheson, Vietnam
					2013 - 2015	• Manager	• Gammon Construction Ltd., Jardine Matheson

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Name – Surname Position	Age	Education Background	Percentage of shareholding in OHTL Public Company Limited (percent) ⁽¹⁾	Family relationship between executives ⁽²⁾	Work experience in the past 5 years		
					Period	Position	Name of organisation / company
6 Mr. Christoph Joseph Wilhelm Mares Director (24/07/2020 – present)	56	<ul style="list-style-type: none"> Master's degree in Business Administration, RMIT University, Melbourne, Australia 	None	None	2018 - present	• Chief Operating Officer	• Mandarin Oriental Hotel Group, Hong Kong
					2012 - 2018	• Executive Vice President, Operations Europe, Middle East, Africa, and India	• Mandarin Oriental Hotel Group, London, United Kingdom
					2009 - 2012	• Operations Director - Europe, Middle East, Africa, and India	• Mandarin Oriental Hotel Group, London, United Kingdom
7 Mr. Anthony John Tyler Director and Managing Director (Authorized Director) (01/10/2020 – present)	52	<ul style="list-style-type: none"> Bachelor's degree in Hotel Management, Ecole Hôtelière de Lausanne (EHL), Switzerland 	None	None	Present	• General Manager	• Mandarin Oriental, Bangkok
					2017 - 2020	• General Manager	• Mandarin Oriental, Guangzhou, China
					2015 - 2017	• Hotel Manager	• Mandarin Oriental, Pudong, Shanghai, China
8 Mr. Aswin Kongsiri Independent Director and Chairman of the Audit Committee (22/04/1999 – present)	78	<ul style="list-style-type: none"> Bachelor's degree (honours) in Philosophy, Politics and Economy, Oxford University, United Kingdom Directors Certification Programme Class 11/2001, Thai Institute of Directors Association 	None	None	Present	• Chairman	• A.K. Place Co., Ltd.
					Present	• Chairman	• Ch. Karnchang Plc.
					2011 - 2014	• Director	• Monetary Policy Committee
9 Mr. Surachai Sirivallop Independent Director and Audit Committee (30/10/2007 – present)	82	<ul style="list-style-type: none"> International Law, Albert Ludwig University, Freiburg, Germany Bachelor of Laws, Thammasat University DAP Course 18/2022 of the Thai Institute of Directors Association 	None	None	2016 – 2017	• Director & Executive Chairman	• Thai Reinsurance Plc.
					2011 – 2022	• Chairman	• Thaire Actuarial Consulting Co., Ltd.
					2006 – 2021	• Chairman	• Thaire Services Co., Ltd.
					2002 – 2021	• Chairman	• EMCS Thai Co., Ltd.

Attachment 1



Name – Surname Position	Age	Education Background	Percentage of shareholding in OHTL Public Company Limited (percent) ⁽¹⁾	Family relationship between executives ⁽²⁾	Work experience in the past 5 years		
					Period	Position	Name of organisation / company
10 Mr. William Zentgraf Independent Director and Audit Committee (22/04/1999 – present)	83	<ul style="list-style-type: none"> • Juris Doctor, Harvard Law School, USA • A.B. Cum Laude, Harvard College, USA 	None	None	2005 - present	• Independent Director and Audit Committee	• Italian-Thai Development Plc.
11 Mr. Sirichai Sombutsiri Independent director (29/04/2010 – present)	70	<ul style="list-style-type: none"> • Master's degree in Business Administration (Finance), University of Southern California, USA • Bachelor of Accounting (Honours), Thammasat University • DCP Program, Thai Institute of Directors Association • Higher Diploma in AMP Management, Harvard Business School, USA 	None	None	Present Present 2009-2013	<ul style="list-style-type: none"> • Chairman of Executive Director • Chairman • Senior Executive Vice President, Large-scale Business Customers 	<ul style="list-style-type: none"> • Land and Houses Bank Plc. • Pre- Built Plc. • Siam Commercial Bank Plc.

Note:

(1) This includes the shareholding of the spouse and minor children

(2) Family relationships refer to blood relationships, relationships by marriage, and relationships by legal registration

Attachment 1

Executives and Company Secretary

Name – Surname Position	Age	Education Background	Percentage of shareholding in OHTL Public Company Limited (percent) ⁽¹⁾	Family relationship between executives ⁽²⁾	Work experience in the past 5 years		
					Period	Position	Name of organisation / company
1 Mr. Anthony John Tyler General Manager (16/09/2020 – present)	52	• Bachelor's degree in Hotel Management, Ecole Hôtelière de Lausanne (EHL), Switzerland	None	None	Present 2017 - 2020 2015 - 2017	• General Manager • General Manager • Hotel Manager	• Mandarin Oriental, Bangkok • Mandarin Oriental, Guangzhou, China • Mandarin Oriental, Pudong, Shanghai, China
2 Mr. Alex Huels Hotel Manager (29/08/2022 – present)	40	• Bachelor's degree in Business Administration, Towson State University, Maryland, U.S.A.	None	None	Present 2020 - 2022 2017 - 2020	• Hotel Manager • Director of Food & Beverage • Director of Food & Beverage	• Mandarin Oriental, Bangkok • Mandarin Oriental, Hong Kong • The Athenee Hotel, a Luxury Collection, Bangkok
3 Ms. Ubonwadee Maneesai Director of Finance (22/07/2019 – present) Company Secretary (28/10/2020 – present)	43	• Master's degree in Business Administration, Faculty of Commerce and Accountancy, Chulalongkorn University • Bachelor's Degree, Faculty of Business Administration, Accounting, Chiang Mai University • Company Secretary Programme (CSP) Class 106/2020 of the Thai Institute of Directors Association	None	None	Present 2016 - 2019 2014 - 2016	• Director of Finance • Financial Controller • Assistant Financial Controller	• Mandarin Oriental, Bangkok • Shangri-La Hotel, Chiang Mai • Shangri-La Hotel, Bangkok
4 Mrs. Supansa Bourke Director of Commercial Strategy (01/01/2023 – present)	43	• Bachelor's degree, Major Business Administration, Assumption University	None	None	Present 2019 - 2023 2018 - 2019 2014 - 2018	• Director of Commercial Strategy • Director of Sales • Director of Sales and Marketing • Director of Sales	• Mandarin Oriental, Bangkok • Mandarin Oriental, Bangkok • Renaissance Ratchaprasong, Bangkok • The St. Regis Bangkok

Attachment 1



Name – Surname Position	Age	Education Background	Percentage of shareholding in OHTL Public Company Limited (percent) ⁽¹⁾	Family relationship between executives ⁽²⁾	Work experience in the past 5 years		
					Period	Position	Name of organisation / company
5 Ms. Patama Lertwittayasakul Director of Communications (22/07/2019 – present)	45	• Bachelor's degree, Faculty of Arts, German Language, Chulalongkorn University	None	None	Present 2015 - 2019	• Director of Communications • Director of Marketing and Communications	• Mandarin Oriental, Bangkok • The Peninsula, Bangkok
6 Mr. Edouard Comes Director of Food & Beverage (15/07/2022 – 25/09/2023)	38	Master's degree in Business Administration, International Hospitality Management, IMHI-ESSEC, Paris, France	None	None	07/2022 - 09/2023 2019 - 2022 2018 - 2019	• Director of Food & Beverage • Director of Food & Beverage • Director of Food & Beverage	• Mandarin Oriental, Bangkok • Mandarin Oriental, Barcelona, Spain • Mandarin Oriental, Tokyo, Japan
7 Mr. Behzad Davarkia Director of Food & Beverage (15/09/2023 – present)	40	• LEO – Sympher Berufsschule Westfalia, Germany • Dual Education System Achieved Diploma in Hospitality Management and Marketing	None	None	Present 2022 - 2023 2020 - 2022 2016 - 2020	• Director of Food & Beverage • Assistant Director of Food & Beverage • Food & Beverage Operations Manager • Food & Beverage Operations Manager	• Mandarin Oriental, Bangkok • Mandarin Oriental, Bangkok • Iniala Harbour House, Malta • Iniala Restaurant Group, Thailand
8 Mr. Dominique Bugnand Executive Chef (21/08/2017 – present)	58	• Executive Development Program, Food Management and Administration, Cornell University School of Hotel Management • Culinary Certificate from Professional Chefs School, France	None	None	Present 2016 - 2017	• Executive Chef • Executive Chef	• Mandarin Oriental, Bangkok • Mandarin Oriental, Taipei

Note:

(1) This includes the shareholding of the spouse and minor children

(2) Family relationships refer to blood relationships, relationships by marriage, and relationships by legal registration

Attachment 1

Details of Directors and Executives of OHTL Public Company Limited as of 31 December 2023

Name of Directors and Executives	Companies	OHTL Plc.	Subsidiaries		Associated Company	Connected company		
			Baan Rim Naam Chao Phraya Co., Ltd.	Bagan Hotel Holding (Thailand) Co., Ltd. ¹		Mandarin Oriental Holdings B.V.	Chao Phraya Development Corporation Ltd.	LSG Sky Chefs (Thailand) Ltd.
1 Mrs. Nijaporn Charanachitta		X	X	/			/	
2 Mr. Yuthachai Charanachitta		/	/				/	
3 Mr. Peter James Holland Riley ²		/				/	/	
Mr. Laurent Jacques Marcel Kleitman ³		/				/	/	
4 Mr. Syung Hwa Matthew David Bishop		/	/	/		/	/	
5 Mr. Bertram Edward Johnston Weatherall		/						
6 Mr. Christoph Joseph Wilhelm Mares		/				/		
7 Mr. Anthony John Tyler		/, //	//	//	/		/	/
8 Mr. Aswin Kongsiri		/						
9 Mr. Surachai Sirivallop		/						
10 Mr. William Zentgraf		/						
11 Mr. Sirichai Sombutsiri		/						
12 Ms. Ubonwadee Maneesai		//						
13 Mr. Alex Huels		//						
14 Mrs. Supansa Bourke		//						
15 Ms. Patama Lerdwittayasakul		//						
16 Mr. Edouard Combes ⁴		//						
Mr. Behzad Davarkia ⁵		//						
17 Mr. Dominique Bugnand		//						

Note:

X = Chairman / = Director // = Executive Committee/ Executive

(1) Bagan Hotel Holding (Thailand) Co., Ltd. has registered the dissolution with the Department of Business Development on 15 December 2023

(2) Mr. Peter James Holland Riley resigned from his directorship effective from 1 August 2023

(3) Mr. Laurent Jacques Marcel Kleitman was appointed as Company's director effective from 1 September 2023

(4) Mr. Edouard Combes resigned from Director of Food & Beverage effective from 26 September 2023

(5) Mr. Behzad Davarkia was appointed as Director of Food & Beverage effective from 15 September 2023

Attachment 2

Details of the Directors of Subsidiaries

Name of Directors	Subsidiaries*	Baan Rim Naam Chao Phraya Co., Ltd.	Bagan Hotel Holding (Thailand) Co., Ltd.**
Mrs. Nijaporn Charanachitta		x	/
Mr. Sung Hua Matthew David Bishop		/	/
Mr. Yuthachai Charanachitta		/	-
Mr. Anthony John Tyler		/	/

Note: X = Chairman / = Director

* Subsidiaries mean the company which is considered significant in terms of revenue that is generated greater than 10% of total revenue of the consolidated financial statements of the latest fiscal year.

** Bagan Hotel Holding (Thailand) Co., Ltd. has registered the dissolution with the Department of Business Development on 15 December 2023



Attachment 3

Internal Control Audit

The management agreement between the Company and Mandarin Oriental Hotel Group (“MOHG”) covers the control and audit of the hotel’s internal control systems in accordance with MOHG’s policies and standards, which are audited annually. The Company has assigned an outsource, Jardine Matheson Group Audit and Risk Management (GARM), a unit of Jardine Matheson Limited, as an internal auditor. The group has over 20 years of audit experience from Big 4, with good knowledge, understanding, and expertise in hotel business, work systems, and corporate culture. In addition, the group is independent in expressing opinions on the Company’s internal control.



Attachment 4

Assets used in Business Operations and Appraisal

Assets used in Business Operations

Assets	Ownership	Obligation	Book value as of 31 December 2023
1. Land, area of 3 rai, 3 ngan, 20 square wah, which is the location of the Mandarin Oriental Hotel, Bangkok, located at 48 Soi Burapha, Charoen Krung Rd., Bangrak, Bangkok.	Company owned	No obligation	Baht 3,200.0 million according to the revaluation from historical cost of Baht 28.6 million
2. Buildings, and building improvement of River Wing building, machinery, decorations and equipment of Mandarin Oriental, Bangkok	Company owned	No obligation	Baht 1,765.1 million
3. Land lease, which is the location of the Authors' and Garden Wing buildings. It has an area of 5,986 square meters and the location of The China House of 470 square metres.	Leasing from the Crown Property Bureau From 1 June 2002 - 31 May 2032	-	-
4. Land lease, located at 597 Charoen Nakhon Road, Khlong Ton Sai Subdistrict, Khlong San District, Bangkok It has an area of 6 rai, 3 ngan, 18 square wah to be used as the location of subsidiaries.	Leasing for 36 years from an unrelated company at a mutually agreed leasing rate, started from 1 July 2005 - 30 June 2041	-	-

Details of Property Appraisal

The Company made a change in accounting policy in respect of land from measure at cost to fair value during the year 2020. The appraisal of land will be performed at least every 3 years.

In 2020 and 2023, an independent valuation of the land was performed by valuer, Jones Lang LaSalle (Thailand) Limited to determine the fair value of the land area of 3 rai, 3 ngan, 20 square wah, located at 48 Soi Burapa, Charoen Krung Road, Bangrak Sub-district, Bangrak District, Bangkok which is the location of Mandarin Oriental Hotel, Bangkok by using the method of comparing sales items. However, where similar sales data are limited in a local market and valuations are made using information that cannot be observed in the market, the external valuer and the Company's valuer have considered the information used to assess the fair value from location, size, and condition of land, and comparable items in the economy which assets are located.

As a result of the revaluation in 2020, an increase in the carrying amount of the land was from Baht 28.56 million to Baht 3,040.00 million. The Company recognized gain on land revaluation of Baht 3,011.44 million in other comprehensive income. Subsequent to the land revaluation in 2023, the revalued amount increased from Baht 3,040.00 million to Baht 3,200.00 million. The Company recognized gain on land revaluation of Baht 160.00 million in other comprehensive income.

Attachment 5

Policies and Guidelines for Corporate Governance and Business Ethics

Corporate Governance Policy

The Company is committed to adhering to the highest standards of corporate governance to ensure that it has efficient and transparent management systems to create trust and confidence amongst its shareholders, investors, and stakeholders, which shall be an important factor in adding value and sustainable growth of the Company. The Board of Directors has developed its principles and policies of corporate governance based on the Principles of Good Governance promulgated by the Stock Exchange of Thailand 2017 (CG Code) together with the Group's Code of Conduct which applies in all circumstances and to all businesses of the Group. The corporate governance policy has been reviewed annually and shared with the Board of Directors, executives, and employees of the Company as a guideline in execution of their duty continuously. The specific matters cover the shareholders' rights, with all shareholders treated equally, stakeholders' roles, disclosure of information and transparency, and responsibilities of the Board of Directors.

Nomination and Remuneration for directors and executives, Independence of the Board of Directors from the Management, Director Development, and Evaluation of the performance of the directors, including overseeing of subsidiaries and associated companies.

The Company has not established a nomination committee, and new Directors are primarily sourced through referrals. To determine the suitability of a candidate who is proposed as a new Director, the Board of Directors will assess the skills, experience and expertise possessed by the candidate as well as the independence and integrity of the individual. From time to time, as deemed necessary, the Board of Directors shall hold meetings to consider the suitability and appointment of new Directors.

The Board of Directors has set a clear and transparent policy on directors' remuneration by comparing within the same industry and sufficiently high enough to retain directors with the required qualifications and approval from the shareholders' meeting.

Management's remuneration is in accordance with the rules and procedures stipulated in the Company's regulations. The Audit Committee receives additional remuneration from the Directors due to higher duties of the Audit Committee.

The remuneration for the hotel management, including the Managing Director, is determined by MOHG in accordance with the terms of its management contract with the Company. MOHG's decisions in compensation and benefits are based on its policies and philosophy to establish and maintain levels of compensation and benefits that are competitive amongst and benchmarked against the hotel's key competitors while also taking into account local compensation and benefits surveys.

Caring for shareholders, Equitable treatment of shareholders, Promotion of the exercise of shareholders' rights, Protection to use inside information, Prevention of conflicts of interest, Responsibility to Stakeholders

The Company is committed to caring for shareholders, treating all shareholders equally, promoting and exercise of shareholders' rights as well as protecting using inside information, preventing conflict of interest and being responsible to all stakeholders. The specific matters cover the equitable treatment of shareholders are as follows:

Section 1: Shareholders' rights

The Company recognises and values the rights of all shareholders, with no wrongful acts or negligence to the shareholders' rights as well as encouraging the shareholders to exercise their rights. The fundamental rights of shareholders include buying or transferring of shares, receiving dividend declared by the Company, and obtaining sufficient and appropriate information. All shareholders are given the right to vote on important matters such as the election of Directors, the appointment of auditors and the matter that will affect the Company's operations, such as the distribution of the dividends, the amendment of Articles of Association and Memorandum of Association, decrease of increase of capital, and approval of any special transaction, etc.

The Company holds a general shareholders' meeting annually. The Annual General Meeting of shareholders is held at the Company's meeting room, Mandarin Oriental, Bangkok. In the event that the Annual General Meeting being held by electronic means (e-AGM), it shall be organised in compliance with the standard and security in accordance with the Ministry of Digital Economy and Society, taking into account the health and safety of all shareholders, stakeholders as well as ensure that all shareholders have the same rights.

Before the shareholders' meeting

The Company sent the notice of the shareholders' meeting together with annual reports, as well as meeting agenda to shareholders 14 days prior to the meeting according to the regulations. Shareholders who cannot attend the meeting will be able to authorise their representatives or an Independent Director to attend on their behalf.

Annual General Meeting of Shareholders

The chairperson of the meeting explained the rules, which included the voting process and allocated sufficient time for the meeting and giving the same rights to all shareholders an opportunity to ask questions, express opinions, and provide suggestions. The Company's auditors, on the other hand, participated in the shareholders' meeting to answer questions, as well as taking advice from shareholders so as to consider or take appropriate action. The Company arranged to have an independent person to inspect the vote cast in each agenda.

After the shareholders' meeting

The minutes of shareholders' meetings were accurate and complete within 14 days after the meeting. It has been submitted to the relevant department in a timely manner and can be checked by the shareholders.

Section 2: Equitable treatment of shareholders

The Company takes into account the equal and fair treatment of all shareholders, both shareholders who are directors/executives and non-executive shareholders, as well as foreign shareholders and minority shareholders as follows:

- Notice to the shareholders' meeting, annual reports, and information supporting the meeting agenda are prepared in Thai and English.
- The Company conducts every shareholder's meeting according to the agenda as stated in the invitation letter and has a policy not to unnecessarily add agendas to the shareholders' meeting without informing the shareholders in advance, especially important agendas that shareholders might need time to study information before making decisions.
- The Company has a policy regarding the prevention of using inside information for personal benefits. Anyone who has no duty and responsibility can have access to information unless it has been announced to the public. Moreover, all executives and personnel must immediately report to the Company Secretary any changes in their shareholding so that this information will be reported to the Chairperson of the Board of Directors.

Section 3: Stakeholders' role

The Company recognizes the rights of all groups of its stakeholders including, but not limited to, its employees, business partners, commercial debtors, customers, competitors, and the local community. The Company seeks to treat all its stakeholders with fairness and respect in order to create an environment that promotes good society and sustainable development. In addition, the Company has always strictly complied with applicable laws and regulations when dealing with its stakeholders and according to the Guiding Principles that the Company has always adhered to.

Section 4: Disclosure of information and transparency

The Board of Directors recognises the importance of accuracy, completeness, and transparency of the information in both financial statements and general information including the critical information regarding the Company's share price. Information is disseminated via the Stock Exchange of Thailand. The Company has not established an investor relations section but has assigned the Company's Director of Finance to act as its representative in meetings with investors, shareholders as well as analysts and related government sectors as there are not many such activities. Investors can contact the Company Secretary for more information.

Business Ethics

Mandarin Oriental, Bangkok operates its business under OHTL Public Company Limited, listed on the Stock Exchange of Thailand and one of its principal shareholders is Mandarin Oriental, which also manages the hotel as part of Mandarin Oriental Hotel Group, listed on Stock Exchange of London, Bermuda, and Singapore. The following principles are applied to the administration of the Company's personnel which are in compliance with applicable laws relating to hotel business conducts and appropriate hotel business standards.

- Employees must have legal awareness relating to their work and responsibilities.
- Employees must report to a superior staff member or human resource department of any colleague who is in failure to comply with the Company's rules and regulations.
- Employees who are expatriates must have all necessary visas, work permits, and all necessary specific registrations and qualifications for the work they do as required by laws.
- Tax compliance: Tax handling matters for individuals and the Company must fully comply with tax laws and regulations with accuracy, prepare, submit and timely tax returns.
- Anti-competitive Practices: Certain kinds of conduct involving agreements with competitors which have the effect of restricting competition (such as price-fixing, no competition agreement, etc.) are prohibited.

A written code of conduct has been prepared for the Board of Directors, management, and employees to serve as a guideline in executing their duties honestly to both the Company and every group of stakeholders, including the public and society. The Company also holds staff meetings regularly to communicate and follow the said guideline.



Attachment 6

Audit Committee Report

This report summarized the 2023's review issued by the Audit Committee. A total of four regular meetings were held quarterly last year in order to ensure that internal control processes were in place and in accordance with the regulations and rules of the Securities and Exchange Commission of Thailand.

The Audit Committee consisted of three independent directors. The list of Audit Committee members and their attendance are shown in the table below.

Audit Committee	Position	Attendance of Meeting in 2023
1. Mr. Aswin Kongsiri	Chairman of the Audit Committee	4/4
2. Mr. Surachai Sirivallop	Audit Committee	3/4
3. Mr. William Zentgraf	Audit Committee	4/4

In 2023, the Audit Committee reported to the Board of Directors of the Company as follows:

Review of the Company's Financial Information

The Audit Committee reviewed the auditor's report on the quarterly financial statements and financial statements for the year ending 31 December 2023. During the year, the Audit Committee had a meeting with the external auditor without management being present in order to allow the auditor to discuss matters independently.

The regular review focused on the appropriate disclosure, the accuracy and consistency of the Company's financial report, as well as considering various important issues that occurred in the year 2023 with top executives, the management, and auditors, such as significant financial transactions and Key Audit Matters, changes in accounting policies, and the appropriateness of the disclosed information before presenting the financial statements to the Board of Directors for approval.

The Audit Committee had the same opinions as the auditors that the Company's financial report for the year 2023 showed the financial position and operating results accurately and reliably in accordance with the financial reporting standards, as well as adequate and timely disclosure of information in the financial report for the benefit of investors or users.

Review of Internal Control and Risk Management

The Audit Committee reviewed the internal control audit report, including a report on the results of the inspection on fire protection, life safety, health, and safety. The Audit Committee had an opinion that the Company maintained guidelines and followed the system and principles of internal control appropriately, including continual development.

The Audit Committee monitored the progress of risk management reported by the Company's Risk Management Committee. The Audit Committee reviewed the risk management plan on a quarterly basis, providing useful recommendations to ensure that the Company's risk management is adequate and efficient.

Review of Connected Transactions

The Audit Committee reviewed the Company's transactions with its subsidiaries and associated companies and found that the transactions were in accordance with normal business conditions, as well as having complete and adequate disclosure of information. The Audit Committee had the opinion that there was no material transaction between the Company and its related persons in the year 2023.

Review of Performance According to Relevant Laws and Regulations

The Audit Committee reviewed the Charter of Audit Committee annually. The Audit Committee reviewed the Company's general business operations according to relevant laws and regulations that were reviewed on a regular basis to ensure that the Company complied with the laws and regulations of the Securities and Exchange Act, including the laws related to the Company's business operations. From the report of the external auditor, internal auditor, and the management of the Company, the Audit Committee had the opinion that the Company properly complied with all applicable laws and regulations.

Consideration of Appointment of Auditors for the Year 2024

Auditor's Remuneration

The Company has appointed Ms. Sinsiri Thangsombat, Certified Public Accountant No. 7352 and/or Mr. Paiboon Tankul, Certified Public Accountant No. 4298 and/or Ms. Sakuna Yamsakul, Certified Public Accountant No. 4906, from PricewaterhouseCoopers ABAS Limited as the Company's auditors, with the audit fee for the year 2023 of Baht 1,839,100 (2022: Baht 1,639,100) and non-audit fee service fee of Baht 218,000 paid in 2023 for tax and legal advice, and the review of monthly service charge.

The Audit Committee considered and proposed to appoint auditors who audited the Company's accounts in 2023, as well as determined the auditor's fee by considering the auditor's independence, performance, and remuneration. The Audit Committee considered that auditors from the PricewaterhouseCoopers ABAS Limited to be independent and have sufficient knowledge and experience in performing the audit, as well as appropriate remuneration. Therefore, it was resolved to propose to the Board of Directors for approval at the Annual General Meeting of Shareholders to appoint the auditor from PricewaterhouseCoopers ABAS Limited and determined the auditor's remuneration for the year 2024.

The Audit Committee viewed that the Board of Directors and the executives continued to strengthen controls and procedures as well as having in place an efficient risk management system with emphasis on operating under good corporate governance that has improved operation efficiency throughout the year 2023.

Mr. Aswin Kongsiri
Chairman of the Audit Committee
25 January 2024

