



รายงานประจำปี 2566

ANNUAL REPORT 2023

GRANDE ASSET
HOTELS & PROPERTY



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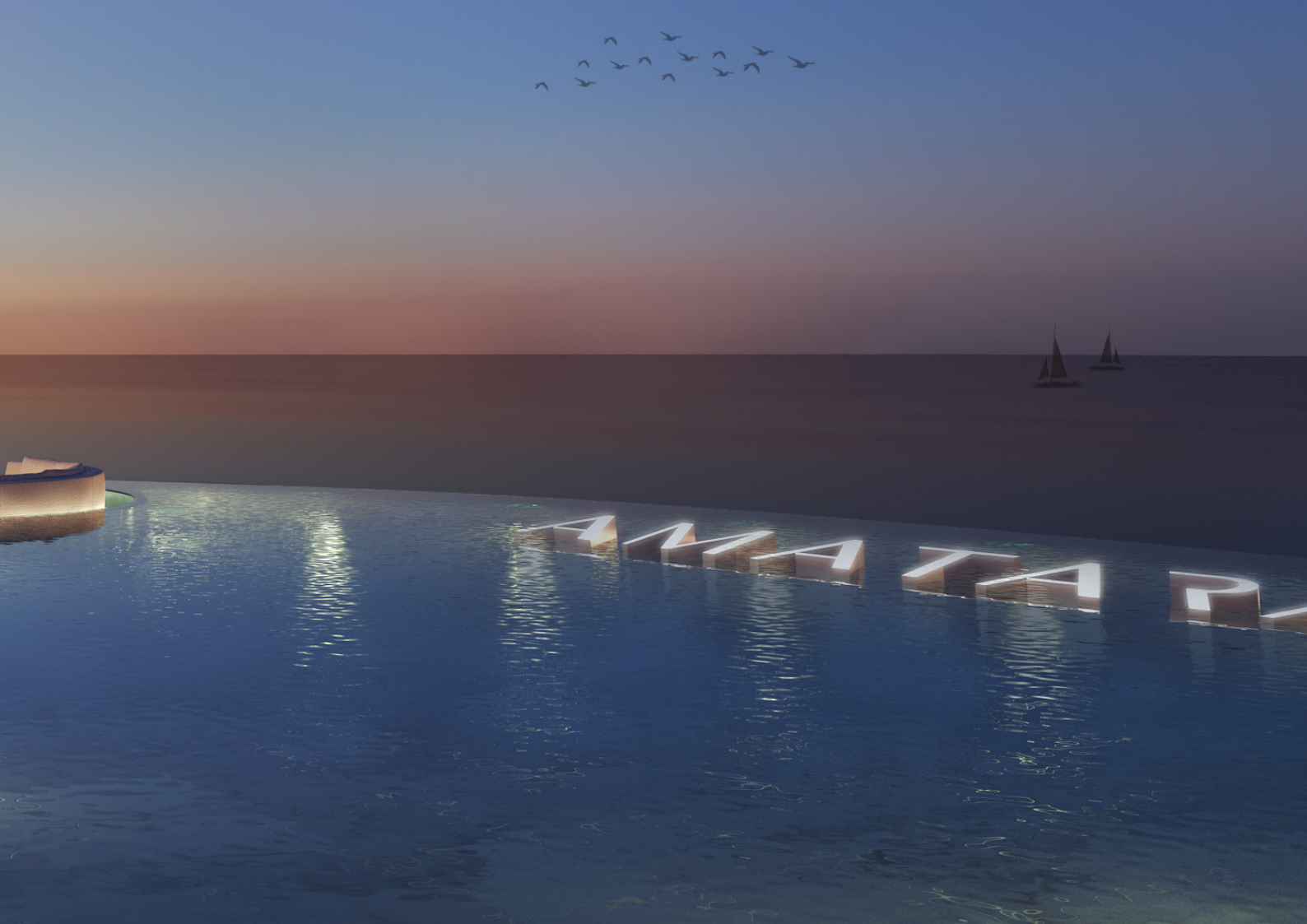
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BOARD OF DIRECTORS



**Mr. Wichai
Thongtang**

Chairman of the Board of Directors /
Independent Director



**Dr. Bhichit
Rattakul**

Vice Chairman of the Board
of Directors / Chairman of the Board
of Executive Directors



**Mr. Sanith
Adhyanasakul**

Director / Vice Chairman of Board
of Executive Directors



**Mr. Vitavas
Vibhagool**

Director / Executive Director /
Chief Executive
Officer - Property Development



**Ms. Wilawun
Leongnarktongdee**

Director / Executive Director /
Chief Executive
Officer - Corporate Finance



**Mr. Suradej
Narula**

Director / Executive Director



**Mr. Amarin
Narula**

Director / Executive Director



**Mr. Lothar
Richard Pehl**

Director



**Mr. Chaiwat
Utaiwan**

Independent Director / Chairman of
Risk Management Committee /
Audit Committee



**Mr. Pornchai
Kittipanyangam**

Independent Director /
Chairman of Audit Committee /
Risk Management Committee



**Dr. Boonrux
Yodpheth**

Independent Director /
Audit Committee

Part

1

BUSINESS OPERATIONS AND PERFORMANCE



Part 1

Business Operations and Performance

1. Structure and Operations of the Corporation

1.1. Policy and Business Overview

1.1.1. Vision, Objectives, Goals and Strategies of Business operations of the Corporation

Grande Asset Hotels and Property Public Company Limited (“the Company”) has implemented a hybrid business strategy to engage in property development for short and medium-term revenue recognition, as well as to invest in the hotel business for long-term revenue recognition. Additionally, the Company has invested in manufacturing and distribution of rubber gloves, aiming to consistently generate income in response to current market demands. These strategies are designed to reduce reliance on a single business and enhance long-term value for the Company.

The Company has divided its business operations and strategies into 4 categories as follows:

- (a) **Real Estate Development Business:** The Company will focus on the investment in business districts or tourism areas with high potential for development. These areas should be accessible via various convenient transportation networks and offer a variety of nearby facilities such as hotels, academies, entertainment venues, shopping malls, hospitals, etc. The Company is targeting medium to high-income customers who seek convenient living.
- (b) **Hotel Business:** The Company aims to focus on investing in 5-star hotels by hiring experienced hotel management companies with international networks, such as Marriott International and Hyatt International Corporation. For hotel investment in Bangkok Metropolitan area, the Company chooses locations that are conveniently accessible and situated in the central business district. Additionally, the Company has a policy to diversify its investments to other provinces or foreign locations in the future, selecting destinations that are leading tourist attractions of the country.
- (c) **Rental Business**

Rental areas which are under the Company are listed below:

- Robinson Department Store which is located next to the Westin Grande Sukhumvit
- The Allez which is located next to Hyatt Regency Bangkok Sukhumvit
- Condominium unit for commercial purpose within the Hyde Sukhumvit 11 (Operated in May 2019)

- Condominium unit for commercial purpose within the Trendy Condominium

(d) **Manufacturing and Distribution of Rubber gloves:** In 2020, the Company invested in manufacturing and distribution of rubber gloves used in industries, household rubber gloves and medical gloves. The Company's factory is located at TFD Industrial Estate 2, Bangpakong District, Chachoengsao Province. Currently, the construction of the first factory building has been completed and the machines has been installed for 4 production lines. The company has obtained the factory standard certificate and began selling products in the third quarter of 2022.

1.1.2. Change and Major Developments

Grande Asset Hotels and Property Public Company Limited ("the Company") is located at 388, Exchange Tower Building, 32nd Floor, Room No. 3203-4, Sukhumvit Road, Klongtoey, Klongtoey, Bangkok. The Company was established in Thailand and registered on April 21, 1988, under the name "Sukhumvit Center Company Limited", primarily to engage in the hotel business. Further, the Company changed name to "P.S. Development Group of Company Limited", "Grande Asset Development Company Limited", and finally, "Grande Asset Hotels and Property Company Limited". On July 7, 2003, the Company became a public company and was listed on the Stock Exchange of Thailand on February 10, 2004.

As of December 31, 2023, the Company has a registered capital of THB 4,670,560,011.50, comprising 9,341,120,023 ordinary shares with a par value of THB 0.50 per share. The issued and paid up capital amounts to THB 4,670,560,011.50.

The Company and its subsidiaries ("the Group") have undergone changes and major developments as follows:

2021

- On 23 June 2021, the Extraordinary General Meeting of Grand Global Gloves No.2/2021, a joint venture, resolved and approved the increase of registered share capital from 100 million Baht to 350 million Baht by issuing 2,500,000 new ordinary shares with a par value of THB 100 per share to the existing shareholders of GGG in proportion to their shareholding. The subsidiary called for an increase in paid-up share capital of Baht 25 each, totaling an amount of Baht 62.50 million. GGG had already received the increase paid-up share capital for the full amount and registered with the Ministry of Commerce on 8 July 2021.
- On 15 July 2021, Royal Orchid Hotel (Thailand) Public Company Limited ("ROH"), a subsidiary, sold assets to Grand Royal Orchid Hospitality Real Estate Investment Trust with a

Buy-Back Condition ("GROREIT") amounting to Baht 4,498 million. ROH also entered into an agreement with MFC Asset Management Public Company Limited ("MFC"), as the trustee of GROREIT. The lease term is 3 years from the date of signing the agreement, with each party having the right to renew the lease twice for period of 1 year each time, resulting in a total rental period of 5 years. ROH has the option to buy back the assets from the third year to the fifth year.

- On 3 August 2021, The Board of Directors Meeting of Grand Global Gloves Co., Ltd. No. 3/2021, a Joint Venture, resolved and approved the call for the remaining paid-up share capital of Baht 25 each, totaling an amount of Baht 25 million to be paid by existing shareholders. This joint venture had already received the paid-up share capital for the full amount and registered with the Ministry of Commerce on 23 December 2021.

2022

- The Company offered unissued capital increase ordinary shares with a par value of 1.- Baht per share to existing Shareholders of the Company in proportion to the number of shares held by each of them (Right Offering) at a ratio of 6 existing shares to 1 new share, at the offering price of 0.56 Baht per share during 17-21 January 2022. The Company received payment for 541,996,910 shares, totaling Baht 303,518,270, and registered the increase in paid-up share capital with the Ministry of Commerce on 2 February 2022.
- On 17 February 2022, the Company changed the par value of shares from Baht 1 to Baht 0.50 per share, resulting in an increase in the total number of shares from 4,157,926,875 shares with a par value of Baht 1 to 8,315,853,750 shares with a par value of Baht 0.50.
- On 14 July 2022, the Board of Directors Meeting of Grand River Forest Co., Ltd. No. 4/2022 approved the increase of share capital by 9,800,000 shares, with a par value of Baht 100 each, totaling Baht 980 million, to be offered to existing shareholders in proportion to their shareholding. This joint venture had already received the increase paid-up share capital for the full amount and registered with the Ministry of Commerce on 22 July 2022.
- In 2022, the Company issued and offered Convertible Debentures to 2 specific investors, namely Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1"), for a total amount of Baht 200 million. The Convertible Debenture holders exercised their conversion rights, converting them into ordinary shares totaling 1,025,266,273.

2023

- On 7 February 2023, the Board of Directors Meeting of Grand River Forest Co., Ltd. No. 1/2023 approved the increase share capital by 400,000 shares, with a par value of Baht 100 each, totaling Baht 40 million to be offered to existing shareholders in proportion to their

shareholding, resulting in the registered capital increasing from 1,430,000,000 Baht to 1,470,000,000 Baht. This joint venture received the increase paid-up share capital in full and registered with the Ministry of Commerce on 23 February 2023.

- On 21 April 2023, the Annual General Meeting of Shareholders of Royal Orchid Hotel (Thailand) Public Company Limited for the year 2023 approved the reduction of the registered capital from the existing registered capital of 1,117,500,000.- Baht to the new registered capital of 938,917,233.- Baht by canceling the 178,582,767 unissued ordinary shares, with the par value of 1.- Baht per share, for offering to investors in private placement. This subsidiary had already registered the reduction of the registered capital with the Ministry of Commerce on 25 May 2023.
- On 25 April 2023, the Annual General Meeting of Shareholders of Grande Asset Hotels and Property Public Company Limited for the year 2023 approved the reduction of the registered capital of 5,323,497,050.- Baht to the new registered capital of 4,670,560,011.50 Baht by canceling the 1,305,874,077 unissued capital increase ordinary shares, with the par value of 0.50 Baht per share, for accommodation of the conversion of the Convertible Debentures. The Company had already registered the reduction of the registered capital with the Ministry of Commerce on 26 May 2023.
- On 24 August 2023, the Board of Directors of Grand River Forest Company Limited No. 5/2023 passed a resolution to increase the share capital by 200,000 shares, with a par value of 100 Baht per share, totaling Baht 20 million to be offered to existing shareholders in proportion to their shareholding, resulting in the registered capital increasing from 1,470,000,000 Baht to 1,490,000,000 Baht. This joint venture received the increase paid-up share capital in full and registered with the Ministry of Commerce on 25 October 2023.

1.1.3. Utilization of the Company's raised funds according to the Objectives Stated in the securities offering prospectus

The utilization of the company's raised funds from the issuance of debt securities - used funds fully according to the objectives in the year 2023

Debenture	Use of Fund	Estimated Amount Used	Estimated Period of Amount Used	Descriptions / Progress of Use of Funds / Reasons and Measures in the case of Use of Funds Non-Compliant with Objectives
Debenture No. 3/2022	1. To repay loans and debts from the issuance of bonds	1,302.70 MB	July 2022	To repay the existing loans from financial institution
		1,402.20 MB	October 2022	To redeem the existing debentures due October 2022 in the amount of Baht 1,402.20 million
	2. To invest in property development and/or working capital	795.10 MB	Within January 2023	To invest in property development and/or working capital
Debenture No. 4/2022 Tranche 1	1. To repay debts from the issuance of bonds	276.50 MB	January 2023	To early redeem the existing debentures in January 2023, amounting to Baht 276.50 million due April 2023
	2. To invest in businesses relating to the current business operations	24.38 MB	Within May 2023	To invest in property development project and hotel business of the Company, subsidiaries and joint ventures
	3. Working capital for the business	637.12 MB	Within June 2023	To use as working capital for the business
Debenture No. 1/2023	1. To repay debts from the issuance of bonds	732.10 MB	May 2023	To redeem the existing debentures due May 2023 in the amount of Baht 732.10 million
		149.30 MB	May 2023	To redeem the existing debentures due May 2023 in the amount of Baht 200 million (partial)
Debenture No. 2/2023 Tranche 1 and	1. To repay debts from the issuance of bonds	373.90 MB	July 2023	To redeem the existing debentures due July 2023 in the amount of Baht 373.90 million

Debenture	Use of Fund	Estimated Amount Used	Estimated Period of Amount Used	Descriptions / Progress of Use of Funds / Reasons and Measures in the case of Use of Funds Non-Compliant with Objectives
Tranche 2		186 MB	July 2023	To redeem the existing debentures due July 2023 in the amount of Baht 1,000 million (partial)
Debenture No. 3/2023 Tranche 1, Tranche 2 and Tranche 3	1. To repay debts from the issuance of bonds	814 MB	July 2023	To redeem the existing debentures due July 2023 in the amount of Baht 1,000 million (partial)
	2. Working capital for the business	43.90 MB	Within July 2023	To use as working capital for the business

The utilization of the company's raised funds from the issuance of debt securities - not yet fully utilized according to the objectives

Debenture	Use of Fund	Estimated Amount Used	Estimated Period of Amount Used	Descriptions / Progress of Use of Funds / Reasons and Measures in the case of Use of Funds Non-Compliant with Objectives
Debenture No. 4/2023 Tranche 1 and Tranche 2	1. To repay debts from the issuance of bonds	230 MB	October 2023	To redeem the existing debentures due October 2023 in the amount of Baht 230 million
	2. To invest in businesses relating to the current business operations	Up to 100 MB	Within June 2024	To invest in property development project and hotel business of the Group and joint ventures
	3. Working capital for the business	Up to 340 MB	Within June 2024	To use as working capital for the business
Debenture No. 5/2023	2. To repay debts from the issuance of bonds	Up to 50 MB	Within April 2024	To redeem the existing debentures due April 2024 in the amount of Baht 3,500 million (partial)
	3. Working capital for the business	Up to 150 MB	Within September 2024	To use as working capital for the business

1.1.4. Obligations Undertaken by the Company in the Registration Statement to Offer for Sale of Securities and/or Conditions of Permission of Office and/or Conditions of Securities Acceptance of SET

Existence of Financial Ratio and other condition

1. The Company is obligated to maintain the net debt-to-equity ratio at the end of each fiscal quarter or at the end of accounting period in the case of the last quarter, not exceeding 3.5: 1, in the accordance with the rights and obligations of the Issuer and the Debenture Holders.

“Total amount of net debt”	Refer to total liabilities as shown in the debenture issuer’s audited or reviewed consolidated financial statements, which interest-bearing or under discount included financial obligations and liabilities arising from the issuer’s pledges, aval or other similar obligations with third parties or entities (excluding subsidiaries) not included in the consolidated financial statements but disclosed in notes to consolidated financial statements. It excludes liabilities related to the issuance of letters of guarantee as collateral for land allocation or utilities or any other purposes. Additionally, cash and cash equivalents, including restricted deposits pledged to others as shown in the statement of financial position, are deducted. For the avoidance of any misinterpretation, such liabilities do not include trade payables, cash received in advance, lease liabilities, liabilities from changes in accounting standards or any non-interest-bearing liabilities.
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“Total amount of equity”	Refer to the total amount of equity as shown in the audited or reviewed consolidated financial statements. Additionally, the equity includes non-controlling interests of the shareholders
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“Statement of financial position”	Refer to the most recent audited or reviewed statement of financial position of the debenture issuer and its subsidiaries, as approved by the certified public accountant accredited by the Securities and Exchange Commission (“SEC”)
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2. The debenture issuer will not declare a dividend payment to shareholders in the event that the debenture issuer fails to pay the principal and/or interest of the debentures upon maturity, or in the event of a default or potential default, unless approved by the Debenture Shareholders Meeting.

1.2 Nature of Business

1.2.1 Revenue Structure

The revenue structure in details breakdown by business for during the past three years (for the year 2021 to 2023) can be summarised as follows:

Revenue structure	2023		2022		2021	
	THB Million	%	THB Million	%	THB Million	%
Revenue from hotel operations						
Rooms	1,591	58	999	53	259	40
Food and beverage	757	27	523	27	161	24
Others ¹	58	2	37	2	18	3
Total revenues from hotel operations	2,406	87	1,559	82	438	67
Revenue from sales of real estate	169	6	136	7	60	9
Revenues from rental income	46	2	31	2	17	3
Dividend income	11	-	11	1	11	2
Other income ²	133	5	157	8	124	19
Total revenues	2,765	100	1,894	100	650	100
Growth rate of total revenue (%)	46%		191%		(43%)	
Growth rate from hotel operations business (%)	54%		256%		(45%)	
Growth rate from sales of real estate business (%)	24%		127%		(65%)	

Remark: 1) Other revenue from hotel operations includes laundry and dry cleaning, fitness center, and business center etc.

2) Other income includes management fee, income from contract cancellation, interest received, spa income, gains on sales of assets, gains on foreign exchange, and others.

1.2.2. Nature of Product or Service

The Company divided business operation into 4 categories as follows:

- (a) **Property Development**, according to the company is the real estate development business to stay, office space and retail space both high and low rise. The company emphasizes on real estate development which is located in the business area of Bangkok and tourist attractions in the provinces. The form of project development depends on the nature and location of the acquired assets such as the size of the land, location, characteristics of surrounding communities and limitations of relevant laws. The Company's current and past projects are as follows.

The Trendy Condominium

This mixed-used type of condominium offers various facilities, including a swimming pool, Jacuzzi, sauna room, fitness studio, laundry room and parking space for 736 cars. Nicely located in Soi Sukhumvit 13, just 70 meters from Sukhumvit Road, The Trendy condominium is divided into three main parts: Trendy Office is 32-storey office building with total 29,850 sq.m. space. Trendy Residence is 18-storey residential condominium comprises 530 units totaling 25,375 sq.m., and Trendy Plaza is 3-storey plaza building for restaurants and retails with total 10,387 sq.m. space.

Hua Hin Blue Lagoon Resort

The resort, which located next to Sheraton Hua Hin Resort and Spa, is divided into two main parts: Blue Lagoon Condominium and Island Villas located adjacent to the Sheraton Hua Hin Resort & Spa. A magnificent swimming lagoon style pool provides the centerpiece for this stunning resort and the villas allowing customers to discover the heavenly Blue Lagoon experience in a refreshing natural setting. The detail of the project is shown below;

Blue Lagoon Condominium: Eighteen buildings of three-storey luxurious condominium are situated on 17 Rais of tropical landscape. Each building features 6 units of 148-150 sq.m. spacious two-bedroom condominium totaling 108 units.

Island Villas: Located on 20 Rais of beautiful tropical gardens, a two-storey Island style private villa offers 237 or 267 sq.m. space for 3 luxurious bedrooms totaling 37 Island Villa accommodations. The highlight is to offer our valued customers true Island getaway experience nearby Hua Hin beach.

Hyde Sukhumvit

This 40-storey high-end residential complex offers 1 bedroom, 2 bedrooms, 3 bedrooms, junior penthouse and penthouse between 32.03 and 487.63 sq.m. The total value of 454 units is over THB 5 billion. Hyde Sukhumvit is located on Sukhumvit Soi 13 adjacent to Hyatt Regency Bangkok Sukhumvit.

The residential Hyde Sukhumvit embraces modern concepts of living. Every square meter is specially designed to provide privacy as well as convenience for modern living on spacious 2500 sq.m., facilities on the fifth floor. Thanks to the prime location, premium quality of materials and well-equipped amenities. Hyde Sukhumvit has received a number of awards which help to guarantee its quality, e.g. Best Residential High-Rise development in Thailand, Highly Commended High-Rise Architecture (Asia Pacific Property Awards 2013-2014) and Best Interior Design Private Residence Thailand 2015-2016 (Asia Pacific International Property Awards). This project is currently sold out.

Hyde Sukhumvit 11

The success of the development of Hyde Sukhumvit Project and favorable feedback received made we realized that a large number of the target customers still paid attention on small to medium condominium units. Thus, the Company has purchased the land in Sukhumvit Soi 11 to develop Hyde Sukhumvit 11 Project to respond to the target customers' demand of small to medium residential condominium units. This project has been designed by the well-known and recognized companies, A49 and PIA, to strengthen the customers' confidence about the standard levels which are like the 5-star hotels in the same group of Company. Hyde Sukhumvit 11 Project also received Best Landscape Architectural Design Award which can guarantee quality of the project.

Hyde Sukhumvit 11 project which has project value more than 4,000 million Baht consists of a 39-floor residential building with completed facilities and a 9-floor parking building with residential areas, commercial areas and recreation areas on the roof top. The project offers a variety of styles of condominium units, which include 476 residential units, consisting of studio, 1 bedroom, 2 bedrooms, 3 bedrooms, duplex loft, duplex penthouse and villa penthouse types with usable areas ranging from 27 square meters to 178 square meters including 2 commercial units. Presently, the project can still receive interest from the high-end target group, both Thai and foreigner continually.

Hyde Heritage Thonglor

HYDE Heritage Thonglor is a Super-luxury condominium comprises a single tower with 45-floors and 311 units. with 1, 2 and 3 bedroom residences, plus penthouses. The unit has an area of 40-357 Sq.m. offers its residents an exceptional array of common facilities occupying eight storeys 28 functions over 2,000 Sq.m. The project value is more than THB 6,000 million with prices begin at THB 10.99 million. The entire project covers over 2-2-18 Rai of land nestled on Sukhumvit Road, close to BTS Thonglo just 250 Metres. Moreover, the Thong Lo area is very popular among Thais and foreigners, especially Japanese because its resident with local dining and entertainment choices. Also, an easy access to International School and the city's finest world-class medical facilities such as Sukhumvit Hospital and Samitivej Sukhumvit. Other nearby luxury shopping centers include Emporium, and Emquartier. The construction progress now is 70 % and scheduled to be completed in 2022.

HYDE Heritage Thonglor is a joint venture between two of Thailand's largest listed residential developers; Grand Asset and Property Perfect, and Sumitomo Forestry, the top 5 of Japan company.

The developer can guarantee that the HYDE Heritage Thonglor will be one of the best projects in Thailand as we place the importance on design, construction and material standards also World Class Hospitality Services for residents. Moreover, HYDE Heritage Thonglor has won the Award Winner Residential High-Rise Development from International Property Awards 2020 from England.

Amatara Residences Rayong

Amatara Residences Rayong Mega Project is situated on a vast area of 92-3-12 rais and was developed by Grande Asset Hotels and Property Public Company Limited, a leading Thai real estate developer. In collaboration with the renowned "Amatara Welleisure Resort," a holistic wellness business brand with a successful presence in Phuket, the project aims to establish an ultra-luxury residential development. Amatara Residences Rayong comprises beachfront pool villas with 2, 3 and 4 bedrooms, already completed and ready for occupancy. The project also includes plans for the second phase, featuring hillside villas with breathtaking sea views, the first of its kind in Rayong. It will also include the one and only luxurious Sky Bar in Rayong with captivating panoramic sea views. Another significant highlight of the project is the exceptional level of residential services that are of world-class standards. Alongside comprehensive facilities that cater to a health and well-being lifestyle, the project aims to be a destination for residences and homes designed for global health standards. It aspires to

create a fully integrated wellness community in Rayong, contributing to making the province and Thailand a global hub for Wellness Tourism.

Amatara Residences Rayong project has partnered with three renowned design firms to develop this standout mega project. The firms include Nava Design Studio, That is ITH Interior, and IBUKU Design Studio, which are known for their sustainable architecture and emphasis on environmentally friendly materials. Amatara Residences Rayong project is the first in Thailand to collaborate with IBUKU Design Studio to design the constructions within the project. With careful design curation from all three companies, every space within the project aims to present elegant, timeless and luxurious designs, incorporating premium materials and designs seamlessly blending with nature. Surrounded by over 5,500 preserved original trees, including a stunning view of the beautiful eastern sea, the project creates an elevated lifestyle in its central area featuring an Infinity swimming pool, restaurants, a Sky Bar and Beach Club. Complemented by sustainable health-promoting services, this environment is suitable for couples seeking a rejuvenating lifestyle for both body and mind, as well as families of all sizes. Every member can enjoy a wide range of activities within the project, making it a truly immersive experience.

As a leader in the development of real estate in Thailand, we are dedicated to elevating the well-being of residents in every moment through meticulously designed projects and facilities that cater to a convenient and comfortable lifestyle. Amatara Residences Rayong, a branded residence in the luxury segment, presents the epitome of living, surpassing expectations by offering holistic wellness services, aligning with the global trend of well-being. We have brought in the renowned brand, Amatara Welleisure Resort, which excels in the comprehensive healthcare business, having received the Gold Award under the health tourism category in the field of Wellness and Spa Retreat at the 14th Thailand Tourism Awards 2023. We believe that partnering with strong health-focused allies will establish our project as a new world-class wellness landmark, contributing to Thailand's position as a leading global health tourism hub. Grande Asset remains committed to developing projects that meet market demands, providing worthwhile investments and delivering residential functions that exceed expectations. Our project is strategically located in the heart of the Eastern Economic Corridor (EEC), a major hub for industrial and tourism development, close to both Bangkok and U-Tapao International Airport, catering to the diverse needs of Thai and international businesses and residents alike.

Currently, the development of the project in the first phase is completed and ready for occupancy, consisting of a total of 9 Villas Type 2, 3- and 4-bedroom units. Moving forward, we are advancing to the second phase, set to commence construction in 2024. In this phase,

we are prepared to create a new phenomenon for Rayong province and the Eastern region, introducing the first-ever hillside sea-view villas in Rayong. These villas offer 2 bedrooms, and 2 bathrooms, totaling 9 Villas of 18 units. The designs are modern yet harmoniously blend with the surrounding nature. Additionally, the second phase will feature a “Sky Bar,” the first-of-its-kind panoramic space with stunning ocean views in Rayong, destined to become the most exquisite destination in the Eastern region to admire the beautiful sunsets by the sea. Furthermore, we are preparing to open the Beach Club, designed by IBUKU and managed by Amatara Welleisure Resort, to enhance the elevated lifestyle for the project’s residents. The facilities will also be open to the general public, just like the “Sky Bar” and in the future phases.

- (b) **Hotel business** The Company has invested in the project development by ourselves or acquisition of another hotel that is already in operation. Hotel development includes purchasing or leasing land, procure and hire consultants, contractors, suppliers involved in the development of such projects. and hire experienced hoteliers with global network to manage the assets. At present, the company has hired Marriott International Group and Hyatt International Corporation to operate the hotel. The hotels manage by Marriott International are The Westin Grande Sukhumvit, Bangkok, Royal Orchid Sheraton Hotel and Towers, which the Company acquired in April 2018. Sheraton Hua Hin Resort and Spa Phetchaburi province and Sheraton Hua Hin Pranburi Villas Prachuap Khiri Khan province, Marriott International Group is a leading hotel management company Has experience in hotel management and has more than 7,000 hotels in more than 100 countries around the world. and is one of the largest hotel company in the world. Manages 30 hotel brands: Westin®, Sheraton®, W®, St. Regis®, JW Marriott®, The Ritz-Carlton®, The Luxury Collection®, EDITION®, BVLGARI®, Marriott®, Marriott Executive Apartments®, Delta. Hotels®, Renaissance Hotels®, DESIGN HOTELS®, Autograph Collection®, Le Meridian®, TRIBUTE PORTFOLIO®, Courtyard Marriott®, SpringHill Suites®, FourPoints® by Sheraton, Aloft®, Residence Inn®, AC Hotels®, Gaylord®, Protea Hotels®, Fairfield Inn®, TownePlace Suites by Marriott®, Moxy Hotels® and Element by Westin®, while Hyatt International Corporation operates the Hyatt Regency Bangkok Sukhumvit. It is a latest hotel for the company. The hotel was officially opened in March 2019. The Hyatt International Corporation is another leading 5-star hotel management company with experience in hotel management and has more than 700 hotel chains in more than 54 countries around the world. and is considered one of the best hotel management

companies in the world. Currently, Hyatt International Corporation operates 12 hotel brands: Park Hyatt®, Grand Hyatt®, Hyatt Regency®, Hyatt Hotels®, Andaz®, Hyatt Centric®, Unbound Collection®, Hyatt Place®, Hyatt House®, Hyatt Ziva®, Hyatt Zilara® and Hyatt Residence Club®.

Details of each hotel of the company are as follows

The Westin Grande Sukhumvit, Bangkok

The Westin Grande Sukhumvit Hotel is located at the entrance of Soi Sukhumvit 19, close to Asoke BTS Station. and Sukhumvit MRT Station, managed by Marriott International.

The Westin Grande Sukhumvit Hotel is a 5-star hotel with a 25-storey building with a total of 362 rooms with various facilities and services. Related to a full range of hotel services such as banquet rooms, ballrooms, business centers, restaurants, fully equipped fitness with modern equipment for those who love to exercise and Varina Spa

The Westin Grande Sukhumvit Hotel consists of the following service floors:

	Floor
Lower Lobby and Concierge	G
Parking and Office area	5-6
Reception, Seasonal Taste restaurant, Zest Bar, Grand Ballroom	7
Kisso Japanese Restaurant, Meeting room and Business Center	
Swimming Pool, Fitness, Varina Spa	8
Accommodation and Suite	10-24
Altitude Event Space	25

Room Accommodation

The Westin Grande Sukhumvit Hotel has 362 rooms located on the 10th to the 24th floor. The room types are divided as follows:

Room Type	Number of rooms
1. Deluxe	220
2. Premium Deluxe	50
3. Executive Deluxe	61
4. Deluxe Suite and Executive Suite	30
5. Presidential Suite	1
Total	362

The rooms for executive level customers (Executive Deluxe) including Executive Suites and Presidential Suites are located on the 22nd to 24th floors with the Westin Executive Club Lounge to provide exclusive services for executive customers such as Express Check In/Out, private breakfast, afternoon tea, evening cocktails, and many more.

The Westin Grande Sukhumvit Hotel has a policy to provide maximum comfort to its guests in a warm and comfortable atmosphere. In addition, the hotel provides in-room amenities, especially the Heavenly® Bed. Westin's iconic bed in every room. and other complete facilities to support and facilitate business customers especially.

In addition, the hotel also arranges decorations and services to meet the needs of specific groups of customers as follows:

Service Type	Details
Handicap Room	on the 10th floor for customers with disabilities
Westin Executive Club Lounge	On the 24th floor for executive business customers who want privacy and other special services such as Check In / Out, breakfast, snacks for customers who stay on floors 22-24

The rates for each room type differ depending on the season and room type.

Over the past 3 years, The Westin Grande Sukhumvit Hotel has average occupancy and average room rates as follows:

The Westin Grande Sukhumvit	2023	2022	2021
Occupancy (%)	69.6%	58.3%	19.5%
Average Daily Rate	5,167	4,034	2,308

Food and Beverage

The Westin Grande Sukhumvit Hotel focuses on food and beverage service including banquet by focusing on the quality of service that is impressive and the quality of food prepared by experienced chefs. Inside the hotel, there are restaurants service to serve guests and general customers as follows:

Restaurants	Floor	Service Type	Capacity	Operation hours
Seasonal Tastes Restaurant	7	International	105	06.00-23.00
Zest Bar & Terrace	7	Cocktail, Afternoon Tea	62	7.00-01.00
Kisso Japanese Restaurant	8	Japanese	110	12.00-14.30 18.00-22.30
Pool Bar	8	Snack and Drink	28	10.00-19.00
In-Room Dining Service	24 hours			

In addition, the banquet and catering target customers are customers who want to arrange a wedding. Seminar, product launch event, Government and private company parties There are various types of meeting rooms for seminars and banquets to meet the needs of each type of customers as follows:

	Size Sqm.	Floor	Capacity
Grand Ballroom (Ballroom A+B)	624.00	7	Cocktail / Classroom 500 / 350
Ballroom A	312.00	7	Cocktail / Classroom 180 / 130
Ballroom B	312.00	7	Cocktail / Classroom 180 / 130
(State Room 1+2)	153.00	8	Cocktail / Classroom 100 / 60
State Room 1	76.5	8	Cocktail / Classroom 40 / 24
State Room 2	76.5	8	Cocktail / Classroom 40 / 24
State Room 3	148.50	8	Cocktail / Classroom 100 / 60
Board Room 1	36.00	8	Cocktail / Classroom 30 / 18
Board Room 2	21.00	8	Cocktail / Classroom 15 / 10
Botan 1	20.6	8	Cocktail / Boardroom 10 / 8

	Size Sqm.	Floor	Capacity
Botan 2	19.6	8	Cocktail / Boardroom 10 / 8
Botan 3	19.4	8	Cocktail / Boardroom 10 / 8
Botan 4	18.4	8	Cocktail / Boardroom 10 / 8
Altitude Lounge	255	25	Cocktail / Boardroom 200 / 40
Altitude Library	49	25	Cocktail / Boardroom 20 / 15

Other Services

The hotel offers other services. For the convenience of the customers, there are Business Center, 24-hour currency exchange service, laundry service, tour agency offices, car rental, limousine and communication services.

The hotel also offers exclusive Westin exclusive services to its customers, namely Westin Service Express®, an agency that caters to every customer's needs. to use the services of many hotels Without wasting time contacting the hotel staff in each department and Westin One Call® is a one-stop service for reservations and meeting rooms for banquets, such as customers wishing to organize a party. whether any type of work Just contact a Westin One Call® employee and they will be able to present the style of the event. Liaise with relevant personnel Supervises and supervises operations to meet the needs of the customers. Westin Kids Club® is also available as a special service for Westin family rooms. which emphasizes the importance of children by providing special equipment and supplies necessary for children as well as toys baby bed This is a special tool provided by Westin standards for children aged 3-12 years.

Royal Orchid Sheraton Hotel and Towers

Royal Orchid Sheraton Hotel and Towers Located on Charoen Krung 30 Road, can travel easily as it is only 1.6 kilometers from BTS Saphan Taksin Station, close to shopping areas, restaurants and department stores. It is also located by the Chao Phraya River. The hotel is managed by Marriott International Group. The hotel has many facilities such as food and beverage outlets, bars, banquet rooms. meeting rooms, swimming pools, fitness centers, car parks, the building has a total of 28 floors with a total of 726 rooms, divided into the following rooms:

Room type	Number of rooms
1. Deluxe Riverview	324
2. Premium Deluxe Riverview	240
3. Junior Riverview Suite	19
4. Executive Riverview Suit	33
5. Club Deluxe Riverview	95
6. Club Junior Riverview	4
7. Club Executive Riverview	10
8. Royal Orchid Presidential Suite	1
Total	726

The rates for each room type differ depending on the season and room type.

Over the past 3 years, Royal Orchid Sheraton Hotel and Towers has average occupancy and average room rates as follows:

Royal Orchid Sheraton Hotel and Towers	2023	2022	2021
Occupancy (%)	59.4%	35.3%	6.2%
Average Daily Rate	3,841	3,120	2,345

Sheraton Hua Hin Resort & Spa

Sheraton Hua Hin Resort & Spa, a 5-star resort under the brand “Sheraton Hotels & Resorts” of Marriott International Group. Located on the secluded beach of Cha Am. Only 200 kilometers from Bangkok, convenient travel It takes about 2.5 hours by car. The hotel building is a two-storey building lined around a swimming pool and surrounded by lush gardens. offering 228 rooms and 12 suites, the resort offers direct access to a 560-meter lagoon swimming pool that winds its length. Various types of trees inserted in harmony to provide shade and enjoy the sea view blue sky and beautiful beaches. The deluxe rooms are 49 square meters in size, with high ceilings giving an airy feeling. Warm with color tones and decorations in contemporary Thai style. The rooms include the "Sheraton Suite Sleeper Bed", a bed that is exclusive to Sheraton. The spacious bathroom is characterized by a large mirror, with separate bathtub and shower room and entertainment system. Choose to stay in rooms

with private garden or pool access rooms that just step down from the balcony to enjoy swimming immediately. There are 12 suites in total, measuring 98 square meters, equipped with entertainment system. A large wardrobe with dressing corner silk bathrobe Bath amenities from Shine for Sheraton™ bath amenities. All rooms have a private balcony to sit and relax outside. High speed internet and wireless internet in room Facilitate guests to stay connected

The resort's restaurant and bar serve both authentic Thai cuisine. Featured menus from various countries in Asia, including international dishes. There are also activities to add fun to the holiday. Guests such as tennis, water sports, fitness center. A world-class golf course within easy reach of the resort. Or choose to relax at "Shine Spa for Sheraton" which offers both Thai and international massages. Various treatments that helps restore health maintain body balance or to enhance beauty for younger guests, the "Star Club" is your activity area. There are both skill-building and recreational activities especially for children's enjoyment.

Room accommodation

Deluxe rooms include deluxe garden view, deluxe garden terrace, deluxe lagoon view, deluxe lagoon access and de Alux Ocean Front Suite rooms consist of Lagoon Suite and Ocean Suite

The rates for each room type differ depending on the season and room type.

Over the past 3 years, the average occupancy and average room rates of Sheraton Hua Hin Resort & Spa are as follows:

Sheraton Hua Hin Resort & Spa	2023	2022	2021
Occupancy (%)	52.9%	50.2%	33.0%
Average Daily Rate	3,569	3,339	2,862

Food and Beverage

The Deck Restaurant serves buffet breakfast and an a la carte menu for lunch and dinner. There is a choice of Thai food and international food in air-conditioned rooms or on the balcony by the pool the restaurant can welcome guests with 185 seats. Open for breakfast from 6.30-10.30 hrs., lunch from 11:30 a.m. to 14:30 p.m. and dinner from 18:00 to 22:00.

InAzia Restaurant is open for dinner. Presenting outstanding menus from various countries in Asia can welcome 100 guests. Customer can choose to sit outside the restaurant next to the pool or inside the air-conditioned room next door is the “Ten Degrees Wine Cellar”, a wine cellar with a wide selection of champagnes and wines from the “Wine of the World” collection. Dinner is served daily from 18:00-22.30 hrs.

Salas consists of 10 pool-side salas and seating in front of the bar. It can accommodate up to 70 diners and serves home-style Mediterranean cuisine original taste and beverages throughout the day. Open from 11.00-21.30 hrs.

Luna Lanai, an open-air restaurant and bar with sea breezes. Serving Thai food, seafood and barbecue in a comfortable atmosphere. close to nature blue sky and the beauty of the gulf of Thailand Open daily from 10:00 a.m. to 23:00 hrs.

Sundara Lounge serves a variety of beverages and appetizers. Can accommodate 60 people. Choose to sit in both the air-conditioned room and the lobby area outside. At night from 7:45-20:30 hrs., there is a live band playing for your enjoyment. Open daily from 10:00 a.m. - 23:00 hrs

Other services

The conference venues of the Sheraton Hua Hin Resort & Spa are meticulously designed and perfectly allocated to accommodate a wide range of event types. Consisting of a Grand Ballroom and 2 smaller meeting rooms with a total area of 820 square meters, meeting rooms the most luxurious, majestic and perfect. Also “The Chandelier” has an area of 892 square meters with a ceiling height of 7.6 meters, decorated in warm colors. with ceiling-length windows for natural light. Capable of accommodating up to 800 people for large meetings or banquets, all meeting rooms are equipped with state-of-the-art facilities and technology. and can be subdivided for convenience and can meet the needs in different styles, including 7 rooms together

In addition, to create a unique level like no other. for your party Whether it's a pool party in a lagoon style Banquet in a lush garden or a party in a comfortable atmosphere along the gulf of Thailand Sheraton Hua Hin Resort & Spa can impress you in every form and every important occasion be filled with memorable moments.

The Star Club Children's Club Offers a special space for children between 4- 12 years old, looks like a large brightly colored dice house. separate from the resort building spacious area

brightly colored furniture and equipment are designed especially for children to facilitate children to have fun with various toys including a complete set of learning tools that help children's creativity. Surrounded by lawns for running and playing every day, the Star Club hosts activities that help train children's imagination. Playground in front of the stars club is a space where children have more fun and exercise, open for service every day from 9:00 a.m. - 18:00 hrs.

Shine Spa for Sheraton™ located on the 1st floor of the resort, Shine Spa for Sheraton™ features 12 treatment rooms, including 2 treatment suites, hydrotherapy suites, and hydrotherapy suites. Baths that can massage body with water, jacuzzi, sauna, and steam rooms are separated for men and women, next to each other is the "Salon", pampering the beauty of hair and nails for guests to relax. Shine Spa for Sheraton offers both Thai and international massages, treatments and treatments with over 40 different treatments such as rejuvenation treatments. maintain body balance prime guests of Shine Spa will be delighted with high international spa standards with a wide range of treatments. It has been designed to fuse the distinctive healing practices of Eastern and Western cultures to create a deeply relaxing experience. including body scrubs, rejuvenation and skin massages or the most popular treatments that are unique to Shine Spa, as well as products of the high-end spa Terraké from France. Which is inspired by the purity of nature (Forces of Nature) such as Earth, Water, Wind, Plants open daily from 9:00 a.m. to 21:00 hrs.

Sheraton Fitness powered by Core Performance, is a fitness that focuses on the core of mind, nutrition, movement. and rest Can help develop the level of strength and stamina for the body effectively. It also affects the mind to rest in the right way as well. It is open 24 hours and it is free for in-house guests.

Sheraton Hua Hin Pranburi Villas

Sheraton Hua Hin Pranburi Villas offers a unique inspiration of relaxation that will remain in your precious memories for a long time with 53 luxury private pool villas in a lush green surround location and the harmonious sound of tropical plants The chorus alternates with the sound of waves crashing against the shore of Pranburi Beach decorate with modern furnishings and amenities It has been meticulously designed and selected perfectly blended at a level like no other. Along with the style of superb service, with a private check-in from Villa butler that will deliver a warm and caring experience. Ready to welcome visitors to truly indulge in the paradise of relaxation.

Complete with delicious recipes and excellent drinks. "Dala Restaurant" and "Luna La Pran Restaurant" deliver a delicious travel experience ready to delight and impress visitors in a relaxing atmosphere amidst colorful lotus ponds. Experienced chefs select only the finest ingredients to create every meal be perfectly delicious.

Sheraton Hua Hin Pranburi Villas offers a direct link to the Sheraton Hua Hin Resort & Spa for easy access to amenities such as Shine Spa, Sheraton and 5 restaurants, as well as a fitness center and swimming pool. Lagoon water and Star Club as well.

Room Accommodation

In the midst of a beautiful shady garden open balcony a pavilion to cool off by the pool that offers privacy. Shower hidden among the trees or even an outdoor bath surrounded by colorful lotus flowers. Each villa is decorated in warm colors incorporating the brilliance of the colored lines that are in harmony with the surrounding nature. Whether it's simple but comfortable in the style of "Pool Villa" contemporary living space of "Duplex Pool Villa Suite", outstanding privacy in "Pool Villa Suite" villas in Every style retains the core values of the brand. The signature "Sheraton Sweet Sleeper Bed" will help you rest every night. a happy time It also includes facilities that incorporate state-of-the-art technologies such as high-speed wireless Internet access and docking stations, which will enhance the relaxing experience for visitors in search of a relaxing lifestyle. To indulge in the atmosphere of comfortable relaxation. if hidden with true privacy.

The rates for each room type differ depending on the season and room type.

Over the past 3 years, the average occupancy and average room rates of Sheraton Hua Hin Pranburi Villas are as follows:

Sheraton Hua Hin Pranburi Villas	2023	2022	2021
Occupancy (%)	40.3%	46.8%	57.6%
Average Daily Rate	7,281	7,221	5,937

Food and Beverage

Dalah Restaurant serves breakfast buffet and an a la carte menu for lunch and dinner. There is a choice of Thai food. Dala also presents the distinctive identity of the health-conscious

Sheraton brand with “Color Your Plate” a menu that will balance and color the favorite dishes for the whole family. and the time of “Sheraton Social Hour”, a social gathering place on the next level of tasting specially selected premium quality wines. Open for breakfast buffet from 7.00-11.00 hrs., lunch from 11.00-14.30 hrs. and dinner from 18.00-24.00 with special BBQ buffet in dinner every Saturday.

Luna LaPran is a restaurant and bar with two atmospheres, open-air with sea breezes and air-conditioned rooms. Serving modern Thai food, seafood and barbecue in a romantic and casual atmosphere. close to nature blue sky and the beauty of the Gulf of Thailand Open daily from 10:00 a.m. to 23:00 hrs.

Other Services

Spa Villas offer an experience of deep pampering by connecting visitors to the relaxation of balance of mind and body by merging the distinctive styles of massage therapy from Eastern and Western cultures. Which inspired by the purity of nature and the science of Thai massage our therapeutic specialists are highly trained to deliver a unique experience in the intimate setting of the villa. Adjoining “In Villa Fitness” is another choice of leisure activity. good value and excellent health

Sheraton Gallery, a retail store under the Paul Ropp brand.

Hyatt Regency Bangkok, Sukhumvit

Hyatt Regency Bangkok Sukhumvit is managed by Hyatt International Corporation, officially opened in March 2019.

Hyatt Regency Bangkok Sukhumvit is a 31- storey 5- star hotel located along Sukhumvit Road at the entrance of Soi Sukhumvit 13, there is a bridge directly connecting to Nana BTS Station. There are 273 rooms in a variety of styles, fully equipped with both Thai and international restaurants. Banquet Hall and Ballroom 24-hour fitness center, free form swimming pool with outdoor Jacuzzi and steam room.

Room Accommodation

Hyatt Regency Bangkok Sukhumvit has 273 rooms located on the 7th to the 28th floor. The room types are divided as follows:

Room Type	Number of Rooms
1. Standard	154
2. Regency Club	64
3. Deluxe	28
4. Regency Club Deluxe	6
5. Regency Suite	10
6. Regency Deluxe Suite	4
7. Regency Executive Suite	3
8. Premier Suite	3
9. Presidential Suite	1
Total	273

Suites and Presidential Suite Located on the 22nd to 28th floors, the Regency Club Lounge measures 277 sqm, including 2 small meeting rooms with snacks and views of Bangkok from the 27th floor of the hotel.

Over the past 3 years, the Hyatt Regency Bangkok Sukhumvit has average occupancy rates and average room rates as follows:

Hyatt Regency Bangkok Sukhumvit	2023	2022	2021
Occupancy (%)	76.1%	58.7%	12.5%
Average Daily Rate	5,680	4,754	2,956

Food and Beverage

Hyatt Regency Bangkok Sukhumvit has restaurants to serve guests and general customers as follows:

The Lobby Lounge is located on the 1 st floor of the hotel and offers light snacks, afternoon tea sets and beverages such as Various wines and beers There are 47 seats, which is convenient for customers to have a small gathering or meeting.

Market Cafe, a Thai restaurant which is open from 6:00 a.m. to 22:30 hrs., serving Thai speciality food for lunch and dinner, there is an open kitchen to offer Thai food preparation experience to customers.

Spectrum Lounge & Bar, A bar designed by renowned interior designers from Japan. The restaurant can host events during the day and tapas at night, with a variety of spaces for customers to choose from.

In addition, the Hyatt Regency Bangkok Sukhumvit has space for meetings and meetings. Events of 1,350 square meters for up to 850 guests for various events. The target customer are meeting, catering, wedding

(c) **Rental Business**, Rental areas which are under the Company are listed below:

- Rental area for Robinson Department Store which is located next to the Westin Grande Sukhumvit. The Rental area includes underground floor (B1), 1st floor to 4th floor with car park.
- Rental area for the Allez which is located next to Hyatt Regency Bangkok Sukhumvit. This project is a three-storey building with the approximated area of 2,000 Sq.m. for retail area of restaurant, spa, beauty clinic and financial services (operated in January 2019)
- Condominium unit for commercial purpose within the Hyde Sukhumvit 11 (operated in May 2019)
- Condominium unit for commercial purpose within the Trendy Condominium

(d) **Manufacturing and Distribution of Rubber gloves**, The Company has developed a variety of products according to the market demand. By focusing on the production of nitrile rubber gloves (Nitrile Glove) is a rubber glove, which is produced using the main raw material is nitrile latex (Nitrile Butadiene Rubber: NBR). The nitrile rubber gloves have strong properties. Resistant to tearing and puncturing and are more resistant to chemicals and temperature changes than natural rubber gloves. In addition to the production of rubber gloves for medical use, the Company also produces other types of rubber gloves, such as industrial rubber gloves. Household rubber gloves including the development of the properties of rubber gloves to meet the needs of more specialized applications such as thicker gloves, better heat or chemical resistance and colorful gloves which are different from those in the market. This will help create added value for rubber gloves.

1.2.3. Marketing and Competition

(a) Property Development

The overview of the real estate market in 2023 still lags due to various factors, the main factors stem from the slower-than-expected economic growth and high-interest rates, coupled with the absence of prominent measures to stimulate the real estate sector enough to attract consumers. This has resulted in a slowdown in consumer purchasing power. Meanwhile, residential prices are trending upward in line with construction costs, impacting the rental trend, which continues to be popular and shows interesting growth prospects.

The property price index decreased by 5% in the past year, with condominiums experiencing the most significant reduction. The latest data from the DDproperty Thailand Property Market Outlook 2024 report reveals that the residential price index in Bangkok increased by 3% in the third quarter of 2023 (QoQ). However, it decreased by 5% compared to the previous year (YoY) and dropped by 7% compared to the corresponding period before the spread of the COVID-19 virus (third quarter of 2019). Nevertheless, it is anticipated that in 2024, the single-house price index will likely adjust upwards due to construction costs and rising land prices.

When categorized by residential types, it was found that, in late 2023, only townhouses maintained a stable price index, while condominiums and detached houses experienced a decrease (down by 5% YoY and 4% YoY, respectively). However, when compared to the period before the COVID-19 pandemic, the residential price index showed an interesting adjustment in low-rise houses. Single houses increased by 12%, and townhouses increased by 5%. In contrast, condominiums experienced a significant decrease in the price index, up to 21%, indicating a slow recovery in vertical living, which has not returned to its previous state. Locations with the most significant increase in the price index over the past year are mostly situated outside the central business district (CBD) of Bangkok and the surrounding areas, including Saphan Sung District with an 11% YoY increase, followed by Bangkok Yai District with a 10% YoY increase, Khlong Sam Wa District with a 7% YoY increase, Nong Khaem District with a 6% YoY increase, Bang Na District with a 5% YoY increase, and Bang Phlat District with a 4% YoY increase. As for the CBD, Pathumwan District increased by 7% YoY and Wattana District increased by 6% YoY.

When segmented by housing price levels, the 1-3 million baht and 5-10 million Baht price ranges dominated the residential market in the past year, each holding the highest

proportion at 25% of the total residential units in Bangkok. Following closely was the 3-5 million Baht price range, accounting for 21%. However, when categorized by housing types within the 1-3 million Baht price range, townhouses had the highest share at 39%, while condominiums comprised 26%. This reflects the purchasing power of mid to lower-income consumers, which has not fully recovered. Consequently, the proportion of residential properties in this price range remains the highest. For single houses priced above 15 million baht, they have the largest share at 44%, attributed to developers introducing higher-priced projects to tap into the high purchasing power market. Meanwhile, upper-income consumers, who are actual homeowners with limited existing options, continue to delay home purchases and divert their investments into other types.

The competition in the real estate business requires close attention, especially among developers involved in residential projects, particularly those within public companies. These developers must actively launch new projects to align with the declared business plans, introducing them throughout the year to support sales (pre-sales) in line with the predetermined targets set at the beginning of the year. Concurrently, some developers choose to unveil completed residential projects (houses ready for sale), contributing to the growth of revenue and profits as anticipated by their business plans. The execution of these business strategies will undoubtedly impact the stock prices of the respective real estate companies.

(b) Hotel Business

The number of foreign tourists visiting Thailand in 2023 has reached 28 million, which is 154% more than the same period last year. The top five source markets for tourists to Thailand in 2023 were Malaysia, China, India, South Korea, and Russia. The average length of stay for tourists in Thailand in 2023 was 7.8 days. The average daily expenditure for tourists in Thailand in 2023 was 4,700 baht. The total tourism revenue generated in Thailand in 2023 was 1.2 trillion baht.

Number of Tourists since January – December 2023 vs 2022

Country of Nationality	Number		%Change 2023/22
	2023P	2022P	
East Asia	17,400,789	5,926,385	193.6%
Europe	5,962,231	2,641,076	125.8%
The Americas	1,287,461	586,153	119.6%
South Asia	1,998,790	1,178,137	69.7%
Oceania	778,179	367,784	111.6%
Middle East	600,499	302,088	98.8%
Africa	122,067	63,603	91.9%
Grand Total	28,150,016	11,065,226	154.4%

Reference: Ministry of tourism and sport

Following government measures, hotels within our company have seen an increase in tourist numbers, including a rise in international conferences at the Queen Sirikit National Convention Centre, which has benefitted The Westin Grande Sukhumvit, Hyatt Regency Bangkok Sukhumvit, and Royal Orchid Sheraton Hotel & Towers.

The Tourism Authority of Thailand (TAT) forecasts that the total number of foreign tourists in 2024 will be 35 million, accounting for 89% of the total number of tourists in 2019. The visa exemption policy for many countries will attract tourists, especially from China, India, and Russia, to travel to the country more.

(c) **Manufacturing and Distribution of Rubber gloves**

With the improvement of the global COVID-19 epidemic, the market began to return to the normal state before the COVID-19 epidemic. As a result, the demand for rubber gloves is less than the supply for sales. In addition, due to the expansion of the production capacity of the global rubber glove factories has pressured the selling price of rubber gloves to decrease. It is expected that the balance will return to normal in 2024. However, the rubber glove market can grow in 2 factors: entering an aging society. and developing countries are growing more which these groups of people turned their attention to the issue of health even more.

The cost management of raw materials and the price of rubber gloves are a major challenge for entrepreneurs. The demand for synthetic rubber varies according to the growth of the tire industry, rubber gloves industry and the production of medical devices, etc. the price depends on the supply and demand of synthetic rubber in the market.

1.2.4. Assets for Business Operations

1.2.4.1 Assets used by the company and its subsidiaries to operate business

The current significant operating assets of the Company and its subsidiaries were consisted of assets for hotel business such as property, plant and equipment and the right of use assets, and assets for property development business such as the projects development cost, investment properties and land held for development.

The Company and its subsidiaries' projects for hotels, property development and rental business are the following

Hotel Business

1. The Westin Grande Sukhumvit
2. Hyatt Regency Bangkok Sukhumvit
3. Royal Orchid Sheraton Hotel and Towers
4. Sheraton Hua Hin Resorts and Spa
5. Sheraton Hua Hin Pranburi Villas
6. Hotel Project located in Rayong (Under Planning Phase)

Property Development Business

1. Hyde Sukhumvit 11
2. Hua Hin Blue Lagoon Condominium
3. The Trendy Condominium
4. Project Amatara Residences Rayong
5. Project Rayong Condominium (Under Planning Phase)

Rental Business

1. Rental area for Robinson Department Store which is location next to The Westin Grande Sukhumvit
2. Rental area for The Allez which is located next to Hyatt Regency Bangkok Sukhumvit
3. Condominium unit for commercial purpose within the Hyde Sukhumvit 11
4. Condominium unit for commercial purpose within The Trendy

As of 31 December 2023, Significant assets of each business and project can be summarised as follows:

1. Asset held for sale (Cost of real estate development)

No.	Project name	Project type / Location	Area size (SQ.M./Rai)	Net book value (Million Baht)	Outstanding loan (Million Baht)	Mortgaged value (if any)
Project under Grande Asset Hotels and Property Public Company Limited						
1.	Hyde Sukhumvit 11	Condominium / Sukhumvit Road Soi 11 Bangkok	4,495.77 SQM.	519.28	-	As collateral for debenture by mortgage limit amount of 200 MB and 648.50 MB (add collateral without mortgage limit)
2.	Hua Hin Blue Lagoon Condominium	Condominium / Phet Kasem Road Cha-am Phetchaburi	148.00 SQM.	5.50	-	
3.	The Trendy Condominium	Condominium / Sukhumvit Road Soi 13 Bangkok	134.76 SQM.	0.80	-	
4.	Amatara Residences Rayong Project	Sai Pae -Lham Mae Phim Road, Chak Phong Sub district, Kleang District, Rayong	Approximately 32-0-58.9 Rai	945.10	-	As collateral for debenture (partial) by mortgage limit amount of 881.40 MB and 359.90 MB
5.	Rayong Condominium Project	Sai Pae -Lham Mae Phim Road, Chak Phong Sub district, Kleang District, Rayong	Approximately 5-0-55.6 Rai	52.15	-	As collateral for debenture by mortgage limit amount of 359.90 MB, 648.50 MB and 201.80 MB
Total				1,522.83		
Project under EV Grand Company Limited (Subsidiary)						
1.	Amatara Residences Rayong Project	Sai Pae - Lham Mae Phim Road, Chak Phong Sub district, Kleang District, Rayong	Approximately 4-3-53.8 Rai	66.75	-	As collateral for debenture by mortgage limit amount of 359.90 MB (add collateral without mortgage limit)
Total				66.75		
Total Cost of real estate development				1,589.58		

2. Property, plant and equipment

Asset type / Project name	Location	Net book value (Million Baht)	Right of ownership	Obligation and Mortgaged value
Property Development Business				
1. Plant and equipment				
Equipment and furniture	Head office and other project	0.86	Ownership	-
Office equipment	Head office and other project	0.96	Ownership	-
Building improvements	Head office	0.70	Ownership	-
Total		2.52		
Hotel Business				
1. Land				
- The Westin Grande Sukhumvit (Only in front of hotel area) Area 40.70 Sqw.	Sukhumvit Road, between Sukhumvit Soi 17 and Soi 19 Bangkok	71.23	Ownership	-
- Hyatt Regency Bangkok Sukhumvit Area 3-1-27.50 Rai	Sukhumvit Road, Sukhumvit Soi 13 Bangkok	3,053.25	Ownership	As collateral for debenture by mortgage limit amount of 3,500 MB
- Sheraton Hua Hin Resorts and Spa (Only the hotel entrance area) Area 149.70 Sqw.	Petchkasem Road, Cha Am, Phetchaburi	6.77	Ownership	-
- Rayong Hotel Area 33-2-60.40 Rai	Sai Pae -Lham Mae Phim Road, Chak Phong Subdistrict, Kleang District, Rayong	615.54	Ownership	As collateral for debenture by mortgage limit amount of 300 MB, 359.90 MB and 201.80 MB
- Royal Orchid Sheraton Hotel and Towers Area 5-1-65 Rai	Charoenkrung Road, Bang Rak Bangkok	2,977.80	Under a Trust's ownership	-
Total		6,724.59		

Asset type / Project name	Location	Net book value (Million Baht)	Right of ownership	Obligation and Mortgaged value
2. Land improvements, Building and Operating equipment Land improvements - Sheraton Hua Hin Resorts and Spa - Sheraton Hua Hin Pranburi Villas	Petchkasem Road, Cha Am Phetchaburi Pranburi Beach Road, Pak Nam Pran, Pranburi, Prachuap Khiri khan	0.27 1.51	Ownership Ownership	- -
Building - The Westin Grande Sukhumvit - Hyatt Regency Bangkok Sukhumvit - Sheraton Hua Hin Pranburi Villas - Royal Orchid Sheraton Hotel and Towers	Sukhumvit Road, between Sukhumvit Soi 17 and Soi 19 Bangkok Sukhumvit Road, Sukhumvit Soi 13 Bangkok Pranburi Beach Road, Pak Nam Pran, Pranburi, Prachuap Khiri khan Charoenkrung Road, Bang Rak, Bangkok	0.00 1,806.31 15.20 1,294.87	Ownership Ownership Ownership Under a Trust's ownership	- As collateral for debenture by mortgage limit amount of 3,500 MB - -
Building improvements - The Westin Grande Sukhumvit - Hyatt Regency Bangkok Sukhumvit - Sheraton Hua Hin Resorts and spa - Sheraton Hua Hin Pranburi Villas	Sukhumvit Road, between Sukhumvit Soi 17 and Soi 19 Bangkok Sukhumvit Road, Sukhumvit Soi 13 Bangkok Petchkasem Road, Cha Am, Phetchaburi Pranburi Beach Road, Pak Nam Pran, Pranburi, Prachuap Khiri khan	0.76 0.20 8.31 23.02	Ownership Ownership Ownership Ownership	- - - -

Asset type / Project name	Location	Net book value (Million Baht)	Right of ownership	Obligation and Mortgaged value
2. Land improvements, Building and Operating equipment (cont'd) Building improvements (cont'd) - Royal Orchid Sheraton Hotel and Towers	Charoenkrung Road, Bang Rak, Bangkok	36.19	Under a Trust's ownership	-
Project system - Royal Orchid Sheraton Hotel and Towers	Charoenkrung Road, Bang Rak, Bangkok	137.89	Under a Trust's ownership	-
Construction in progress - The Westin Grande Sukhumvit - Rayong Hotel - Sheraton Hua Hin Resorts and Spa - Sheraton Hua Hin Pranburi Villas - Royal Orchid Sheraton Hotel and Towers	Sukhumvit Road, between Sukhumvit Soi 17 and Soi 19 Bangkok Sai Pae- Lham Mae Phim Road, Chak Phong Sub district, Klaeng District, Rayong Petchkasem Road, Cha Am, Phetchaburi Pranburi Beach Road, Pak Nam Pran, Pranburi Prachuap Khiri khan Charoenkrung Road, Bang Rak, Bangkok	5.63 27.93 4.18 2.50 54.14	Ownership Ownership Ownership Ownership Under a Trust's ownership	- As collateral for debenture by mortgage limit amount of 300 MB, 359.90 MB and 201.80 MB - - -
Equipment and furniture - The Westin Grande Sukhumvit	Sukhumvit Road, between Sukhumvit Soi 17 and Soi 19 Bangkok	7.20	Ownership	-

Asset type / Project name	Location	Net book value (Million Baht)	Right of ownership	Obligation and Mortgaged value
2. Land improvements, Building and Operating equipment (cont'd) Equipment and furniture (cont'd) - Hyatt Regency Bangkok Sukhumvit - Sheraton Hua Hin Resorts and Spa - Sheraton Hua Hin Pranburi Villas - Royal Orchid Sheraton Hotel and Towers	Sukhumvit Road, Sukhumvit Soi 13 Bangkok Petchkasem Road, Cha Am, Phetchaburi Pranburi Beach Road, Pak Nam Pran, Pranburi, Prachuap Khiri Khan Charoenkrung Road, Bang Rak, Bangkok	130.95 10.73 1.20 86.24	Ownership Ownership Ownership Under a Trust's ownership	-
Operating equipment - The Westin Grande Sukhumvit - Hyatt Regency Bangkok Sukhumvit - Sheraton Hua Hin Resorts and Spa - Royal Orchid Sheraton Hotel and Towers	Sukhumvit Road, between Sukhumvit Soi 17 and Soi 19 Bangkok Sukhumvit Road, Sukhumvit Soi 13 Bangkok Petchkasem Road, Cha Am, Phetchaburi Charoenkrung Road, Bang Rak, Bangkok	0.02 0.77 1.42 25.06	Ownership Ownership Ownership Under a Trust's ownership	-
Office equipment - The Westin Grande Sukhumvit - Hyatt Regency Bangkok Sukhumvit - Sheraton Hua Hin Resorts and Spa	Sukhumvit Road, between Sukhumvit Soi 17 and Soi 19 Bangkok Sukhumvit Road, Sukhumvit Soi 13 Bangkok Petchkasem Road, Cha Am, Phetchaburi	0.05 0.22 0.48	Ownership Ownership Ownership	-

Asset type / Project name	Location	Net book value (Million Baht)	Right of ownership	Obligation and Mortgaged value
2. Land improvements, Building and Operating equipment (cont'd)				
Motor vehicles				
- Royal Orchid Sheraton Hotel and Towers	Charoenkrung Road, Bang Rak, Bangkok	0.23	Ownership	-
Total		3,683.48		
Rental Business				
1. Equipment				
Equipment and furniture				
- The Allez	Sukhumvit Road, Sukhumvit Soi 13 Bangkok	1.43	Ownership	-
Total		1.43		
Total Property, plant and equipments		10,412.01		

3. Intangible assets

Asset type / Project name	Location	Net book value (Million Baht)	Right of ownership	Obligation and Mortgaged value
1. Computer software				
- Head Office	Head Office	3.25	Ownership	-
- The Westin Grande Sukhumvit	Sukhumvit Road, between Sukhumvit Soi 17 and Soi 19 Bangkok	1.39	Ownership	-
- Hyatt Regency Bangkok Sukhumvit	Sukhumvit Road, Sukhumvit Soi 13 Bangkok	8.70	Ownership	-
- Sheraton Hua Hin Resorts and Spa	Petchkasem Road, Cha Am, Phetchaburi	0.71	Ownership	-
- Sheraton Hua Hin Pranburi Villas	Pranburi Beach Road, Pak Nam Pran, Pranburi, Prachuap Khiri khan	0.48	Ownership	-
- Royal Orchid Sheraton Hotel and Towers	Charoenkrung Road, Bang Rak, Bangkok	1.93	Ownership	-
Total		16.46		
2. Right-of-use assets				
- BTS skywalk next to Hyatt Regency Bangkok Sukhumvit	Sukhumvit Road, Sukhumvit Soi 13 Bangkok	35.98	Ownership	-
Total		35.98		
Total Intangible Assets		52.44		

4. Investment properties

Project name	Type of project	Area size (SQM.)	Net book value (Million Baht)	Obligation and Mortgaged value	Rental by
The Allez	Shopping center for rent	3,090.82	202.06	As collateral for debenture by mortgage limit amount of 3,500 MB	10 tenants, Rental period for 1-3 Years from 2022 - 2026
Hyde Sukhumvit 11 Condominium unit for commercial purpose	Commercial unit	242.84	26.53	As collateral for debenture by mortgage limit amount of 648.50 MB and (add collateral without mortgage limit)	A company, Rental period for 3 Years from May 7, 2022 to May 6, 2025
The Trendy Condominium unit for commercial purpose	Commercial unit	134.76	3.43	None	A company, Rental period for 1 Year from July 15, 2023 to July 14, 2024
Total			232.02		

5. Right-of-use assets

Project name	Lessee	Lessor	Net book value (Million Baht)	Objective
Head office	Grande Asset Hotels and Property PLC.	Exchange Tower Co., Ltd.	32.32	Rent for the head office location
Head Office	Grande Asset Hotels and Property PLC.	Many companies	3.63	Rent for vehicle (a lease contract) (3 contracts total)
Hyatt Regency Bangkok Sukhumvit	Grande Asset Hotels and Property PLC.	Boncafe(Thailand) Co., Ltd.	0.18	Rent for equipment
Sheraton Hua Hin Resorts and Spa	Honor Business Co., Ltd.	Grande Hospitality Real Estate Investment Trust	285.58	Rent for Sheraton Hua Hin Resorts and Spa Hotel location
Sheraton Hua Hin Resorts and Spa	Honor Business Co., Ltd.	Beyond-Green Co., Ltd.	3.91	Rent for vehicle (a lease contract)
Sheraton Hua Hin Pranburi Villas	Owendelle Co., Ltd.	Ministry of Finance	171.29	Rent for Sheraton Hua Hin Pranburi Villas Hotel location
Sheraton Hua Hin Pranburi Villas	Owendelle Co., Ltd.	Ricoh Services (Thailand) Co., Ltd.	0.14	Rent for equipment
Royal Orchid Sheraton Hotel and Towers	Royal Orchid Hotel (Thailand) PLC.	Embassy of Portugal	77.39	Rent for Royal Orchid Sheraton Hotel and Towers location
Royal Orchid Sheraton Hotel and Towers	Royal Orchid Hotel (Thailand) PLC.	TISCO Tokyo Leasing Co., Ltd.	1.45	Rent for equipment and computer program
Royal Orchid Sheraton Hotel and Towers	Royal Orchid Hotel (Thailand) PLC.	TISCO Tokyo Leasing Co., Ltd.	0.53	Rent for vehicle (a lease contract)
Total			576.42	

6. Land held for development

Asset type / Project name	Location	Net book value (Million Baht)	Right of ownership	Obligation and Mortgaged value
Land - Rayong Project Area 16-3-83.10 Rai	Sai Pae -Lham Mae Phim Road, Chak Phong Sub district, Kleang District, Rayong	129.49	Ownership	As collateral for debenture (partial) by mortgage limit amount of 300 MB, 200 MB, 359.90 MB and 201.80 MB
- Hua Hin Blue Lagoon Condominium Area 0-3-33 Rai	Petchkasem Road, Cha Am, Phetchaburi	0.73	Ownership	-
Total		130.22		

1.2.4.2 Investment Policy in Subsidiaries

The Company has policy for investment in subsidiaries that have the same or similar business objectives, which are property development business, hotel business and space business, in order to synergy these businesses to increase the Company's operating results and benefit. The Board of Directors will jointly consider according to the Company's investment policy, taking into the necessity, appropriateness and benefits of the Company and its shareholders in the supervision of subsidiaries. The Company has a policy to send representatives to join as directors and executives or select executives who have suitable qualifications and experiences for business operations to be representatives in the management and determine important policies and control the business operations of such subsidiaries.

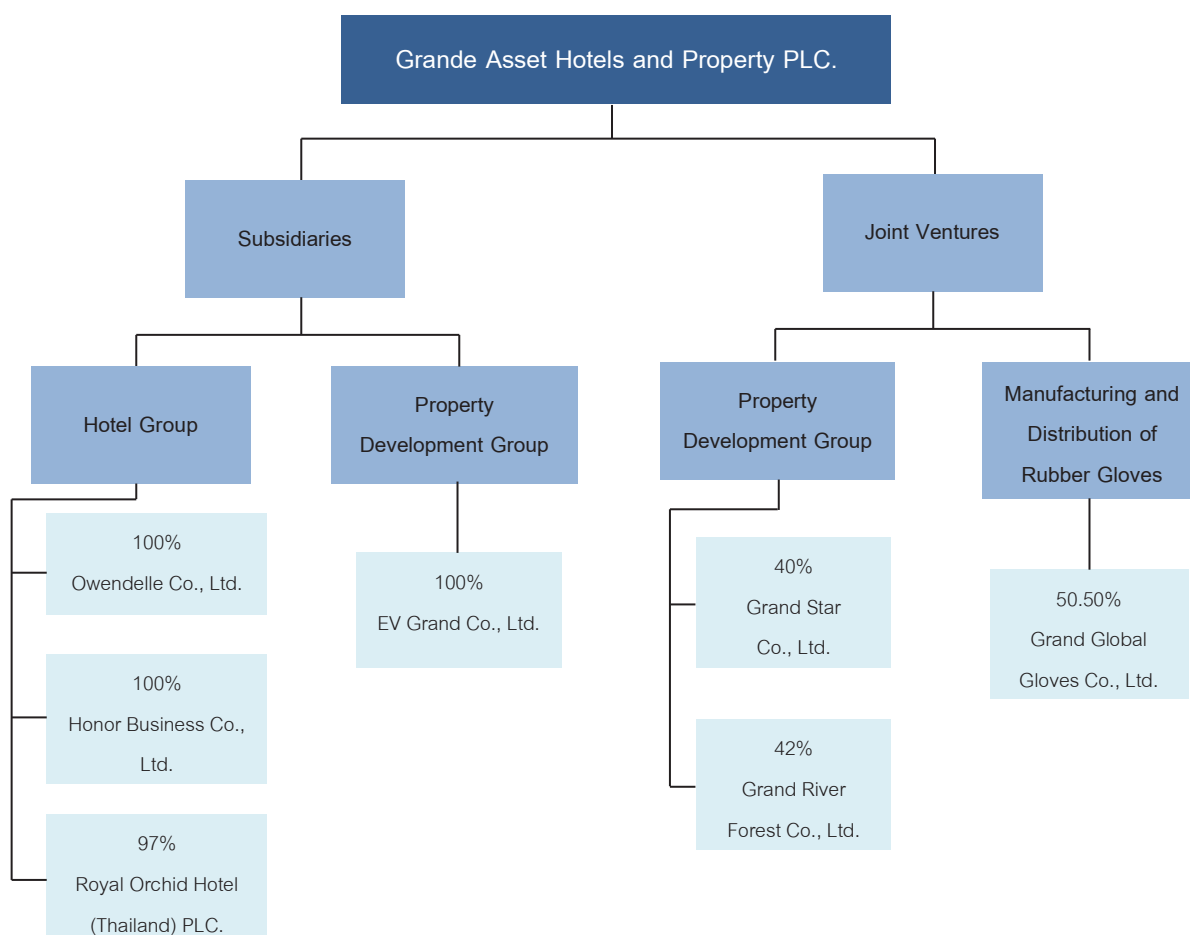
1.2.5. The projects which pending for transfer units

As of 31 December 2023, the Company has condominium units that entered into Sales and Purchase Agreements but have not been transferred in number of 25 units of 2 projects, totaling amount of Baht 400.37 million as follows:

Project	Number of Units (Unit)	Amount (MB)
- Hyde Sukhumvit 11 project	3	35.86
- Hyde Heritage Thonglor project	22	364.51
Total	25	400.37

1.3 The Corporation's Shareholding Structure

Company's name	Nature of Business	Location	Percentage of Shareholding (%)	
			2023	2022
<u>Subsidiaries</u>				
Honor Business Company Limited	Hotel	Thailand	100	100
Owendelle Company Limited	Hotel	Thailand	100	100
EV Grand Company Limited	Property Development	Thailand	100	100
Royal Orchid Hotel (Thailand) Public Company Limited	Hotel	Thailand	97	97
<u>Joint Ventures</u>				
Grand Star Company Limited	Property Development	Thailand	40	40
Grand River Forest Company Limited	Property Development	Thailand	42	42
Grand Global Gloves Company Limited	Manufacturing and Distribution of Rubber Gloves	Thailand	50.5	50.5



Details of the Corporation's shareholding structure are summarized as follows:

Grande Asset Hotels and Property Public Company Limited

Grande Asset Hotels and Property Public Company Limited ("the Company") is located at 388, Exchange Tower Building, 32nd Floor, Room No. 3203-4, Sukhumvit Road, Klongtoey, Klongtoey, Bangkok. The Company became a public company on July 7, 2003. At present, the Company has a registered capital of Baht 4,670,560,011.50 ordinary share, the issue and paid up capital as of December 31, 2023 in amount of Baht 4,670,560,011.50.

Hotel business and property development business are under management by Grande Asset Hotels and Property Public Company Limited. At present, there are 5 hotels in operation:

1. The Westin Grande Sukhumvit Hotel is located on Sukhumvit Soi 19, Bangkok which is a 5-star hotel, residing in a 25-storey building and comprising of 362 rooms.
2. Royal Orchid Sheraton Hotel and Towers is located on Charoen Krung 30 Road, Bangkok which is a 5-star hotel, residing in a 28-storey building and comprising of 726 rooms.
3. Sheraton Hua Hin Resort & Spa is located on Cha-Am District, Phetchaburi which is a 5-star hotel, residing in a 2-storey building and comprising of 241 rooms.
4. Sheraton Hua Hin Pranburi Villas is located on Pranburi District, Prachuap Khirikhan which is a 5-star hotel which consist of 53 private pool villas.
5. Hyatt Regency Bangkok Sukhumvit Hotel is upper upscale hotel, located on Sukhumvit Soi 13, Bangkok. The hotel is a 31-storey building and comprised of 273 rooms.

In addition, there are Mixed-use projects under development which consist of villas, hotel and condominium in Rayong with approximated areas 93 rai located on Laem Mae Phim hill.

As of December 31, 2023, the Company has 4 projects currently opening for sale namely Hyde Heritage Thonglor, Hyde Sukhumvit 11, Hua Hin Blue Lagoon Condominium and Amatara Residences Rayong.

As of 31 December 2023, the Board of directors of the Company comprises of 10 members as follows:

<u>Director's name</u>		<u>Position</u>
1. Mr. Wichai	Thongtang	Chairman of The Board Directors and Independent Director
2. Dr. Bhichit	Rattakul	Vice Chairman of the Board of Directors and Chairman of the Board of Executive Directors
3. Mr. Sanith	Adhayanaskul	Director
4. Mr. Vitavas	Vibhagool	Director
5. Ms. Wilawan	Leongnarktongdee	Director
6. Mr. Suradej	Narula	Director
7. Mr. Amarin	Narula	Director

8. Mr. Pornchai	Kittipanyangam	Independent Director and Chairman of Audit Committee
9. Mr. Chaiwat	Uthaiwan	Independent Director and Audit Committee
10. Dr. Boonrux	Yodpheth	Independent Director and Audit Committee

Remark : Mr. Lothar Richard Pehl resigned from Director effective on 14 November 2023, causing the current directors have 10 members

EV Grand Company Limited (Subsidiary)

EV Grande Company Limited is located at 388, Exchange Tower Building, 32nd Floor, Room No. 3203-4, Sukhumvit Road, Klongtoey, Klongtoey, Bangkok. The Company holds 100% of the registered capital of EV Grand. EV Grand operates real estate development business. At present, there is Rayong Villa project for future development.

As of 31 December 2023, the Directors of EV Grand Co., Ltd. comprise of 4 members as follows:

<u>Director's name</u>		<u>Position</u>
1. Dr. Bhichit	Rattakul	Director
2. Mr. Sanith	Adhayanasakul	Director
3. Mr. Vitavas	Vibhagool	Director
4. Mr. Amarin	Narula	Director

Honor Business Company Limited (Subsidiary)

Honor Business Company Limited is located at 388, Exchange Tower Building, 32nd Floor, Room No. 3203-4, Sukhumvit Road, Klongtoey, Klongtoey, Bangkok. The Company holds 100% of the registered capital of Honor Business. Honor Business operates hotel management business namely Sheraton Hua Hin Resort & Spa by leasing the properties from Real Estate Investment Trust.

As of 31 December 2023, the Directors of Honor Business Co., Ltd. comprise of 5 members as follows:

<u>Director's name</u>		<u>Position</u>
1. Dr. Bhichit	Rattakul	Director
2. Mr. Sanith	Adhayanasakul	Director
3. Mr. Vitavas	Vibhagool	Director
4. Mr. Amarin	Narula	Director
5. Ms. Wilawan	Leongnarktongdee	Director

Royal Orchid Hotel (Thailand) Public Company Limited (Subsidiary)

Royal Orchid Hotel (Thailand) Public Company Limited ("ROH") is located on 2 Captain Bush Lane, Charoen Krung Road, Kwaeng Bangrak, Khet Bangrak, Bangkok. ROH was listed in the Stock Exchange of Thailand on July 21, 1989. At present, ROH has a registered capital of Baht 938,917,233, comprising 938,917,233 ordinary shares with par value of Baht 1 per share, the issued and paid-up capital in amount of Baht 938,917,233. The Company's shareholding of ROH is a total of 910,710,380 shares or 97%.

ROH mainly engages in a five-star hotel business, comprising of a total of 726 guestrooms offering outstanding facilities with various impeccable services related to hotel services, e.g., Grand Ballroom, Conference Room, Banquet Hall, Restaurant serving international food and beverage, Bar, Swimming pool, Tennis Courts and a private wharf. ROH entered into the management agreement with Sheraton Overseas Management Corporation, USA.

As of 31 December 2023, the Board of directors of Royal Orchid Hotel (Thailand) PLC. comprises of 12 members as follows:

<u>Director's name</u>		<u>Position</u>
1. Mr. Wichai	Thongtang	Chairman of The Board Directors
2. Dr. Bhichit	Rattakul	Vice Chairman of the Board of Directors
3. Mr. Sanith	Adhyanasakul	Chairman of Executive Director and Director
4. Mr. Vitavas	Vibhagool	Managing Director and Director
5. Mr. Pramote	Rermyindee	Director and Secretary
6. Ms. Wilawan	Leongnarktongdee	Director
7. Mr. Amarin	Narula	Director
8. Ms. Kanoknat	Adhyanasakul	Director
9. Mr. Twatchai	Noonpukdee	Independent Director and Chairman of Audit Committee
10. Ass. Prof. Dr. Seri	Wongmonta	Independent Director and Audit Committee
11. Pol. Gen. Aek	Angsanant	Independent Director and Audit Committee
12. Mr. Amnuay	Preemonwong	Independent Director

Owendelle Company Limited (Subsidiary)

Owendelle Company Limited is located at 388, Exchange Tower Building, 32nd Floor, Room No. 3203-4, Sukhumvit Road, Klongtoey, Klongtoey, Bangkok. The Company holds 100% of the registered capital of Owendelle. Owendelle operates hotel business by owning leasehold for land and buildings where is the location of Sheraton Hua Hin Pranburi Villas.

As of 31 December 2023, the Directors of Owendelle Co., Ltd. comprise of 5 members as follows:

<u>Director's name</u>		<u>Position</u>
1. Dr. Bhichit	Rattakul	Director
2. Mr. Sanith	Adhayanasakul	Director
3. Mr. Vitavas	Vibhagool	Director
4. Mr. Amarin	Narula	Director
5. Ms. Wilawan	Leongnarktongdee	Director

Grand Star Company Limited (Joint Venture)

Grand Star Company Limited is a Joint Venture of Sumitomo Forestry Company Limited, Grande Asset Hotels and Property Public Company Limited and Property Perfect Public Company Limited. It was established on 22 May 2017 which located at 388, Exchange Tower Building, 32nd Floor, Room No. 3203-4, Sukhumvit Road, Klongtoey, Klongtoey, Bangkok. Grand Star operates high-end luxury condominium development. It is registered with Baht 1,200 million capital, fully paid-up. The Company holds 40% in the joint venture.

As of 31 December 2023, the Directors of Grand Star Co., Ltd. comprise of 4 members as follows:

<u>Director's name</u>		<u>Position</u>
1. Mr. Sanith	Adhayanasakul	Director
2. Mr. Vitavas	Vibhagool	Director
3. Mr. Yohsuke	Matsuoka ⁽¹⁾	Director
4. Mr. Yotaro	Tanaka	Director

Remark : ⁽¹⁾ Mr. Yohsuke Matsuoka was appointed to Director of Company replacing Mr. Keiichiro Yazawa dated on 31 March 2023

Grand River Forest Company Limited (Joint Venture)

Grand River Forest Company Limited is a Joint Venture of Sumitomo Forestry Company Limited, Grande Asset Hotels and Property Public Company Limited and Property Perfect Public Company Limited. It was established on 6 July 2018 which located at 388, Exchange Tower Building, 32nd Floor, Room No. 3203-4, Sukhumvit Road, Klongtoey, Klongtoey, Bangkok. Grand River Forest invests in a real estate development project for sale on Charoennakorn Road. It is registered with Baht 1,490 million capital, fully paid-up. The Company holds 42% in the joint venture.

As of 31 December 2023, the Directors of Grand River Forest Co., Ltd. comprise of 4 members as follows:

<u>Director's name</u>		<u>Position</u>
1. Mr. Sanith	Adhayanasakul	Director
2. Mr. Vitavas	Vibhagool	Director
3. Mr. Yohsuke	Matsuoka ⁽¹⁾	Director
4. Mr. Yotaro	Tanaka	Director

Remark : ⁽¹⁾ Mr. Yohsuke Matsuoka was appointed to Director of Company replacing Mr. Keiichiro Yazawa dated on 31 March 2023

Grand Global Gloves Company Limited (Joint Venture)

Grand Global Gloves Company Limited is a joint venture of Grande Asset Hotels and Property Public Company Limited and W.A. Rubbermate Company Limited. It was established on 9 November 2020 which located at 4 Ramkhamhaeng Soi 19, Ramkhamhaeng Road, Hua Mak, Bang Kapi, Bangkok. Grand Global Gloves has Baht 350 million in registered capital and paid-up shares is Baht 162.5 million. The Company holds 50.5% in joint venture.

As of 31 December 2023, the Directors of Grand Global Gloves Co., Ltd. comprise of 4 members as follows:

<u>Director's name</u>		<u>Position</u>
1. Dr. Bhichit	Rattakul	Director
2. Mr. Sanith	Adhayanasakul	Director
3. Ms. Benchamad	Kongwaree	Director
4. Ms. Patwira	Nithipornpim	Director

1.4 Securities and Shareholder Information

1.4.1 Registered Capital and Paid-up Capital

At the end of the fiscal year	31 Dec 2023	31 Dec 2022	31 Dec 2021	31 Dec 2020	31 Dec 2019
Registered Capital					
- Value (Baht)	4,670,560,011.50	5,323,497,050	5,000,000,000	5,000,000,000	5,000,000,000
- Number (Shares)	9,341,120,023	10,646,994,100	5,000,000,000	5,000,000,000	5,000,000,000
Paid-up Capital					
- Value (Baht)	4,670,560,011.50	4,670,560,011.50	3,615,929,965	3,615,929,965	3,615,929,965
- Number (Shares)	9,341,120,023	9,341,120,023	3,615,929,965	3,615,929,965	3,615,929,965
- Par Value (Baht per share)	0.50	0.50	1	1	1

As of April 22, 2019, the Annual General Meeting of Shareholders of the Company for the year 2019 resolved to approve the following.

1. the newly issued ordinary shares that have not been offered for sale in the amount of 1,384,070,035 shares with a par value of 1.00 baht per share of which the 2017 Annual General Meeting of Shareholders held on April 24, 2017 and the 2018 Annual General Meeting of Shareholders held on April 20, 2018 had approved the increase of registered capital be allocated to be as follows:

- 1.1. The Company be authorized to offer and allocate for sale the newly issued ordinary shares that have not been for sale in the amount of 361,592,996 shares with a par value of 1.00 baht per share to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering) in the ratio of 10 existing shares to 1 new share (fractional shares from the calculation thereof will be disregarded) at the offering price of 1.00 baht per share by specifying the date to determine the names of shareholders (Record Date) for the rights in the subscription for newly issued ordinary shares allocated and offered to shareholders of the Company on Monday, March 25, 2019.

- 1.2. The Company be authorized to offer for sale the newly issued ordinary shares in the amount of 1,022,477,039 shares with a par value of 1.00 baht per share and the remaining ordinary shares after the allocation to the existing shareholders of the Company under (1.1) above (if any), and to be allotted and offered for sale at one time or in parts from time to time to a specific person (Private Placement) according to the Notification of the Capital Market Supervisory Board No.TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement.

As of December 31, 2020, the Company's registered capital remained unchanged from the end of 2019 in the amount of 5,000,000,000.00 baht (the number of ordinary shares 5,000,000,000 shares with a par value of 1.00 baht) whereby the issued and paid-up capital remained unchanged at 3,615,929,965.00 baht (the number of ordinary shares 3,615,929,965 shares with a par value of 1.00 baht per share).

As of April 20, 2021, the Annual General Meeting of Shareholders of the Company for the year 2021 resolved to approve the change in the allocation of the newly issued ordinary shares that have not yet been issued. 1,384,070,035 shares with a par value of 1.- baht per share as follows.

1. the allocation of the newly issued ordinary shares that have not been issued for sale in full. 1,384,070,035 shares with a par value of 1.00 baht per share be cancelled, according to the Annual General Meeting of Shareholders of the Company for the year 2019 on April 22, 2019 resolution that had approved the allocation of such newly issued ordinary shares to the shareholders of the Company and Private Placement.
2. The Company be authorized to allocate and offer for sale to the existing shareholders of the Company in the amount of 602,654,994 shares with a par value of 1.00 Baht per share, in proportion to the number of shares of each shareholder (Rights Offering) in the ratio of 6 existing shares to 1 new share (fractional from calculation thereof will be disregarded) at the offering price of 0.56 baht per share (with a discount from the par value by 0.44 baht per share).
3. The Company be authorized to allocate and offer for sale 781,415,041 unissued newly issued ordinary shares with a par value of 1.00 baht per share and the remaining ordinary shares after the allocation to the existing shareholders of the Company under Clause 2 above (if any) at one time or in parts from time to time to private placement according to the Notification of the Capital

Market Supervisory Board No. TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement, provided such person shall not be a connected person of the Company; and the Board of Directors or persons assigned by the Board of Directors be authorized to determine the offering price of shares at the best price according to market conditions during the offering of shares to investors, but shall not be less than 0.65 baht per share (with a discount from the par value by not more than 0.35 baht per share).

On December 2, 2021, the Board of Directors' Meeting No. 6/2021 resolved to determine the Record Date on which existing shareholders shall have right to subscribe for newly issued ordinary shares in proportion to the number of shares held by each shareholder (Right Offering) in the amount of 602,654,994 shares at a par value of 1.00 baht per share, in the ratio of 6 existing shares for 1 new share (fraction from calculation shall be disregarded) at the offering price of 0.56 baht per share (with a discount from the par value by 0.44 baht per share) according to the resolution of the 2021 Annual General Meeting of Shareholders of the Company on December 29, 2021 and the subscription date and payment for such newly issued ordinary shares during January 17-21, 2022.

As of December 31, 2021, the Company registered capital remained unchanged from the end of 2020 in the amount of 5,000,000,000.00 baht (ordinary shares of 5,000,000,000 shares with a par value of 1.00 baht per share) with the issued and paid-up capital remained unchanged in the amount of 3,615,929,965.00 baht (ordinary shares of 3,615,929,965 shares at a par value of 1.00 baht per share).

As of February 2, 2022, the Company has registered the paid-up capital increase as a result of the offering of newly issued ordinary shares to the existing shareholders of the Company during January 17-21, 2022 in the amount of 4,157,926,875.00 baht. with the Ministry of Commerce

As of February 3, 2022, the Extraordinary General Meeting of Shareholders of the Company No. 1/2022 resolved to approve the following.

1. Resolved to approve the reduction of the Company's registered capital by canceling the newly issued ordinary shares that have not been issued according to the resolution of the 2021 Annual General Meeting of Shareholders to specific persons in the amount of 781,415,041 shares and the remaining newly issued ordinary shares from the allocation to the existing shareholders.

In this regard, the Company has registered the reduction of the registered capital of the Company in the amount of 4,157,926,875.00 baht (ordinary shares of 4,157,926,875 shares at a par value of 1.00 baht per share) with the Ministry of Commerce on February 4, 2022.

2. Resolved to approve the change in the par value of the Company's shares. (after the reduction of the Company's registered capital) from the original par value of 1.00 baht per share to a par value of 0.50 baht per share, resulting in an increase in the number of shares of the Company from the original 4,157,926,875 shares with a par value of 1.00 baht per share, totaling 8,315,853,750 shares with a par value of 0.50 baht per share.

In this regard, the Company has registered the change in the number of ordinary shares in the amount of 8,315,853,750 shares at a par value of 0.50 baht per share with the Ministry of Commerce on February 7, 2022.

3. Resolved to approve the issuance and offering of convertible debentures of the Company with total offering value not exceeding 1,000 million baht ("Convertible Bonds") to 2 specific investors, i.e. Advance Opportunities Fund and Advance Opportunities Fund 1, whereby such investors are not connected persons of the Company.
4. Resolved to approve the increase of the Company's registered capital. (after decreasing the registered capital and changing the par value of the Company's shares) by issuing new ordinary shares in the amount 2,331,140,350 shares with a par value of 0.50 baht per share

In this regard, the Company has registered an increase in the registered capital of the Company in the amount of 5,323,497,050.00 baht (ordinary shares of 10,646,994,100 shares with a par value of 0.50 baht per share) with issued and paid-up capital of 4,157,926,875.00 baht (ordinary shares of 8,315,853,750 shares at a par value of 0.50 baht per share) with the Ministry of Commerce on February 8, 2022.

5. Resolved to approve the allocation of newly issued ordinary shares in full amount. 2,331,140,350 shares with a par value of 0.50 baht per share be reserved for the conversion of the Company's convertible debentures. and further to resolved that the Board of Directors, or the Executive Committee or Chief Executive Officer or persons assigned by the Board of Directors or the Executive Committee or the Chief Executive Officer be authorized to take any action regarding the issuance and allocation of such newly issued ordinary shares

During the year 2022, the Company has registered the paid-up share capital from the exercise of convertible rights under convertible debentures in the amount of 512,633,136.50 Baht, totaling the issued and paid up share capital 4,670,560,011.50 Baht

As of 31 December, 2022, the Company has the registered capital in the amount of 5,323,497,050.00 baht (ordinary shares of 10,646,994,100 shares at a par value of 0.50 baht each), with an issued and paid-up capital to 4,670,560,011.50 baht (ordinary shares of 9,341,120,023 shares at a par value of 0.50 baht each), as a result of the issuance and offering of convertible debentures to 2 specific investors.

As of April 25, 2023, the Annual General Meeting of Shareholders of the Company for the year 2023 resolved to approve the followings:

1. Approval to cancel the issuance of convertible bonds in the remaining amount of 800 million baht as approved by the Extraordinary General Meeting of Shareholders of the Company No. 1/2022
2. Approve the reduction of the Company's registered capital from the original registered capital 5,323,497,050.00 baht, to become a registered capital of 4,670,560,011.50 baht by cutting off additional common shares reserved to support the conversion of convertible bonds according to the resolution of the Extraordinary General Meeting of Shareholders of the Company No. 1/2022, amounting to 1,305,874,077 shares, par value. 0.50 baht each

In this regard, the Company has registered a reduction in the Company's registered capital in the amount of 4,670,560,011.50 baht (ordinary shares of 9,341,120,023 shares at a par value of 0.50 baht each) with an issued and paid-up capital to 4,670,560,011.50 baht (ordinary shares of 9,341,120,023 shares at a par value of 0.50 baht each) with the Ministry of Commerce on May 26, 2023

As of December 31, 2023, the Company has the registered capital in the amount of 4,670,560,011.50 baht (ordinary shares of 9,341,120,023 shares at a par value of 0.50 baht each) with an issued and paid-up capital to 4,670,560,011.50 baht (ordinary shares of 9,341,120,023 shares at a par value of 0.50 baht each)

1.4.2 Shareholders' Structure

The Company's first 10 major shareholders based on the closing of the register book as of December 31, 2023, details are as follows:

Shareholders	As at December 31, 2023	
	No. of OrdinaryShares	%of Total Shares
1. Thai Property Public Company Limited	3,314,502,340	35.483
2. BTS Group Holdings Public Company Limited	1,700,000,000	18.199
3. Property Perfect Public Company Limited	801,648,892	8.582
4. Mr. Vileert Wongaphisamphan	198,191,020	2.122
5. Thai NVDR Company Limited	100,281,391	1.074
6. Mrs. Winita Srichawala	80,000,000	0.856
7. Mr. Kirin Narula	78,915,998	0.845
8. Mr. Amarit Pansiri	60,000,000	0.642
9. Ms. Saranya Chaichuthaporn	54,577,600	0.584
10. Ms. Rujapa Suksong	54,000,000	0.578
Total	6,442,117,241	68.965
Minor Shareholders	2,899,002,782	31.035
Grand Total	9,341,120,023	100.00

Remark: Thai Property Public Company Limited, the first shareholder and Property Perfect Public Company Limited, the third shareholder, are companies in the same group. Both companies are registered in Thailand. Thai Property Public Company limited is a subsidiary of the Company of Property Perfect Public Company Limited, a shareholder holding 94.60 percent

1.5 Issuance of other securities

(1) Bill of exchange

As of December 31, 2023, the Company has no outstanding bill of exchange.

(2) Debentures

As of December 31, 2023, the Company has the outstanding balance of debentures 7,696.90

Million Baht as detailed below: -

- Name of Debenture	Secured Debentures of Grande Asset Hotels and Property Public Company Limited No. 3/2022 Due 2024 with the issuer's right of early redemption
Total Amount	3,500 Million Baht
Face value	1,000 Baht/unit
Type of offering	To offer the Debentures to institutional investors and/or high net worth (II-HNW)
Issue date	8 July 2022
Maturity date	8 April 2024
Interest rate	Fixed interest rate 7.25% per annum
- Name of Debenture	Unsecured Debentures of Grande Asset Hotels and Property Public Company Limited No. 4/2022 Tranche 1, Due 2024 with the issuer's right of early redemption
Total Amount	938 Million Baht
Face value	1,000 Baht/unit
Type of offering	To offer the Debentures to institutional investors and/or high net worth (II-HNW)
Issue date	22 December 2022
Maturity date	22 September 2024
Interest rate	Fixed interest rate 7.30% per annum

- Name of Debenture	Secured Debentures of Grande Asset Hotels and Property Public Company Limited No. 4/2022 Tranche 2, Due 2025 with the issuer's right of early redemption
Total Amount	300 Million Baht
Face value	1,000 Baht/unit
Type of offering	To offer the Debentures to institutional investors and/or high net worth (II-HNW)
Issue date	22 December 2022
Maturity date	22 June 2025
Interest rate	Fixed interest rate 7.15% per annum
- Name of Debenture	Secured Debentures of Grande Asset Hotels and Property Public Company Limited No. 1/2023, Due 2025 with the issuer's right of early redemption
Total Amount	881.40 Million Baht
Face value	1,000 Baht/unit
Type of offering	To offer the Debentures to institutional investors and/or high net worth (II-HNW)
Issue date	27 April 2023
Maturity date	27 April 2025
Interest rate	Fixed interest rate 7.00% per annum
- Name of Debenture	Secured Debentures of Grande Asset Hotels and Property Public Company Limited No. 2/2023 Tranche 1, Due 2024 with the issuer's right of early redemption
Total Amount	200 Million Baht
Face value	1,000 Baht/unit
Type of offering	To offer the Debentures to institutional investors and/or high net worth (II-HNW)

Issue date	29 June 2023
Maturity date	29 June 2024
Interest rate	Fixed interest rate 6.85% per annum
- Name of Debenture	Secured Debentures of Grande Asset Hotels and Property Public Company Limited No. 2/2023 Tranche 2, Due 2025 with the issuer's right of early redemption
Total Amount	359.90 Million Baht
Face value	1,000 Baht/unit
Type of offering	To offer the Debentures to institutional investors and/or high net worth (II-HNW)
Issue date	29 June 2023
Maturity date	29 December 2025
Interest rate	Fixed interest rate 7.25% per annum
- Name of Debenture	Secured Debentures of Grande Asset Hotels and Property Public Company Limited No. 3/2023 Tranche 1, Due 2025 with the issuer's right of early redemption
Total Amount	648.50 Million Baht
Face value	1,000 Baht/unit
Type of offering	To offer the Debentures to institutional investors and/or high net worth (II-HNW)
Issue date	14 July 2023
Maturity date	14 July 2025
Interest rate	Fixed interest rate 7.25% per annum
- Name of Debenture	Unsecured Debentures of Grande Asset Hotels and Property Public Company Limited No. 3/2023 Tranche 2, Due 2025 with the issuer's right of early redemption

Total Amount	48.90 Million Baht
Face value	1,000 Baht/unit
Type of offering	To offer the Debentures to institutional investors and/or high net worth (II-HNW)
Issue date	14 July 2023
Maturity date	14 July 2025
Interest rate	Fixed interest rate 7.40% per annum

- Name of Debenture Secured Debentures of Grande Asset Hotels and Property Public Company Limited No. 3/2023 Tranche 3, Due 2024 with the issuer's right of early redemption

Total Amount	160.50 Million Baht
Face value	1,000 Baht/unit
Type of offering	To offer the Debentures to institutional investors and/or high net worth (II-HNW)
Issue date	14 July 2023
Maturity date	14 October 2024
Interest rate	Fixed interest rate 6.90% per annum

- Name of Debenture Secured Debentures of Grande Asset Hotels and Property Public Company Limited No. 4/2023 Tranche 1, Due 2025 with the issuer's right of early redemption

Total Amount	201.80 Million Baht
Face value	1,000 Baht/unit
Type of offering	To offer the Debentures to institutional investors and/or high net worth (II-HNW)
Issue date	12 October 2023
Maturity date	12 October 2025
Interest rate	Fixed interest rate 7.35% per annum

- Name of Debenture	Secured Debentures of Grande Asset Hotels and Property Public Company Limited No. 4/2023 Tranche 2, Due 2025 with the issuer's right of early redemption
Total Amount	277.10 Million Baht
Face value	1,000 Baht/unit
Type of offering	To offer the Debentures to institutional investors and/or high net worth (II-HNW)
Issue date	12 October 2023
Maturity date	12 April 2025
Interest rate	Fixed interest rate 7.40% per annum
- Name of Debenture	Secured Debentures of Grande Asset Hotels and Property Public Company Limited No. 5/2023, Due 2025 with the issuer's right of early redemption
Total Amount	180.80 Million Baht
Face value	1,000 Baht/unit
Type of offering	To offer the Debentures to institutional investors and/or high net worth (II-HNW)
Issue date	21 December 2023
Maturity date	21 September 2025
Interest rate	Fixed interest rate 7.45% per annum

Such the Debentures were issued and offered under the credit limit which approved by the Extraordinary General Meeting of Shareholders No. 1/2015 dated 3 November 2015, the Annual General Meeting of Shareholders 2017 dated 24 April 2017 and the Extraordinary General Meeting of Shareholders No. 1/2018 dated 12 December 2018, totaling amount not exceeding 11,000 Million Baht.

(3) Convertible Debentures

As of 3 February 2022, the Extraordinary General Meeting of Shareholders No.1/2022, passed a resolution approving to issue and offer the convertible debentures of the Company in the total amount not exceeding Baht 1,000 million to two specific investors, namely Advance Opportunities Fund (“AO Fund”) and Advance Opportunities Fund 1 (“AO Fund 1”), which are not related persons of the Company.

In 2022, the Company offered the newly issued convertible debentures of the Company, totaling Baht 200 million, and the convertible debentureholders exercised their convertible rights under these convertible debentures in full exercise of 1,025,266,273 convertible shares with a par value of Baht 0.50 per share, equivalent to the amount of paid-up capital Baht 512,633,136.50.

On 25 April 2023, the Annual General Meeting of Shareholders of the Company for the year 2023 had an approval for the cancellation of the issuance of the remaining convertible debentures in the amount of 800 Million Baht which had been approved from the Extraordinary General Meeting of Shareholders of the Company No. 1/2022.

1.6 Dividend Policy

The Company currently has adopted a policy to pay dividends at a rate of not less than 50 percent of net profit after corporate income tax. However, the dividend payment may be lower than the rate specified above if it is reasonable that the Company use such net profit for the completion of the current project, or for expansion of the Company's operations. The Company's subsidiaries have adopted the same dividend policy.

Record of Dividend Yield of the Company

Duration	2023	2022	2021 ^{4/}
Net EPS ^{1/}	(0.081)	(0.106)	(0.239)
Value of dividend (Baht per share) ^{2/}	-	-	-
Dividend Yield (%) ^{3/}	-	-	-

Remarks:

1/ Net EPS is based upon basic EPS in the consolidated statement of comprehensive income.

2/ Dividend per share is based upon that of the yearly performance as reported to SET

3/ Dividend Yield is computed by dividend divided by net profit (Stock dividend not applicable)

4/ In February 2022, the Company's ordinary shares changed the par value from Baht 1 to Baht 0.5 per share, resulted to increase the number of ordinary shares from 3,615,929,965 shares to 7,231,859,930 shares. The Company has calculated the 2021 net EPS by using number of ordinary shares after changing par value.

2. Risk management

2.1. Policy and Risk Management Plan

The Company emphasizes the importance of risk management and appointed Risk Management Committee to oversee and assess the Company's risk that maybe affect to business operation in order to setting appropriate risk management methods.

In addition, the Company has scheduled Risk Management Committee Meeting at least on a quarterly basis for the purpose of follow up, monitoring and report risks to the Board of Directors.

2.2. Risk Factors for the company's Business Operations

Risk Factors in the company's business operations can be summarized by type of business as follows:

The Risk of Real Estate Business

1. Risk from the Increasing Economic Challenges and Inflation

One of the significant risks for the real estate business in 2023 is the high inflation rate. Inflation is a condition where the prices of goods and services generally increase continuously. If inflation rises significantly, it will impact the well-being and living standards of the public. According to the Ministry of Commerce, the general inflation rate throughout 2022 increased by an average of 6.08%, which is considered the highest expansion in 24 years since 1998. This increase is attributed to the rising energy prices due to the tight global energy supply. This situation is aggravated by geopolitical tensions between Russia and Ukraine. Additionally, other factors such as the outbreak of diseases in swine, flooding issues and rising prices of consumer goods contribute to an increased cost of living. Consequently, this places a higher financial burden on the public for purchasing goods and services and it also increases the production costs due to higher labor rates and construction materials costs. This results in an elevated residential property price, making it more challenging for consumers to access housing.

Nevertheless, the Company's projects are positioned as luxury developments situated in prime business districts with sky trains passing in front and are close to expressway access points with various connecting routes. The Company has strategically planned its business operations to align with the economic situation, implementing sales and marketing strategies that resonate with high purchasing power target groups, both domestically and internationally. The impact of the economic conditions is relatively limited due to the high purchasing power of the target customer base. Additionally, the Company's ongoing projects, such as Hyde Sukhumvit 11, a completed and ready-

to-sell condominium project and Amatara Residences Rayong, with 9 completed units, have not significantly affected the current project development costs. For future projects, the Company emphasizes effective construction management policies to control costs appropriately, including maintaining a consistent focus on managing the Company's cash flow stability.

2. Risk from the Enforcement of LTV Measures

Loan to Value (LTV) measures are a crucial factor influencing the purchasing power in the real estate market. LTV are measures that “restrict the loan amount for property purchases” in accordance with government regulations to control excessive borrowing for home purchases. Currently, LTV measures have set ceilings for the loan-to-collateral value ratio for the first home, priced below 10 million baht. Borrowers can obtain a maximum loan-to-value ratio of 100%, with an additional 10% for furniture and home decoration. For second homes priced below 10 million baht, borrowers can secure loans with a ratio ranging from 70% to 90%. For primary residences valued at 10 million baht or more, the loan-to-value ratio is also set between 70% and 90%. However, the Company's customer base falls within the middle to upper-middle class, with high purchasing power, resulting in minimum impact from LTV measures compared to lower-income customer groups.

3. Risk in the Real Estate Business Due to the Need for Significant Capital

Investing in the development of various projects by the Company requires substantial capital, often relying on loans from various financial institutions and other sources of borrowing, such as bond offerings. The Company's dependence on acquiring large amounts of capital poses a risk if it fails to secure the necessary funding. Therefore, the Company has developed clear funding plans for each project, ensuring that the Company and its subsidiaries can be considered for loans from financially stable institutions capable of providing long-term support for the Company's various projects. Additionally, the Company ensures that the terms of the loans are flexible and offer maximum benefits, based on its experience, as it has not encountered issues in securing funding for the development of its projects.

4. Risk from Upward Adjustments of Policy Interest Rates

The hike in policy interest rates by the Bank of Thailand directly impacts the interest rates of commercial banks across the country. Consequently, when there is an upward adjustment in policy interest rates, it directly affects both the general public and the business sector to varying degrees. This impact is unavoidable, extending even to the real estate market. For property developers, increased interest rates mean higher purchasing and investment costs. The general public also has reduced purchasing power since interest rates on home loans are increasing in line with the policy

interest rate. Therefore, if the policy interest rate continues to rise continuously, the likelihood of the real estate market slowing down will increase. However, the Company's customer base, which comprises mid to high-level customers, is relatively resilient to price changes compared to the entry-level customer group.

5. Risks from an ownership ceiling of condominium for foreign customers

According to Section 19 of the Condominium Act, B.E. 2522 (1979), amended by the Condominium Act (2nd Edition) B.E. 2534 (1991) and (3rd Edition) B.E. 2542 (1999), foreigners are allowed to own condominium rights in a proportion not exceeding 49% of the total area of condominium units in each building. This regulation has an impact on the Company's ability to manage marketing activities and close sales because the Company's projects are located in prime urban areas, which are targeted by foreign buyers for residential and investment purposes. Therefore, the Company focuses on marketing strategies to appropriately and effectively manage the limit on condominium ownership.

6. Risk from Increasing Competition in Bangkok's Central Business District

Real estate is considered one of the highly competitive industries, especially in the central business district of Bangkok and its metropolitan area. Competitions intensify in prime locations such as Sukhumvit Road, Silom Road, Sathorn Road, and even areas like Lumpini, Phloen Chit or along the riverbank. The market is diverse, with a large number of large, medium and small-scale developers, including newcomers entering the real estate business. Due to limited available space, developers may have a need to develop projects on the same land, which could result in an adjustment of land prices, particularly for condominium projects emphasizing proximity to mass transit system stations. Major developers focusing on developments in the mentioned location are typically large companies registered in the stock market. Being a registered Company enhances options, opportunities, and advantages in fundraising through various channels, including individual investors and institutional investors in the capital market. Additionally, it facilitates loan applications from various financial institutions, as investors and financial institutions generally have more confidence in registered companies compared to smaller-scale developers. This includes non-registered companies in the stock market, making these companies more financially robust with higher investment potential. They possess a competitive advantage in financial status and financial resources, elevating their competitiveness in the real estate market. Moreover, new entrepreneurs entering the market will face higher land acquisition costs compared to those who purchased land earlier, giving the Company a pricing edge. Furthermore, the Company emphasizes studying and understanding the needs of target customer groups in various aspects. This involves considering location selection, designing functional

spaces that optimize limited areas and tailoring project formats to align with target groups. This strategic approach enhances the Company's competitiveness against other industry players.

7. Risks from the Increased Appraisal Prices of Government Land in the New Assessment Round

After delaying the announcement of the new government land appraisal prices for 4 years, the Treasury Department has declared the use of land and building appraisal values based on the Property Valuation for the Public Interest Act B.E. 2562 (2019). On average, land appraisal values have increased by 8.93% and building appraisal values have risen by 6.21%. This new appraisal will take effect from January 1, 2023, to December 31, 2026 (accounting period 2023-2026). The upward adjustment of government land appraisal prices will impact the expenses at the transfer date and the increased land and building taxes. However, in 2023, the government implemented a measure to reduce land and building taxes by 15% of the calculated amount to alleviate the tax burden on the public.

8. Risk from the Quality of Work and Delays by Construction Contractors

Due to the absence of an in-house construction team, the Company relies on external construction contractors for various real estate projects. This exposes the Company to the risk of hiring contractors who may lack quality or deliver projects behind schedule. Reasons for this could include a contractor's lack of expertise, labor shortages or the contractor meeting deadlines but not meeting the required quality standards. This situation may lead to the Company's inability to efficiently control costs or complete construction projects according to plan, affecting the timely delivery of real estate projects to customers. To mitigate these risks, the Company has implemented a policy to carefully select construction contractors based on factors such as their work experience, reputation, past performance, workmanship, on-time delivery, work readiness and financial stability, to consider the selection of contractors beyond price considerations. This ensures that the Company engages high-quality contractors to execute construction work for the Company's projects, minimizing construction management risks associated with such projects.

9. Risk from Delays in Transferring Ownership Rights

In general, when a customer enters into a sales and purchase agreement with the company to buy a condominium unit, the agreement will specify the date of transfer of ownership rights of the unit when the project is expected to be completed within the specified timeframe. If construction does not proceed as scheduled, it may result in a delay in the transfer of ownership rights. However, currently, the projects of the Company have been completed, allowing for the immediate transfer of ownership rights. The Company's sales and customer service departments have a clear and written

processes for following up and scheduling ownership transfer procedures with customers to ensure compliance with the transfer schedule.

10. Risk from calling for payment from trade receivable with overdue payments of more than 12 months

As of December 31, 2023, the Company has trade receivable overdue for more than 12 months amounting to 72 million Baht, which is the outstanding amount from the sale of condominium units in the Hyde Sukhumvit 11 project to a single customer (Big Lot) in September 2019. This trade receivable is secured by real estate collateral provided to the Company in the form of mortgage assets with an appraised value of 42 million Baht. The Company has recorded provisions for expected credit losses that are deemed sufficient.

Although a portion of the overdue receivables is secured by real estate collateral, there remains a risk that the value of the collateral may decrease due to market fluctuations or other unforeseen circumstances. Additionally, there is a risk associated with selling the collateral off-market, where the forced sale value may be lower than the appraised value or may take a significant amount of time to find buyers. Nevertheless, the Company regularly monitors and pursues collections from debtors and expects to receive payments for the remaining receivables from condominium sales within the year 2024.

11. Risk from Project Development Delays and Slow and Potentially Below-Target Sales Rates

The development process of residential real estate projects involves various stages, including pre-construction processes such as searching for suitable land, studying the feasibility of the project, making land purchase agreements, the design and permit application-construction process and post-construction processes such as sales management and after-sales services, amongst others.

As of December 31, 2023, the Company has completed construction on 5 projects, namely The Trendy Condominium, Hua Hin Blue Lagoon Resort, Hyde Sukhumvit, Hyde Sukhumvit 11 and Hyde Heritage Thonglor. Currently, 2 projects, Hyde Sukhumvit and The Trendy Condominium are sold out and there are 3 projects with remaining units for sale: Hua Hin Blue Lagoon Resort, Hyde Sukhumvit 11, and Hyde Heritage Thonglor. Hua Hin Blue Lagoon Resort was completed in 2006 with approximately 99% of units sold, leaving around 1% available for sale. Hyde Sukhumvit 11, completed in December 2017, has approximately 83% of units sold, with around 17% still available for sale. Hyde Heritage Thonglor, completed in June 2022, currently has approximately 45% of units sold, with around 55% still available for sale.

Each project has a development timeline from the initiation phase to the sales closing phase, averaging between 6 to 10 years. The Company acknowledges that the revenue from real estate development for sale tends to be slower compared to other businesses. However, the Company continues to receive steady and recurring income from its other business segments, such as the hotel industry and commercial rental spaces.

The Risk of Hotel Business

1. High Investment and Construction Costs

The hotel business requires a significant amount of investment, as it involves the acquisition of fixed assets such as land, buildings, structures, and equipment used in hotel operations. The construction costs for a 5-star hotel are also high, and the construction process can take about 1-2 years. However, the company has already completed the construction of all its hotels and is ready for operation. In the past years, the company has gradually renovated the hotels' restaurants and managed its investments appropriately to the situation.

2. High Competition

The hotel business is highly competitive due to the continuous expansion of hotel supply, the adaptation and development of existing operators, and the increasing number of foreign hotel chains that have come to invest and manage hotels. This has led to increased competition, with companies using marketing and pricing strategies to compete for a limited market share. This is especially true since the COVID-19 pandemic began to ease and countries began to open up. Tourists from abroad began to travel to the country, resulting in even more competition for market share. However, the company's hotels have the following strengths: 5-star level, Amenities, Safety, Cleanliness, Service, Credible image, Good location, These strengths allow the company to compete with other operators.

3. Sensitivity to Environmental Factors

The hotel business is sensitive to both domestic and international environmental factors. These factors include natural disasters, epidemics, economic, social, and political changes. The COVID-19 pandemic has a significant impact on the hotel business, and the tourism industry is still recovering. Other factors that can affect the hotel business include: Global economic volatility, US-China trade war, Russia-Ukraine war, Israel-Hamas conflict, Foreign exchange fluctuations, Oil prices, Interest rates, Inflation, These factors can affect the purchasing power and travel decisions of foreign tourists, who have to pay much higher travel costs. However, this also serves as a filter for tourists, ensuring that they are high-spending tourists. In 2023, the proportion of tourists with high spending per trip has increased. The

company's hotels are 5-star hotels with standard service. The company can adjust room rates according to inflation and rising costs, and still attract these customers.

4. Seasonality

The hotel business is seasonal, with ups and downs depending on the season. However, the company has several hotels in both Bangkok and other provinces. The hotels in Bangkok are located in the city center and mostly cater to business customers, who are not as affected by seasonal changes. The hotels in Hua Hin and Pranburi are not far from Bangkok and are easily accessible. The majority of customers are Thai people who come on weekends. The company has a marketing plan to increase the number of foreign customers during the weekdays.

5. Land Lease Risks

The company's hotels are located on leased land. The lease contracts have a limited duration and there are restrictions on hotel development and various conditions that the company must comply with. Some of these conditions may limit the company's flexibility in improving its efficiency and competitiveness. However, the company has a plan to renew the lease contracts in advance and manage the agreements and notifications to avoid any impact on the hotel operations.

6. Human Resource Management and Fixed Cost Risks

The hotel business has labor costs as its main cost to provide efficient customer service. However, when the company faced the COVID-19 pandemic, it lost revenue but still had to pay labor costs. The company has managed to control the number of employees to match the reduced occupancy rate. Employees are now working in groups called "clusters" to improve productivity. For example, some positions can be filled by employees from different hotels. On the other hand, if the hotel occupancy rate increases to normal levels, the company has a plan to hire additional employees to ensure the quality of service.

Financial Risk

1. Risk from the maintenance of financial ratio

Debt to Equity Ratio of the Company as at 31 December 2023, 2022 and 2021 stood at 4.74, 3.67 and 3.02, respectively. In 2023, the ratio increased due to the increase in total liabilities and the decrease in equity. Total liabilities of the Company increased by 703 million Baht due to the issuance of debentures, an increase in lease liabilities from lease renewals, and recording of a tax penalty for a subsidiary. Total equity decreased by 737 million Baht due to an increase in retained deficit.

With regards to the debentures' covenant, the Company is obligated to maintain net debt to equity ratio at the end of each quarter or at the end of the accounting period (as the case may be) not exceeding 3.50: 1, which is calculated from the financial statements according to the rights and obligations of the Issuer and the Debenture Holders. As at 31 December 2023, 2022 and 2021, the net debt to equity ratio stood at 1.98, 1.52 and 1.25, respectively, which still does not exceed the debentures' covenants. However, the Company will strictly adhere to financial management practices to control the Company's financial structure at an appropriate level.

If the company is unable to maintain the financial ratios in accordance with the terms and conditions of the debentures, it may lead to default on debentures payments. This may result in all outstanding debentures being considered an event of default in payment of debt, and payment is due immediately.

Nevertheless, the Company has approaches for maintain the net debt to equity in accordance with the terms and conditions as follows:

1. The Company has hotel assets that are available for sale, namely Hyatt Regency Bangkok Sukhumvit Hotel
2. The Company expects to recognize its share of profit from investments in joint venture in Hyde Heritage Thonglor Project, which began transferring in August 2022. In 2023, the Company recognized its share of profit from investments in joint ventures amounting to 63 million Baht, and there was backlog of 22 units, totaling 365 million Baht.

The proposed solution will result in the Company becoming more agile and having a cash flow to reduce debt burdens. It is expected to significantly decrease the debt level, as well as improve overall operational performance.

2. Risk from loss on business performance that maybe impact to ability to pay debt obligations

As of 31 December 2023, the Company had interest-bearing debts amounting to 12,680 million baht and net loss for the year 2023 of 755 million baht, which decreased from prior year. Earnings before interest, taxes, depreciation and amortization (EBITDA) amounted to 534 million baht, resulting in an interest-bearing debt to EBITDA ratio of 23.75 times. Debt service coverage ratio (DSCR) was 0.11 times, indicating low ability to cover debt obligations. Additionally, the liquidity ratio was low at 0.55 times. The interest coverage ratio (ICR) was 1.14 times on a cash basis and 0.50 times on EBITDA basis.

The company's interest coverage ratio (ICR) (Cash basis) of 1.14 times in the year 2023 stemmed from cash flows generated from operations, addback interest and income tax paid, amounting to 628 million baht, and interest paid from operations totaling 552 million baht. This is sufficient to cover interest payments, but the ratio remains relatively low. Furthermore, in the year 2023,

despite the earnings before interest, taxes, depreciation, and amortization (EBITDA) was better than the previous year, leading to a higher interest coverage ratio (ICR) (EBITDA basis), it still remains relatively low. This indicates the company's risk regarding its debt repayment capability and the possibility of defaulting on payments if operational performance deviates from expectations or if it cannot issue debentures as planned.

The company has experienced consecutive losses in its operations. In the year 2021, year 2022 and year 2023, the net loss amounted to 1,735 million baht, 951 million baht and 755 million baht, respectively. The net loss in year 2023 decreased of 196 million baht, representing a decrease of 21 percent from the previous year. This decrease was due to gross profit from operations increasing by 679 million baht, primarily from the hotel business, which increased revenue as the situation returned to normalcy. However, the Company had an increase in finance costs by 149 million baht, which was mainly due to an increase in interest expenses from debentures and the average interest rate of the Company, coupled with relatively high administrative expenses, which increased by 230 million baht from the previous year, mostly from hotel business management expenses, particularly those related to staff, electricity, and management fees, following the increase in hotel business revenue and the tax penalty of a subsidiary.

As of December 31, 2023, the company had total revenue from its main business of 2,621 million baht and administrative expenses of 1,069 million baht, while as of December 31, 2022, the company had total revenue from its main business of 1,726 million baht and administrative expenses of 839 million baht. This indicates that the proportion of administrative expenses to total revenue remained relatively high. However, in 2023, administrative expenses accounted for 41 percent of total revenue from the main business, down from 49 percent in the previous year. Excluding the tax penalty of the subsidiary, which is non-recurring item, the proportion of administrative expenses to total revenue in 2023 was 37 percent, compared to 45 percent in 2022, showing a significant decrease from the previous year.

However, the Company's performance in the year 2023 showed improvement. The Company recorded gross profit of 1,262 million baht, an increase of 679 million baht or 116 percent from the previous year. This increase in gross profit was primarily driven by the recovery of hotel business revenue as occupancy rates gradually increased following the easing of the COVID-19 situation and a return to normalcy. The increased number of international tourists and business travelers coming to Thailand resulted in higher occupancy rates and average room rates.

As of December 31, 2023, the Company had interest-bearing debts, excluding lease liabilities, amounting to 7,666 million baht. This consisted of long-term debts maturing in more than one year totaling 2,367 million baht, comprising both debentures and debts maturing within one year totaling 4,804 million baht. Among these, there were short-term loans from related party amounting to

30 million baht and debentures totaling 4,774 million baht. The amount of debts maturing within one year increased by 1,975 million baht from 2022, primarily due to the increase in debentures maturing within one year.

From the aforementioned financial ratios, it is evident that the company still faces risks in debt repayment capability and may default on payments if operations do not proceed as expected or if it cannot issue debentures as planned. This is because the Company's finance costs have increased due to the necessity of rapidly securing cash from other capital sources to support liquidity and due to some projects lacking project finance from financial institutions. However, the Company has implemented measures to manage interest and principal repayments tightly. Besides the current debentures issuance and offering, the Company also had cash and cash equivalents totaling 1,364 million baht as of December 31, 2023. Additionally, the Company expects to receive cash inflows from the recovering hotel business continuously. Moreover, the Company has completed and ready-to-sell units of the Hyde Sukhumvit 11 condominium project with a remaining value of 932 million baht. Furthermore, the Company has developed and completed 9 units of the Rayong Villa project, with an estimated project value of 668 million baht in the first phase. The company expects to realize revenues from the sale of these properties in the fiscal years 2024-2025 and anticipates being able to receive loans to and dividends from joint venture in the Hyde Heritage Thonglor project, which is expected to enhance liquidity and support timely debt repayments.

3. Risk from investment in future projects

The Group has two large-scale real estate projects under development, including a condominium in Bangkok developed through a joint venture with a business partner, namely the Hyde River Bay project located at Charoen Nakhon Road, Chao Phraya Riverside. This is a mixed-use project comprising condominiums and a hotel, with an approximate project value of 10,306 million baht. Additionally, there is a mixed-use development in Rayong consisted of 61 pool villas with a project value of 2,731 million Baht, a 205-room hotel and condominiums with an approximately value of 2,365 million baht, these projects will require large investment in development over next three years. The Company faces the risk of being unable to obtain sufficient and timely funding, which may result in delays or incomplete development projects. This could be due to various factors, such as the gradual recovery from COVID-19 pandemic, which may hinder the Company's ability to generate sufficient cash flow or access credit from financial institutions or may hinder its ability to issue debentures. Delays in expected cash flow from the investment project could impact the Company's operations and its ability to repay debts in the future.

However, the Company has strict approaches for future property developments as follows;

1. Hyde River Bay project: The Company uses the same project development strategy as the Hyde Heritage Thonglor project, both of which share the same JV Partner, Sumitomo Forestry. This project is developed through Grand River Forest Company Limited with the following shareholding proportions: 1). Grande Asset Hotels and Property Public Company Limited holds 42% 2). Sumitomo Forestry holds 49% and 3). Property Perfect Public Company Limited holds 9%, which is currently in the project planning phase.
2. Amatara Residences Rayong project: The Company has a phased development plan, starting with the villa development as the initial phase. The development is divided into a total of 6 sub-phases, with each phase consisting of 9-12 villas, being constructed and sold sequentially, allowing the Company to avoid significant upfront investment and reinvest cash flow into other projects in the future.

4. Risk from the Company's reliance on funding from bonds

As at 31 December 2023, the Company had the outstanding debt securities totaling 7,636 million Baht, or equivalent to 60% of total interest-bearing debts. Total company's interest-bearing debt amounted to 12,680 million Baht.

In the past, the Company relied primarily on funds raised from issuing and offering debt securities for investment in its business. The Company has debt securities maturing within the next 12 months totaling 4,774 million Baht. The Company anticipates cash inflows from its hotel business operations, proceeds from sales of real estates as Hyde Sukumvit 11 and Amatara Residences Rayong, sales of the Company's assets, loan repayments and dividends from Grand Star Company Limited ("its joint venture"). Additionally, the Company may use some proceeds from issuing new debentures to redeem existing debentures.

As mentioned above, it indicates the Company's debt repayment plan for the relatively tight upcoming 12-month period. If the debt repayment plan for any period does not proceed as planned, including fluctuations in the debt securities market and the Company's inability to fully offer debentures, the Company may face the risk of defaulting on its debentures, which may result in all of the Company's outstanding debentures being considered in default and immediately due (Cross Default).

However, the Company is well aware of the aforementioned risks, and therefore, it is managing its finances rigorously. The Company anticipates having cash flow from loans from financial institutions, loan repayments, and dividends from joint ventures, which serve as additional sources of reserve funds for the company.

5. Risk of being unable to buy back Royal Orchid Sheraton Hotel, which is a significant asset for business operations

From the fact that Royal Orchid Hotel (Thailand) Public Company Limited ("ROH"), a subsidiary of the Company, has sold the Royal Orchid Sheraton Hotel to a trust for real estate investment, Grande Royal Orchid Hospitality Real Estate Investment Trust with buy-back condition (GROREIT), for approximately 4,500 million Baht and ROH has used a portion of the proceeds from the sale to provide loans to the Company of approximately 3,990 million Baht. The company has used this money to repay debentures and long-term loans from financial institutions, as well as to invest further in the rubber glove business, which is a new business line of the Company. Consequently, if the company is unable to generate sufficient and timely cash flows from its hotel business, the main business of the Company, as well as from the rubber glove business, which may not perform as expected, combined with the Company's inability to raise capital from any other sources to repay loans from ROH for use in buy-back the Royal Orchid Sheraton Hotel by July 15, 2026, it may result in ROH losing significant assets sold at a lower price than the appraised value, which could reduce operational efficiency and the Company's long-term cash flow generation capability. Additionally, ROH may be liable for damages from GROREIT for non-compliance with the buy-back condition, with the buy-back property prices at the end of the 3rd, 4th, and 5th lease years amounting to 4,703 million Baht, 4,783 million Baht, and 4,873 million Baht, respectively. Nevertheless, the company expects cash inflows from the sale of hotel assets to the trust and from issuing new debt securities to buy back the Royal Orchid Sheraton Hotel.

The risk of investing in a new business where the company may not yet have expertise

The company has invested in the production and distribution of rubber gloves in November 2023. Currently, the first factory has been constructed and four production lines have been installed. The Company has obtained factory standard certifications and commenced product sales in the third quarter of 2022.

However, the current market demand for rubber gloves is showing a slower growth rate, coupled with increasing competition in the rubber glove industry, leading to a downward trend in glove prices. Additionally, the rubber glove business is a new venture for the Company, lacking prior experience and expertise in operations. This may result in deviations from expectations and challenges in generating planned cash flows, potentially affecting the Company's financial flexibility and debt repayment capabilities.

Nevertheless, the Company has partnered with W.A Rubber Mate Co., Ltd. in a 50.5% joint venture. W.A Rubber Mate is a company with over 30 years of experience in the rubber glove business. Furthermore, the Company has secured loans from financial institutions for factory construction costs. The Company has implemented strategies for managing cash flows in the rubber glove business through financial planning, cash flow forecasting, and stringent control measures.

3. Business Driving for Sustainability

In 2023, the company and its hotel chains have established guidelines to drive business for sustainability. by operating through hotel chains, the objective is to manage the impact on stakeholders in the business chain. and has set the issue and made a sustainability assessment It is divided into 8 topics: Service Safety, Product and Service Development, Raw Material Sourcing, Human Resources Management, Environmental Management, Governance, Technology and Innovation, Safety Management. relationship with customers

1. Service Security

- a. There is a process for selecting manufacturers, sellers of products that must meet safety and hygienic standards. including a periodic monitoring system Traceable at every step of production and jointly develop sustainable safety standards with partners and customers. The sustainable food import scheme is as follows:
 - i. Purchasing only from sources that are certified to production standards by outside companies and must be able to verify the details of the production origin.
 - ii. Procurement from fisheries and farms with timely practice A development strategy is planned using scientific methods.
 - iii. Reduce the impact that will occur on endangered species to allow time to restore the population. The hotel will choose a production site that is certified by the Office of the Product Standards Inspection Service or the international certification body for aquaculture management.
- b. Relevant agencies on a regular basis to ensure that relevant agencies comply with safety standards effectively
- c. Set a policy for all departments to share resources for maximum benefit.

2. Product development

- a. Continuous product development to meet changing consumer behavior such as healthy food, buffet food or service via delivery
- b. Developing the potential of employees to have knowledge and understanding of their responsibilities
- c. Enhancement of sales territories through improvement processes. for better operating results
- d. Optimization through the use of technology to improve work processes as well as reduce losses.

3. Sourcing of raw materials

- a. Standards for raw material procurement are established. in accordance with safety standards to ensure that the raw materials are carefully selected and undergo a socially responsible procurement process. such as the selection of the source of raw materials Standardized sources comply with the law. Relevant and traceable regulations
- b. Supporting the occupation of the community by purchasing products for the cooperative community to earn income to promote the national economy.

4. Human Resources and Social Management

- a. Enhancing employees' knowledge and competence through training in various fields, not specific to the line of work they are doing through training programs of Marriott International and Hyatt Corporation.
- b. Project to employ disabled employees
- c. Student Internship Program
- d. Treat employees equally in accordance with the law and human rights.

5. Environmental Management

- a. Waste management
 - i. Recycled waste is classified as waste. To manage waste to be disposed of properly and can be reused It is beneficial according to the circular economy.
 - ii. Reducing food waste by planning from start to finish
- b. The hotel has reduced the use of plastic and foam materials, for example. Providing paper straws only if required by the customer. Using biodegradable or recycled materials Including refraining from bringing in products that are not such types and coordinating with the shipper to use recycled packaging for delivery only All changes and arrangements must not affect the measures to control the spread of the COVID-19 virus.
- c. Reduction of greenhouse gas emissions by using the principles of efficient energy management and social responsibility
- d. Internal oversight for efficient use of resources.
- e. The hotel has actively discussed the following water and energy management measures:
 - i. Set the temperature of the air conditioner in the hotel's interior to 25 degrees Celsius and have an automatic shut-off every 4 hours.
 - ii. Reduce water consumption from toilet bowls to 75% without affecting sanitation.
 - iii. Install the window film in the guest room to reduce the temperature by 5 – 7 degrees Celsius.

- iv. Open large cooling towers only on high utilization days. At the same time, it communicates with staff members to realize energy efficiency.
- v. The wastewater management system is continuously inspected and maintained to ensure compliance with local standards. The wastewater bill is periodically inspected to meet the requirements with a BOD value of 8.1 (the standard requirement must be lower than 20).

6. Good governance and compliance with the law

- a. Policies and guidelines are established within the organization to ensure that stakeholders are confident that the Company's operations are in accordance with corporate governance and code of conduct with transparency in accordance with the Anti-Corruption Policy. and has good corporate governance with effective risk management to reduce risks from doing business
- b. Ensuring that all agencies strictly comply with relevant laws/announcements such as the Public Law Act
- c. Laws relating to Securities and Exchange Commission, The Stock Exchange of Thailand, Revenue Department, Excise Department, District Office, Labor Law and Human Rights law on Trademark, Patent, Copyright, Intellectual Property consumer protection law Personal Data Protection Act and other relevant laws
- d. Provide knowledge and understanding to all departments and related persons to operate under the fair operation and Employees are treated according to human rights principles with fair competition. or treat them fairly, both to competitors, trade and partners, for all sectors to practice work with honesty and in accordance with the policy against Corruption and corruption in all forms

7. Technology and innovation

- a. There are sales promotions to create a good experience for customers and service recipients through various channels.
- b. Effective technology is developed and applied to help reduce costs and reduce waste or waste.

8. Customer Relationship Management

- a. Customer decision-making cycle is managed. to maintain customer base by planning to communicate to customers to come back to use the service by listening to opinions from customers and employees in the organization reflecting their satisfaction with products and services as well as offering new services that best meet the needs of existing data and market demands. to reduce the loss of old customers
- b. Consumption behavior data collection to develop and enhance satisfaction using information to improve products Marketing activities, services, identifying communication channels with customers. including bug fixes to comply with the needs of customers

4. Management Discussion and Analysis: MD&A

4.1 Management Discussion and Analysis

4.1.1 The Group Company's Overview

Grande Asset Hotels and Property Public Company Limited ("the Company") subsidiaries and joint ventures focus on property development business concurrently investment in a hotel to support strong business growth. The Group's major revenue is divided into 3 categories as follows:

(1) Property Development Business

Properties that are under the Company, subsidiaries, and joint ventures are listed below:

Under the Company

- Hyde Sukhumvit 11 (Completed. As of 31 December 2023, the outstanding units were 80 units)
- Hua Hin Blue Lagoon Resorts (Completed. As of 31 December 2023, the outstanding unit was 1 unit)
- Amatara Residences Rayong (Under construction and started selling. As of 31 December 2023, Villas completed 9 units)
- Project Rayong Condominium (Under planning phase)

Under EV Grand Company Limited

- Amatara Residences Rayong (Under construction and started selling)

Under Grand Star Company Limited

- Hyde Heritage Thonglor (Completed. As of 31 December 2023, the outstanding units were 172 units)

Under Grand River Forest Company Limited

- Hyde River Bay (Under planning phase)

(2) Hotel Business

The Company focuses on 5-star hotel investment by acting as an investor and asset developer and procuring an experienced hotel management team with global networking. Presently, the Company has engaged the Marriott International and Hyatt International Corporation to manage hotels within the Group. The Company has made investments based on the prime location in the business area in Bangkok. Furthermore, the Company has a policy to diversify the investment risks by considering the investment on hotels in upcountry or oversea in the future, by focusing on location which has tourist attractions, and various group of target customers, currently the hotels which are under the Group are listed below:

Hotels situated in the center of Bangkok:

Under the Company

- The Westin Grande Sukhumvit
- Hyatt Regency Bangkok Sukhumvit

Under Royal Orchid Hotel (Thailand) Public Company Limited

- Royal Orchid Sheraton Hotel and Towers

Hotels situated in tourist attractions:

Under the Company

- Hotel Project located in the province of Rayong (under planning phase)

Under Honor Business Company Limited

- Sheraton Hua Hin Resorts and Spa

Under Owendelle Company Limited

- Sheraton Hua Hin Pranburi Villas

(3) Rental Business

Rental areas which are under the Company are listed below:

- Rental area for Robinson Department Store which is located next to The Westin Grande Sukhumvit
- Rental area for the Allez which is located next to Hyatt Regency Bangkok Sukhumvit
- Condominium unit for commercial purposes within the Hyde Sukhumvit 11
- Condominium unit for commercial purposes within the Trendy Condominium

4.1.2 Summary Consolidated Operating Performance

For the purpose of analysis, the Company and its subsidiaries will be called “the Group”.

The result of operating performance of 2021, the Group incurred a loss of Baht 1,735 million, which increased from the year 2020 by Baht 694 million, equivalent to 67% due to the ongoing preventive measures of the Coronavirus Disease 2019 (“COVID-19”) outbreak such as restrictions and controls over travelling and temporary closure orders for premises, caused the occupancy rates and food and beverage’s sale volume of the Group’s hotels to drop. This situation has had a significant impact on the

operations and income of the Group. Although, the Group reduced and controlled costs and expenses to increase efficiency, the gross margin of hotels decreased. The pandemic COVID-19 has impacted the hotels operating result thereby causing the recoverable amount of a hotel significantly dropped. As a result, the Group recognised impairment losses Baht 560 million to such a hotel building. In addition, the Group recognised other comprehensive income during the year at the amount of Baht 2,956 million, increased from the year 2020 by Baht 2,945 million derived from the gains from land revaluation following adoption of change in accounting policy for measurement of the lands which classified as property, plant and equipment from the cost method to the revaluation method during the year.

As a result of the operating performance of 2022, the Group incurred a loss of Baht 951 million, which decreased from the year 2021 by Baht 783 million, equivalent to 45% due to the hotel business of the group began to generate initial profits since Q2/2022, which consequence of the increase revenues from accommodation, food and beverage services as the relaxation of the situation of COVID-19, resulting in the number of business traveler and tourism increased. This led to an increase in the hotel occupancy rates and the average room rates. In addition, the real estate business also showed a gross profit increase due to the increasing in the ownership transferred units in Hyde Sukhumvit 11. However, the Company's financial costs increased due to an increase in interest-bearing debt and higher interest rates in line with the rising market interest rate in 2022, resulting in a financial cost increase of Baht 195 million, equivalent to 28% from the year 2021.

As a result of the operating performance of 2023, the Group incurred a loss of Baht 755 million, which decreased from the year 2022 by Baht 196 million, equivalent to 21% due to the hotel business of the group began to generate gross profits, which consequence of the increase revenues from accommodation, food and beverage services as the situation of COVID-19 relax continuously, resulting in the number of business traveler and tourism increased. This led to an increase in the hotel occupancy rates and the average room rates. In addition, the real estate business also showed a gross profit increase due to the increasing in the ownership transferred units in Hyde Sukhumvit 11. However, the finance costs of the Group increased from the previous year by Baht 149 million mainly from the increase in debentures and their average interest rate were also higher.

Total Revenues

The Group's main businesses are hotel and property development business.

The details of the aforesaid performance are described as follows:

	2023		2022		2021	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenue from hotel operations	2,406.40	87.05	1,559.25	82.32	437.35	67.33
Revenue from sales of real estate	169.20	6.12	136.17	7.19	60.11	9.25
Revenue from rental income	45.78	1.65	30.52	1.61	17.19	2.65
Total revenues from main businesses	2,621.38	94.82	1,725.94	91.12	514.65	79.23
Dividend income	10.53	0.38	10.53	0.56	10.53	1.62
Other incomes	132.61	4.80	157.56	8.32	124.42	19.15
Total revenues	2,764.52	100.00	1,894.03	100.00	649.60	100.00

The Group's total revenues in the year 2021 was Baht 650 million, which decreased from the year 2020 by Baht 494 million, equivalent to 43%, consisting of a decrease in revenue from hotel business Baht 356 million, a decrease in revenue from sales of real estate by Baht 111 million and a decrease in rental revenue by Baht 19 million, all of which were affected by the control measures of COVID-19 pandemic.

The Group's total revenues in the year 2022 were Baht 1,894 million, which increased from the year 2021 by Baht 1,244 million, equivalent to 192%, consisting of an increase in revenue from hotel business by Baht 1,122 million, revenue from sales of real estate, which increased by Baht 76 million, Due to the relaxation of the situation of COVID-19 from the previous year, resulting in an increase in the number of hotel guests and increasing in ownership transferred amount of real estate units.

The Group's total revenues in the year 2023 were Baht 2,765 million, which increased from the year 2022 by Baht 871 million, equivalent to 46%, consisting of an increase in revenue from hotel business by Baht 847 million, revenue from sales of real estate, which increased by Baht 33 million and an increase in rental revenue by Baht 15 million, Due to the situation of COVID-19 relax continuously, resulting in an increase in the number of hotel guests and increasing in ownership transferred amount of real estate units.

Revenue from hotel operations

The Group's revenue from hotel operations in the year 2021 was Baht 437 million or equivalent to 67% of total revenues which decreased from the year 2020 by Baht 356 million, equivalent to 45% as a consequence of the decreased revenues from accommodation and food and beverages due to the ongoing preventive measures against the pandemic COVID-19. Moreover, a subsidiary's hotel temporarily closed for pipe system renovation during June till October 2021.

The Group's revenue from hotel operations in the year 2022 was Baht 1,559 million or equivalent to 82% of total revenues which increased from the year 2021 by Baht 1,122 million, equivalent to 257% as a consequence of the increased revenues from accommodation, food and beverages as the COVID-19 pandemic situation began to ease compared to the previous year. The number of business travelers and tourism increased resulting in a rebound in the hotel occupancy rates and average room rates.

The Group's revenue from hotel operations in the year 2023 was Baht 2,406 million or equivalent to 87% of total revenues which increased from the year 2022 by Baht 847 million, equivalent to 54% as a consequence of the increased revenues from accommodation, food and beverages as the COVID-19 pandemic situation relax continuously. The number of business travelers and tourism increased resulting in a rebound in the hotel occupancy rates and average room rates.

Revenue from sales of real estate

The Company recognised revenue from sales of real estate for the year 2021 at the amount of Baht 60 million, equivalent to 9% of total revenues, which decreased from the year 2020 by Baht 111 million, equivalent to 65% due mainly to corresponding decrease in transferred amount from sale of real estate units.

The details of transfer during the year 2021 were summarised as follows:

Project Name	Number of Transferred Units (Unit)	Value of Transferred Units (Million Baht)	Remaining Units (Unit)
Hyde Sukhumvit 11	5	41	125
Hua Hin Blue Lagoon Condominium	-	-	1
The Trendy Condominium	1	19	1
Total	6	60	127

The Company recognised revenue from sales of real estate for the year 2022 at the amount of Baht 136 million, equivalent to 7% of total revenues, which increased from the year 2021 by Baht 76 million, equivalent to 127% due mainly to a corresponding increase in a transferred amount from Hyde Sukhumvit 11

The details of transfer during the year 2022 were summarised as follows:

Project Name	Number of Transferred Units (Unit)	Value of Transferred Units (Million Baht)	Remaining Units (Unit)
Hyde Sukhumvit 11	25	136	100
Hua Hin Blue Lagoon Condominium	-	-	1
Total	25	136	101

The Company recognised revenue from sales of real estate for the year 2023 at the amount of Baht 169 million, equivalent to 6% of total revenues, which increased from the year 2022 by Baht 33 million, equivalent to 24% due mainly to a corresponding increase in a transferred amount from Hyde Sukhumvit 11

The details of transfer during the year 2023 were summarised as follows:

Project Name	Number of Transferred Units (Unit)	Value of Transferred Units (Million Baht)	Remaining Units (Unit)
Hyde Sukhumvit 11	17	169	83
Hua Hin Blue Lagoon Condominium	-	-	1
Total	17	169	84

Revenue from rental income

The Company recognised revenue from rental income for the year 2021 at the amount of Baht 17 million, equivalent to 3% of the total revenues, which decreased from the year 2020 by Baht 19 million, equivalent to 53% following the decrease in rental area and rental rate due to the impact of the precautionary measures against the pandemic COVID-19.

The Company recognised revenue from rental income for the year 2022 at the amount of Baht 31 million, equivalent to 2% of the total revenues, which increased from the year 2021 by Baht 13 million, equivalent to 78% following the increase in the average rental rates.

The Company recognised revenue from rental income for the year 2023 at the amount of Baht 46 million, equivalent to 2% of the total revenues, which increased from the year 2022 by Baht 15 million, equivalent to 50% following the increase in rental area and the average rental rates.

Other incomes

Other incomes are derived from management fees, income from contract cancellation, interest received, spa income, gains on sales of assets, gains on foreign exchange, and others.

The Group recognised other incomes during the year 2021 in the amount of Baht 124 million, equivalent to 19% of the total revenues, which decreased from the year 2020 by Baht 10 million, equivalent to 7% mainly due to the decrease in management fee of real estate projects from joint ventures, according to the decrease in contract rate and decrease in income from contract cancellation. However, interest received increased from the previous year.

The Group recognised other incomes during the year 2022 in the amount of Baht 158 million, equivalent to 8% of the total revenues, which increased from the year 2021 by Baht 33 million, equivalent to 27% was mainly due to the increase in interest income from loans to joint ventures.

The Group recognised other incomes during the year 2023 in the amount of Baht 133 million, equivalent to 5% of the total revenues, which decreased from the year 2022 by Baht 25 million, equivalent to 16% mainly due to the decrease in management fee of real estate projects from joint ventures, according to the decrease in contract rate and decrease in interest income from loans to joint ventures.

Cost, Selling Expenses, Administrative Expenses, and Finance Costs

The Group recognised such expense during the year 2021 at the amount of Baht 2,732 million which increased from the year 2020 by Baht 316 million, equivalent to 13%. The increasing consists of impairment losses on hotel building by Baht 560 million and finance costs by Baht 141 million. However, cost of sales of goods and services decreased by Baht 199 million, selling expenses decreased by Baht 77 million, administrative expenses decreased by Baht 46 million and the expected credit losses on financial asset decreased by Baht 64 million.

The Group recognised such expense during the year 2022 at the amount of Baht 3,059 million which increased from the year 2021 by Baht 327 million, equivalent to 12%. The increase consists of the cost of sales by Baht 301 million, selling expenses by Baht 104 million, administrative expenses by Baht 285 million and the financial cost by Baht 195 million.

The Group recognised such expense during the year 2023 at the amount of Baht 3,723 million which increased from the year 2022 by Baht 664 million, equivalent to 22%. The increase consists of the cost of sales by Baht 217 million, selling expenses by Baht 71 million, administrative expenses by Baht 230 million and the finance cost by Baht 149 million.

Cost of sales of goods and services

Cost of sales of goods and services were classified by business as follows:

	2023		2022		2021	
	Million Baht	%	Million Baht	%	Million Baht	%
Cost of hotel operations	1,227.90	90.34	1,032.30	90.36	782.73	93.04
Cost of sales of real estate	110.13	8.10	93.40	8.17	43.30	5.15
Cost of rental	21.17	1.56	16.74	1.47	15.22	1.81
Total cost of sales of goods and services	1,359.20	100.00	1,142.44	100.00	841.25	100.00

Cost of hotel operations

The Group recognised cost of hotel operations during the year 2021 at the amount of Baht 783 million, equivalent to 93% of total cost, which decreased from the year 2020 by Baht 138 million, equivalent to 15% corresponding to the decrease in revenue from hotel operations. However, the decrease in costs of hotel operations were lower than the decrease in revenues from hotel operations as the certain costs of hotels have been fixed such as salary, depreciation and rental expenses.

The Group recognised the cost of hotel operations during the year 2022 at the amount of Baht 1,032 million, equivalent to 90% of the total cost, which increased from the year 2021 by Baht 250 million, equivalent to 32% corresponding to the increase in revenue from hotel operations. However, the increase in costs of hotel operations was lower than the increase in revenues from hotel operations as certain costs of hotels have been fixed such as salary, depreciation, and rental expenses.

The Group recognised the cost of hotel operations during the year 2023 at the amount of Baht 1,228 million, equivalent to 90% of the total cost, which increased from the year 2022 by Baht 196 million, equivalent to 19% corresponding to the increase in revenue from hotel operations. However, the increase in costs of hotel operations was lower than the increase in revenues from hotel operations as certain costs of hotels have been fixed such as salary, depreciation, and rental expenses etc.

Cost of sales of real estate

The Company recognised cost of sales of real estate during the year 2021 at the amount of Baht 43 million, equivalent to 5% of total cost, which decreased from the year 2020 by Baht 64 million, equivalent to 60% corresponding with the decrease in revenue from sales of real estate units.

The Company recognised the cost of sales of real estate during the year 2022 at the amount of Baht 93 million, equivalent to 8% of the total cost, which increased from the year 2021 by Baht 50 million, equivalent to 116% corresponding with the increase in revenue from sales of real estate units.

The Company recognised the cost of sales of real estate during the year 2023 at the amount of Baht 110 million, equivalent to 8% of the total cost, which increased from the year 2022 by Baht 17 million, equivalent to 18% corresponding with the increase in revenue from sales of real estate.

Cost of rental

The Company recognised cost of rental during the year 2021 at the amount of Baht 15 million, equivalent to 2% of total cost, which increased from the year 2020 by Baht 2 million, equivalent to 17% from depreciation expense of prior year less than current year.

The Company recognised the cost of rental during the year 2022 at the amount of Baht 17 million, equivalent to 1% of the total cost, which increased from the year 2021 by Baht 2 million, equivalent to 10% corresponding to the increase in revenue from rental. However, the increase in costs of the rental was lower than the increase in revenues from the rental as certain costs of rental have been fixed such as salary, depreciation etc.

The Company recognised the cost of rental during the year 2023 at the amount of Baht 21 million, equivalent to 2% of the total cost, which increased from the year 2022 by Baht 4 million, equivalent to 26% corresponding to the increase in revenue from rental. However, the increase in costs of the rental was lower than the increase in revenues from the rental as certain costs of rental have been fixed such as salary, depreciation etc.

Gross profit

As per the Group's revenue and cost of sales of goods and services, the details of gross profit from each type of business can be summarised as follows:

	2023		2022		2021	
	Gross profit (Million Baht)	Gross profit margin (%)	Gross profit (Million Baht)	Gross profit margin (%)	Gross profit (loss) (Million Baht)	Gross profit (loss) margin (%)
Hotel business	1,178.50	48.97	526.95	33.80	(345.38)	(78.97)
Property development business	59.07	34.91	42.77	31.41	16.81	27.97
Rental business	24.61	53.76	13.78	45.15	1.97	11.46
Gross profit (loss)	1,262.18	48.15	583.50	33.81	(326.60)	(63.46)

The Group's had gross loss in 2021 equaled to minus 63%, consists of

- Hotel business equaled to minus 79%, which decreased from the year 2020 by 63% corresponding to the decrease in revenue from hotel operations due to the ongoing preventive measures against the COVID-19 as well as the temporary suspension of operations from June to October 2021 in one of a subsidiary's hotel due to the building piping system renovation. Besides, the certain costs of hotel operations are regarded as fixed costs such as salary, depreciation and rental expenses; as a result, the hotel operations were presented in gross loss.
- Property development business equaled to 28%, which decreased from the year 2020 by 9%, corresponding decrease in average selling price of real estate units.
- Rental business equaled to 11%, which decreased from the year 2020 by 52%, due to the impact of the precautionary measures against the pandemic COVID-19. Moreover, the certain costs of rental business are regarded as fixed costs such as depreciation and salary; as a result, gross profit decreased from previous year.

The Group's had a gross profit margin in 2022 equaled 34%, consisting of

- Hotel business equaled 34%, which increased from the year 2021 by 113% corresponding to the increase in revenue from hotel operations due to the number of business travelers and tourism increase resulting in an increase in the hotel occupancy rates and average room rates.
- Property development business equaled 31%, which increased from the year 2021 by 3%, corresponding increase in the average selling price of real estate units.
- Rental business equaled 45%, which increased from the year 2021 by 34%, following the increase in the average rental rates.

The Group's had a gross profit margin in 2023 equaled 48%, consisting of

- Hotel business equaled 49%, which increased from the year 2022 by 15% corresponding to the increase in revenue from hotel operations due to the number of business travelers and tourism increase resulting in an increase in the hotel occupancy rates and average room rates.
- Property development business equaled 35%, which increased from the year 2022 by 4%, corresponding increase in the average selling price of real estate units and the increase in costs of sales of real estate was lower than the increase in revenues from sales of real estate.
- Rental business equaled 54%, which increased from the year 2022 by 9%, following the increase in the average rental rates.

Selling expenses

The Group recognised selling expenses during the year 2021 at the amount of Baht 89 million, which decreased from the year 2020 by Baht 77 million, equivalent to 46% mainly due to decrease in expenses of ownership transfer, commission and promotion following the decrease in revenues from sales of real estate units. In addition, the Group has continuously controlled selling expenses both in hotel business and real estate business such as employee expense and the related selling expense.

The Group recognised selling expenses during the year 2022 at the amount of Baht 194 million, which increased from the year 2021 by Baht 104 million, equivalent to 117% mainly due to an increase in sales promotion expenses of the hotel business, which varied according to the number of guests, and expenses related to the transfer of ownership of the real estate business, such as commission, specific business tax, transfer fees, and other fees, which increased proportionally to the number of units transferred.

The Group recognised selling expenses during the year 2023 at the amount of Baht 265 million, which increased from the year 2022 by Baht 71 million, equivalent to 37% mainly due to an increase in selling expenses of the hotel business, which varied according to the number of guests, and expenses related to the transfer of ownership of the real estate business, such as advertising and sale promotion, commission expense, special business tax and transfer fee etc., increased in accordance with the increase in revenues from sales of real estate.

Administrative expenses

The Group recognised administrative expenses during the year 2021 at the amount of Baht 553 million, which decreased from the year 2020 by Baht 46 million, equivalent to 8% mainly from the efficiently reduced and controlled costs for hotels administrative expenses, consistent with declining in hotel occupancy rate.

The Group recognised administrative expenses during the year 2022 at the amount of Baht 839 million, which increased from the year 2021 by Baht 285 million, equivalent to 52% mainly from the increase in administrative expenses of the hotel business, especially employee expenses, office expenses, and management fee.

The Group recognised administrative expenses during the year 2023 at the amount of Baht 1,069 million, which increased from the year 2022 by Baht 230 million, equivalent to 27% mainly from the increase in administrative expenses of the hotel business, especially employee expenses, office expenses, management fee, and tax penalty of a subsidiary.

Finance costs

The Group recognised finance costs during the year 2021 at the amount of Baht 688 million, which increased from the year 2020 by Baht 141 million, equivalent to 26% mainly from during this year a subsidiary entering into the sales and lease back agreements from GROREIT, which is deemed to be a financing transaction, rental and obligation buy-back payment under lease agreement to GROREIT as decreasing of liability and recording to interest expense in profit and loss.

The Group recognised finance costs during the year 2022 at the amount of Baht 883 million, which increased from the year 2021 by Baht 195 million, equivalent to 28% mainly from an increase in the amount of interest-bearing liabilities and higher interest rates in line with the upward trend of market interest rate adjustments in 2022.

The Group recognised finance costs during the year 2023 at the amount of Baht 1,032 million, which increased from the year 2022 by Baht 149 million, equivalent to 17% mainly resulting from an increase in the amount of interest-bearing liabilities from issuance debentures and their average interest rate were also higher.

Share of profit (loss) from investments in joint ventures

The Company recognised share of losses from investments in joint ventures during the year 2021 at the amount of Baht 28 million, which increased from the year 2020 by Baht 17 million, equivalent to 152% due to the rubber glove business in which the Company has invested since the fourth quarter of 2020. Currently, the plant construction is almost finished and under machinery testing.

The Company recognised a share of profit from investments in joint ventures during the year 2022 at the amount of Baht 32 million, which increased from the year 2021 by Baht 60 million, equivalent to 213% due to the share of profit from investment in a condominium project, Hyde Heritage Thonglor, which had ownership transferred since August 2022. As a result, the Company was recognised for profit sharing.

The Company recognised a share of profit from investments in joint ventures during the year 2023 at the amount of Baht 63 million, which increased from the year 2022 by Baht 31 million, equivalent to 97% due to the share of profit from investment in a condominium project, Hyde Heritage Thonglor, which had ownership transferred since August 2022.

Income tax

The income tax of the Group in the year 2021 was Baht 375 million, from the recognition of deferred tax income by Baht 1,023 million mainly from taxable gain on sales and buy-back of GROREIT, tax losses and allowance for impairment of assets during the year. Meanwhile, the Group recognised current income tax expenses on profits for the year to Baht 648 million.

The income tax of the Group in the year 2022 was Baht 181 million, which decreased from the year 2021 by Baht 194 million, equivalent to 52% from the recognition of deferred tax income by Baht 193 million mainly from tax losses and the difference in expenses under lease agreements during the year. Meanwhile, the Group recognised current tax expenses on profits for the year to Baht 12 million.

The income tax of the Group in the year 2023 was Baht 140 million, from the recognition of deferred tax income by Baht 188 million mainly from the Company's tax losses and the difference in expenses under lease agreements during the year. Meanwhile the Group recognized current tax expenses on profits for the year of a subsidiary to Baht 48 million.

Other comprehensive income(loss)

The Group recognised other comprehensive income during the year 2021 at the amount of Baht 2,956 million, which increased from the year 2020 by Baht 2,962 million derived from the gains from land revaluation (net of tax) of Baht 2,945 million following adoption of change in accounting policy for measurement of the lands which classified as property, plant and equipment from the cost method to the revaluation method during the year, and the increase in fair value of equity investments (net of tax) by Baht 29 million.

The Group recognised other comprehensive loss for the year 2022 at the amount of Baht 3 million, which decreased from the year 2021 by Baht 2,959 million derived from the gains from land revaluation (net of tax) of Baht 2,945 million, which occurred in the previous year.

The Group recognised other comprehensive income for the year 2023 at the amount of Baht 18 million, which increased from the year 2022 by Baht 21 million due to decrease in fair value of equity investments (net of tax) by Baht 11 million and remeasurements of post-employment benefit obligations (net of tax) decreased in current year by Baht 32 million.

Earnings(loss) before Interest, Tax, Depreciation, and Amortisation (EBITDA)

As per the Group's revenue, cost, and expenses, the details of earnings before interest, tax, depreciation and amortisation ("EBITDA") can be summarised as follows:

(Unit: Million Baht)

	2023	2022	2021
Earnings (loss) before interest, tax, depreciation, and amortisation	533.82	171.18	(911.56)
Net loss	(755.35)	(951.47)	(1,734.83)
Total revenues	2,764.52	1,894.03	649.60
Net loss margin (%)	(27.32)	(50.24)	(267.06)

The Group's EBITDA in 2021 was at the amount of Baht 912 million and suffered net loss at the amount of Baht 1,735 million, equivalent to loss 267% of total revenues. The EBITDA decreased from the year 2020 by Baht 694 million mainly from the Group recognised impairment losses Baht 560 million of such hotel. Moreover, the decrease in gross profit from hotel business by Baht 218 million and from property development business that decreased by Baht 47 million due to the precautionary measures of the pandemic of COVID-19, resulting in an economic slowdown and adverse effects on income and operating result of the Group. However, the Group reduced and controlled costs and selling and administrative expenses as mentioned above.

The Group's EBITDA of a profit of Baht 171 million for the year 2022, while it incurred a net loss of Baht 951 million, representing a net loss rate of 50% of total revenue. The increase in EBITDA profit from 2021 by Baht 1,083 million was due to the increase in gross profit from the hotel business by Baht 872 million, an increase in gross profit from the real estate development business by Baht 26 million, an increase in gross profit from the rental business by Baht 12 million, the recognition of share of profits from investment in joint venture increased by Baht 60 million and a decrease in losses from the impairment of non-financial

assets by Baht 560 million. Meanwhile, the Group had an increase in selling and administrative expenses from 2021 of Baht 390 million as mentioned above.

The Group's EBITDA of a profit of Baht 534 million for the year 2023, while it incurred a net loss of Baht 755 million, representing a net loss rate of 27% of total revenue. The increase in EBITDA profit from 2022 by Baht 363 million was due to the increase in gross profit from the hotel business by Baht 652 million, an increase in gross profit from the real estate development business by Baht 16 million and an increase in gross profit from the rental business by Baht 11 million. However, the Group had an increase in selling and administrative expenses from 2022 of Baht 301 million as mentioned above.

The table below shows the return on equity

(Unit: Million Baht)

	2023	2022	2021
Net loss	(755.35)	(951.47)	(1,734.83)
Issued and paidup share capital	4,670.56	4,670.56	3,615.93
Total equity	3,180.57	3,917.66	4,380.90
Return on equity (%)	(21.28)	(22.93)	(46.31)

Return on equity for the year 2021 equaled to minus 46%, an increase by 17% due to loss of current year, although total equity increased from revaluation surplus of land.

Return on equity for the year 2022 equaled to minus 23%, a decrease of 23% due to the decreased losses of the current year, although total equity increased from the issuance of common stock and the conversion of convertible debentures into the Company's ordinary shares.

Return on equity for the year 2023 equaled to minus 21%, a decrease of 2% due to the decreased losses of the current year.

4.1.3 Financial Position Analysis

The financial position of the Group was shown in the table as follows:

(Unit: Million Baht)

	2023	2022	2021
Assets	18,266.16	18,300.40	17,596.02
Liabilities	15,085.59	14,382.74	13,215.12
Equity	3,180.57	3,917.66	4,380.90

Assets

At the end of the year 2021, the Group had total assets at the amount of Baht 17,596 million, an increase from the end of the year 2020 by Baht 4,088 million, or equivalent to 30%.

The Group's significant assets at the end of the year 2021 were shown in detail as follows:

- Property, plant and equipment were at the amount of Baht 10,735 million, equivalent to 61% of total assets
- Cost of real estate development was at the amount of Baht 1,627 million, equivalent to 9% of total assets
- Long-term loans to related parties were at the amount of Baht 1,097 million, equivalent to 6% of total assets
- Cash and cash equivalents were at the amount of Baht 989 million, equivalent to 6% of total assets
- Investments in joint ventures were at the amount of Baht 681 million, equivalent to 4% of total assets
- Deferred tax assets were at the amount of Baht 652 million, equivalent to 4% of total assets
- Right-of-use assets were at the amount of Baht 510 million, equivalent to 3% of total assets

At the end of the year 2022, the Group had total assets at the amount to Baht 18,300 million, an increase from the end of the year 2021 by Baht 704 million, or equivalent to 4%.

The Group's significant assets at the end of the year 2022 were shown in detail as follows:

- Property, plant, and equipment were at the amount of Baht 10,552 million, equivalent to 58% of total assets
- Cash and cash equivalents were at the amount of Baht 1,652 million, equivalent to 9% of total assets
- Cost of real estate development was at the amount of Baht 1,650 million, equivalent to 9% of total assets
- Investments in joint ventures were in the amount of Baht 1,125 million, equivalent to 6% of total assets
- Deferred tax assets were in the amount of Baht 832 million, equivalent to 5% of total assets
- Long-term loans to related parties were in the amount of Baht 725 million, equivalent to 4% of total assets
- Right-of-use assets were at the amount of Baht 374 million, equivalent to 2% of total assets

At the end of the year 2023, the Group had total assets at the amount to Baht 18,266 million, a decrease from the end of the year 2022 by Baht 34 million.

The Group's significant assets at the end of the year 2023 were shown in detail as follows:

- Property, plant, and equipment were at the amount of Baht 10,412 million, equivalent to 57% of total assets
- Cost of real estate development was at the amount of Baht 1,590 million, equivalent to 9% of total assets
- Cash and cash equivalents were at the amount of Baht 1,364 million, equivalent to 7% of total assets
- Investments in joint ventures were in the amount of Baht 1,213 million, equivalent to 7% of total assets
- Deferred tax assets were in the amount of Baht 1,002 million, equivalent to 5% of total assets
- Long-term loans to related parties were in the amount of Baht 755 million, equivalent to 4% of total assets
- Right-of-use assets were at the amount of Baht 576 million, equivalent to 3% of total assets

Property, plant and equipment

The Group's property, plant and equipment at the end of the year 2021 were at the amount of Baht 10,735 million, an increase from the end of the year 2020 by Baht 2,919 million, equivalent to 37% mainly due to increasing in valuation of land by Baht 3,681 million following adoption of change in accounting policy for measurement of the lands which classified as property, plant and equipment from the cost method to the revaluation method during the year and the Group paid for hotel construction and purchased additional hotel operating equipment of Baht 123 million. However, the Group recognised impairment losses Baht 560 million of hotel building and depreciation charge during the year in the amount of Baht 324 million.

The Group's property, plant and equipment at the end of the year 2022 were at the amount of Baht 10,552 million, a decrease by Baht 184 million, equivalent to 2% from the year 2021, mainly due to the depreciation by Baht 253 million during the year and the sale of equipment of Baht 10 million. However, the group paid for hotel construction and purchased additional hotel operation equipment of Baht 80 million.

The Group's property, plant and equipment at the end of the year 2023 were at the amount of Baht 10,412 million, a decrease by Baht 140 million, equivalent to 1% from the year 2022, mainly due to the depreciation by Baht 230 million during the year. However, the group paid for hotel construction and purchased additional hotel operation equipment of Baht 90 million.

The details of property, plant, and equipment were shown in the section Assets for Business Operation at the topic of property, plant, and equipment.

Cost of real estate development

The Group's cost of real estate development at the end of the year 2021 was at the amount of Baht 1,627 million, an increase from the end of the year 2020 by Baht 43 million, equivalent to 3% mainly from the current development project during the year by Baht 86 million, such as Rayong Villa. However, the cost of real estate development decreased from ownership transfer of real estate units at the amount of Baht 43 million.

The Group's cost of real estate development at the end of the year 2022 was at the amount of Baht 1,650 million, an increase from the end of the year 2021 by Baht 23 million, mainly from the current development project during the year by Baht 120 million, such as Amatara Residences Rayong. However, the Company transferred ownership of real estate units with a total amount of Baht 93 million and transfer to cost of investment properties at the amount of Baht 4 million.

The Group's cost of real estate development at the end of the year 2023 was at the amount of Baht 1,590 million, a decrease from the end of the year 2022 by Baht 60 million, equivalent to 4% mainly from the transferred ownership of real estate units with a total amount of Baht 110 million. However, the Company had developed the Amatara Residences Rayong project during the year of Baht 50 million.

Cash and cash equivalents

The Group's cash and cash equivalents at the end of the year 2021 were at the amount of Baht 989 million, an increase from the end of the year 2020 by Baht 311 million, equivalent to 46%.

The Group's cash and cash equivalents at the end of the year 2022 were at amount of Baht 1,652 million, an increase from the end of the year 2021 by Baht 663 million, equivalent to 67%. which was from net cash received from financing activities.

The Group's cash and cash equivalents at the end of the year 2023 were at amount of Baht 1,364 million, a decrease from the end of the year 2022 by Baht 288 million, equivalent to 17%. which was from net cash generated from operating activities by Baht 66 million, net cash used in investing activities by Baht 118 million and net cash generated from financing activities by Baht 236 million.

The details of the change in cash and cash equivalents were shown at the topic of financial sources.

Investments in joint ventures

Details of investments in joint ventures are as follows:

Jointly controlled entities	Nature of business	Percentage of shareholding held by the Group	Investment value according to Equity method		
			2023	2022	2021
		%	Million Baht	Million Baht	Million Baht
Grand Star Company Limited ⁽¹⁾	Property development, Project Hyde Heritage Thonglor	40.00	595.07	525.33	433.79
Grand River Forest Company Limited ⁽¹⁾	Property development, Project Hyde River Bay	42.00	617.74	593.53	183.20
Grand Global Gloves Company Limited ⁽²⁾	Manufacturing and distribution of rubber gloves	50.50	-	5.93	64.33
			1,212.81	1,124.79	681.32

(1) The above company is co-invested by Grande Asset Hotels and Property Public Company Limited, Property Perfect Public Company Limited, and Sumitomo Forestry Singapore Limited.

(2) The above company is co-invested by Grande Asset Hotels and Property Public Company Limited and Mr. Prachai Kongwaree's Group.

The Group's investments in joint ventures at the end of the year 2021 were at the amount of Baht 681 million, an increase from the end of the year 2020 by Baht 16 million, equivalent to 2% according to the additional investment in Grand Global Gloves Company Limited at the amount of Baht 44 million. However, the Group recorded share losses from investments in joint ventures during the year from Grand Global Gloves Company Limited at the amount of Baht 18 million, from Grand Star Company Limited at the amount of Baht 9 million and from Grand River Forest Company Limited at the amount of Baht 1 million.

The Group's investments in joint ventures at the end of the year 2022 were at the amount of Baht 1,125 million, an increase from the end of the year 2021 by Baht 443 million, equivalent to 65%. due to an increase in investment during the year by Baht 412 million and a share of profits from investments in joint ventures of Baht 32 million.

The Group's investments in joint ventures at the end of the year 2023 were at the amount of Baht 1,213 million, an increase from the end of the year 2022 by Baht 88 million, equivalent to 8%. due to an increase in investment during the year by Baht 25 million and a share of profits from investments in joint ventures of Baht 63 million.

Deferred tax assets

The Group's deferred tax assets at the end of the year 2021 were at the amount of Baht 652 million, an increase from the end of the year 2020 by Baht 271 million, equivalent to 71% mainly from taxable gain on sales and buy-back of GROREIT, tax losses and allowance for impairment of assets during the year. However, deferred tax liabilities from revaluation surplus of land increased by Baht 736 million.

The Group's deferred tax assets at the end of the year 2022 were the amount of Baht 832 million, an increase from the end of the year 2021 by Baht 180 million, equivalent to 28% mainly from the tax losses of the Company and a subsidiary incurred during the year.

The Group's deferred tax assets at the end of the year 2023 were the amount of Baht 1,002 million, an increase from the end of the year 2022 by Baht 170 million, equivalent to 20% mainly from the tax losses of the Company incurred during the year.

Long-term loans to related parties

Loans to related parties of the Group was shown in the table as follows:

(Unit: Million Baht)

	2023	2022	2021
Short-term loans to related parties	90.00	46.50	3.50
Long-term loans to related parties	665.00	725.00	1,097.40
Total	755.00	771.50	1,100.90

The Company's short-term loans to related parties at the end of the year 2021 were at the amount of Baht 3 million, and long-term loans to related parties at the end of the year 2021 were at the amount of Baht 1,097 million, an increase from the end of the year 2020 by Baht 574 million, equivalent to 110% because additional loan to joint ventures during the year Baht 574 million.

The Company's short-term loans to related parties at the end of the year 2022 were at the amount of Baht 46 million, an increase from the end of the year 2021 by Baht 43 million from the addition of loans to joint ventures during the year by Baht 93 million and reclassification from long-term loans by Baht 371 million. However, there was repayment of loans to joint ventures during the year by Baht 113 million and convert to investment in joint ventures by Baht 309 million. The Company's long-term loans to related parties at the end of the year 2022 were the amount of Baht 725 million, a decrease from the end of the year 2021 by Baht 372 million, equivalent to 34% due to the repayment of loans to joint venture during the year by Baht

15 million and reclassified to short-term loans to joint ventures at the amount of Baht 371 million. However, there was an increase in loans to joint ventures during the year by Baht 14 million.

The Company's short-term loans to related parties at the end of the year 2023 were the amount of Baht 90 million, an increase from the end of the year 2022 by Baht 44 million, equivalent to 94% due to the addition of loan to joint venture during the year by Baht 54 million. However, there was repayment of loan to joint venture during the year by Baht 10 million, and the Company's long-term loans to related parties at the end of the year 2023 were the amount of Baht 665 million, a decrease from the end of the year 2022 by Baht 60 million due to the repayment of loan during the year by Baht 60 million.

Right-of-use assets

The Group's right-of-use assets at the end of the year 2021 were at the amount of Baht 510 million, a decrease from the end of the year 2020 by Baht 163 million, equivalent to 24% as a result of depreciation charge during the year in the amount of Baht 165 million.

The Group's right-of-use assets at the end of the year 2022 were at the amount to Baht 374 million, a decrease from the end of the year 2021 by Baht 136 million, equivalent to 27% as a result of depreciation charge during the year in the amount of Baht 152 million. However, there was an increase in new lease contracts during the period in the amount of Baht 16 million.

The Group's right-of-use assets at the end of the year 2023 were at the amount to Baht 576 million, an increase from the end of the year 2022 by Baht 202 million, equivalent to 54% as a result of new lease contracts and renewed lease contracts during the year in the amount of Baht 356 million. However, depreciation charge during the year in the amount of Baht 153 million.

Liabilities

The Group's total liabilities at the end of the year 2021 were at the amount of Baht 13,215 million, an increase from the end of 2020 by Baht 2,818 million, equivalent to 27% mainly due to the entering into the sales and lease back agreements with buy - back obligations from GROREIT by a subsidiary company. In this regard, the subsidiary company would consider such arrangement as a financing transaction, which contributes to an increase in liability from lease agreement with buy-back obligation in this year. However, the Company has issued additional bills of exchange, debentures and long-term borrowings from financial institutions less than repaid certain debt in this year.

The Group's total liabilities at the end of the year 2022 were the amount of Baht 14,383 million, an increase from the end of 2021 by Baht 1,168 million, equivalent to 9%. The main reason was the issuance of debentures and an increase in trade and other payables.

The Group's total liabilities at the end of the year 2023 were the amount of Baht 15,086 million, an increase from the end of 2022 by Baht 703 million, equivalent to 5%. The main reasons were the issuance of debentures, recording liabilities from lease renewal and tax penalty of a subsidiary during the year.

The structure of liabilities were shown in table below:

	2023		2022		2021	
	Million Baht	%	Million Baht	%	Million Baht	%
Debentures	7,636.06	50.62	7,454.18	51.83	4,782.64	36.19
Liability from lease agreement with buy-back obligation	4,533.61	30.05	4,418.54	30.72	4,312.24	32.63
Long-term borrowings from a financial institution	-	-	-	-	1,680.65	12.72
Deferred tax liabilities	681.78	4.52	695.17	4.83	708.88	5.36
Corporate income tax payable	655.79	4.35	607.86	4.23	599.69	4.54
Trade and other payables	568.46	3.77	503.77	3.50	389.38	2.95
Lease liabilities	480.76	3.19	283.52	1.97	408.89	3.10
Deposits and cash received in advance	113.80	0.75	103.64	0.72	95.20	0.72
Others	415.33	2.75	316.07	2.20	237.55	1.79
Total liabilities	15,085.59	100.00	14,382.74	100.00	13,215.12	100.00

From the above table, the significant liabilities were shown as follows:

Debentures

(Unit: Million Baht)

	2023	2022	2021
Debentures	7,636.06	7,454.18	4,782.64
<u>Less</u> current portion	(4,774.42)	(2,799.50)	(2,888.27)
Non-current portion	2,861.64	4,654.68	1,894.37

The Company's debentures at the end of the year 2021 were at the amount of Baht 4,783 million, a decrease from the end of the year 2020 by Baht 1,665 million, equivalent to 26% because the newly issued debentures

were less those in maturity. During the year, the Company issued debentures of Baht 1,566 million and made repayment due of Baht 3,229 million. The debentures issued and offered during the year 2021 were as follows:

Debentures	Number Unit	Unit par Baht per unit	Total value Million Baht	Interest rate % per annum	Term	Issue date	Maturity date
Secured debentures							
No. 1/2021	373,900	1,000	373	6.80	2 years and 3 months	29 Apr 2021	29 Jul 2023
No. 2/2021	230,000	1,000	230	6.00	181 days	30 Apr 2021	28 Oct 2021
No. 3/2021	230,000	1,000	230	7.50	2 years	28 Oct 2021	28 Oct 2023
Tranche 1							
No. 3/2021	732,100	1,000	732	7.00	1 year and six months	4 Nov 2021	4 May 2023
Tranche 2							

The Company's debentures at the end of the year 2022 were the amount of Baht 7,454 million, an increase from the end of the year 2021 by Baht 2,671 million, equivalent to 56%, as a result of the Company issued debentures during the year of Baht 5,938 million and repayment debentures of Baht 3,192 million. The debentures issued and offered during the year 2022 were as follows:

Debentures	Number Unit	Unit par Baht per unit	Total value Million Baht	Interest rate % per annum	Term	Issue date	Maturity date
Secured debentures							
No. 1/2022	1,000,000	1,000	1,000	7.00	1 year and 6 months	27 Jan 2022	27 Jul 2023
No. 2/2022	200,000	1,000	200	6.85	1 year	20 May 2022	20 May 2023
No. 3/2022	3,500,000	1,000	3,500	7.25	1 year and 9 months	8 Jul 2022	8 Apr 2024
No. 4/2022	300,000	1,000	300	7.15	2 years and 6 months	22 Dec 2022	22 Jun 2025
Tranche 2							

Debentures	Number Unit	Unit par Baht per unit	Total value Million Baht	Interest rate % per annum	Term	Issue date	Maturity date
Unsecured debentures No. 4/2022 Tranche 1	938,000	1,000	938	7.30	1 year and 9 months	22 Dec 2022	22 Sep 2024

The Company's debentures at the end of the year 2023 were the amount of Baht 7,636 million, an increase from the end of the year 2022 by Baht 182 million, equivalent to 2%, as a result of the Company issued debentures during the year of Baht 2,959 million and repayment debentures of Baht 2,813 million. The debentures issued and offered during the year 2023 were as follows:

Debentures	Number Unit	Unit par Baht per unit	Total value Million Baht	Interest rate % per annum	Term	Issue date	Maturity date
Secured debentures							
No. 1/2023	881,400	1,000	881	7.00	2 years	27 Apr 2023	27 Apr 2025
No. 2/2023 Tranche 1	200,000	1,000	200	6.85	1 year	29 Jun 2023	29 Jun 2024
No. 2/2023 Tranche 2	359,900	1,000	360	7.25	2 years and 6 months	29 Jun 2023	29 Dec 2025
No. 3/2023 Tranche 1	648,500	1,000	649	7.25	2 years	14 Jul 2023	14 Jul 2025
No. 3/2023 Tranche 3	160,500	1,000	161	6.90	1 year and 3 months	14 Jul 2023	14 Oct 2024
No. 4/2023 Tranche 1	201,800	1,000	202	7.35	2 years	12 Oct 2023	12 Oct 2025
No. 4/2023 Tranche 2	277,100	1,000	277	7.40	1 year and 6 months	12 Oct 2023	12 Apr 2025
No. 5/2023	180,800	1,000	181	7.45	1 year and 9 months	21 Dec 2023	21 Sep 2025

Debentures	Number Unit	Unit par Baht per unit	Total value Million Baht	Interest rate % per annum	Term	Issue date	Maturity date
Unsecured debentures No. 3/2023 Tranche 2	48,900	1,000	49	7.40	2 years	14 Jul 2023	14 Jul 2025

Liability from lease agreement with buy-back obligation

The Group's liability from lease agreement with buy-back obligation at the end of the year 2021 was Baht 4,312 million, an increase from the end of the year 2020 by Baht 4,312 from a subsidiary entering into the sales and lease back agreements with buy - back obligations from GROREIT, which is deemed to be a financing transaction, so presented to Liability from lease agreement with buy-back obligation.

The Group's liability from the lease agreement with buy-back obligation at the end of the year 2022 was Baht 4,419 million, an increase from the end of the year 2021 by Baht 106 million, equivalent to 2% by during the year, the subsidiaries recognised interest expenses by using the effective interest rate method of Baht 378 million, while repayment liability from agreement with buy-back obligation in the amount of Baht 226 million.

The Group's liability from the lease agreement with buy-back obligation at the end of the year 2023 was Baht 4,534 million, an increase from the end of the year 2022 by Baht 115 million, equivalent to 3% . During the year, the subsidiaries recognised interest expenses by using the effective interest rate method of Baht 387 million, while repayment liability from agreement with buy-back obligation in the amount of Baht 226 million and transfer rental on the due date presented to other payable in the amount of Baht 46 million.

Long-term borrowings from the financial institution

(Unit: Million Baht)

	2023	2022	2021
Long-term borrowings from a financial institution	-	-	1,680.65
<u>Less</u> current portion	-	-	(232.32)
Non-current portion	-	-	1,448.33

The Company's long-term borrowings from financial institutions at the end of the year 2021 were at the amount of Baht 1,681 million, a decrease from the end of the year 2020 by Baht 365 million, equivalent to

18% mainly due to the repayment at the amount of Baht 1,266 million was made in accordance with the term under loan agreement, whereas, new borrowing at the amount of Baht 899 million during the year.

The Company has no short-term or long-term loans from financial institutions at the end of the year 2022 and 2023, as the Company repaid loans from financial institutions in the year 2022.

Deferred tax liabilities

The Group's deferred tax liabilities at the end of the year 2021 were at the amount of Baht 709 million, a decrease from the end of the year 2020 by Baht 13 million, equivalent to 2% mainly from decreasing in asset revaluation from business acquisition during the year.

The Group's deferred tax liabilities at the end of the year 2022 were the amount of Baht 695 million, a decrease from the end of the year 2021 by Baht 14 million, equivalent to 2% mainly from decreasing in asset revaluation from business acquisition during the year.

The Group's deferred tax liabilities at the end of the year 2023 were the amount of Baht 682 million, a decrease from the end of the year 2022 by Baht 13 million, equivalent to 2% mainly from decreasing in asset revaluation from business acquisition during the year.

Corporate income tax payable

The Group's corporate income tax payable at the end of the year 2021 were at the amount of Baht 600 million, an increase from the end of 2020 the year by Baht 600 million from a subsidiary recognised current income tax expenses on profits for the year from gain on sales asset to Trust.

The Group's corporate income tax payable at the end of the year 2022 were at amount of Baht 608 million, an increase from the end of 2021 by Baht 8 million, equivalent to 1%.

The Group's corporate income tax payable at the end of the year 2023 were at amount of Baht 656 million, an increase from the end of 2022 by Baht 48 million, equivalent to 8%, from a subsidiary recognised current income tax expenses on profits for the year.

Trade and other payables

The Group's trade and other payables at the end of the year 2021 were at the amount of Baht 389 million, an increase from the end of the year 2020 by Baht 75 million, equivalent to 24% as a result of purchasing goods and services including construction payables more than payment during the year.

The Group's trade and other payables at the end of the year 2022 were the amount to Baht 504 million, an increase from the end of the year 2021 by Baht 114 million, equivalent to 29% as a result of the volume of purchasing goods and services including other payables related to interest on debentures during the year.

The Group's trade and other payables at the end of the year 2023 were the amount to Baht 568 million, an increase from the end of the year 2022 by Baht 64 million, equivalent to 13% as a result of the volume of purchasing goods and services, other payables related to interest on debentures and interest from renting land increasing during the year.

Lease liabilities

(Unit: Million Baht)

	2023	2022	2021
Lease liabilities	579.25	329.78	478.60
<u>Less</u> Future finance charges on leases	(98.49)	(46.26)	(69.71)
Present value of lease liabilities	480.76	283.52	408.89

The Group's lease liabilities at the end of the year 2021 were Baht 409 million, a decrease from the end of the year 2020 by Baht 131 million, equivalent to 24% due to the repayment at the amount of Baht 170 million. However, the Group recognised the interest expenses during the year at Baht 37 million.

The Group's lease liabilities at the end of the year 2022 were Baht 284 million, a decrease from the end of the year 2021 by Baht 125 million, equivalent to 31% due to the repayment at the amount of Baht 170 million. However, increasing from new lease agreements during the year of Baht 19 million, and the Group recognised the interest expenses during the year at Baht 26 million.

The Group's lease liabilities at the end of the year 2023 were Baht 481 million, an increase from the end of the year 2022 by Baht 197 million, equivalent to 70% due to an increase from new lease agreements and renew lease agreements during the year of Baht 364 million, and the Group recognised the interest expenses during the year by Baht 27 million. However, the Group repayments of lease liabilities during the year at the amount of Baht 192 million.

Deposits and cash received in advance

The Group's deposits and cash received in advance at the end of the year 2021 were at the amount of Baht 95 million, an increase from the end of the year 2020 by Baht 2 million, equivalent to 2% because the

down payment of real estate project increased by Baht 2 million, while hotel customers' deposit decreased by Baht 1 million.

The Group's deposits and cash received in advance at the end of the year 2022 amounts to Baht 104 million, an increase from the end of the year 2021 by Baht 8 million, equivalent to 9%, consists of an increase in advance received from hotel customers by Baht 2 million, and an increase in deposits received from real estate by Baht 7 million.

The Group's deposits and cash received in advance at the end of the year 2023 amounts to Baht 114 million, an increase from the end of the year 2022 by Baht 10 million, equivalent to 10%, consists of an increase in advance received from hotel customers by Baht 15 million. However, a decrease in deposits received from real estate by Baht 5 million.

Equity

The Group's equity at the end of the year 2021 was at the amount of Baht 4,381 million, an increase from the end of the year 2020 by Baht 1,270 million, equivalent to 41% due from the increasing of revaluation surplus of land by Baht 2,945 million, gains from measurement of equity investments at fair value through other comprehensive income by Baht 12 million and changes in parent's ownership interests in subsidiary from disposal ordinary stocks of a subsidiary by Baht 48 million. However, the Group had net losses for the year 2021 by Baht 1,735 million.

The Group's equity at the end of the year 2022 were at the amount of Baht 3,918 million, a decrease from the end of the year 2021 by Baht 463 million, equivalent to 11%. due to the group's loss during the year by Baht 951 million and losses from measuring of equity investments at fair value through other comprehensive income by Baht 3 million. However, the Company increased its ordinary shares in the amount of Baht 304 million, conversion of convertible debentures into the Company's ordinary shares in the amount of Baht 183 million and change in parent's ownership interests in subsidiary in equity from an investor in a subsidiary of Baht 5 million.

The Group's equity at the end of the year 2023 were at the amount of Baht 3,181 million, a decrease from the end of the year 2022 by Baht 737 million, due to the group's loss during the year by Baht 755 million, losses from measuring of equity investments at fair value through other comprehensive income by Baht 14 million. However, the Group remeasurements of post-employment benefit obligations decreased in current year by Baht 32 million.

The structure of equity was shown in the table below:

(Unit: Million Baht)

	2023	2022	2021
Issued and paid-up share capital	4,670.56	4,670.56	3,615.93
Share discount on ordinary shares	(568.15)	(568.15)	-
Legal reserve	49.89	49.89	49.89
Unappropriated retained earnings (deficits)	(3,973.37)	(3,252.67)	(2,306.45)
Other components of equity	2,891.44	2,905.49	2,909.53
Equity attributable to owners of the parent	3,070.37	3,805.12	4,268.90
Non-controlling interests	110.20	112.54	112.00
Total equity	3,180.57	3,917.66	4,380.90

The appropriateness of the capital structure

Debts to equity ratio (Times)

	2023	2022	2021
Debts to equity ratio	4.74	3.67	3.02
Net debts to equity ratio ¹	1.98	1.52	1.25

(1) Calculated from terms and conditions of debentures as prescribed in the terms and conditions.

Debts to equity ratio at the end of the year 2021 was 3.02 times, a decrease from the end of the year 2020 being 3.34 times. The decrease of debts to equity ratio from the increase in equity was due to the increasing of revaluation surplus of land following adoption of change in accounting policy for measurement of the lands which classified as property, plant and equipment from the cost method to the revaluation method during the year as mention above. However, liabilities were increased from the increase in liability from lease agreement with buy-back obligation of a subsidiary.

Debts to equity ratio at the end of the year 2022 was 3.67 times, an increase from the end of the year 2021 of 3.02 times. The increase in the ratio was due to the increase in debt during the year of Baht 1,168 million. Mainly due to the Company issuance of net debentures in the amount of Baht 5,938 million, and the decrease in shareholders' equity in the amount of Baht 463 million, resulting from the group's net loss for the year 2022 by Baht 951 million. Losses on the valuation of equity investments through comprehensive income by Baht 3 million. However, the Company has issued new ordinary shares in the amount of Baht 304 million, conversion of convertible debenture into ordinary shares of Baht 183 million and change in parent's ownership interests in subsidiary in equity from an investor in a subsidiary of Baht 5 million.

Debts to equity ratio at the end of the year 2023 was 4.74 times, an increase from the end of the year 2022 of 3.67 times. The increase in the ratio was due to the decrease in shareholders' equity in the amount of Baht 737 million, resulting from the group's net loss for the year 2023 by Baht 755 million. However, the Group's had other comprehensive income of Baht 18 million.

4.1.4 Liquidity and Adequacy of Capital

Financial sources

(Unit: Million Baht)

	2023	2022	2021
Net cash generated from (used in) operating activities	66.24	(304.22)	(801.62)
Net cash used in investing activities	(118.66)	(94.34)	(661.93)
Net cash generated from (used in) financing activities	(235.89)	1,061.99	1,774.11
Net increase (decrease) in cash and cash equivalents	(288.31)	663.43	310.56

Cash flow from operating activities

During the year 2021, the Group's cash flow used in operating activities were at the amount of Baht 802 million being affected from the pandemic of COVID-19 resulting in significant decrease in net cash flow from hotel business and property development business such as down payment, monthly installment payment and final payment from customers. Moreover, the Group paid construction payable of real estate projects, trade and other payables of Baht 263 million, paid for interest by Baht 516 million and net paid tax by Baht 22 million.

During the year 2022, the Group's cash flow used in operating activities were at the amount of Baht 304 million. As a result of the Group paid interest expenses by Baht 434 million. However, the Group also had an increase in cash from operating activities of Baht 110 million, from hotel businesses and property development businesses, such as reservation fees, deposit received, transfer of ownership rights from buyers of condominium projects, and net tax refunds by Baht 20 million.

During the year 2023, the Group's cash flow generated from operating activities were at the amount of Baht 66 million. the Group had an increase in cash from operating activities of Baht 628 million, from hotel businesses and property development businesses, such as reservation fees, deposit received, transfer of ownership rights from buyers of condominium projects. However, the Group paid interest expenses by Baht 552 million and net tax paid by Baht 10 million.

Cash flow from investing activities

During the year 2021, the Group's cash flow used in investing activities by loaned to related parties in the amount of Baht 574 million, purchased furniture fixture and operating equipment including construction and renovation of hotels at the amount of Baht 119 million and made additional invested in joint ventures at the amount of Baht 44 million. While the Group received interest at the amount of Baht 51 million, received dividend at the amount of Baht 11 million and refunded advances for land for real estate development at the amount of Baht 20 million.

During the year 2022, the Group's cash flow used in investing activities by paying for the investment in joint ventures in the amount of Baht 103 million, purchasing furniture fixtures and operating equipment in the amount of Baht 76 million, advance payment for the purchase of land, net of Baht 50 million and purchase intangible assets of Baht 1 million. However, during the year the Group received interest income and dividend income in the amount of Baht 77 million and Baht 11 million, respectively. And repayment of loans to related parties in the amount of Baht 21 million. The Group's bank deposits with guarantees decreased by Baht 16 million, and cash received from the sale of equipment in the amount of Baht 12 million.

During the year 2023, the Group's cash flow used in investing activities by paying for purchasing furniture fixtures and operating equipment in the amount of Baht 92 million, advance payment for the purchase of land of Baht 62 million and additional investment in joint ventures in the amount of Baht 25 million, bank deposits with guarantees an increased by Baht 8 million, purchase of intangible assets of Baht 3 million. However, during the year, the Group proceed the loans to related parties of Baht 17 million and received interest income and dividend income of Baht 55 million.

Cash flow from financing activities

During the year 2021, the Group's cash flow generated from financing activities came from proceeds from sale assets to Trust with buy-back obligation of a subsidiary at the amount of Baht 4,236 million, issuance of bills of exchange at the amount of Baht 990 million, issuance of debenture at the amount of Baht 1,566 million, received long term borrowing from financial institutions at the amount of Baht 899 million and proceeds from sale ordinary stocks of a subsidiary at the amount of Baht 48 million. However, the Company repaid bills of exchange at the amount of Baht 1,000 million, repaid matured debenture at the amount of Baht 3,229 million, repaid long-term borrowings from financial institutions in accordance with the term under loan agreement at the amount of Baht 1,266 million, paid lease liabilities at the amount of Baht 107 million, paid liability from lease agreement with buy-back obligation at the amount of Baht 79 million and paid guarantee for lease agreement at the amount of Baht 259 million.

During the year 2022, The Group's cash flow generated from financing activities came from issuance debentures in the amount of Baht 5,938 million, conversion of convertible debenture at the amount of Baht 200 million, issuance ordinary share at the amount of Baht 304 million, and cash received from an investor of a subsidiary in the amount of Baht 5 million. However, The Company repaid the matured debenture in the amount of Baht 3,192 million, repaid long-term borrowings from financial institutions in accordance with the term under loan agreement at the amount of Baht 1,689 million, paid liabilities from lease agreement with buy-back obligation at the amount of Baht 272 million, paid financial cost at the amount of Baht 154 million, and paid lease liabilities at the amount of Baht 78 million.

During the year 2023, The Group's cash flow used in financing activities came from repayment of debentures in the amount of Baht 2,813 million, paid liabilities from lease agreement with buy-back obligation at the amount of Baht 272 million, paid lease liabilities at the amount of Baht 173 million, paid financial cost at the amount of Baht 60 million. However, the Group withdrawn the guarantee of lease agreement with buy-back obligation in the amount of Baht 123 million and proceeds from issue of debentures in the amount of Baht 2,959 million.

Policies on dividend payment of the Company.

There is no dividend payment from the Company from 2021 to the present.

Liquidity

The Group had net losses for the year 2023 of Baht 755 million. The Group's hotel and real estate businesses have continuously improved. However, as at 31 December 2023, the Group had current liabilities exceed current assets of Baht 2,927 million. The Group's management has devised and appropriated financial plan to manage cash flows and sustain business operation in the next 12 months. The Group is in the process of applying for a loan facility from a financial institution, This also included the plans for issuing debentured and sale of hotel assets.

Compliance with borrowing conditions

Under the terms of the borrowing facilities and debenture, the Group is required to comply with the net debt-to-equity ratio at the rates prescribed. The Group has complied with these covenants. As of 31 December 2023, the net debt-to-equity ratio was 1.98 times.

4.1.5 Commitments and contingent liabilities

The Group had commitments that were not recognised in the financial statements as follows:

Capital expenditure commitments, in which the term payment will be incurred as the period of the project is completed. The detail was as follows:

(Unit: Million Baht)

Capital expenditure commitments related to	2023
Cost of real estate development	44.39
Property, plant, and equipment	37.35
Total	81.74

Guarantees, which is the letters of guarantee issued by the banks on behalf of the Company and subsidiaries amounting to Baht 14 million, which in respect of obligated guarantees for the normal course of business. The Group also used its bank deposits amounting to Baht 13 million as collateral for these bank guarantees.

Long-term service commitments, in which the non-cancellable long-term service commitments amounting of Baht 4 million, which were not recognised in the financial statements.

4.1.6 Factors that may impact the future operation

Please refer to further details in the topic “1.2 Risk Management” section of this report as the Company has also described the circumstances or factors which may significantly impact the future operation or the financial position.

4.2 Financial Highlight

4.2.1 Summary of Auditor's Report

Financial Statements	Auditor	Auditor's Report
Financial statements for the year ended 31 December 2021	Miss Rodjanart Banyatananusard, CPA Registration No. 8435, of PricewaterhouseCoopers ABAS Ltd.	The auditor gave an unqualified opinion in the auditor's report that the separate financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries present the financial position, financial performance and cash flows fairly, in all material respects in accordance with Thai Financial Reporting Standards.
Financial statements for the year ended 31 December 2022	Miss Rodjanart Banyatananusard, CPA Registration No. 8435, of PricewaterhouseCoopers ABAS Ltd.	The auditor gave an unqualified opinion in the auditor's report that the separate financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries present the financial position, financial performance and cash flows fairly, in all material respects in accordance with Thai Financial Reporting Standards.
Financial statements for the year ended 31 December 2023	Miss Rodjanart Banyatananusard, CPA Registration No. 8435, of PricewaterhouseCoopers ABAS Ltd.	The auditor gave an unqualified opinion in the auditor's report that the separate financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries present the financial position, financial performance and cash flows fairly, in all material respects in accordance with Thai Financial Reporting Standards.

4.2.2 Significant changes in accounting policy

In the year 2021, the Group had not significant change in accounting policies, except accounting policy for measurement of the lands which classified as property, plant and equipment, from the cost method to the revaluation method. The change of this policy is to reflect the land's appropriate value and has been effective since the fiscal year ended 31 December 2021. The Group recognised the impacts of the change in financial statements as at/ for the year ended 31 December 2021 as follow:

	Consolidated financial statements	Separate financial statements
	Million Baht	Million Baht
Statement of Financial Position		
Assets		
Property, plant and equipment increased	3,680.64	2,861.12
Deferred tax assets decreased	(736.13)	(572.22)
Total assets affected	2,944.51	2,288.90
Equity		
Other component of equity		
Revaluation surplus of land (net of tax) increased	2,925.93	2,288.90
Non-controlling interests increased	18.58	-
Total equity effected	2,944.51	2,288.90
Statement of Comprehensive Income		
Other comprehensive income (expense):		
Gains from land revaluation (net of tax) increased	2,944.51	2,288.90

In the year 2022, the Group had not significant change in accounting policies, except for applying of the addition accounting policies as follows:

- Financial liabilities with embedded derivative

Financial liabilities with embedded derivative such as convertible debentures when a contract is settled in a variable number of the entity's own equity instruments, a contract is a financial asset or a financial liability. The Group separately recognises i) conversion rights as derivative that will be measured initially at its fair value and subsequently measured at fair value through profit and loss, and ii) the remainder of the proceeds/ fair value of conversion rights is allocated to the host debt and subsequently measured at amortised cost.

- Embedded derivative and derivative without hedge accounting

Embedded derivatives that are recognised separately and derivatives that don't qualify for hedge accounting are initially recognised at fair value and changes in fair value are recognised in other profit or loss items.

The Group presents the fair value of derivatives as current or non-current items based on their maturity dates.

In the year 2023, the Group had not significant change in accounting policies, the Group adopted the revised financial reporting standards. The revised standards are effective for accounting periods starting on or after 1 January 2023. This adoption has no material effect on the Group's financial statements.

4.2.3 Shareholding information in subsidiaries

The consolidated financial statements have been prepared in proportion to shareholding in subsidiaries. The details are as follows:

Company	Nature of business	Country of incorporation	Percentage of shareholding held by the Group as at 31 December		
			2023	2022	2021
Subsidiaries directly owned by the Company					
EV Grand Company Limited*	Real estate development	Thailand	100.00	100.00	100.00
Honor Business Company Limited	Hotel	Thailand	100.00	100.00	100.00
Owendelle Company Limited	Hotel	Thailand	100.00	100.00	100.00
Royal Orchid Hotel (Thailand) Public Company Limited**	Hotel	Thailand	97.00	97.00	97.14
Subsidiaries which the Company owns through Royal Orchid Hotel (Thailand) Public Company Limited					
Thai Royal Orchid Real Estate Company Limited***	Rental of assets	Thailand	-	-	97.13

* Formerly known as Grande Equity Development Company Limited, had registered to change name on 15 February 2021.

** The Company disposed ordinary stock of Royal Orchid Hotel (Thailand) Public Company Limited 1,250,000 stocks to the third party, as a result of the decrease in proportion of shareholding from 98.48% to 97.14% in March 2021. Subsequently, on 4 February 2022, Royal Orchid Hotel (Thailand) Public Company Limited received payment from an investor in the amount of 1,417,233 shares, causing the Company's investment proportion in such subsidiary to decrease from 97.14% to 97.00%

*** On 2 April 2021, Thai Royal Orchid Real Estate Company Limited registered its dissolution with the Ministry of Commerce. And in the first quarter of 2022 the liquidation was completed. The investment from dissolution of the business has been returned to the shareholders.

Summary of financial statements and significant financial ratio reflect past financial position and performance of the Group as follows:

Summary Table of Financial Position and Operating Results of the Consolidated Financial Statements during the Fiscal Years 2021 - 2023

Consolidated Statement of Financial Position

	As at 31 December					
	2023		2022		2021	
	Million Baht	%	Million Baht	%	Million Baht	%
Assets						
<u>Current assets</u>						
Cash and cash equivalents	1,363.98	7.47	1,652.29	9.03	988.86	5.62
Trade and other receivables, net	270.92	1.48	194.57	1.06	163.24	0.93
Short-term loans to related parties, net	90.00	0.49	46.50	0.25	3.50	0.02
Current portion of long-term loan to a related party	40.00	0.22	-	-	-	-
Inventories	10.38	0.06	12.11	0.07	9.84	0.05
Advance for acquisition of land for real estate development	242.00	1.32	180.00	0.98	130.00	0.74
Cost of real estate development	1,589.58	8.70	1,649.98	9.02	1,626.91	9.25
Guarantee for lease agreement due within one year	-	-	123.00	0.67	-	-
Other current assets	31.65	0.18	30.80	0.17	66.75	0.38
Total current assets	3,638.51	19.92	3,889.25	21.25	2,989.10	16.99
<u>Non-current assets</u>						
Bank deposits pledged as security	13.51	0.07	5.29	0.03	21.64	0.12
Financial assets measured at fair value through other comprehensive income	131.63	0.72	149.18	0.82	152.69	0.87
Investments in joint ventures, net	1,212.81	6.64	1,124.79	6.15	681.32	3.87
Long-term loans to related parties	625.00	3.42	725.00	3.96	1,097.40	6.24
Land held for development	130.22	0.71	130.22	0.71	129.49	0.74
Investment properties, net	232.02	1.27	235.68	1.29	235.56	1.34
Property, plant and equipment, net	10,412.01	57.00	10,551.64	57.66	10,735.28	61.01
Right-of-use assets, net	576.42	3.16	374.10	2.04	510.02	2.90
Intangible assets, net	52.44	0.29	60.54	0.33	71.16	0.40
Guarantee for lease agreement	224.01	1.23	189.64	1.04	311.37	1.77
Deferred tax assets	1,001.98	5.49	831.71	4.54	651.57	3.70
Other non-current assets	15.60	0.08	33.36	0.18	9.42	0.05
Total non-current assets	14,627.65	80.08	14,411.15	78.75	14,606.92	83.01
Total assets	18,266.16	100.00	18,300.40	100.00	17,596.02	100.00

Consolidated Statement of Financial Position (Cont'd)

	As at 31 December					
	2023		2022		2021	
	Million Baht	%	Million Baht	%	Million Baht	%
Liabilities and equity						
<u>Current liabilities</u>						
Trade and other payables	568.46	3.11	503.77	2.75	389.38	2.21
Short-term borrowings from related parties	30.00	0.16	30.00	0.17	30.00	0.17
Current portion of lease liabilities	165.94	0.91	161.51	0.88	193.85	1.10
Current portion of debentures	4,774.42	26.14	2,799.50	15.30	2,888.27	16.41
Current portion of long-term borrowings from financial institution	-	-	-	-	232.32	1.32
Deposits and cash received in advance	113.80	0.62	103.64	0.57	95.20	0.54
Income tax payable	655.79	3.59	607.86	3.32	599.69	3.41
Other current liabilities	257.32	1.41	115.56	0.63	46.84	0.27
Total current liabilities	6,565.73	35.94	4,321.84	23.62	4,475.55	25.43
<u>Non-current liabilities</u>						
Lease liabilities	314.81	1.72	122.01	0.67	215.04	1.22
Liability from lease agreement with buy -back obligation	4,533.61	24.82	4,418.54	24.14	4,312.24	24.51
Debentures	2,861.64	15.67	4,654.68	25.43	1,894.37	10.77
Long-term borrowings from financial institution	-	-	-	-	1,448.33	8.23
Employee benefit obligations	122.53	0.67	164.49	0.90	155.19	0.88
Deferred tax liabilities	681.78	3.74	695.17	3.80	708.88	4.03
Other non-current liabilities	5.49	0.03	6.01	0.03	5.52	0.03
Total non-current liabilities	8,519.86	46.65	10,060.90	54.97	8,739.57	49.67
Total liabilities	15,085.59	82.59	14,382.74	78.59	13,215.12	75.10
Equity						
Issued and paid-up share capital	4,670.56	25.57	4,670.56	25.52	3,615.93	20.55
Share discount on ordinary shares	(568.15)	(3.11)	(568.15)	(3.10)	-	-
Retained earnings (deficits)						
Appropriated - legal reserve	49.89	0.27	49.89	0.27	49.89	0.28
Unappropriated	(3,973.37)	(21.75)	(3,252.67)	(17.77)	(2,306.45)	(13.11)
Other components of equity	2,891.44	15.83	2,905.49	15.88	2,909.53	16.54
Equity attributable to owners of the parent	3,070.37	16.81	3,805.12	20.80	4,268.90	24.26
Non-controlling interests	110.20	0.60	112.54	0.61	112.00	0.64
Total equity	3,180.57	17.41	3,917.66	21.41	4,380.90	24.90
Total liabilities and equity	18,266.16	100.00	18,300.40	100.00	17,596.02	100.00

Consolidated Statement of Comprehensive Income

	For the year ended 31 December					
	2023		2022		2021	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenues						
Revenues from hotel operations	2,406.40	87.05	1,559.25	82.32	437.35	67.33
Revenues from sales of real estate	169.20	6.12	136.17	7.19	60.11	9.25
Revenues from rental income	45.78	1.65	30.52	1.61	17.19	2.65
Total revenues	2,621.38	94.82	1,725.94	91.12	514.65	79.23
Cost of sales of goods and services						
Cost of hotel operations	(1,227.90)	(44.42)	(1,032.30)	(54.50)	(782.73)	(120.49)
Cost of sales of real estate	(110.13)	(3.98)	(93.40)	(4.93)	(43.30)	(6.67)
Cost of rental	(21.17)	(0.76)	(16.74)	(0.88)	(15.22)	(2.34)
Total cost of sales of goods and services	(1,359.20)	(49.16)	(1,142.44)	(60.31)	(841.25)	(129.50)
Gross profit (loss)	1,262.18	45.66	583.50	30.81	(326.60)	(50.27)
Dividend income	10.53	0.38	10.53	0.56	10.53	1.62
Other incomes	132.61	4.80	157.56	8.32	124.42	19.15
Selling expenses	(264.76)	(9.58)	(193.84)	(10.23)	(89.47)	(13.77)
Administrative expenses	(1,069.22)	(38.68)	(838.74)	(44.28)	(553.43)	(85.20)
Expected credit losses on financial asset (reversal)	2.00	0.07	(0.51)	(0.03)	0.52	0.08
Impairment losses on non-financial assets	-	-	-	-	(560.00)	(86.21)
Finance costs	(1,031.81)	(37.32)	(883.06)	(46.62)	(687.90)	(105.90)
Share of profit (loss) from investments in joint ventures	62.82	2.27	31.87	1.68	(28.32)	(4.36)
Loss before income tax	(895.65)	(32.40)	(1,132.69)	(59.79)	(2,110.25)	(324.86)
Income tax	140.30	5.08	181.22	9.57	375.42	57.79
Loss for the year	(755.35)	(27.32)	(951.47)	(50.22)	(1,734.83)	(267.07)
Other comprehensive income (expense)	18.27	0.66	(2.81)	(0.15)	2,956.44	455.12
Total comprehensive income (expense) for the year	(737.08)	(26.66)	(954.28)	(50.37)	1,221.61	188.05
Profit (loss) attributable to:						
Owners of the parent	(753.01)	(27.24)	(946.22)	(49.96)	(1,728.31)	(266.06)
Non-controlling interests	(2.34)	(0.08)	(5.25)	(0.26)	(6.52)	(1.01)
	(755.35)	(27.32)	(951.47)	(50.22)	(1,734.83)	(267.07)
Total comprehensive income (expense) attributable to:						
Owners of the parent	(734.74)	(26.58)	(949.03)	(50.11)	1,209.55	186.20
Non-controlling interests	(2.34)	(0.08)	(5.25)	(0.26)	12.06	1.85
	(737.08)	(26.66)	(954.28)	(50.37)	1,221.61	188.05

Consolidated Statement of Cash Flows

	For the year ended 31 December		
	2023	2022	2021
	Million Baht	Million Baht	Million Baht
Cash flows from operating activities			
Loss before income tax	(895.65)	(1,132.69)	(2,110.25)
Adjustments for:			
Depreciation and amortisation	397.67	420.82	510.79
Difference from discount in lease payment and contract modification	9.84	-	(1.76)
Expected credit losses on financial asset (reversal)	(2.00)	0.51	(0.52)
Impairment losses on assets	-	-	560.00
Amortisation of unearned leasehold rights	(1.47)	(1.65)	(1.12)
Gain from dissolution of subsidiary	-	(0.05)	-
Withholding tax deducted at source written-off	0.01	0.05	0.02
Gain from recognition of land held for development	-	(0.73)	-
Net gain on disposals and written-off of equipment and right-of-use assets	(0.39)	(2.02)	(2.82)
Warranty provision for real estate project	0.97	0.82	0.28
Employee benefit expenses	16.90	18.35	17.95
Dividend income	(10.53)	(10.53)	(10.53)
Interest income	(75.13)	(82.16)	(65.20)
Finance costs	1,031.81	883.06	687.90
Share of (profit) losses from investments in joint ventures	(62.82)	(31.87)	28.32
Changes in operating assets and liabilities:			
Trade and other receivables	(39.80)	(26.72)	136.52
Inventories	1.73	(2.28)	0.10
Cost of real estate development	94.51	22.60	(2.16)
Guarantee for lease agreements	(34.36)	(69.99)	-
Other current assets	0.62	12.05	(36.15)
Other non-current assets	17.75	(23.94)	0.02
Trade and other payables	44.54	66.84	34.28
Deposits and cash received in advance	10.16	8.44	1.78
Other current liabilities	140.79	67.89	(5.07)
Employee benefit obligations	(18.48)	(9.04)	(6.59)
Other non-current liabilities	0.93	2.13	0.34
Cash generated from (used in) operating activities	627.60	109.89	(263.87)
Interest paid	(552.20)	(434.21)	(516.06)
Income tax paid	(9.75)	(10.38)	(32.13)
Income tax received	0.59	30.48	10.44
Net cash generated from (used in) operating activities	66.24	(304.22)	(801.62)

Consolidated Statement of Cash Flows (Cont'd)

	For the year ended 31 December		
	2023	2022	2021
	Million Baht	Million Baht	Million Baht
Cash flows from investing activities			
Decrease (Increase) in bank deposits pledged as security	(8.21)	16.35	(5.42)
Proceeds from short-term loans to related parties	10.00	113.40	-
Payment for short-term loans to related parties	(53.50)	(93.40)	(3.50)
Payment for investments in joint ventures	(25.20)	(102.90)	(44.19)
Proceeds for long-term loans to related parties	60.00	15.00	-
Payment for long-term loans to related parties	-	(14.30)	(574.00)
Proceeds for advances for land for real estate development	40.00	10.00	20.00
Payment for advances for land for real estate development	(102.00)	(60.00)	-
Purchase of investment properties	-	(0.08)	-
Proceeds from disposals of equipment	0.39	11.56	2.97
Purchase of property, plant and equipment	(91.72)	(75.98)	(119.42)
Purchase of intangible assets	(3.32)	(1.27)	(0.04)
Dividend received	10.53	10.53	10.53
Interest received	44.37	76.75	51.14
Net cash used in investing activities	(118.66)	(94.34)	(661.93)
Cash flows from financing activities			
Proceeds from bills of exchange payables	-	-	990.23
Repayments of bills of exchange payables	-	-	(1,000.00)
Proceeds from lease agreement with buy-back obligation	123.00	-	-
Repayments of liabilities under lease agreements	(172.88)	(78.42)	(107.00)
Proceeds from sell of assets to Trust with buy-back obligation	-	-	4,236.35
Repayments of liability from lease agreement with buy-back obligation	(272.00)	(271.51)	(79.84)
Payment for guarantee for lease agreement	-	-	(259.00)
Proceeds from issue of debentures	2,958.90	5,938.00	1,566.00
Repayments of debentures	(2,812.50)	(3,191.60)	(3,229.20)
Proceeds from long-term borrowings from financial institution	-	-	898.81
Repayments of long-term borrowings from financial institution	-	(1,689.00)	(1,265.94)
Proceeds from issue of convertible debentures	-	200.00	-
Payment for financing fees	(60.41)	(153.61)	(24.34)
Proceeds from changes in parent's ownership interests in subsidiary	-	4.61	48.04
Proceeds from issue of ordinary share	-	303.52	-
Net cash generated from (used in) financing activities	(235.89)	1,061.99	1,774.11
Net increase (decrease) in cash and cash equivalents	(288.31)	663.43	310.56
Cash and cash equivalents at the beginning of the year	1,652.29	988.86	678.30
Cash and cash equivalents at the end of the year	1,363.98	1,652.29	988.86

Key Financial Ratio

Key Financial Ratio		2023	2022	2021
<u>Liquidity Ratio</u>				
Current Ratio	(times)	0.55	0.90	0.67
Quick Ratio	(times)	0.25	0.43	0.30
Operating Cash Flow to Current Liabilities	(times)	0.01	(0.07)	(0.19)
Receivable Turnover	(times)	15.41	11.14	3.46
Collection Period	(days)	23.37	32.32	104.13
Inventory Turnover ^{1/}	(times)	0.83	0.69	0.52
Average Sale Period	(days)	432.00	519.76	691.36
Accounts Payable Turnover	(times)	2.54	2.56	2.39
Payment Period	(days)	142.00	140.72	150.54
Cash cycle	(days)	313.37	411.35	644.95
<u>Profitability ratio</u>				
Gross Profit Margin	(%)	48.15	33.81	(63.46)
Gross Operation Profit Margin	(%)	(2.74)	(26.02)	(188.38)
Other Income to Total income Margin	(%)	5.18	8.87	20.77
Operating Cash Flow to Operating Income Margin	(%)	(92.25)	67.74	82.68
Net Profit Margin	(%)	(27.32)	(50.24)	(267.06)
Return on Equity	(%)	(21.28)	(22.93)	(46.31)
<u>Efficiency Ratio</u>				
Return on Total Assets	(%)	(4.13)	(5.30)	(11.16)
Return on Fixed Assets	(%)	(3.14)	(4.61)	(11.87)
Total Assets Turnover	(times)	0.08	0.11	0.04
<u>Financial Policy Ratio</u>				
Debt to Equity Ratio	(times)	4.74	3.67	3.02
Net Debt to Equity Ratio ^{2/}	(times)	1.98	1.52	1.25
Interest coverage Ratio ^{3/} (EBITDA basis)	(times)	0.50	0.18	(1.25)
Interest coverage Ratio ^{4/} (Cash basis)	(times)	1.14	0.25	(0.51)
Interest bearing debt to EBITDA Ratio ^{5/}	(times)	23.75	71.19	(12.30)
Debt service coverage Ratio ^{6/}	(times)	0.11	0.06	(0.27)
Dividend Payout Ratio	(%)	-	-	-

Remark

** Net debt to EBITDA cannot calculate because the Company has loss before interest, tax, depreciation and amortization

1/ Inventory in Financial Ratio refers to Inventory and Cost of real estate development

2/ Calculated by net debt divided equity according to the rights and obligations of the issuer and the debenture holders that defined net debt to equity at the end of period of each quarter or the end of the year not more than 3.5 : 1.

“Net debt” refers to total liabilities as shown in the debenture issuer’s consolidated financial statements which have been audited or reviewed by the debenture issuer’s auditor, with interest bearing or under discount included financial obligations and liabilities which may occur from the issuer’s pledge, aval or other similar obligations with other persons or other entities (not including the subsidiaries) that not shown in the consolidated financial statements but shown in notes to consolidated financial statements and not included liabilities related to the issuance of letter of guarantee as collateral for land allocation or utilities or any others, minus cash and cash equivalents that shown in the statement of financial position with including the restricted deposits that was pledge to others. For the avoidance of doubt, such liabilities are not including trade payables, cash received in advance, lease liabilities, liabilities from change of the accounting standard or any non-interest-bearing liabilities.

“Equity” refers to total equity as shown in the consolidated financial statement which have been audited or reviewed by auditor. In addition, the equity includes non-controlling interest of the shareholders

3/ Calculated by earnings (loss) before interest, tax, depreciation and amortization divide finance costs

4/ Calculated by cash flow from operating activities addback interest paid and taxes divided interest paid

5/ Calculated by interest-bearing debt divided earnings before interest expense, tax, depreciation and amortization

6/ Calculated by earnings before interest expense, tax, depreciation and amortization divide short-term interest-bearing debt and current portion of long-term interest-bearing debt

5. CORPORATE INFORMATION

5.1. General Information

Company Information

Corporate Name: Grande Asset Hotels and Property Public Company Limited.

Registration Number: 0107546000164

Head Office: Unit 3203-4, 32nd Floor, Exchange Tower
388 Sukhumvit Road, Klongtoey, Klongtoey, Bangkok 10110

Nature of Business: Hotel and Property Development

Website: <http://www.grandeasset.com>

Tel.: (662) 204-9900

Fax.: (662) 204-9999

Registered Capital: Baht 4,670,560,011.50, at Baht 0.50 par value

Paid-up Capital: Baht 4,670,560,011.50

5.2. Investment in Subsidiary Companies, in excess of 10 percent of paid-up capital

Company's name	Nature of business	Company Capital (Million Baht)	Number of shares held (shares)	Par (Baht)	Percentage of holding (%)
1. Honor Business Co., Ltd.	Hotel	125	1,250,000	100	100
2. Owendelle Co., Ltd.	Hotel	280	28,000,000	10	100
3. Royal Orchid Hotel (Thailand) Public Company Limited	Hotel	939	938,917,233	1	97
4. EV Grand Co., Ltd.	Property Development	250	2,500,000	100	100

5.3. Investment in Joint Venture

Company's name	Nature of business	Company Capital (Million Baht)	Number of shares held (shares)	Par (Baht)	Percentage of holding (%)
1. Grand Star Co., Ltd	Property Development	1,200	12,000,000	100	40
2. Grand River Forest Co., Ltd	Property Development	1,490	14,900,000	100	42
3. Grand Global Gloves Co., Ltd	Manufacturing and Distribution of Rubber Gloves	350	3,500,000	100	50.50

5.4. References

- Share Registrar
Thailand Securities Depository Co., Ltd.
The Stock Exchange of Thailand Building,
93 Ratchadapisek Road, Dindang, Dindang,
Bangkok 10400, Thailand
Tel. + 66 (0) 2009-9000
Fax. + 66 (0) 2009-9991
- Auditor
PricewaterhouseCoopers ABAS Ltd.
15th Floor Bangkok City Tower,
179/74-80 South Sathorn Road, Thungmahamek,
Sathorn, Bangkok 10120, Thailand
Tel. + 66 (0) 2844-1000
Fax. + 66 (0) 2286-5050
- Lawyer
Legal Business and Consulting Co., Ltd.
414 Soi Paisarn, Pracharajbampen Road,
Kwaeng Huaykwang, Khet Huaykwang,
Bangkok 10310, Thailand
Tel. + 66 (0) 2236-2334
Fax. + 66 (0) 2236-3916

- Araya & Partners Co., Ltd.**
 973 President Tower, 6th Floor, Room 6G,
 Ploenchit Road, Lumpini, Pathumwan,
 Bangkok 10330, Thailand
 Tel. +66 (0) 2656-0606
 Fax -
- **Financial Institution**

Krung Thai Bank Public Co., Ltd.
 35 Sukhumvit Road, Klong Toey Nua, Wattana,
 Bangkok 10110, Thailand
 Tel. + 66 (0) 2255-2222
 Fax. + 66 (0) 2255-9391
- **Debenture Registrar**

Bank of Ayudhya Public Co., Ltd.
 1222 Rama III Road, Bang Phongphang, Yan Nawa,
 Bangkok 10120, Thailand
 Tel. + 66 (0) 2296-2000
 Fax. +66 (0) 2683-1298

Kiatnakin Phatra Bank Plc.
 209 KKP Tower, Sukhumvit 21 (Asoke),
 Khlong Toey Nua, Wattana, Bangkok 10110
 Tel. +66 (0) 2495-9516, + 66 (0) 2495-1603
 Fax. + 66 (0) 2495-9529

5.5. Legal Disputes

5.5.1 Company part

At present, The Company incurs significant legal disputes that may cause damage to The Company more than 5% of the shareholders' equity. The details are as follows:

Civil case, black case number Por. 738/2565

On April 12, 2022, the Company filed a lawsuit against two owners of 25 percent of the land as co-defendants in a civil lawsuit with the Minburi Civil Court for fault, breach of contract and demand for performance of the contract. The Company requested the court to issue a judgment or an order ordering the two defendants to comply with the terms of the land lease agreement on which a hotel is located by allowing the Company to

continue to lease such land for another 20 years from the expiration date of the original land lease agreement. The Court of First Instance made an appointment to establish the issues, and determine burden of proof and schedule the date of taking witnesses on August 23, 2022. Both parties however stated to the Court that they intended to enter conciliation process; the Court therefore has yet set a date for examination of witnesses. and referred the case to the conciliation process which was accordingly scheduled on January 10, 2023, on which, though the parties proceeded with negotiation, the case could not be settled. The Appointment Center therefore set the following hearing dates for this case in July 2023.

On the date appointed to examine the plaintiff's witnesses (July 26, 2023) before the consideration. The court asked the parties about the progress of the mediation negotiations. which both parties stated that Still can't come to an agreement. The court considered and found that When the parties still cannot agree Therefore, continue to examine the witnesses. On that day, the prosecution brought two witnesses to examine. There are still two witnesses remaining as summoned. Both witnesses had written notices to the court that they could not come. The defense side also claimed to be a witness. The court considered and found that in the interests of justice Therefore, it was allowed to postpone the examination of the plaintiff's witness and the two defendant's witnesses on November 10, 2023, and the original appointment date of July 27, 2023 was canceled.

On November 10, 2023, which is the scheduled date for examining the prosecution's witnesses and the defendant's witnesses, continuing from the previous appointment. The plaintiff's lawyer and the defendant's lawyer brought in witnesses until the end of the hearing and gave statements from both sides. The case is finished with consideration. The court allowed the parties to make closing statements within 45 days and scheduled a hearing for the verdict on January 19, 2024.

On January 19, 2024, which is the scheduled date for the judgment hearing, the Minburi Civil Court dismissed the claim against the plaintiff. However, the Company is in the process of filing an appeal against the Minburi Civil Court's judgment.

Civil case, black case number Por. 755/2565

On April 23, 2022, the Company received copies of civil lawsuits from two owners of 25 percent of the land as co-plaintiffs in civil cases with the Southern Bangkok Civil Court, claiming that The Company had breached the contract and demanded the property to be moved out of the leased area, with the amount of 378.38 million baht and also claiming for damages in the amount of approximately 378.38 million baht plus interest of 5 percent per annum. The Court has established the issues and determined the burden of proof, and accordingly scheduled the dates of hearing witnesses of co-plaintiffs and defendant during April 2-10, 2024. Both parties stated to the Court that they wished to enter conciliation and the Court referred the case to the conciliation process, which was scheduled, before hearing of witnesses. On December 13, 2022. The conciliation was not successful, then the conciliator referred the case to be considered by the Court according to the previously scheduled dates in April 2024.

The Company did not record any liabilities that might result from such cases as its management and legal department assessed that the Company has not committed any violation of the lease agreement and therefore no material damage to the Company is expected.

5.5.2 Subsidiaries

At present, the subsidiaries incur no legal dispute which may cause damage to the Company's and subsidiaries' assets more than 5% of the shareholders' equity. There are no other legal disputes that may affect the business operations of the Company and its subsidiaries significantly.

Part

2

CORPORATE GOVERNANCE



Part 2

Corporate Governance

6. Corporate Governance Policies

6.1. Overview

The Company place importance on and comply with the international standard of the good corporate governance policies and practices as a communication of this policies to the Board of directors, the management and employee.

The company resolutely believes that good corporate governance will encourage the performance of the Company. These include:

6.1.1. Policies and practices related to Director

Appointment of Directors and Management

To fill of vacancies of the Board memberships, which is either due to the resignation or retired by rotation of members of the Board, each Director shall nominate experienced and professional persons who can contribute his/her time and knowledge for the best benefits of the Company for consideration by the Board of Directors. Through discussion and interview, the Board of Directors will shortlist, select, and vote to elect the most suitable persons for presenting and recommending for appointment to the Shareholders for further approval.

The memberships of the Board of Directors are appointed by shareholders meeting according to the following procedures;

1. Each shareholder shall have one vote per one share.
2. Each shareholder shall freely cast his/her vote for one or more candidates to be appointed as Board members.
3. Person or persons who receive the highest votes and those who received the second highest votes shall be appointed as the Board members. In case numbers of votes are equal among nominated persons, the Chairman of the meeting shall cast the deciding vote.
4. At every annual general meeting, one-third of the directors, or if the number of directors is not a multiple of three, then the number nearest to one-third must retire from office. The directors retiring from office in the first and second year after the registration of the Company

shall be selected by drawing lots. In subsequent year, the directors who have held office longest shall retire. A director who vacates office under this section maybe re-elected.

5. Any directors who wish to resign from the position shall submit a resignation letter to the Company and the resignation shall be effective from the date on which the Company receives the resignation letter.

To fill vacancy of the Chief Executive Officer and the second tier Management, profile and qualifications of the potential candidate will be scrutinized by the Board of Directors. The Board of Directors will consider education background, work experiences, suggested remuneration, and other general qualifications of the potential candidates, and vote for or against further employment of such candidate.

Overseeing the operations of its subsidiaries and associates

The subsidiaries and associates have been formulated to maintain the benefits of the Company's investment, the Company is the major shareholder of the subsidiaries and assoicates. Individuals are sent to represent the Company to be a director, an executive or authorized individual in such company in proportion to the shareholding. And it is approved by the Board of Directors. The business decision making is based upon the benefit to the Company and the subsidiaries and associates.

However, to make the management and operations of the subsidiariesa and assoiciates there is the mechanism of governance has resulted in the disclosure of the financial position and results of operations, transactions between the Company and the connected persons, acquisition or disposition of assets or any other important transaction of such company is completely accurate. And also comply the criteria related to the disclosure of information and transactions similarly to the above-mentioned criteria of the Company.

In order to streghten the control the company determine the appropriate and sufficient internal control system in its subsidiaries by testing the internal control system and monitoring by the Internal Audit anad Audit Committee of the Company. Moreover, the subsidiaries and associates business transcatons musts be approved by their Executive Board of Director.

6.1.2. Policies and practices related to Shareholders and Stakeholders

Rights of Shareholders

1. Annual general meeting of the Shareholders

1.1 Date, time, and venue of the meeting

The institution of the Annual General Meeting of the Shareholder is within four months after the annual book closing date, December the 31st of each year. The Company secures the most suitable date, time, and venue that are most appropriate to facilitate and support the meeting process and both individual and institutional Shareholders who have to attend the meeting.

The meeting is not to be held on or during the weekend, public holidays, or commercial bank holidays, and it is to be held in Bangkok Metropolitan whereas the Head Office of the Company is situated. This is to promote and to encourage every Shareholder to participate in the meeting. The meeting starts in the morning, necessary detail and information of the meeting include; date, time, place, and agenda, etc. are provided in advance of the meeting. This is together with descriptions and reasons in association with each agenda, if applicable.

In addition, where appropriate, an Extraordinary General Meeting of the Shareholders can be instituted by the resolutions of the Board of Directors of the Company.

1.2 Opportunity to recommend meeting agenda and to submit questions in advance of the meeting

The Company website is upgraded. This is to incorporate a feature whereby Shareholders can communicate, recommend, and suggest meeting agenda and/or questions to the Company Secretary in advance of the meeting.

2. The process of the Annual General Meeting of the Shareholders

2.1 Checking of attendance and the meeting registration

The company processes the registration by using barcode system that identify and recognize the identity number of shareholders imprinted in the registration form and Power of Attorney to provide the shareholder the most convenient registration process. Also, the documents and Power of Attorney will be thoroughly checked by the company's assigned person, these will promptly support the shareholders along the registration process.

2.2 Meeting in attendance by the Company members of the Board

The Annual General Meeting of the Shareholders is important, thus every members of the Board of the Company regularly attend the meeting. The Chairman of the Board chairs the meeting. In addition, the Company Chief Executive Officer, Executive Vice Presidents, Legal Advisor, and Auditors also attend to every meeting of the Shareholders, this is in order to listen to all comments, suggestions, advices, and concerns that are discussed during the meeting.

2.3 Meeting agenda

The meeting agenda is appropriately grouped according to subject headings such as the election and appointment of members of the Board, the review and endorsement of power of the Board of Directors, the review and approval of compensation to the Board of Directors, etc. Resolutions and/or recommendations of the Company Board of Directors are provided under each meeting agenda.

Any unplanned or unforeseen agenda that required detailed review, discussion, and resolutions of the Shareholders will not be introduced during the meeting. The act of this is an unfair practice, especially to the Shareholders who are not able to attend the meeting.

2.4 Vote checkers

The Company arranges to have a professional and reliable independent party to conduct the counting and checking final number of votes, this is either during the Annual General Meeting of the Shareholders or during an Extraordinary General Meeting. Results of the vote numbers of each agenda is declared and announced during the meeting.

2.5 Vote counting procedures and open session for questions, answers, and comments

Prior to the commencement of each meeting agenda, the Chairman notifies Shareholders about the voting casting methods and procedures, and the counting of final number of votes. Different methods of vote casting, when applied to each agenda, is clearly explained to Shareholders, including the method that is applied to the Shareholders who attend the meeting in person and by themselves, and those who hold legitimate proxy and in attendance of the meeting on behalf of others. In voting for the re-election of members or new election of members of the Board, a ballot sheet is used, which is given to Shareholders to vote for a person or persons whom they truly want to appoint to be a member or members of the Board. During the meeting, a suitable time and opportunity are given to the Shareholders to ask questions, to express any concerns, and to share view and comment, etc.

Vote casting follow the principle of 1 share equal to 1 vote, and the highest number of vote, by law and regulations of the Company or others related to each meeting agenda, constitute a resolution. Chairman of the meeting is entitled to 1 additional vote casting, in addition to the number of shares that

he or she owns, this is apply only when voting results are equal, and the resolution on such agenda cannot be reached.

2.6 The Use of ballot sheet

The Company encourages the use of ballot sheet in vote casting, regardless and whether or not the meeting agenda is a general agenda required under a specific law, or an agenda that is specific to a particular subject matter such as related party transactions, acquisition and disposal of assets, etc. This practice endorses the transparency of the significant or special transactions, while proper audit trail of the said transactions are available for future review in case of doubts.

2.7 Recording the minute of the meeting

The Company records all information it gives to the Shareholders before the start of the meeting into the minute. This includes and for examples, the voting casting method, the vote counting, and the use of ballot sheet for vote casting, etc. Prior to the commencement of the meeting, the Company informs Shareholders about the name and the position of members of the Board, who attends the meeting, who refrains from the meeting, questions and answers raised during the meeting, opinions, and vote casting results that shows number of supporting votes, number of against votes, number of silent votes, and final resolution of each agenda are recorded into the minute of meeting. Recording of this information shall facilitate future review and checking in case of doubts.

In case where certain member of the Board has exposure to some, or has potential has some benefits or interests in a certain subject matter of that particular meeting agenda, the said member of the Board must be abstained from the meeting, and must has no voting right thereof, this exclude the voting for the appointment of the removal of members of the Board of Directors.

3. Payment of dividends

The Board of Directors of the Company may put forward the agenda to pay or not to pay dividend for the approval of the Shareholders during the meeting. Payment of dividends is for the review, consideration, and approval of the Shareholders when the Company reports net profit from operation, positive accumulated retained earnings, and sufficient of cash for future business operation.

4. Appointment of the Company general auditor and audit fees

The Shareholders, during the meeting, appoint the Company general auditors and related compensation or the audit fee. This is proposed and recommended by the Board of Directors. The Company general auditor must not hold any position within the Company as a Director, as an Officer, or as the Employee.

5. Equal treatments to the Shareholders

5.1 Nomination of candidates to be member(s) of the Board

The Company website is re-built so as to provide a channel of communications between the Shareholders and the Company Secretary. This is also served as a mean and method of how the Shareholders can nominate the name of the person(s) together with his or her personal profile, and consent to be a candidate for member(s) of the Board to the Company Secretary in advance of the meeting. The Company Secretary will in turn passes on this nomination to the Chairman of the meeting.

5.2 Execution of the annual general meeting of the Shareholders

5.2.1 Granting of proxy to attend and to vote in the meeting

Should the Shareholders are not able to attend the Annual General Meeting; they can designate and appoint a person or persons to attend the meeting on their behalf. A Power of Attorney Form is always attached, sent by registered mail to the Shareholders in a seal enveloped, together with an invitation letter to attend the meeting plus all other document to be used during the meeting. In the meeting package, easy to understand instructions are also given of how to grant a proxy to another person or persons to attend the meeting, and to have rights in voting under the principle of 1 share equals to 1 vote. These instructions include how to fill the Power of Attorney Form, what are required supporting document to make the Power of Attorney Form valid and legitimate with voting rights, etc.

5.2.2 Sending of meeting notice and information package

According to the by law and regulations of the Company, a notice of the meeting that contain information package such as an invitation letter, a Power of Attorney Form, and other documents both in Thai language and in English language are sent to the Shareholders 14 days in advance of the date of the meeting. The Shareholders shall then have sufficient time to review and to analyze the meeting information package, which includes number and type of agenda to be discussed, reviewed, and voted, what are recommendations, opinions, or resolutions of the Company Board of Directors specific to each meeting agenda, what are matters that required Shareholders approval, what are matters that are Shareholders information, etc.

In addition to the sending of meeting information package, the Company also publishes and advertises all of the above information in a Thai daily newspaper for at least 3 consecutive days, and also posts the same onto the Company website at www.grandeasset.com in advance of the date of the meeting.

5.3 Preventive measures on the use of inside information

The Company regularly notifies in writing to members of the Board, to management, and officers about the safeguarding of information that are not yet known to general public, and strict prohibition to

make use of the said information for personal interests. Information related to for examples the Company operating results, critical transactions that are sensitive to share prices, mergers and acquisitions, etc. are considered as price sensitive information. During last year, the Company did not detect or finding of any internal irregularities arises from the use of inside information.

5.4 The conduct of related party transactions

The conduct of the related party transactions of the Company, if any, follows general commercial terms and conditions, reasons and pricing of the transactions are always fully disclosed. Every execution of the related party transactions requires proper authorizations and approvals according to the Company by law and any other applicable law prior to the engagement and the closing of transactions. There are no related party transactions that are engaged and closed by the Company without proper authorization, un-disclosures, or not properly approvals according to the by law of the Stock Exchange of Thailand (SET), of the Securities and Exchange Commission (SEC), or of the Company.

Stakeholders right and role

The Company fully recognizes and respects the rights of all stakeholders. Every execution of the business transactions and commercial engagement of the Company follows a professional code of conduct and considering the interests, benefits, and impacts of related stakeholders. This is to ensure that the lawful rights of all stakeholders, whether it is the Shareholders, employees, management, customers, business partners, creditors, or general public, are carefully considered, are properly protected, and that business transactions and commercial engagements are carried out for the benefits of every stakeholders as a whole.

1. Stakeholders guiding principles

1.1 Ethical guidelines in dealing with each stakeholder

Shareholders: The Board of Directors of the Company resolves to act as a good representative of all Shareholders in performing of their duties, based on the fact that they are the owner of the Company. This procedure is by:

- (1) Exercising duty of care in directing business. Every decision to undertake or to enter into any business dealing are carefully considered and evaluated based on available information taken into account of fairness to every Shareholder.
- (2) Exercising duty of disclosure the truth and accurate information about various aspects and status of the Company such as its operating results and financial performances, financial positions, etc. on a regular basis.

(3) Exercising duty to report future and potential business directions and situations of the Company, both in positive and negative aspects, based on the review and analysis of best-known information.

(4) Exercising duty to protect the use of inside information that is not yet known to general public for personal interests and benefits.

(5) Every Shareholder is identically treated during the Annual General Meeting of the Shareholders.

Employees: The Company creates and cultivates a good working culture and environment while promoting teamwork spirit within the Company. Privacy information is fully safeguarded, and personal matters of each employee are fully respected.

The recruitment, appointment, and placement of employees are reviewed and undertaken on the basis of fair treatment, and for the mutual benefits of the Company and of the employee.

The Company provides safe and healthy work place to all employees at all times, and strictly adhere to applicable Labor Law. The Company compensates its employees who perform and meet expectations of the Company key performance index (KPI) in the form of special bonuses. The voluntarily and equally contributed provident fund scheme is set up in 2015. The Company, by all means, will not reveal or disclose any information of each employee to the third party without written consent of the employees.

Customers: The Company ascertains that only good quality and best value for money products and services of both the hotel business and the real estate development business are delivered or provided to meet the needs and expectations of its customers.

In all five hotels, the quality of services and guests satisfaction index are always measured and evaluated on a regular basis. Monthly hotel guest satisfaction index becomes one of the agendas during the monthly meeting of the management of hotels and the Company.

Competitors: The Company pursues the principle of sustainable growth. In doing this, the Company always ensures that the quality of its products and services still remain competitive when comparing with competitors. In business competition, the Company follows the practice of fair and justice method of competitions, and will not undertake any foul play or unethical actions that jeopardize long-term business relation either with business partners or its competitors.

Contractual parties and creditors: The Company adopts the principles of integrity and honesty in business dealings with partners, contractual party, and creditors, etc. The Company strictly adheres to all applicable laws in every doing of the business, so as to maintain a good business reputation of the

Company. The Company honors every terms and conditions it binds with contractual parties and creditors for example, loan repayment must be made on time and when due according to the loan agreement, collateral to the loan must be protected, etc.

Community and society: The Company places high value to the community, the society, the nature, and the environment that are directly and indirectly involved with the conduct of business of the Company. Every real estate development projects of the Company must be reviewed and approved by Environmental Impact Evaluation and Assessment Bureau (EIA) prior to the commencement of construction. The Company has, from time to time, a team of relevant management to meet and to socialize with neighbored society and community to create the sustainable good relationship.

1.2 Guidelines on the use of scarcity resources and the non-infringement of intellectual property and copyright

The Company strictly adhere to the policy of not to infringe, and not to violate the intellectual property and copyright laws, where applicable.

1.3 Lodging and filing of complaint

The lodging and filing of all complaints on all susceptible and doubtful matters that deem to violate or to refrain from a full compliance policies, procedures, and guidelines can be made to the Internal Audit Department, to the Chief Executive Officer, to the Chairman of the Executive Board, and the Chairman of the Board, as the case will be.

2. Disclosure of information and business transparency

It is a policy of the Company to do a timely disclosure of adequate information of both financial and non-financial performance of the Company to general public. This is made either in the Annual Registration Statement / Annual Report (Form 56-1 One Report), in dual languages, Thai and English.

The Company appoints the Company Secretary and Assistant to the Company Secretary to be a channel of communication between the Company and stakeholders includes the Shareholders, securities analysts, investors, government agencies, and other parties on an identical basis. Furthermore, the Company also emphasizes on regular disclosure of true and accurate, reliable, complete, and timely information, both financial and non-financial related to the Stock Exchange of Thailand via an online media such as the ELCID platform, or the website at www.set.or.th, the Company website at www.grandeasset.com.

2.1 Personal interests reporting

Since 2018, Directors, management, officers, and staffs have had to regularly report and disclose not only personal interests they have with the business of the Company, but also their spouse's and related

person's ones. The said report is sent to the Company Secretary who will in turn report of such personal interests to the Chairman of the Audit Committee within seven business days from the date of receiving the report.

2.2 Governance and control over the use of inside information

The Company cultivates knowledge of good corporate governance principles to its Board of Directors and the management on a regularly basis.

6.2. Business Ethic and Code of Conduct

The Company, as always, values and focusses on business ethical in performing business operation by defining the business code of conduct and standardizing the processes and procedures to ensure that the business operations is effective and efficiency. Moreover, the company defines the “Core Value” from the business ethical and communicates to the company employee and management teams as the following:

1. Honest, Integrity, Trustworthiness
2. Teamwork and Team Commitment as a Company
3. Achievement Orientation / Continuous Improvement
4. Empathy / Respect Individuals
5. Customer Service Orientation

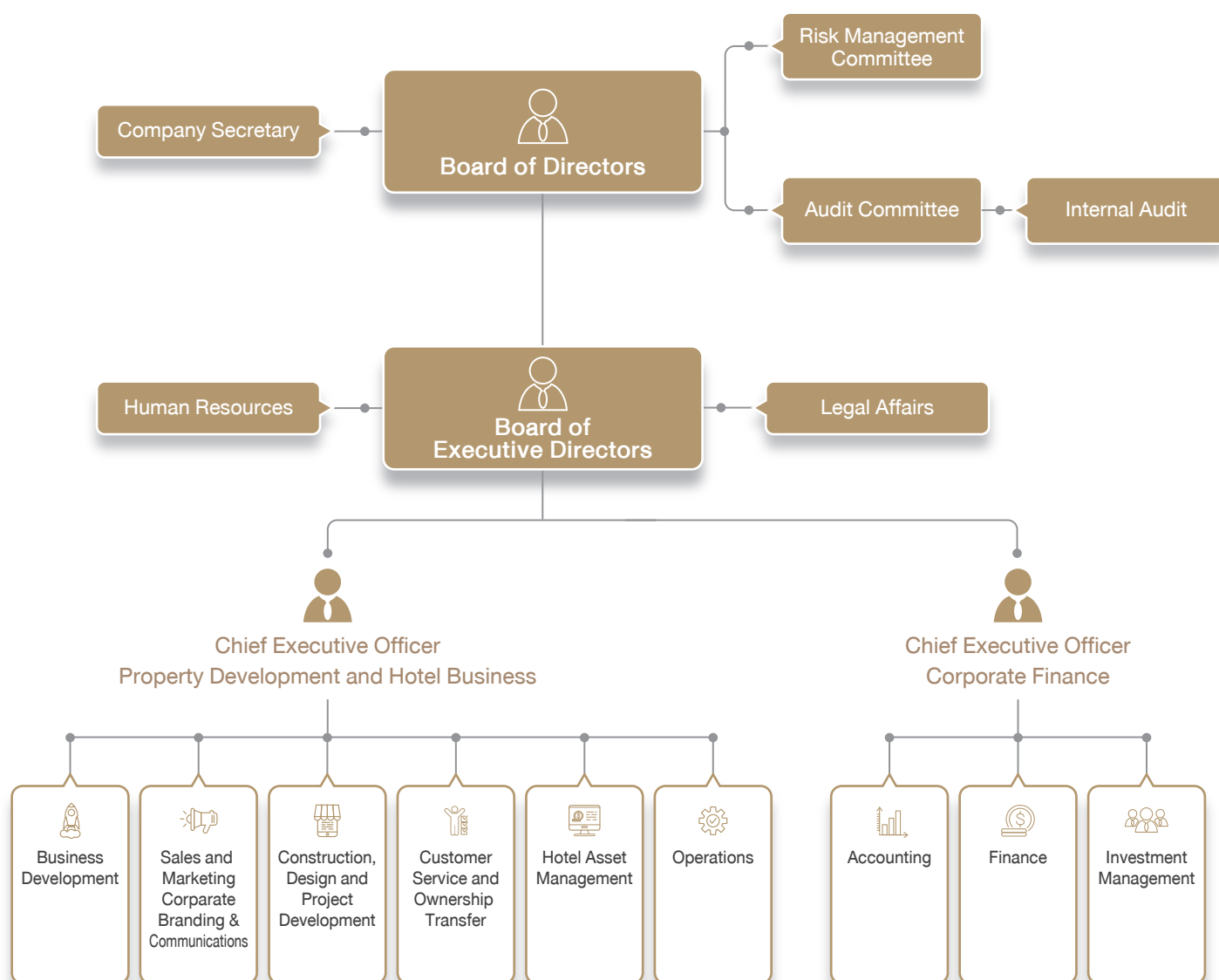
In order to make the employee and management teams to put more emphasize on the “Core Value” the company also sets it as a factor for evaluating the yearly performance.

6.3. Development of good governance during the year

The Company has been evaluated the quality of the execution of the annual general meeting of the Shareholders from the Thai Investor Association who has been nominated by The Office of the Securities and Exchange Commission (SEC). The evaluation form has been regularly revised accordingly with the revision of the related 2 regulations; the Public Act and the Securities Act.

7. Corporate Governance Structure and Important Information about the Board of Directors, Sub-committees, executives, employees and others

7.1 Corporate Governance Structure



7.2 Information about the Board of Directors

Board of Directors

As of December 31, 2023, the Board of Directors consisted of 10 members and held a total of 4 meetings, details as follows:

Name – Surname	Title	Number of Meetings Attending in year 2023	Number of Meetings Held on the year 2023
1. Mr. Wichai Thongtang	Chairman of the Board of Directors and Independent Director	3 times	4 times
2. Dr. Bhichit Rattakul	Vice Chairman of the Board of Directors	4 times	4 times
3. Mr. Sanith Adhyanasakul	Director	4 times	4 times
4. Mr. Vitavas Vibhagool	Director	3 times	4 times
5. Ms. Wilawun Leongnarkongdee	Director	4 times	4 times
6. Mr. Suradej Narula	Director	4 times	4 times
7. Mr. Amarin Narula	Director	4 times	4 times
8. Mr. Lothar Richard Pehl*	Director	4 time	4 times
9. Mr. Chaiwat Uthaiwan	Independent Director and Audit Committee	3 times	4 times
10. Mr. Pornchai Kittipanyangam	Independent Director and Chairman of Audit Committee	4 times	4 times
11. Dr. Boonrux Yodpheth	Independent Director and Audit Committee	4 times	4 times

Remark: * Mr. Lothar Richard Pehl resigned on November 14, 2023

Authorized Directors

- (1) Mr. Wichai Thongtang, Mr. Bhichit Rattakul, Mr. Sanith Adhyanasakul, Mr. Vitavas Vibhagool, any two of these four directors sign jointly to bind the Company and affixing the Company seal; or

- (2) Mr. Bhichit Rattakul or Mr. Chainid Adhyanasakul or Mr. Vitavas Vibhagool sign jointly with Ms. Wilawun Leongnarktongdee or Mr. Suradej Narula or Mr. Amarin Narula, totaling two directors and affixing the Company seal.

Scopes, authorities, and responsibilities of the Board of Directors

The Directors shall perform their duties in accordance with the laws, objectives and Articles of Association of the Company and shareholders' resolutions to ensure the best benefits of the Company. Key duties and responsibilities are summarized below:

1. The Board of Directors shall hold an annual general shareholders' meeting within four months of the last day of the fiscal year of the Company.
2. The Board of Directors shall hold a meeting at least once every three months.
3. The Board of Directors shall prepare the statement of financial position and statement of comprehensive income as at the last day of the fiscal year of the Company for submission to the shareholders' meeting for their consideration and approval.
4. The Board of Directors may approve the granting of authority to any directors or director to take any action on behalf of the Board or grant authority to any person the Board considers appropriate.
5. The Board of Directors shall determine the Company's target, policy, business plan, budget, and supervise the Executive Directors and the Management of the Company to ensure the conduct of business will always be in line with the Company's policy.

Board of Directors has delegated authority upon the Executive Directors to transact business under the Scope, Authorities and Responsibilities of the Executive Directors. However, such authority does not authorize the Executive Directors to consider and approve any transaction in which each of them and any person may have any interest or conflict with the Company or subsidiaries unless approval has been granted in compliance with policy and criteria as considered and approved by the Board of Directors.

Term of the Board of Directors

During the shareholders' meeting, one third of the Director will be retired by rotation. In case that the members of the Board of Directors cannot be divided into equally three, the retirement must be closest to one third of total members of the Board of Directors.

7.3 Information about Sub-Committees

Board of the Executive Directors

As of December 31, 2023, the Board of Executive Directors consisted of 6 members as listed below:

- | | | |
|----|------------------------------|---|
| 1. | Dr. Bhichit Rattakul | Chairman of the Board of Executive Directors |
| 2. | Mr. Sanith Adhyanasakul | Vice Chairman of the Board of Executive Directors |
| 3. | Mr. Vitavas Vibhagool | Executive Director |
| 4. | Ms. Wilawun Leongnarktongdee | Executive Director |
| 5. | Mr. Suradej Narula | Executive Director |
| 6. | Mr. Amarin Narula | Executive Director |

Scopes, authorities, and responsibilities of the Board of Executive Directors

Authorized duties of the Board of Executive Directors are to ensure that the normal daily business of the Company are conducted in line and in accordance with present economic and financial conditions, assist the Board of Directors in determination of suitable business policy, plan, budget, management structure, and overall management of the Company. Key duties and responsibilities are summarized below:

1. To consider the allocation of the annual budget as proposed by the management before further propose to the Board of Directors for consideration and approval, and to consider and approve the change and the increase of the annual budget in case of urgent matter during the period in which there are no any Board of Directors Meeting, and then proposed to the Board of Directors for acknowledgement in the next meeting.
2. To approve the expenses in an amount not exceeding 10 Million Baht.
3. To approve the significant investments which are specified in the annual budget as assigned by the Board of Directors or as approved in principle by the Board of Directors.
4. To consider and approve the purchase of land in an amount not exceeding 500 Million Baht, whereby each approval of the purchase of land shall be required to specify the preliminary plan and project feasibility in order to support the consideration.
5. To consider and approve the specification of the budget of project costs in an amount not exceeding 1,000 Million Baht, whereby each of the preliminary plan and project feasibility shall be revised in order to support the consideration.
6. To consider and approve the amendment of the budgets of business development and project construction works (new projects of real estates and hotels) in an amount not exceeding 10% of the existing amount or not exceeding 100 Million Baht.

7. To consider and approve the applications for all credit facilities from financial institutions for project financing in an amount not exceeding 1,000 Million Baht per project, excluding the amount for letters of guarantee for infrastructure which shall be in compliance with the conditions and requirements of the financial institution which provides such credit facility.
8. To consider and approve the applications for all credit facilities from financial institutions for working capital and refinance, including repayment of debts of the Company in an amount not exceeding 500 Million Baht.
9. To consider and approve the procurements in the amount not exceeding 30 Million Baht in case they are not specified in the annual budget as assigned by the Board of Directors of the Company or as approved in principle by the Board of Directors.
10. To consider and approve the estimated liabilities which may be occurred in the future (accounting wise) in the amount not exceeding 20 Million Baht per year.
11. To act as the consultant of the management in relation to the policies of finance, investment, marketing, personal administration and other operations.
12. To allocate the pensions and rewards which have already been approved by the Board of Directors to the Company's staffs or employees or any persons who work for the Company.
13. To supervise the business operations and/or daily managements of the Company.
14. To specify the management structure and to appoint the management team, a person in the management team and general manager of hotel, including to nominate an appropriate person to be the Chief Executive Officer to the Board of Directors of the Company for consideration and approval.
15. To perform other duties as assigned by the Board of Directors.

Authority vested in the Executive Directors does not include approval of any transactions in which each of them or any person may have any interest or conflict with the Company or subsidiaries to which they are revised to be proposed to the Board of Directors and/or shareholders' meeting for consideration and approval pursuant to the Company's Articles of Association or relevant laws.

Audit Committee

As of December 31, 2023, the Company Audit Committee consisted of 3 members as listed below:

- | | | |
|----|-----------------------------|-----------------------------|
| 1. | Mr. Pornchai Kittipanyangam | Chairman of Audit Committee |
| 2. | Dr. Boonrux Yodpheth | Audit Committee Member |
| 3. | Mr. Chaiwat Uthaiwan | Audit Committee Member |

Scopes, authorities, and responsibilities of the Audit Committee

The Audit Committee of the Company has the scope of duties and responsibilities to the Board of Directors on the following matters:

1. To review the Company financial reporting process to ensure that it is accurate and adequately disclosed.
2. To review the Company internal control system and internal audit system to ensure that they are suitable, adequate and efficient. To determine the Internal Audit Unit has independency, as well as to approve the appointment, transfer, and dismissal of the Chief of Internal Audit Unit or any other similar unit in charge of an internal audit and internal control.
3. To review the Company full compliance with the laws on securities and exchange, SET Rules & Regulations and the laws relating to and governing the Company business.
4. To consider, review, and state the opinion in selecting independent person to be the Company Auditor, and to consider the suitability of annual remuneration, as well as attending a meeting with an independent auditor at least once a year without Company Management.
5. To review the connected transactions, or the transactions that may lead or have potential to lead to the conflict of interests, to ensure that these transactions are in full compliance with the relevant laws, SET Rules and Regulation, and the Exchange's, are reasonable, and are for the highest benefit of the Company.
6. To prepare and disclose in the Company's annual report, an Audit Committee's Report which must be signed by the Chairman of the Audit Committee. The report must at least contain the following:
 - 6.1 Statement of validity, accuracy and trustworthy of financial statement
 - 6.2 Statement of the adequacy of internal control
 - 6.3 Statement of the compliance of applicable laws and regulations
 - 6.4 Statement of the suitability of Company Auditor
 - 6.5 Statement of connected transactions

7. To perform any other duty as assigned by the Company Board of Directors, with the consent of the Audit Committee.
8. To consider review and approve the internal audit annual plan including to consider and state the opinion of the reasonableness of Internal audit annual budget.

The Board of Directors shall appoint the Chairman of the Audit Committee and members of the Audit Committee, who can perform their duties and responsibilities as the Chairman and as the members of the Committee of not more than three years. The Chairman of the Audit Committee and its members can be re-elected to serve another three years term as the Chairman or as the members of the Audit Committee.

Risk Management Committee

As of December 31, 2023, the Company Risk Management Committee consisted of 2 members as listed below:

- | | | |
|----|-----------------------------|---------------------------------------|
| 1. | Mr. Chaiwat Uthaiwan | Chairman of Risk Management Committee |
| 2. | Mr. Pornchai Kittipanyangam | Risk Management Committee Member |

Scopes, authorities, and responsibilities of the Risk Management Committee

The Risk Management Committee of the Company has the scope of duties and responsibilities to the Board of Directors on the following matters:

1. Reviewing and proposing the policy of the risk management and the acceptable risks to the Board of Directors for consideration and approval.
2. Supervision of the development and the compliance with the framework of the risk management for the entire organization.
3. Reviewing the report of the risk management to follow up the important risks and proceeding to ensure that the organization has the management of risks in sufficient and appropriate manner.
4. Proposing the overall risk of the Company including the adequacy of the Company's internal control system for management of various important risks to the Board of Directors of the Company.
5. Suggestion to the Company in the works of the risk management and consideration of amendment of the information concerning the development of the risk management system.

6. Having the power to appoint the working group for evaluation and following up the risks of the Company.
7. Other matters as the Board of Directors will assign concerning the risk management.

7.4 Management

As of December 31, 2023, the Management comprises of 8 members as listed below:

- | | | |
|----|------------------------------|--|
| 1. | Mr. Vitavas Vibhagool | Chief Executive Officer Property Development
and Chief Executive Officer Hotel Business |
| 2. | Ms. Wilawun Leongnarktongdee | Chief Executive Officer Corporate Finance |
| 3. | Mr. Somchai Treeratanaphitak | Executive Vice President Legal Affair |
| 4. | Ms. Tipaporn Panitpong | Chief Operating Officer |
| 5. | Mr. Somsak Chaipitoonsawas | Executive Vice President Construction Design
and Project Development |
| 6. | Mr. Sathit Kiatkrajai | Executive Vice President Accounting and Control |
| 7. | Mr. Pheeraphon Nonthasoot | Executive Vice President Sales and Marketing
Corporate Branding & Communications |
| 8. | Mr. Sutipong Jitnotai | Executive Vice President Business Development |

- Remark:**
1. The Company does not have the position of Deputy Chief Executive Officer of Customer Service and transfer of ownership, Hotel property management department and Finance department.
 2. The Company does not have management of Human Resources
 3. List of executives above complies with the definition of executives of the SEC Notification.

Remuneration of Directors, Executive Director and Management

Directors' remuneration

Name – Surname	Title	Meeting Allowance (Baht)				
		Board of Directors	Audit Committee	Board of the Executive Directors	Risk Management Committee	Total (Baht)
Mr. Wichai Thongtang	Chairman of the Board of Directors and Independent Director	150,000.00	-	-	-	150,000.00
Dr. Bhichit Rattakul	Vice Chairman of the Board of Directors and Chairman of the Board of Executive Directors	200,000.00	-	180,000.00	-	380,000.00
Mr. Sanith Adhyanasakul	Director	200,000.00	-	220,000.00	-	420,000.00
Mr. Vitavas Vibhagool	Director	150,000.00	-	210,000.00	-	360,000.00
Ms. Wilawun Leongnarktongdee	Director	200,000.00	-	220,000.00	-	420,000.00
Mr. Suradej Narula	Director	200,000.00	-	200,000.00	-	400,000.00
Mr. Amarin Narula	Director	200,000.00	-	200,000.00	-	400,000.00
Mr. Lothar Richard Pehl (resigned on November 14, 2023)	Director	not accepting	-	-	-	-
Mr. Chaiwat Uthaiwan	Independent Director, Audit Committee and Chairman of Risk Management Committee	150,000.00	200,000.00	-	200,000.00	550,000.00
Mr. Pornchai Kittipanyangam	Independent Director, Chairman of Audit Committee and Risk Management Committee Member	200,000.00	200,000.00	-	200,000.00	600,000.00
Dr. Boonrux Yodpheth	Independent Director and Audit Committee	200,000.00	200,000.00	-	-	400,000.00
Total Directors' Remuneration (Baht)		1,850,000.00	600,000.00	1,230,000.00	400,000.00	4,080,000.00

Executive Director and Management remuneration

For the year 2023 (Jan.-Dec.), the Company has paid remuneration for executive directors and management of 12 persons (according to the list of executive directors and management, item 7.3 and 7.4), consisting of salaries, bonuses and other benefits., total amount 57,295,918.27 Baht (Fifty-seven million two hundred ninety-five thousand nine hundred eighteen baht twenty-seven satang)

7.5 Information about employees**Personnel**

The company has a total of 1,026 employees. For the year 2023 (Jan.-Dec.) the company has paid compensation to employees total 540,428,314.65 Baht (Five hundred forty million four hundred twenty eight thousand three hundred fourteen baht sixty five satang), which the return includes salary, overtime pay, living allowance, etc. The details can be summarized as follows:

Number of employees and compensation

2023 (Jan.-Dec.)	Grande Asset Hotels and Property Public Company Limited*	Honor Business Company Limited	Owendelle Company Limited
Operation/service personnel (person)	554	215	62
Administrative staff (person)	79	3	-
Employees in the head office (person)	113	-	-
Total (person)	746	218	62
Employee compensation (Baht)	425,098,624.31	98,363,070.63	16,966,619.71

Remark: *Includes the number of employees and compensation of The Westin Grande Sukhumvit and Hyatt Regency Bangkok Sukhumvit.

Labor Dispute in the past 3 years

- None-

Personnel Development Policy

The Company has been committed in sustainable development, qualified personnel is an important factor to achieve such purpose, particularly in providing services business being one of core businesses of the Company. As a result, the Company has laid down personnel development policy together with continuous and consistent improving the efficient of management. Therefore, personnel shall possess positive attitude both within themselves and towards the Company, peers, and most importantly customers who expect to receive goods and services from the Company. Such consistent development and training shall encourage personnel to be alert, possess positive attitude and creativity so that all knowledge shall be implemented efficiently with full potential and accordingly attain the Company purpose as expected.

The Company has allocated annual budget to encourage executives and personnel to attend training and undergo development, either on the job training with assigned mentor, or at other forums as organized by other hotels within Marriot International, other educational and outside institutes. The Company dispatches executives and personnel to attend those trainings based on skill, attitude, behaviours and future potential as should deserve further enhancement and development for the purpose of efficient implementation to suit the purpose of the Company. In addition, the Company expects and places importance to transfer of experience and knowledge from executive level to other personnel so that all personnel shall perform duty to their utmost potential.

The Company has placed importance on internal development in 4 major areas i.e. business administration, hotel, real estate management, organizational development and leadership as well as self development. External development will enhance specific knowledge such as professional accounting, taxation and laws in relation to operation of the Company business, information technology, human resource administration and foreign language etc.

7.6 Other Important Information

7.6.1 Company Secretary

The Board of Directors has appointed Mr. Somchai Treeratanapitak, Executive Vice President Legal Affair, acting as the Company Secretary on 29 January 2016 with duties and responsibilities as per attachment 1.

7.6.2 Chief of Internal Audit Unit

Mr. Roj Sugeethorn had been recruited to be the Chief of Internal Audit Unit since October 2009 after carefully and thoroughly selection from qualified persons. The Audit Committee is of the opinion that Mr. Roj Sugeethorn poses the qualification and suitable experiences for the Chief of Internal Audit Unit. During the year Mr. Roj Sugeethorn regularly report the Audit Committee of the process and procedures to increase the efficiency of work operation including review the defined process and procedures, audit the transactions, and give the recommendation accordingly with the good governance principal to the operation unit. The Audit Committee regularly the Chief of Internal Audit Unit on the yearly basis. The details of Chief of the Audit Unit are as the attachment 3.

7.6.3 Audit Fees

Total Audit fees of the Company and its subsidiaries for 2023 is Baht 5,366,000. The details are as the following

No	Companies	Audit Firms	Auditor Name	Audit Fees
1	Grand Asset Hotels and PropertyPCL.	Pricewaterhouse Coopers ABAS Ltd.	Ms. Rodjanart Banyatananusard C.P.A. Registration No. 8435	2,850,000
2	Subsidiaries	Pricewaterhouse Coopers ABAS Ltd.	Ms. Rodjanart Banyatananusard C.P.A. Registration No. 8435	1,320,000
3	Subsidiaries	EY Office Limited	Mr. Samran Taengcham C.P.A. Registratiion No. 8021	1,196,000
Total Audit Fees				5,366,000

8. Corporate Governance Report

8.1 Summary of performance of duties of Director in the past year

8.1.1 Appointment of Audit Committee / Independent director

Audit Committee / Independent Director

A policy of recruiting the Audit Committee / Independent Director in accordance with the Securities and Exchange Commission, Re. Tor. Chor. 28/2551 regarding the approval and permission to sell new shares. The Board of Director's meeting authorized in establishment Audit Committee and assigned to Audit Committee in three years. Each audit committee member must be independent director and possesses qualification as the independent director as following

1. Holding shares not exceeding one percent of the total number of shares with voting rights of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director;
2. Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the applicant, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the date of filing an application with the Office. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the applicant;
3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the applicant or its subsidiary company;
4. Neither having nor used to have a business relationship with the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing

relationship has ended not less than two years prior to the date of filing an application with the Office.

The term ‘business relationship’ under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the applicant or his counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the applicant or twenty million baht or more, whichever is lower.

The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences;

5. Neither being nor used to be an auditor of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the Office;
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the applicant, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of filing an application with the Office;
7. Not being a director appointed as representative of directors of the applicant, major shareholder or shareholder who is related to major shareholder;
8. Not undertaking any business in the same nature and in competition to the business of the applicant or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding

shares exceeding one percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the applicant or its subsidiary company;

9. Not having any other characteristics which cause the inability to express independent opinions with regard to the applicant's business operations.

Qualification of the Audit Committee Members: A committee member must possess full qualifications according to the criteria as follows:

1. Appointed by the company board of director or the resolution of annual shareholder meeting to be Audit Committee
2. Independent Director and
 - 2.1 Not being a director authorized by the Board of Director to make any decision in the business operation of the company, its parent company, its subsidiary company, its affiliate company, its subsidiary company at the same level, major shareholder or controlling person of the company. And
 - 2.2 Not being a director of a parent company, its subsidiary company or its subsidiary company at the same level which is a listed company.
3. Being an independent director with full qualifications as per the definition of independent directors as specified by the notification of SET.
4. Having sufficient knowledge and experience to conduct the duty as an audit committee member.

Directors and Management

To fill of vacancies of the Board memberships, which is either due to the resignation or retired by rotation of members of the Board, each Director shall nominate experienced and professional persons who can contribute his/her time and knowledge for the best benefits of the Company for consideration by the Board of Directors. Through discussion and interview, the Board of Directors will shortlist, select, and vote to elect the most suitable persons for presenting and recommending for appointment to the Shareholders for further approval.

The memberships of the Board of Directors are appointed by shareholders meeting according to the following procedures;

1. Each shareholder shall have one vote per one share.
2. Each shareholder shall freely cast his/her vote for one or more candidates to be appointed as Board members.
3. Person or persons who receive the highest votes and those who received the second highest votes shall be appointed as the Board members. In case numbers of votes are equal among nominated persons, the Chairman of the meeting shall cast the deciding vote.
4. At every annual general meeting, one-third of the directors, or if the number of directors is not a multiple of three, then the number nearest to one-third must retire from office. The directors retiring from office in the first and second year after the registration of the Company shall be selected by drawing lots. In subsequent year, the directors who have held office longest shall retire. A director who vacates office under this section maybe re-elected.
5. Any directors who wish to resign from the position shall submit a resignation letter to the Company and the resignation shall be effective from the date on which the Company receives the resignation letter.

To fill vacancy of the Chief Executive Officer and the second tier Management, profile and qualifications of the potential candidate will be scrutinized by the Board of Directors. The Board of Directors will give consideration to education background, work experiences, suggested remuneration, and other general qualifications of the potential candidates, and vote for or against further employment of such candidate.

8.1.2 Supervision of Subsidiaries and Associates' operation

The company had formulated the subsidiaries to maintain the benefit to the main business of the company, the company own the hundred percent share of the subsidiaries, so the company has established management structure for subsidiaries and associates to oversee management and be responsible for operations of subsidiaries and associates by nominating the directors and managements of the subsidiary company. Such persons were approved by the board of directors shall be, on behalf of the company, director and executives of the subsidiary companies to supervise and establish management policies as if it were a unit of the company, every business decision was based upon the benefit to the main business.

However, to make the transparent management, the company had adequately and completely disclosed the financial and operation information, the connected transaction, the acquisition and disposal of asset or any major business transaction. The criteria to disclose the information based on the same criteria and standard the company used.

In order to ensure that the internal control of the subsidiaries and associates is adequate and sufficient, the company established the internal control system by assignin the Internal Audit Unit to regularly to conduct the engagement and reive the subsidiaries and associate's business transactions. Moreover, the subsidiaries and associate business transactions is required by the defined poliy to be review, comment, and arppover by the Company Board of Director.

8.1.3 Corporate Governance Monitor and Follow Up

Anti Corruption Policy

The conduct of every business transactions of the Company is governed by principle of corporate good governance. All business engagements and commercial dealings of the Company must be transparent, economically justify, explainable and auditable, and are carried out for the benefits of every stakeholders. This governing principle and the duty of obedience and to strictly adhere to every local applicable law are well communicated to all employees on a Companywide. The Company regularly spends time and resources to cultivate good and professional business mindsets and practices to every of its employees that every kind of frauds, embezzlements, and the acts of corruptions are not acceptable and subject to a severe penalty and disciplinary actions by the Company. This includes for examples, offering bribe, valuable gifts, to government officers, to individual, to a management of counter party, etc. in an exchange for deals, licensed, concessions, etc. A well written policy on the anti-corruption of the Company is published, communicated, and applied to every business transactions and business dealings on a company wide basis. A newly recruit officers and staffs of the Company must be notified with this policy prior to their placements. The Company management has duty and commitment to communicate on a regular basis to their subordinates about the anti-corruption policy.

Guidelines

The Company Board of Directors encourages a full investigation and disclosure of every doubtful act in doing business where fraudulent and corruptions are susceptible, in addition the Board of Directors aims to;

- (1) Cultivate the anti-corruption mindset and culture to every employee on a companywide.
It is the duty and responsibility of every employee to act against corruptions of all forms, and to prevent fraudulent and embezzlements of all kinds.
- (2) The Company shall not and do not support direct or indirect activities involving dishonesty, bribery, and corruption by the directors, the management, and employee.

- (3) Employee is strictly prohibited from receiving any kinds of benefits, high valuable gifts, unreasonable entertainments, gratuity payments, compensations, etc. that are offered by another party without knowing a clear intention and motivation. However, donation made by the Company to any social and charitable organizations is allowed and must be transparent with proper approval.
- (4) The Company shall organize an ongoing program to create anti-corruption awareness to every employee.
- (5) The Company shall embed a sound control environment in every aspect of work such as in the purchasing activity, the sales and marketing activity, construction activity, etc. This is to ensure that the conducts of every business transactions are transparent and free from any acts of corruptions and frauds.
- (6) Employees can receive a reasonable value of gifts, entertainments, give a ways, etc. that is offered by a business counter party of the Company, from time to time, and only when such offerings are business traditional and customary practices.
- (7) Employee must be refrained from accepting gifts, entertainments, vouchers, gratuities, give a ways, etc. that deem not to relate with the business of the Company of all kinds. In case of doubts, employees should seek for advices and proper authorizations from his or her immediate supervisor.

Usage of internal information pollicy

The directors and executive officers of the Company including their spouse and minor children report the holding of securities and report the changes in the Company's securities holdings to The Securities and Exchange Commission (SEC).

Prohibiting directors, executives and employees of the Company to use the information that hasn't been disclosed of the Company that have or may have an impact on the price of the securities of the Company, which they have learned by their positions or statuses to purchase, sell, offer to buy or sell, persuade others to buy or sell, offer to buy or sell shares or other securities of the Company (if any), whether directly or indirectly, in a manner that is likely to cause damage to the Company whether directly or indirectly. And whether such action would benefit themselves or others or would not benefit themselves or others

Business Confidentiality Policy

The Company's confidential business information shall not be disclosed according to the degree of significance of each piece of information, which includes public information, undisclosed information, confidential information, and strictly confidential information. Usage of internal information is confined by duties and responsibilities.

The Company requires the Board of Directors, Executives, employees, workmen, and sub-contractors shall not disclose such confidential information, documents and commercial secret no matter they are on duty or not. Moreover, they shall keep the company's undisclosed/secret information and documents and shall be aware of and follow processes and procedures of information security in order to ensure such information is not disclosed carelessly.

Disclosure of information to public

The Company's designated representative shall approve the information disclosure to be released to the public, that approval of the release of information relating to and/or under responsibilities of Board of Director shall be made by the Board of Director. The Company Secretary is the business units appointed to disclose information to the public. Information shall be prepared by the responsible parties

Whistleblowing

The lodging and filing of all complaints on all susceptible and doubtful matters that deem to violate or to refrain from a full compliance policies, procedures, and guidelines can be made to the Internal Audit Department, to the Chief Executive Officer, to the Chairman of the Executive Board, and the Chairman of the Board, as the case will be.

There is no whistleblowing in 2023

8.2 Summary of performance of duties of Audit Committee in the past year

8.2.1 Number of audit committee meeting attending

As of 31 December 2023, the Audit Committee comprises of 3 members as listed below.

There were 4 meetings held during 2023

Name – Surname	Title	Number of Meetings Attending in year 2023	Number of Meetings Held on the year 2023
1. Mr. Pornchai Kittipanyangam	Independent Director, Chairman of Audit Committee and Risk Management Committee	4 times	4 times
2. Mr. Chaiwan Utaiwan	Independent Director, Chairman of Risk Management Committee and Audit Committee	4 times	4 times
3. Dr. Boonrux Yodpheth	Independent Director and Audit Committee	4 times	4 times

8.2.2 Performance of duties of Audit Committee

The Audit Committee of Grande Asset Hotels and Property Public Company Limited consists of 3 independent directors, Mr. Pornchai Kittipanya-Ngam, Mr. Chaiwan Utaiwan and Dr. Boonrux Yodpetch who were appointed by the shareholders at the annual general shareholders' meetings. The audit committee performs its duties under the scope of work of the audit committee announced by The Stock Exchange of Thailand (SET).

The Audit Committee performed the duties in accordance with the scope of the responsibilities assigned by the Company's Board of Directors, in supervising the operations of the Company to ensure that the Company's financial reports are complete and accurate and information is sufficiently disclosed, supervised the internal audit process to ensure the proper internal control is in place, and ensure that the business operation is transparent and complied with prescribed rules and regulations and focuses on highly benefit of the shareholders.

The Audit Committee has met four times during 2023. Each meeting, which related to financial reporting, was also attended by external auditor without the presence of the management. Also, the internal audit is supervised by the Audit Committee and its manager reports directly to the audit committee. The Audit Committee has performed its duties that could be summarized as follows:

1. Approval of the audited financial statements
2. Review and approval of the practice guidelines for entering into connected transactions
3. Reviews of the internal control system and risk management
4. Reviews of compliance with laws, rules and regulations
5. Supervision of the internal control function
6. The report on the operational performance
7. Selection of the auditors for 2023

In 2023, the Audit Committee has performed its assigned duties and responsibilities, using the members' knowledge and competence with carefulness and sufficient independence, without limitation to access to information from the executives, staff members or the relevant people.

8.3 Summary of performance of duties of Risk Management Committee in the past year

8.3.1 Number of risk management committee meeting attending

As of 31 December 2023, the Risk Committee comprises of 2 members as listed below.

There were 4 meetings held during 2023

Name – Surname	Title	Number of Meetings Attending in year 2023	Number of Meetings Held on the year 2023
Mr. Chaiwat Uthaiwan	Independent Director, Chairman of Risk Management Committee and Audit Committee	4 times	4 times
Mr. Pornchai Kittipanyangam	Independent Director, Chairman of Audit Committee and Risk Management Committee	4 times	4 times

8.3.2 Performance of duties of Audit Committee

The Risk Management Committee of Grande Asset Hotels and Property Public Company Limited consists of 2 independent directors, Mr. Chaiwat Uthaiwan and Mr. Wattana Suthipiniytham who were appointed by the company director.

The Risk Management Committee has met four times during 2023. Each meeting, the Risk Management Committee has given comment and opinion the the risk and the risk factor to the management team. The Risk Management Committee has performed its duties that could be summarized as follows:

1. Reviewing and proposing the policy of the risk management and the acceptable risks to the Board of Directors for consideration and approval.
2. Supervision of the development and the compliance with the framework of the risk management for the entire organization.
3. Reviewing the report of the risk management to follow up the important risks and proceeding to ensure that the organization has the management of risks in sufficient and appropriate manner.
4. Proposing the overall risk of the Company including the adequacy of the Company's internal control system for management of various important risks to the Board of Directors of the Company.
5. Suggestion to the Company in the works of the risk management and consideration of amendment of the information concerning the development of the risk management system.

In 2023 , the Risk Management Committee has performed its assigned duties and responsibilities, using the members' knowledge and competence with carefulness and sufficient independence, without limitation to access to information from the executives, staff members or the relevant people.

9. Internal Control and Related Party Transactions

General system of internal control of the company during the year 2023 is described as follows:

9.1 Internal Control

9.1.1 Summarize of Company Director toward Internal Control

1. Control environment

The company always realizes the significance of having the organizational structure that promotes the balance of power and cross-checking among various duties and responsibilities within the organization. Annual business goals and objectives must be reviewed by the Board of Directors, and the Board of Executive Directors.

2. Risk assessment and the management of risks

The major focuses on the business of the company would be to optimize the use of its resources, given the need, significance, and priority of its business transactions aiming for a better operating performance in the midst of intense competition, and uncertainty of the economics, etc.

The company formulated the Risk Management Committee, to aware of and put a lot of concentration on the risk mitigation action. With the closing monitor the risk, the risk management committee held the risk management director meeting at least on a quarterly basis. For the year 2023, the company organized 4 risk management director meetings.

3. Internal control activities

The company carries out the control protocol including segregation of duties allowing cross-checking, limit the financial amount of approval of authority in spending the company's budget in a written document and follow up on the performance of subsidiary companies. The company is careful in doing business with other related parties which might have conflict of interest to the company such as, but not limited to, those parties having no right to participate or vote in any activities and company can not only review those business transaction as required by the Securities and Exchange Commission (SEC) and Stock Exchange of Thailand (SET) but also disclose information on the personnel or related business transactions according to the accounting standard.

The Internal Audit department determines an annual internal audit plan which has been considered and approved by the Audit Committee. The Internal Audit department accordingly conducts the report of the internal audit to review findings and weakness of internal control to report the management for corrective actions. The internal audit report is also given to the attention of the Audit Committee and is available and accessible to an external auditor.

9.1.2 Control Deficiencies found and managed in 2023

Control deficiencies found by Internal Audit Department in 2023 is mostly human error from operating not complied and lack of clearly understand with defined processes and procedure. The deficiencies found may be normally occurred from the operation and those are not the major deficiencies. Those control deficiencies found are managed in time and yield no severe effect to the company business operation.

9.1.3 Disagreement resolution from the Audit Committee toward the Board of Director resolution

- NA -

9.1.4 Audit Committee resolution toward the Chief of Internal Audit Unit

Mr. Roj Sugeethorn had been recruited to be the Chief of Internal Audit Unit since October 2009 after carefully and thoroughly selection from qualified persons. The Audit Committee is of the opinion that Mr. Roj Sugeethorn poses the qualification and suitable experiences for the Chief of Internal Audit Unit. During the year Mr. Roj Sugeethorn regularly report the Audit Committee of the process and procedures to increase the efficiency of work operation including review the defined process and procedures, audit the transactions, and give the recommendation accordingly with the good governance principal to the operation unit. The Audit Committee regularly the Chief of Internal Audit Unit on the yearly basis.

9.1.5 Authority the appointment, transfer, and dismissal of the Chief of Internal Audit Unit

Audit Committee has authority to review the Company internal control system and internal audit system to ensure that they are suitable, adequate and efficient. To determine the Internal Audit Unit has independency, as well as to approve the appointment, transfer, and dismissal of the Chief of Internal Audit Unit or any other similar unit in charge of an internal audit and internal control.

9.2 Related Party Transactions

1. Related party transactions of Grande Asset & Property Public Co., Ltd. (Grande) and its subsidiaries

Corporate/Relationship	Transaction detail		Transaction size (Million Baht)			Reason and Necessary
			2023	2022	2021	
Subsidiary name Honor Business Co., Ltd. Relationship : - Grande holds 100% - Directors of Honor Business Co., Ltd. similar with directors of Grande - Dr. Bhichit Rattakul - Mr. Sanith Adhyanasakul ¹ - Mr. Vitavas Vibhagool - Mr. Amarin Narula - Ms. Wilawun Leongnarkongdee ¹ To change name from Mr. Chainid Adhyanasakul on 18 January 2021.	Loans to related parties	Loans to and interest receivable from related parties 1 Jan. Increase (Less Allowance for impairment of Loans) 31 Dec. Interest income	213.85 174.81 (88.66) 300.00 34.81	210.86 115.39 (112.40) 213.85 21.89	139.30 132.24 (60.67) 210.86 12.74	The Company loaned the money to the Honor Business Co., Ltd. That is the company subsidiary, which the company hold 100% share, for using in operating the business. The interest rate was based upon the weighted average of the company financial cost plus 0.25% per annum and no guarantee required. <u>Comment of Audit Committee</u> This transaction was the necessary financial support for the subsidiary and the interest rate was based upon the weighted average of the company financial cost plus 0.25% per annum and no guarantee required was reasonable. The Company serviced the Honor Business Co., Ltd. by charging the monthly management fee. <u>Comment of Audit Committee</u> This transaction was the normal transaction to support the operation of the subsidiary and was reasonable. The normal transaction with the subsidiary and charging according to the agreement. <u>Comment of Audit Committee</u> This normal transaction was not brought to the Audit Committee Meeting
	Management fee	Management income	3.60	4.10	4.24	
	Advance income for hotel	A/P - others 1 Jan. Increase (Decrease) 31 Dec.	- 0.15 (0.15) -	0.48 3.06 (3.54) -	1.12 3.60 (4.24) 0.48	

Corporate/Relationship	Transaction detail		Transaction size (Million Baht)			Reason and Necessary
			2023	2022	2021	
<u>Subsidiary name</u> EV Grand Co., Ltd. <u>Relationship :</u> - Grande holds 100% - Directors of EV Grand Co., Ltd. similar with directors of Grande - Dr. Bhichit Rattakul - Mr. Sanith Adhyanasakul ¹ - Mr. Vitavas Vibhagool - Mr. Amarin Narula ¹ To change name from Mr. Chainid Adhyanasakul on 18 January 2021.	Management fee	A/R – Other 1 Jan.	-	-	The Company serviced the EV Grand Co., Ltd. by charging the monthly management fee. <u>Comment of Audit Committee</u> This transaction was the normal transaction to support the operation of the subsidiary and was reasonable.	
		Increase (Decrease)	2.57 (2.57)	1.28 (1.28)		1.28 (1.28)
		31 Dec.	-	-		-
		Management income	2.40	1.20	1.20	
	Loans from related parties	Loans from and interest expenses to related parties 1 Jan. Increase (Decrease) 31 Dec.	226.21 2.92 (3.53) 225.60	226.52 1.51 (1.82) 226.21	226.35 1.40 (1.23) 226.52	The Company borrowed the money from the EV Grand Co., Ltd. That is the company subsidiary, which the company hold 100% share, for using in operating the business. The interest rate was based upon 12-month fixed account interest rate plus 0.25% per annum and no guarantee required. <u>Comment of Audit Committee</u> This transaction was the normal financial support and was reasonable.

Corporate/Relationship	Transaction detail		Transaction size (Million Baht)			Reason and Necessary
			2023	2022	2021	
Subsidiary name Owendelle Co., Ltd. Relationship : - Grande holds 100% - Directors of Owendelle Co., Ltd. similar with directors of Grande - Dr. Bhichit Rattakul - Mr. Sanith Adhyanasakul ¹ - Mr. Vitavas Vibhagool - Mr. Amarin Narula - Ms. Wilawun Leongnarkongdee ¹ To change name from Mr. Chainid Adhyanasakul on 18 January 2021.	Loans to related parties	Loans to and interest receivable from related parties 1 Jan. Increase (Decrease) 31 Dec. Interest income	118.91 21.33 - 140.24 9.33	113.84 9.94 (4.87) 118.91 8.44	112.46 11.05 (9.67) 113.84 7.25	The Company loaned the money to the Owendelle Co., Ltd. That is the company subsidiary, which the company hold 100% share, for paying the transferred assets price and using in operating the business. The interest rate was based upon the weighted average of the company financial cost plus 0.25% per annum and no guarantee required. <u>Comment of Audit Committee</u> This transaction was the necessary financial support for the subsidiary and the interest rate was based upon the weighted average of the company financial cost plus 0.25% per annum and no guarantee required was reasonable. The Company serviced the Owendelle Co., Ltd. by charging the monthly management fee. <u>Comment of Audit Committee</u> This transaction was the normal transaction to support the operation of the subsidiary and was reasonable The normal transaction with the subsidiary and charging according to the agreement. <u>Comment of Audit Committee</u> This normal transaction was not brought to the Audit Committee Meeting.
	Management fee	Management income	3.60	3.97	4.36	
	Advance income for hotel	A/P - others 1 Jan. Increase (Decrease) 31 Dec.	- 0.05 (0.05) -	0.63 2.25 (2.88) -	0.89 4.07 (4.32) 0.63	

Corporate/Relationship	Transaction detail		Transaction size (Million Baht)			Reason and Necessary
			2023	2022	2021	
Subsidiary name Royal Orchid Hotel (Thailand) Public Company Limited Relationship : - Grande holds 97.00 ¹ - Directors of Royal Orchid Hotel (Thailand) Public Company Limited, similar with directors of Grande - Mr. Wichai Thonglang - Dr. Bhichit Rattakul - Mr. Sanith Adhyanasakul ² - Mr. Vitavas Vibhagool - Ms. Wilawun Leongnarktongdee - Mr. Amarin Narula ¹ On 25 April 2018, Grande holds 98.48% and sold 1.25 million shares (1.34%) on 30-31 March 2021. On 24 February 2022, Grande sold 1.42 million shares (0.14%). The subsidiary registered these changes. As a result, the company's shareholding proportion in a subsidiary decrease to 97.00% ² To change name from Mr. Chainid Adhyanasakul on 18 January 2021.	Management fee	Management income	-	0.15	0.15	The Company serviced the Royal Orchid Hotel (Thailand) PCL. by charging the monthly management fee. <u>Comment of Audit Committee</u> This transaction was the normal transaction to support the operation of the subsidiary and was reasonable. The Company borrowed the money from the Royal Orchid Hotel (Thailand) PCL. That is the company subsidiary, which the company hold 97.00% share, for using in operating the business. The interest rate was fixed and debt covenant was according to the debt agreement. <u>Comment of Audit Committee</u> This transaction was the necessary financial support, the interest rate was fixed and debt covenant was according to the debt agreement was reasonable. The normal transaction with the subsidiary and charging according to the agreement. <u>Comment of Audit Committee</u> This normal transaction was not brought to the Audit Committee Meeting.
	Loans from related parties	Loans from and interest expenses to related parties	3,991.94	3,901.90	-	
		1 Jan.	354.20	442.82	4,061.62	
		Increase (Decrease)	(264.92)	(352.78)	(159.72)	
		31 Dec.	4,081.22	3,991.94	3,901.90	
	Advance income for hotel	Interest expenses	339.41	323.60	150.35	
		A/P – others	-	0.44	0.14	
		1 Jan.	0.24	1.24	0.89	
		Increase (Decrease)	(0.24)	(1.68)	(0.59)	
		31 Dec.	-	-	0.44	

Corporate/Relationship	Transaction detail		Transaction size (Million Baht)			Reason and Necessary
			2023	2022	2021	
<u>Joint venture name</u> Grand Star Co., Ltd. <u>Relationship :</u> - Grande holds 40% - Directors of Grand Star Company Limited. similar with directors of Grande. - Mr. Sanith Adhyanasakul ¹ - Mr. Vitavas Vibhagool ¹ To change name from Mr. Chainid Adhyanasakul on 18 January 2021.	Loans to related parties	Loans to and interest receivable from related parties 1 Jan. Increase (Decrease) 31 Dec. Interest income	454.32 32.15 (93.86) 392.61 32.15	443.81 40.38 (29.87) 454.32 32.38	204.57 253.11 (13.87) 443.81 21.11	The Company loaned the money to the Grand Star Co., Ltd. for buying land and paying the related transactions. The interest rate was based upon the MLR minus 0.225% per annum semi annually revised and no guarantee required. <u>Comment of Audit Committee</u> This transaction was the necessary financial support for the joint venture and the interest rate was based upon the MLR minus 0.225% per annum semi annually revised and no guarantee required was reasonable.
	Management fee, Sub-lease	A/R – others 1 Jan. Increase (Decrease) 31 Dec.	2.18 31.09 (32.27) 1.00	3.06 40.11 (40.99) 2.18	0.97 36.95 (34.86) 3.06	
		Management income Rental Income & Service Income	28.04 1.04	33.00 4.63	33.00 1.56	
						The Company serviced the Grand Star Co., Ltd. by charging the monthly management fee. <u>Comment of Audit Committee</u> This transaction was the normal transaction to support the operation of the subsidiary and was reasonable.

Corporate/Relationship	Transaction detail		Transaction size (Million Baht)			Reason and Necessary
			2023	2022	2021	
<p><u>Joint venture name</u> Grand River Forest Co., Ltd.</p> <p><u>Relationship :</u></p> <ul style="list-style-type: none"> - Grande holds 42% - Directors of Grand River Forest Company Limited. similar with directors of Grande. - Mr. Sanith Achyanasakul¹ - Mr. Vitavas Vibhagool <p>¹To change name from Mr. Chainid Achyanasakul on 18 January 2021.</p>	Loans to related parties	Loans to and interest receivable from related parties	-	376.34	332.14	<p>The Company loaned the money to the Grand River Forest Co., Ltd. for buying land and paying the related transactions. The interest rate was based upon the MLR minus 0.225% per annum semi annually revised and no guarantee required.</p> <p><u>Comment of Audit Committee</u></p> <p>This transaction was the necessary financial support for the joint venture and the interest rate was based upon the MLR minus 0.225% per annum semi annually revised and no guarantee required was reasonable.</p>
		Increase	-	23.72	65.45	
		(Decrease)	-	(400.06)	(21.25)	
		31 Dec.	-	-	376.34	
		Interest income	-	14.90	23.45	
	Management fee	Management income	-	-	-	<p>The Company serviced the Grand River Forest Co., Ltd. by charging the monthly management fee.</p> <p><u>Comment of Audit Committee</u></p> <p>This transaction was the normal transaction to support the operation of the subsidiary and was reasonable.</p>
		1 Jan.	-	-	-	
		Increase	6.42	-	-	
		(Decrease)	(6.42)	-	-	
		31 Dec.	-	-	-	
		Management income	6.00	12.00	12.00	

Corporate/Relationship	Transaction detail		Transaction size (Million Baht)			Reason and Necessary
			2023	2022	2021	
<u>Joint venture name</u> Grand Global Gloves Co., Ltd. <u>Relationship :</u> - Grande holds 50.50% - Directors of Grand Global Gloves Company Limited. similar with directors of Grande. - Dr. Bhichit Rattakul - Mr. Sanith Adhyanasakul ¹ ¹ To change name from Mr. Chainid Adhyanasakul on 18 January 2021.	Loans to related parties	Loans to and interest receivable from related parties 1 Jan. Increase (Decrease) 31 Dec.	349.95 86.55 (10.59) 425.91	308.12 119.74 (77.91) 349.95	- 317.69 (9.57) 308.12	The Company loaned the money to the Grand Global Gloves Co., Ltd. for using in transferring the ownership of land transactions and paying the related transactions. The interest rate was based upon the weighted average of the company financial cost (only for this amount of loan) plus fixed rate per annum and no guarantee required. <u>Comment of Audit Committee</u> This transaction was the necessary financial support for the joint venture and the interest rate was based upon the weighted average of the company financial cost plus fixed rate per annum and no guarantee required was reasonable.
	Interest income		33.05	28.87	14.19	
	Management fee	A/R – others 1 Jan. Increase (Decrease) 31 Dec.	1.29 1.93 - 3.22	0.32 1.94 (0.97) 1.29	- 1.12 (0.80) 0.32	
		Management income	1.80	1.80	1.05	

Corporate/Relationship	Transaction detail		Transaction size (Million Baht)			Reason and Necessary
			2023	2022	2021	
Parent Thai Property Public Company Limited Relationship : - Thai Property Plc. holds 35.48% - Directors of Thai Property Plc. similar with directors of Grande. - Dr. Bhichit Rattakul - Mr. Vitavas Vibhagool	Loans from related parties	Loans from and interest expenses to related parties 1 Jan. Increase (Decrease) 31 Dec. Interest expenses	34.24 1.88 (6.06) 30.06 1.78	32.37 1.87 - 34.24 1.72	30.49 1.88 - 32.37 1.73	The Company borrowed the money from the Thai Property PCL. that is the parental company, which hold 35.48% of the company share, for using in operating the business. The interest rate was 6.25% per annum and no guarantee required. Comment of Audit Committee This transaction was the necessary financial support for company and the interest rate was 6.25% per annum and no guarantee required was reasonable
Ultimate parent Property Perfect Public Company Limited Relationship : - Property Perfect Plc. holds 8.58% - Directors of Property Perfect Plc. similar with directors of Grande. - Mr. Sanith Adhyanasakul ¹ ¹ To change name from Mr. Chainid Adhyanasakul on 18 January 2021.	Advance payment	Advance payment and AVR – others 1 Jan. Increase (Decrease) 31 Dec. Other income	- - - - -	- - - - -	87.36 - (87.36) - -	The transaction was about advance payment of the company for the Property Perfect PCL. for a project. Comment of Audit Committee This transaction was the support for normal business operation and was reasonable.

Policy Processes and Procedures of Related Transaction Approval

The related transaction is the normal business operation between the company and its related parties. In order to perform any realated transactions among the company and its subsidiaries and/or its joint venture and/or its parental company, the company considers the most of its beneficiary and the Executive Committee and/or other responsible persons carefully considers the necessity of the underlying transacations in accordance with the undelying authority and any related laws and regulations. The related party has no voting right in the related transaction. In addition, the company has defined and prescribed the Related Transaction Policy in the company rule and regulations.

Tendency of Related Transactions

The company expect that the underlying related transaction above is still occurred in the future due from some transactions are the normal business operation of the company and its related parties.

Moreover, the Audit Comiittee is responsible for considering the necessitiy and adequacy of the related transactions and/or the transactions that implies of conflict of interest in correspondence with the related law and regulations.

Part

3

FINANCIAL STATEMENTS



Independent Auditor's Report

To the Shareholders of Grande Asset Hotels and Property 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 Grande Asset Hotels and Property 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. The 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 the matters.

Key audit matter	How my audit addressed the key audit matter
<p><i>Impairment assessment of investments in joint ventures</i></p> <p>Refer to Note 16 Investments in joint ventures. the Company has investment in a joint venture which manufacturing and distribution of rubber gloves was at cost of Baht 82.06 million before allowance for impairment in the separate financial statements.</p> <p>As of 31 December 2023, the cost of the joint venture investment as shown in the separate financial statements has the carrying amount exceeds the net book value of the shareholders' equity in joint venture. Furthermore, the operation results of this joint venture hasn't met expectations. Management considers this an indication that the investment in the joint venture may be impaired. Therefore, management tests the investment for impairment and calculates the recoverable amount by using value in use method. The calculation method needs to use the key management's judgement to estimate the future operational performance and future cash flows. The key assumptions used in the calculation include estimated production capacity, revenue, and cost of goods sold from business of producing and distributing rubber gloves, growth rate and the discount rate used to discount the cash flow projections. From the impairment test, management considers to recognise the impairment losses on investment in joint venture of Baht 58.55 million in the separate financial statements for the year 2023.</p> <p>I focused on this matter because the value of investments in joint ventures was material to the separate financial statements. Also, calculating the recoverable amount required significant judgment by management in assessing the viability of future business plans. This included using various information and assumptions in calculating the value of investments.</p>	<p>I followed the following procedures to assess the impairment test of investments in joint ventures prepared by management:</p> <ul style="list-style-type: none"> assessed the appropriateness of the indicators of impairment of investments in joint ventures prepared by management. discussed with management to understand the procedures and assumptions used in the calculation of the recoverable amounts of investments in joint ventures and determined whether management applied appropriate procedures and assumptions that were reasonable and consistent with the nature of the businesses. challenged management about the key assumptions used in the calculation of the recoverable amounts of investments in joint ventures including estimated production capacity, revenue, and cost of goods sold from business of producing and distributing rubber gloves, growth rate by comparing with advance sell orders, product's demands and industry prices that can be referenced from publicly available sources., and the approved operational plans by the board of directors. evaluated reasonableness of the discount rate by comparing it with information from companies in the same industry that can be referred from publicly available sources to determine whether the discount rate used by management aligned with acceptable criteria. <p>As the results, I found that the key assumptions used by management in determining the recoverable amount were reasonable based on the available evidence and within acceptable limits.</p>

Key audit matter	How my audit addressed the key audit matter
<p>Evaluating the recognition of deferred tax assets</p> <p>Refer to Note 21 Deferred tax asset. as of 31 December 2023, the Group and the Company have deferred tax assets in the consolidated and separate financial statements amounting to Baht 1,001.98 million and Baht 456.66 million, respectively. Deferred tax assets can be recognised when it is reasonably certain that the Group and the Company will have sufficient taxable profits in the future for deductible temporary difference and tax losses for tax benefits in the future.</p> <p>Assessing whether the Group and the Company will have sufficient taxable profits in the future, heavily relies on significant management judgment in developing business plans and estimating future taxable profits based on the business plans of the Group and the Company.</p> <p>I focused on this matter because the value of deferred tax assets was material to the consolidated and separate financial statements. Also, the estimation of future taxable profits required significant judgment by management in assessing the feasibility of future business plans. This included using various information and assumptions in assessing future taxable profits and recognising deferred tax assets.</p>	<p>I followed the following procedures to evaluate the recognition of deferred tax assets prepared by management:</p> <ul style="list-style-type: none"> • understood and assessed the appropriateness of the business plan development and estimation of future taxable profits by management. • discussed with management to understand the information source and assumptions used in the estimation of future taxable profits. • evaluated the reasonableness of the key assumptions by management in calculating future taxable profits, including estimated revenue, estimated costs from hotel and real estate operations, growth rates and the Company asset sales plan by comparing with related contracts, product and service demand and industry prices that can be referenced from publicly available sources. It also considers the approved operational plan by the board of directors. • evaluated reasonableness of recognising deferred tax assets based on the estimated future taxable profits. This assessment aims to determine whether the deferred tax assets can be utilised for tax benefits in the future. <p>As the results, I found that the key assumptions used by management in determining the future taxable profits were reasonable based on the available evidence and within acceptable limits. The recognition of deferred tax assets were appropriate.</p>

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated and separate financial statements and my auditor's report thereon. The annual 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 annual 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.



Rodjanart Banyatananusard

Certified Public Accountant (Thailand) No. 8435

Bangkok

27 February 2024

Grande Asset Hotels and Property Public Company Limited
Statement of Financial Position
As at 31 December 2023

	Notes	Consolidated financial statements		Separate financial statements	
		2023 Baht	2022 Baht	2023 Baht	2022 Baht
Assets					
Current assets					
Cash and cash equivalents	11	1,363,981,077	1,652,286,766	922,607,733	1,479,156,217
Trade and other receivables, net	12	270,915,862	194,567,080	286,842,915	170,727,081
Short-term loans to related parties, net	35.4	90,000,000	46,500,000	440,267,662	333,426,335
Current portion of long-term loan to a related party	35.4	40,000,000	-	40,000,000	-
Inventory		10,381,511	12,113,629	5,936,623	5,850,656
Advance for acquisition of land for real estate development		242,000,000	180,000,000	242,000,000	180,000,000
Cost of real estate development	13	1,589,579,718	1,649,980,975	1,578,118,508	1,629,306,891
Guarantee for lease agreement due within one year		-	123,000,000	-	-
Other current assets		31,650,375	30,802,842	16,590,596	14,696,169
Total current assets		3,638,508,543	3,889,251,292	3,532,364,037	3,813,163,349
Non-current assets					
Bank deposits pledged as security	11	13,505,468	5,293,200	3,552,768	3,200,000
Financial assets measured at fair value through other comprehensive income	7, 14	131,625,000	149,175,000	131,625,000	149,175,000
Investments in subsidiaries, net	15	-	-	3,943,392,123	3,956,661,501
Investments in joint ventures, net	16	1,212,814,907	1,124,792,606	1,129,316,855	1,162,662,400
Long-term loans to related parties	35.4	625,000,000	725,000,000	625,000,000	725,000,000
Land held for development		130,222,287	130,222,287	130,222,287	130,222,287
Investment properties, net	17	232,023,526	235,678,775	232,023,526	235,678,775
Property, plant and equipment, net	18	10,412,012,158	10,551,641,675	5,724,002,190	5,786,321,077
Right-of-use assets, net	19	576,423,388	374,099,910	36,130,993	14,938,488
Intangible assets, net	20	52,440,328	60,541,769	49,317,095	56,285,174
Guarantee for lease agreement		224,000,000	189,638,828	-	-
Deferred tax assets	21	1,001,984,699	831,708,941	456,655,041	282,897,668
Other non-current assets		15,602,118	33,356,507	13,047,108	29,661,261
Total non-current assets		14,627,653,879	14,411,149,498	12,474,284,986	12,532,703,631
Total assets		18,266,162,422	18,300,400,790	16,006,649,023	16,345,866,980

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

Grande Asset Hotels and Property 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
Liabilities and equity					
Current liabilities					
Trade and other payables	22	568,458,757	503,774,030	426,000,483	270,572,382
Short-term borrowings from related parties	35.5	30,000,000	30,000,000	744,000,000	744,000,000
Current portion of lease liabilities	23	165,941,682	161,511,346	20,020,265	12,020,090
Current portion of debentures	25	4,774,421,308	2,799,496,918	4,774,421,308	2,799,496,918
Deposits and cash received in advance	28.2	113,803,742	103,640,616	38,245,325	41,955,933
Income tax payable		655,789,418	607,858,772	-	-
Other current liabilities		257,313,083	115,554,483	69,411,927	47,385,116
Total current liabilities		6,565,727,990	4,321,836,165	6,072,099,308	3,915,430,439
Non-current liabilities					
Lease liabilities	23	314,814,100	122,005,070	19,976,095	8,704,446
Liability from lease agreement with buy-back obligation	24	4,533,612,616	4,418,536,555	-	-
Debentures	25	2,861,643,985	4,654,681,040	2,861,643,985	4,654,681,040
Long-term borrowing from related party	35.5	-	-	3,500,000,000	3,500,000,000
Employee benefit obligations	26	122,526,712	164,493,310	68,665,490	93,379,661
Deferred tax liabilities	21	681,784,016	695,172,655	-	-
Other non-current liabilities		5,476,738	6,016,820	4,771,888	5,330,418
Total non-current liabilities		8,519,858,167	10,060,905,450	6,455,057,458	8,262,095,565
Total liabilities		15,085,586,157	14,382,741,615	12,527,156,766	12,177,526,004

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

Grande Asset Hotels and Property Public Company Limited
Statement of Financial Position
As at 31 December 2023

	Note	Consolidated		Separate	
		financial statements		financial statements	
		2023	2022	2023	2022
		Baht	Baht	Baht	Baht
Liabilities and equity (Cont'd)					
Equity					
Share capital	27				
Authorised share capital					
Ordinary shares, 9,341,120,023 shares					
at par value of Baht 0.50 each					
(31 December 2022 : Ordinary shares,					
10,646,994,100 shares					
at par value of Baht 0.50 each		4,670,560,012	5,323,497,050	4,670,560,012	5,323,497,050
Issued and paid-up share capital					
Ordinary shares, 9,341,120,023 shares					
issued and paid up at Baht 0.50 each		4,670,560,012	4,670,560,012	4,670,560,012	4,670,560,012
Share discount on ordinary shares		(568,147,608)	(568,147,608)	(568,147,608)	(568,147,608)
Retained earnings (deficits)					
Appropriated - legal reserve		49,892,482	49,892,482	49,892,482	49,892,482
Unappropriated		(3,973,370,700)	(3,252,667,934)	(2,926,609,343)	(2,251,800,624)
Other components of equity		2,891,443,833	2,905,483,833	2,253,796,714	2,267,836,714
Equity attributable to owners of the parent		3,070,378,019	3,805,120,785	3,479,492,257	4,168,340,976
Non-controlling interests		110,198,246	112,538,390	-	-
Total equity		3,180,576,265	3,917,659,175	3,479,492,257	4,168,340,976
Total liabilities and equity		18,266,162,422	18,300,400,790	16,006,649,023	16,345,866,980

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

Grande Asset Hotels and Property 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
Revenues					
Revenues from hotel operations		2,406,399,516	1,559,250,655	1,233,707,204	850,931,808
Revenues from sales of real estate		169,204,806	136,164,491	169,204,806	136,164,491
Revenues from rental income	17	45,777,345	30,522,370	45,777,345	30,522,370
Total revenues		2,621,381,667	1,725,937,516	1,448,689,355	1,017,618,669
Cost of sales of goods and services					
Cost of hotel operations		(1,227,899,501)	(1,032,303,007)	(557,809,357)	(486,790,721)
Cost of sales of real estate	13	(110,131,697)	(93,392,399)	(110,131,697)	(93,392,399)
Cost of rental	17	(21,170,298)	(16,740,764)	(21,170,298)	(16,740,764)
Total cost of sales of goods and services		(1,359,201,496)	(1,142,436,170)	(689,111,352)	(596,923,884)
Gross profit		1,262,180,171	583,501,346	759,578,003	420,694,785
Dividend income	14	10,530,000	10,530,000	10,530,000	10,530,000
Other incomes	29	132,606,685	157,562,143	182,566,549	195,711,519
Selling expenses		(264,763,795)	(193,841,615)	(146,570,714)	(115,931,356)
Administrative expenses		(1,069,219,134)	(838,747,026)	(549,944,003)	(466,643,894)
Expected credit losses on financial assets (reversal)	31	1,996,874	(512,745)	(88,715,327)	(112,557,890)
Impairment losses on investments in subsidiaries and joint venture	15, 16	-	-	(71,814,923)	-
Finance costs	30	(1,031,806,676)	(883,061,863)	(969,478,871)	(814,140,188)
Share of profit from investments in joint ventures	16	62,822,301	31,874,384	-	-
Loss before income tax		(895,653,574)	(1,132,695,376)	(873,849,286)	(882,337,024)
Income tax	32	140,301,134	181,223,194	176,006,012	171,602,412
Loss for the year		(755,352,440)	(951,472,182)	(697,843,274)	(710,734,612)

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

Grande Asset Hotels and Property 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
Other comprehensive income (expense):				
Items that will not be reclassified subsequently to profit or loss				
Changes in fair value of equity investments at fair value through other comprehensive income	14 (17,550,000)	(3,510,000)	(17,550,000)	(3,510,000)
Remeasurements of post-employment benefit obligations	26 40,386,913	-	28,793,194	-
Income tax on items that will not be reclassified subsequently to profit or loss	32 (4,567,383)	702,000	(2,248,639)	702,000
Other comprehensive income (expense) for the year, net of tax	18,269,530	(2,808,000)	8,994,555	(2,808,000)
Total comprehensive expense for the year	(737,082,910)	(954,280,182)	(688,848,719)	(713,542,612)
Loss attributable to:				
Owners of the parent	(753,012,296)	(946,217,220)	(697,843,274)	(710,734,612)
Non-controlling interests	(2,340,144)	(5,254,962)	-	-
	(755,352,440)	(951,472,182)	(697,843,274)	(710,734,612)
Total comprehensive expense attributable to:				
Owners of the parent	(734,742,766)	(949,025,220)	(688,848,719)	(713,542,612)
Non-controlling interests	(2,340,144)	(5,254,962)	-	-
	(737,082,910)	(954,280,182)	(688,848,719)	(713,542,612)
Loss per share				
Basic loss per share and diluted	33 (0.081)	(0.106)	(0.075)	(0.080)

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

Grande Asset Hotels and Property Public Company Limited
Statement of Changes in Equity
For the year ended 31 December 2023

Consolidated financial statements												
Attributable to owners of the parent												
Note	Issued and paid-up share capital	Share discount on ordinary shares	Retained earnings (deficits)		Other components of equity				Total owners of the parent	Non-controlling interests	Total equity	
			Appropriated - legal reserve	Unappropriated	Measurement of equity investments at fair value		Changes in parent's ownership interests in subsidiary	Total other components of equity				
					Baht	Baht						Baht
Opening balance at 1 January 2022	3,615,929,965	-	49,892,482	(2,306,450,714)	(18,252,000)	2,925,927,069	1,855,804	2,909,530,873	4,268,902,606	111,993,464	4,380,896,070	
Changes in equity for the year												
Issue of ordinary shares	541,996,910	(238,478,640)	-	-	-	-	-	-	303,518,270	-	303,518,270	
Exercise of conversion rights	512,633,137	(329,668,968)	-	-	-	-	-	-	182,964,169	-	182,964,169	
Changes in parent's ownership interests in subsidiary	-	-	-	-	-	-	(1,239,040)	(1,239,040)	(1,239,040)	5,848,390	4,609,350	
Liquidation of a subsidiary	-	-	-	-	-	-	-	-	-	(48,502)	(48,502)	
Loss for the period	-	-	-	(946,217,220)	-	-	-	-	(946,217,220)	(5,254,962)	(951,472,182)	
Other comprehensive expense for the year	-	-	-	-	(2,808,000)	-	-	(2,808,000)	(2,808,000)	-	(2,808,000)	
Closing balance at 31 December 2022	4,670,560,012	(568,147,608)	49,892,482	(3,252,667,934)	(21,060,000)	2,925,927,069	616,764	2,905,483,833	3,805,120,785	112,538,390	3,917,659,175	
Opening balance at 1 January 2023	4,670,560,012	(568,147,608)	49,892,482	(3,252,667,934)	(21,060,000)	2,925,927,069	616,764	2,905,483,833	3,805,120,785	112,538,390	3,917,659,175	
Changes in equity for the year												
Loss for the period	-	-	-	(753,012,296)	-	-	-	-	(753,012,296)	(2,340,144)	(755,352,440)	
Other comprehensive income (expense) for the year	-	-	-	32,309,530	(14,040,000)	-	-	(14,040,000)	18,269,530	-	18,269,530	
Closing balance at 31 December 2023	4,670,560,012	(568,147,608)	49,892,482	(3,973,370,700)	(35,100,000)	2,925,927,069	616,764	2,891,443,833	3,070,378,019	110,198,246	3,180,576,265	

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

Grande Asset Hotels and Property Public Company Limited
Statement of Changes in Equity
For the year ended 31 December 2023

	Separate financial statements									
	Other components of equity					Other components of equity				
	Measurement of equity					Measurement of equity				
	Issued and paid-up share capital	Share discount on ordinary shares	Retained earnings (deficits)	Other comprehensive income	Revaluation surplus of land	Total other components of equity	Issued and paid-up share capital	Share discount on ordinary shares	Retained earnings (deficits)	Total other components of equity
	Baht	Baht	Appropriated - legal reserve	Unappropriated	Baht	Baht	Baht	Baht	Baht	Baht
Opening balance at 1 January 2022	3,615,929,965	-	49,892,482	(1,541,066,012)	(18,252,000)	2,288,896,714	2,270,644,714			4,395,401,149
Changes in equity for the year										
Issue of ordinary shares	541,996,910	(238,478,640)	-	-	-	-	-	-	-	303,518,270
Exercise of conversion rights	512,633,137	(329,668,968)	-	-	-	-	-	-	-	182,964,169
Loss for the period	-	-	-	(710,734,612)	-	-	-	-	-	(710,734,612)
Other comprehensive expense for the year	-	-	-	-	(2,808,000)	-	(2,808,000)	-	-	(2,808,000)
Closing balance at 31 December 2022	4,670,560,012	(588,147,608)	49,892,482	(2,251,800,624)	(21,060,000)	2,288,896,714	2,267,836,714			4,168,340,976
Opening balance at 1 January 2023	4,670,560,012	(588,147,608)	49,892,482	(2,251,800,624)	(21,060,000)	2,288,896,714	2,267,836,714			4,168,340,976
Changes in equity for the year										
Loss for the period	-	-	-	(697,843,274)	-	-	-	-	-	(697,843,274)
Other comprehensive income (expense) for the year	-	-	-	23,034,555	(14,040,000)	-	(14,040,000)	-	-	8,994,555
Closing balance at 31 December 2023	4,670,560,012	(588,147,608)	49,892,482	(2,926,609,343)	(35,100,000)	2,288,896,714	2,253,796,714			3,479,492,257

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

Grande Asset Hotels and Property Public Company Limited
Statement of Cash Flows
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 operating activities					
Loss before income tax		(895,653,574)	(1,132,695,376)	(873,849,286)	(882,337,024)
Adjustments for:					
Depreciation and amortisation		397,667,518	420,815,928	126,706,982	155,655,199
Difference from contract modification		9,841,614	-	-	-
Expected credit losses on financial asset (reversal)		(1,996,874)	512,745	88,715,327	112,557,890
Impairment losses on investments in subsidiaries and joint venture	15, 16	-	-	71,814,923	-
Amortisation of unearned leasehold rights		(1,470,942)	(1,645,194)	(1,067,764)	(733,829)
Gain from dissolution of subsidiary		-	(48,502)	-	-
Withholding tax deducted at source written-off		5,699	54,453	4,821	17,463
Gain from recognition of land held for development		-	(732,600)	-	(732,600)
Net gain on disposals and written-off of equipment and right-of-use assets		(388,228)	(2,017,877)	(50,316)	(1,930,745)
Warranty provision for real estate project		969,493	823,624	969,493	823,624
Employee benefit expenses	26	16,896,589	18,345,175	10,214,623	10,693,291
Dividend income		(10,530,000)	(10,530,000)	(10,530,000)	(10,530,000)
Interest income	29	(75,129,099)	(82,158,646)	(116,469,038)	(111,972,858)
Finance costs	30	1,031,806,676	883,061,863	969,478,871	814,140,188
Share of profit from investments in joint ventures	16	(62,822,301)	(31,874,384)	-	-
Changes in operating assets and liabilities:					
Trade and other receivables		(39,804,731)	(26,720,985)	(38,050,363)	14,487,142
Inventories		1,732,118	(2,277,241)	(85,967)	(1,153,636)
Cost of real estate development		94,509,267	22,603,849	94,822,057	22,647,800
Guarantee for lease agreements		(34,361,172)	(69,994,980)	-	-
Other current assets		624,755	12,050,216	(3,041,443)	(925,877)
Other non-current assets		17,754,389	(23,937,015)	16,614,153	(23,589,360)
Trade and other payables		44,539,162	66,837,362	46,613,975	(927,650)
Deposits and cash received in advance		10,163,126	8,437,279	(3,710,608)	(6,165,837)
Other current liabilities		140,789,107	67,891,294	21,057,318	1,789,176
Employee benefit obligations	26	(18,476,273)	(9,043,562)	(6,135,600)	(2,204,020)
Other non-current liabilities		930,860	2,137,575	509,234	1,577,207
Cash generated from operating activities		627,597,179	109,895,001	394,531,392	91,185,544
Interest paid		(552,197,616)	(434,211,927)	(804,573,426)	(768,116,025)
Income tax paid		(9,746,716)	(10,384,719)	(5,966,742)	(5,997,306)
Income tax received		585,625	30,480,060	-	6,077,938
Net cash generated from (used in) operating activities		66,238,472	(304,221,585)	(416,008,776)	(676,849,849)

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

Grande Asset Hotels and Property Public Company Limited

Statement of Cash Flows

For the year ended 31 December 2023

	Notes	Consolidated		Separate	
		financial statements		financial statements	
		2023	2022	2023	2022
		Baht	Baht	Baht	Baht
Cash flows from investing activities					
Decrease (increase) in bank deposits pledged as security		(8,212,268)	16,345,048	(352,768)	16,345,048
Proceeds from short-term loans to related parties	35.4	10,000,000	113,398,136	10,000,000	115,698,136
Payment for short-term loans to related parties	35.4	(53,500,000)	(93,398,136)	(205,500,000)	(188,398,136)
Payment for investments in joint ventures		(25,200,000)	(102,900,000)	(25,200,000)	(102,900,000)
Proceeds from long-term loans to a related parties	35.4	60,000,000	15,000,000	60,000,000	15,000,000
Payment for long-term loans to a related parties	35.4	-	(14,300,000)	-	(14,300,000)
Proceeds for advances for land for real estate development		40,000,000	10,000,000	40,000,000	10,000,000
Payment for advances for land for real estate development		(102,000,000)	(60,000,000)	(102,000,000)	(60,000,000)
Purchase of investment properties	17	-	(84,113)	-	(84,113)
Proceeds from disposals of equipment		393,536	11,561,449	66,355	2,000,000
Purchase of property, plant and equipment		(91,722,143)	(75,980,506)	(31,544,241)	(7,185,828)
Purchase of intangible assets	20	(3,316,651)	(1,266,549)	(2,514,621)	(714,287)
Dividend received		10,530,000	10,530,000	10,530,000	10,530,000
Interest received		44,371,020	76,754,502	41,561,846	78,818,394
Net cash used in investing activities		(118,656,506)	(94,340,169)	(204,953,429)	(125,190,786)
Cash flows from financing activities					
Proceeds from lease agreement with buy-back obligation		123,000,000	-	-	-
Proceeds from short-term borrowing from a related party	35.5	-	-	-	90,000,000
Repayments of liabilities under lease agreements		(172,879,247)	(78,419,458)	(21,577,871)	(22,654,419)
Repayments of liability from lease agreement with buy-back obligation		(272,000,000)	(271,509,500)	-	-
Proceeds from issue of debentures	25	2,958,900,000	5,938,000,000	2,958,900,000	5,938,000,000
Repayments of debentures	25	(2,812,500,000)	(3,191,600,000)	(2,812,500,000)	(3,191,600,000)
Repayments of long-term borrowings from financial institution		-	(1,688,998,775)	-	(1,688,998,775)
Proceeds from issue of convertible debentures		-	200,000,000	-	200,000,000
Payment for financing fees		(60,408,408)	(153,608,873)	(60,408,408)	(153,608,873)
Proceeds from changes in parent's ownership interests in subsidiary		-	4,609,350	-	-
Proceeds from issue of ordinary share		-	303,518,270	-	303,518,270
Net cash generated from (used in) financing activities		(235,887,655)	1,061,991,014	64,413,721	1,474,656,203
Net increase (decrease) in cash and cash equivalents		(288,305,689)	663,429,260	(556,548,484)	672,615,568
Cash and cash equivalents at the beginning of the year		1,652,286,766	988,857,506	1,479,156,217	806,540,649
Cash and cash equivalents at the end of the year		1,363,981,077	1,652,286,766	922,607,733	1,479,156,217

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

Grande Asset Hotels and Property 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
Supplemental information of cash flow					
Significant non-cash transactions are as follows:					
Transfer of cost of real estate development to investment properties	13	-	3,672,866	-	3,672,866
Transfer of cost of real estate development to property, plant and equipment	13	719,577	-	719,577	-
Additional right-of-use assets which have not been paid under lease agreements	19	356,003,482	15,710,586	40,917,708	13,637,623
Transfer of guarantee for lease agreement for payment of lease liabilities		-	68,722,344	-	-
Debentures converted to ordinary shares		-	200,000,000	-	200,000,000
Convert loan to joint venture to investment in joint venture	35.4	-	308,700,000	-	308,700,000

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

Grande Asset Hotels and Property Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2023

1 General information

Grande Asset Hotels and Property Public Company Limited ("the Company") is a public limited company which listed on the Stock Exchange of Thailand. The Company is incorporated and domiciled in Thailand. The address of the Company's registered office is as follows:

388, Exchange Tower Building, 32nd Floor, Room No. 3203-4, Sukhumvit Road, Klongtoey, Klongtoey, Bangkok.

The principal business operations of the Company and its subsidiaries ("the Group") are hotel, property development and rental businesses.

These consolidated and separate financial statements were authorised for issue by the Board of Directors on 27 February 2024.

2 Going concerns

As at 31 December 2023, the Group and the Company had current liabilities exceed current assets by Baht 2,927.22 million and Baht 2,539.74 million (2022 : Baht 432.58 million and Baht 102.27 million) and had net losses for the year ended 31 December 2023 of Baht 755.35 million and Baht 697.84 million (2022 : Baht 951.47 million and Baht 710.73 million) in the consolidated and separate financial statements, respectively. However, the Group's hotel and real estate businesses have improved during the year. The Group's management has devised an appropriate financial plan to manage cash flows and sustain business operation in the next 12 months. Currently, the Group is in the process of applying for a loan facility of Baht 3,500 million from a financial institution, with approval expected in the first quarter of 2024. This also includes the plans for issuing debentures and sale of hotel assets. Therefore, the management of the Group is confident that it can manage its current and future liabilities to continue operation smoothly.

3 Basis 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 as disclosed otherwise in the accounting policies.

The preparation of financial statements in conformity with Thai generally accepted accounting principal 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 Amended financial reporting standards

4.1 Amended financial reporting standards that are effective for accounting period beginning on or after 1 January 2023

On 1 January 2023, the Group adopted the revised financial reporting standards. The revised standards are effective for accounting periods starting on or after 1 January 2023. This adoption has no material effect on the Group's financial statements.

4.2 Amended financial reporting standards that are effective for accounting period beginning on or after 1 January 2024 and relevant to the Group

The Group has not early adopted the amended financial reporting standards.

- 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** revised the 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 any other component of equity, as appropriate.

The Group is currently assessing the impact of these financial standards to the Group's financial statements.

5 Accounting policies

Significant accounting policies for preparing the financial statement as follows.

5.1 Principles of consolidation accounting

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 less impairment (if any).

Joint arrangements

Investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangements.

A joint venture is a joint arrangement whereby the Group has rights to the net assets of the arrangement. Interests in joint ventures are accounted for using the equity method.

In the separate financial statements, investments in joint ventures are accounted for using cost method less impairment (if any).

Equity method

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

The Group's subsequently recognises shares of its joint ventures' 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 joint ventures equals or exceeds its interest in the joint ventures, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A difference between the amount of the adjustment to non-controlling interests to reflect their relative interest in the subsidiary and any consideration paid or received is recognised within equity.

If the ownership interest in joint ventures is reduced but joint control is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate. Profit or loss from reduce of the ownership interest in joint ventures is recognise in profit or loss.

When the Group losses control or joint control over investments, any retained interest in the investment is remeasured to its fair value, with the change in carrying amount recognised in profit or loss. The fair value becomes the initial carrying amount of the retained interest which is reclassified to investment in an associate, or a joint venture or a financial asset accordingly.

Intercompany transactions on consolidation

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

5.2 Business combination

The Group applies the acquisition method to account for business combinations with an exception on business combination under common control. The consideration transferred for the acquisition of a subsidiary comprises.

- fair value of the assets transferred,
- liabilities incurred to the former owners of the acquiree
- equity interests issued by the Group

Identifiable assets and liabilities acquired and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

On an acquisition-by-acquisition basis, the Group initially recognises any non-controlling interest in the acquiree either at the non-controlling interest's proportionate share of the acquiree's net assets.

The excess of the consideration transferred, the amount of any non-controlling interest recognised and the acquisition-date fair value of any previous equity interest in the acquiree (for business combination achieved in stages) over the fair value of the identifiable net assets acquired is recorded as goodwill. In the case of a bargain purchase, the difference is recognised directly in profit or loss.

Acquisition-related cost

Acquisition-related cost are recognised as expenses in consolidated financial statements.

5.3 Foreign currency translation

Functional and presentation currency

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

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. Conversely, when a gain or loss on a non-monetary item is recognised in profit and loss, any exchange component of that gain or loss is recognised in profit and loss.

5.4 Cash and cash equivalents

In the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call, short-term highly liquid investments with maturities of three months or less from acquisition date. In the statement of financial position, bank overdrafts (if any) are shown in current liabilities.

5.5 Trade receivables

Trade receivables are amounts due from customers for goods sold or service performed in the ordinary course of business.

Trade receivables are recognised initially at the amount of consideration that is unconditionally unless they contain significant financing components, they are recognised at fair value. The Group presented trade receivables at amortised cost less expected credit losses.

For trade receivables, the Group applies the simplified approach, which requires expected lifetime losses to be recognised from initial recognition of the 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 loss rates are based on the historical payment profiles, the corresponding historical credit losses experienced as well as forward-looking information that may affect the ability of the customers to settle the receivables.

5.6 Inventories

Inventories comprise food, beverage, guest supplies and other operating supplies which are stated at the lower of cost or net realisable value.

Cost of inventories is determined by the first-in, first-out method. The cost of purchase comprises all purchase costs and costs directly attributable to the acquisition of the inventory less all attributable discounts.

5.7 Cost of real estate development

Cost of real estate development including properties under development are those properties which are held with the intention of development and sale in the ordinary course of business. They are stated at the lower of cost or net realisable value.

Cost consists of land cost, expenses directly related to the project (design expense, public utilities expense, construction cost) and borrowing cost on loans funding a development of property. Net realisable value being the estimated sale value in the course of normal business less necessary expenses for such sale.

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are added to the cost of those assets (Note 5.16).

5.8 Financial assets

Classification

The Group classifies its debt instrument financial assets 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 profit or loss (FVPL) or through other comprehensive income (FVOCI)
- those to be measured at amortised cost

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

For investments in equity instruments, the Group has an irrevocable election at the time of initial recognition to account for the equity investment at FVPL or at FVOCI except those that are held for trading, they are measured at FVPL.

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 at its fair value plus transaction costs that are directly attributable to the acquisition of the financial 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.

Measurement

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the financial assets. There are three measurement categories 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 other 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/(losses) together with foreign exchange gains and losses. Impairment losses are presented as a separate line item in the statement of profit or loss
- **FVOCI:** Financial assets that are held for i) collection of contractual cash flows; and ii) for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income (OCI), except for the recognition of impairment gains or losses, interest income using the effective interest method, and foreign exchange gains and losses which are recognised in profit or loss. When the financial assets is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income is included in other income. Impairment expenses are presented separately in the statement of profit or loss.
- **FVPL:** Financial assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

Equity instruments

The Group measures all equity investments at fair value. Where the Group has elected to present fair value gains/(losses) on equity instruments in OCI, there is no subsequent reclassification of fair value gains/ losses to profit or loss following the derecognition of the equity investment. Dividends from such equity investments continue to be recognised in profit or loss as dividend income when the right to receive payments is established.

The Group presents its investments in Real Estate Investment Trust units established and registered in Thailand as equity investments and measures them at FVOCI following the TFAC's clarification, *"Interpretation of investments in Property Fund unit trusts, Real Estate Investment Trust units, Infrastructure Fund units, and Infrastructure Trust units established and registered in Thailand"* dated 25 June 2020 required to distribute benefits of not less than 90% of its adjusted net profit.

Impairment

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.

The expected credit loss and reversal of the expected credit loss are recognised in profit or loss as a separate line item.

5.9 Land held for development

Land held for development are consisted of cost of land and expenses directly related shown at cost net from accumulated allowance for impairment (if any).

5.10 Investment property

Investment properties, principally rental buildings, are held for long-term rental yields or for capital appreciation or both and are not occupied by the Group.

Investment property is measured initially at cost, including directly attributable costs and borrowing costs.

Subsequently, they are carried at cost less accumulated depreciation and impairment.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

Land is not depreciated. Depreciation on other investment properties is calculated using the straight-line method to allocate their costs to their residual values over their estimated useful lives, as follows:

Buildings	30 and 70 years
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5.11 Property, plant and equipment

Land is recognised at fair value based on periodic, valuations by external independent valuers.

Increases in the carrying amounts arising on revaluation of land are recognised in other comprehensive income and accumulated in 'revaluation surplus' 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. The Group transfers any amounts included in revaluation surplus in respect of disposed asset to retained earnings when the revalued assets are sold.

All other property, plant and equipment are stated at historical cost less accumulated depreciation and allowance for impairment. 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.

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:

Land improvement	5 and 20 years
Buildings	Period of lease agreements, 20, 30 and 70 years
Asset improvements	5 and 20 years
Equipment and furniture	3, 5, 10 and 15 years
Operating equipment	5 years
Office equipment	3 and 5 years
Motor vehicles	5 years
Mock up	5 years

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 property, plant and equipment are determined by comparing the proceeds with the carrying amount and are recognised under other gains (losses) in profit or loss.

5.12 Intangible assets

Intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses. Initial cost includes expenditure that is directly attributable to the acquisition.

The amortisation is calculated using the straight-line method over their estimated useful lives, as follows:

Right of use of asset	10 years
Computer software	3 to 10 years

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

5.13 Impairment of assets

Assets that have an indefinite useful life are tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired. Other 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.

5.14 Lease

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 (please amend to reflect the facts).

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

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.

5.15 Financial liabilities

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.

Measurement

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

Financial liabilities with embedded derivative

Financial liabilities with embedded derivative such as convertible debentures when a contract is settled in a variable number of the entity's own equity instruments, a contract is a financial asset or a financial liability. The Group separately recognises i) conversion rights as derivative that will be measured initially at its fair value and subsequently measured at fair value through profit and loss, and ii) the remainder of the proceeds/ fair value of conversion rights is allocated to the host debt and subsequently measured at amortised cost.

Embedded derivative and derivative without hedge accounting

Embedded derivatives that are recognised separately and derivatives that don't qualify for hedge accounting are initially recognised at fair value and changes in fair value are recognised in other profit or loss items.

The Group presents the fair value of derivatives as current or non-current items based on their maturity dates.

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/modified, the Group assesses whether the renegotiation/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/(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/modified contractual cash flows discounted at its original effective interest rate. The difference is recognised in other gains/(losses) in profit or loss.

5.16 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.

5.17 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 recognised
- 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.

5.18 Employee benefits

Short-term employee benefits

Liabilities for short-term employee benefits 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.

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.

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 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 recognised directly 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.

Other long-term employee benefits

The Group gives money rewards to employees when they have worked for the Group for 5 years to 35 years.

These obligations are measured similar to defined benefit plans except remeasurement gains and losses that are charged to profit or loss.

Termination benefits

The Group recognises termination benefits at the earlier of (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for the related restructuring. Benefits due more than 12 months are discounted to their present value.

5.19 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.

5.20 Share Capital

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

5.21 Revenue recognition

Major revenues include all revenues from hotel operations, sales of real estate and rental income which result from ordinary business activities. Including other income from the rendering of services in the course of the Group's ordinary activities is also presented as revenue.

Revenues from hotel operations

Revenue from hotel operations 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. The revenue is recognised at the value stated in invoice (excluding value added tax) after deducting discounts and service charges. Payment is due immediately when the hotel guest occupies the room and receives the services and goods.

Revenues from sales of real estate

The Group develops and sells residential properties. Revenue is recognised when control over the property has been transferred to the customer. The properties have generally no alternative use for the Group due to contractual restrictions. However, an enforceable right to payment does not arise until legal title has passed to the customer. Therefore, revenue is recognised at a point in time when the legal title has passed to the customer.

The revenue is measured at the transaction price agreed under the contract. In most cases, the consideration is due when legal title has been transferred. While deferred payment terms may be agreed in rare circumstances, the deferral does not usually exceed 12 months. The transaction price is therefore not adjusted for the effects of a significant financing component.

Revenues from rental income

The Group recognises rental income with a continuous service provision as revenue on a straight-line basis over the contract term, regardless of the payment pattern.

Interest income

Interest income is recognised in proportion of time using the effective interest method from point of time to maturity date and using outstanding principal as a based to recognised interest receivable.

Dividend income

Dividend income is recognised when the right of received occurred.

Contract assets and contract liabilities

A contract asset is recognised where the Group records revenue for fulfillment of a contractual performance obligation before the customer paid consideration or before the requirements for billing. A contract liability is recognised when the customer paid consideration or a receivable from the customer that is due before the Group fulfilled a contractual performance obligation.

For each customer contract, contract liabilities are set off against contract assets and presented under trade and other receivables, net of deposits and cash received in advance in the statement of financial position.

Incremental costs of obtaining a contract

The Group capitalises incremental costs of obtaining a contract, mainly real estate sales commissions to third parties and to employees, which present under trade and other receivables in the statement of financial position and amortise to selling expenses in the same pattern of related revenue recognition.

6 Financial risk management**6.1 Financial risk**

The Group exposes to financial risks: market risk (Foreign exchange risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Board of Directors provides principles for overall risk management, including identification, evaluation and hedge of financial risks in close co-operation with operating units.

6.1.1 Market risk**Foreign exchange risk**

The Group is exposed to foreign currency risk arises mainly in US Dollar from trading transactions of goods and services that are denominated in foreign currencies. The Group seeks to reduce this risk by entering into forward exchange contracts when it considers appropriate.

As at 31 December 2023 and 2022, the Group has no forward exchange contracts for outstanding foreign currency transactions.

The Group's and the Company's exposure to foreign currency risk in US Dollar as at 31 December, expressed in Baht are as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Trade and other receivables	8,505,424	3,938,546	7,301,196	2,999,159
Trade and other payables	65,851,185	72,877,976	17,516,309	13,636,537

The changes in foreign exchange have no material impact on net losses.

Interest rate risk

The Group has interest rate risk from borrowings and debentures at fixed and floating interest rates. The Group has no significant interest-bearing assets. The Group manages the interest rate risk by monitoring Thailand interest rate trend and diversifying on both short-term and long-term borrowings with fixed interest rate and floating interest rate in consistent with the Group's investments.

6.1.2 Credit risk

Credit risk is managed on a group basis. For cash at banks and financial institutions, reliable parties are accepted.

The Group has no significant concentrations of credit risk since the Group have a large and diversified customer base. The Group has policies in place to ensure that contracts are made with customers who have an appropriate credit history. For some trade receivables the Group may obtain security in the form of guarantees which can be called upon if the counterparty is in default under the terms of the agreement.

6.1.3 Liquidity risk

The Group manages sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities, and the ability to close out market positions. Due to the dynamic nature of the underlying business, the Group treasury aims at maintaining flexibility in funding by keeping committed credit lines available.

Maturity of financial liabilities

The tables below analyse the maturity of financial liabilities that is not derivatives grouping based on their contractual maturities. The amounts disclosed are the contractual undiscounted cash flows.

	Consolidated financial statements				
	Contractual undiscounted cash flows amount				Carrying amount Baht
	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Total Baht	
As at 31 December 2023					
Trade and other payables	536,371,186	-	-	536,371,186	536,371,186
Short-term borrowings from related parties	31,875,000	-	-	31,875,000	30,000,000
Liability from lease agreement with buy-back obligation	272,000,000	5,291,161,290	-	5,563,161,290	4,533,612,616
Debentures	5,136,363,255	3,014,049,463	-	8,150,412,718	7,636,065,293
Other current liabilities	205,320,128	-	-	205,320,128	205,320,128
Other non-current liabilities	-	5,016,319	-	5,016,319	5,016,319
Total	6,181,929,569	8,310,227,072	-	14,492,156,641	12,946,385,542
As at 31 December 2022					
Trade and other payables	480,790,222	-	-	480,790,222	480,790,222
Short-term borrowings from related parties	31,828,767	-	-	31,828,767	30,000,000
Liability from lease agreement with buy-back obligation	272,000,000	5,563,161,290	-	5,835,161,290	4,418,536,555
Debentures	3,235,135,566	5,035,641,666	-	8,270,777,232	7,454,177,958
Other current liabilities	76,251,774	-	-	76,251,774	76,251,774
Other non-current liabilities	-	5,877,820	-	5,877,820	5,877,820
Total	4,096,006,329	10,604,680,776	-	14,700,687,105	12,465,634,329
	Separate financial statements				
	Contractual undiscounted cash flows amount				Carrying amount Baht
	On demand Baht	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	
As at 31 December 2023					
Trade and other payables	-	401,716,243	-	-	401,716,243
Short-term borrowings from related parties	714,000,000	31,875,000	-	-	745,875,000
Debentures	-	5,136,363,255	3,014,049,463	-	8,150,412,718
Long-term borrowings from related parties	-	315,863,014	3,984,150,685	-	4,300,013,699
Other current liabilities	-	30,516,784	-	-	30,516,784
Other non-current liabilities	-	-	4,533,600	-	4,533,600
Total	714,000,000	5,916,334,296	7,002,733,748	-	13,633,068,044
As at 31 December 2022					
Trade and other payables	-	259,511,793	-	-	259,511,793
Short-term borrowings from related parties	714,000,000	31,828,767	-	-	745,828,767
Debentures	-	3,235,135,566	5,035,641,666	-	8,270,777,232
Long-term borrowings from related parties	-	315,000,000	4,300,013,699	-	4,615,013,699
Other current liabilities	-	10,356,018	-	-	10,356,018
Other non-current liabilities	-	-	5,216,444	-	5,216,444
Total	714,000,000	3,851,832,144	9,340,871,809	-	13,906,703,953

6.2 Capital management

Risk 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, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Covenants and conditions of debentures

Under the conditions of debentures, the Group is required to comply with the net debt to equity ratio.

The Group has complied with the required covenants of debentures. As at 31 December 2023, the net debt to equity ratio was 1.98 times (2022: 1.52 times).

7 Fair value

The following table presents fair value of financial assets and liabilities recognised by their fair value hierarchy, excluding where its fair value is approximating the carrying amount.

	Consolidated and Separate financial statements							
	Level 1		Level 2		Level 3		Total	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Assets								
Financial assets at fair value through other comprehensive income								
Equity instruments	131,625,000	149,175,000	-	-	-	-	131,625,000	149,175,000
Total assets	131,625,000	149,175,000	-	-	-	-	131,625,000	149,175,000

Fair values are categorised into hierarchy based on inputs used as follows:

- Level 1: The fair value of financial instruments is based on the closing price by reference to the Stock Exchange of Thailand.
- 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.

There were no transfers between levels during the year.

There were no changes in valuation techniques during the year.

8 Critical accounting estimated 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.

1) Impairment of investments in subsidiaries and joint ventures

The Group tests for impairment of investments in subsidiaries and joint ventures when there is any event or indication that their carrying amount exceeds its recoverable amount which determined based on the higher of fair value less costs of disposal and value in use method. This model involves the projected future operating results, the projected cash flows and the appropriate discount rate to be applied to those projected cash flows.

2) Property plant and equipment

The Group recognises value subsequent to an initial recognition of land using the revaluation model. The appraisal is based on the fair value assessment performed by independent external appraisers. This valuation requires a range of assumptions, including the management's and independent appraisers' judgments. The key assumptions are the initial market value, the factors used in the Sale Grid Adjustments, the weightings and adjustment factors. This includes the independent appraiser's score for each adjustment factor for the nearby property.

In determining depreciation of plant and equipment, the management is required to make estimates of the useful lives and residual values of the plant and equipment and to review estimated useful lives and residual values at the end of each reporting period.

In addition, the management is required to review property, plant and equipment for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

3) Deferred tax assets

The Group recognised deferred tax assets for deductible temporary difference and unused tax losses to the extent that it is probable that future taxable profit will be available against which the temporary differences and tax losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

4) 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 office 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.

5) Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history and existing market conditions, as well as forward-looking estimates at the end of each reporting period.

9 Segment information

The Group reported operating segments in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions. They primarily use a measure of segment's revenue and profit (loss) to assess the performance of the operating segments.

The Group's reporting segments are identified by types of products and services as follows; (1) hotel business (2) property development business and (3) rental business.

Significant information relating to revenue and profit (loss) of the reportable segments are as follows.

	Consolidated financial statements							
	Hotel business		Property development business		Rental business		Total	
	2023		2022		2023		2022	
	Baht		Baht		Baht		Baht	
External customer revenue	2,429,593,895	1,577,884,428	169,474,396	136,657,709	46,956,806	30,801,200	2,646,025,097	1,745,343,337
Inter-segment revenue	577,483	1,553,739	-	-	-	-	577,483	1,553,739
Segment revenue	2,430,171,378	1,579,438,167	169,474,396	136,657,709	46,956,806	30,801,200	2,646,602,580	1,746,897,076
Timing of revenue recognition								
At a point in time	757,487,081	524,150,862	169,474,396	136,657,709	-	-	926,961,477	660,808,571
Over time	1,672,684,297	1,055,287,305	-	-	46,956,806	30,801,200	1,719,641,103	1,086,088,505
Total revenue	2,430,171,378	1,579,438,167	169,474,396	136,657,709	46,956,806	30,801,200	2,646,602,580	1,746,897,076
Segment profit (loss)	(310,797,780)	(659,333,210)	7,416,377	(3,292,191)	25,731,658	13,982,914	(277,649,745)	(648,642,487)
Unallocated incomes (expenses)								
Dividend income							10,530,000	10,530,000
Other incomes							107,963,255	138,156,321
Selling expenses							(569,594)	(1,567,231)
Administrative expenses							(192,802,253)	(189,851,226)
Finance costs							(605,947,538)	(473,195,137)
Share of profit from investments in joint ventures							62,822,301	31,874,384
Loss before income tax							(895,653,574)	(1,132,695,376)
Income tax							140,301,134	181,223,194
Loss for the year							(755,352,440)	(951,472,182)

	Separate financial statements							
	Hotel business		Property development business		Rental business		Total	
	2023		2022		2023		2022	
	Baht		Baht		Baht		Baht	
External customer revenue	383,263,221	302,286,744	169,474,396	136,657,709	-	-	552,737,617	438,944,453
Inter-segment revenue	870,449,533	565,974,827	-	-	46,956,806	30,801,200	917,406,339	596,776,027
Segment revenue	1,253,712,754	868,261,571	169,474,396	136,657,709	46,956,806	30,801,200	1,470,143,956	1,035,720,480

10 Financial assets and financial liabilities

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

	Consolidated financial statements					
	2023			2022		
	Fair value through other comprehensive income Baht	Amortised cost Baht	Total Baht	Fair value through other comprehensive income Baht	Amortised cost Baht	Total Baht
Financial assets						
Cash and cash Equivalents	-	1,363,981,077	1,363,981,077	-	1,652,286,766	1,652,286,766
Trade and other receivables, net	-	220,949,992	220,949,992	-	145,024,737	145,024,737
Short-term loans to related parties, net	-	90,000,000	90,000,000	-	46,500,000	46,500,000
Current portion of long-term loans to a related party	-	40,000,000	40,000,000	-	-	-
Other current assets	-	2,880,020	2,880,020	-	7,400	7,400
Bank deposits pledged as security	-	13,505,468	13,505,468	-	5,293,200	5,293,200
Financial assets measured at fair value through other comprehensive income	131,625,000	-	131,625,000	149,175,000	-	149,175,000
Long-term loans to related parties	-	625,000,000	625,000,000	-	725,000,000	725,000,000
Guarantee for lease agreement	-	224,000,000	224,000,000	-	312,638,828	312,638,828
Other non-current assets	-	9,225,726	9,225,726	-	9,698,742	9,698,742
Financial liabilities						
Trade and other payables	-	536,371,186	536,371,186	-	480,790,222	480,790,222
Short-term borrowings from related parties	-	30,000,000	30,000,000	-	30,000,000	30,000,000
Liability from lease agreement with buy-back obligation	-	4,533,612,616	4,533,612,616	-	4,418,536,555	4,418,536,555
Debentures	-	7,636,065,293	7,636,065,293	-	7,454,177,958	7,454,177,958
Other current liabilities	-	205,320,128	205,320,128	-	76,251,774	76,251,774
Other non-current liabilities	-	5,016,319	5,016,319	-	5,877,820	5,877,820
	Separate financial statements					
	2023			2022		
	Fair value through other comprehensive income Baht	Amortised cost Baht	Total Baht	Fair value through other comprehensive income Baht	Amortised cost Baht	Total Baht
Financial assets						
Cash and cash equivalents	-	922,607,733	922,607,733	-	1,479,156,217	1,479,156,217
Trade and other receivables, net	-	246,910,745	246,910,745	-	132,948,253	132,948,253
Short-term loans to related parties, net	-	440,267,662	440,267,662	-	333,426,335	333,426,335
Current portion of long-term loans to a related party	-	40,000,000	40,000,000	-	-	-
Other current assets	-	2,880,020	2,880,020	-	7,400	7,400
Bank deposits pledged as security	-	3,552,768	3,552,768	-	3,200,000	3,200,000
Financial assets measured at fair value through other comprehensive income	131,625,000	-	131,625,000	149,175,000	-	149,175,000
Long-term loans to related parties	-	625,000,000	625,000,000	-	725,000,000	725,000,000
Other non-current assets	-	6,302,296	6,302,296	-	6,223,762	6,223,762
Financial liabilities						
Trade and other payables	-	401,716,243	401,716,243	-	259,511,793	259,511,793
Short-term borrowings from related parties	-	744,000,000	744,000,000	-	744,000,000	744,000,000
Debentures	-	7,636,065,293	7,636,065,293	-	7,454,177,958	7,454,177,958
Long-term borrowings from related parties	-	3,500,000,000	3,500,000,000	-	3,500,000,000	3,500,000,000
Other current liabilities	-	30,516,784	30,516,784	-	10,356,018	10,356,018
Other non-current liabilities	-	4,533,600	4,533,600	-	5,216,444	5,216,444

The fair value of financial assets and financial liabilities measured at amortised cost approximates the carrying amount excluding debentures disclosed in Note 25.

11 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Cash on hand	5,681,986	10,156,722	1,756,663	1,679,666
Bank deposits	1,371,804,559	1,647,423,244	924,403,838	1,480,676,551
Total cash on hand and bank deposits	1,377,486,545	1,657,579,966	926,160,501	1,482,356,217
<u>Less</u> Bank deposits pledged as security	<u>(13,505,468)</u>	<u>(5,293,200)</u>	<u>(3,552,768)</u>	<u>(3,200,000)</u>
Total cash and cash equivalents	1,363,981,077	1,652,286,766	922,607,733	1,479,156,217

As at 31 December 2023, bank deposits bear interests at fixed rates 0.15% to 1.10% per annum (2022: 0.10% to 0.70% per annum).

12 Trade and other receivables, net**12.1 Trade and other receivables**

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Trade receivables	181,607,902	158,676,795	119,041,909	101,806,994
<u>Less</u> Allowance for expected credit losses	<u>(58,146,994)</u>	<u>(57,999,868)</u>	<u>(57,593,510)</u>	<u>(57,536,857)</u>
Total trade receivables, net	123,460,908	100,676,927	61,448,399	44,270,137
Other receivables, net	29,547,773	7,607,491	27,734,630	6,130,452
Other receivables - related parties (Note 35.3)	4,212,723	3,468,355	4,212,723	3,468,355
Accrued interest income - third parties	193,066	39,452	-	16,438
Accrued interest income - related parties (Note 35.3)	63,535,522	32,777,444	153,514,994	78,607,803
Prepaid expenses	49,521,289	48,934,184	39,487,588	37,170,669
Accrued income	444,581	1,063,227	444,581	1,063,227
Total trade and other receivables, net	270,915,862	194,567,080	286,842,915	170,727,081

12.2 Analysis of outstanding and allowance for expected credit losses

Outstanding trade and other receivables can be analysed as follows:

	Consolidated financial statements					
	Not yet due Baht	Up to 3 months Baht	3 - 6 months Baht	6 - 12 months Baht	More than 12 months Baht	Total Baht
As of 31 December 2023						
Gross carrying amount						
Trade receivables	95,611,999	11,551,129	890,806	9,190	73,544,778	181,607,902
Other receivables						
- financial assets	24,996,733	2,240,120	366,582	3,696,045	2,461,016	33,760,496
Total	120,608,732	13,791,249	1,257,388	3,705,235	76,005,794	215,368,398
Allowance for expected credit losses						
Trade receivables	(867,686)	(129,050)	(9,424)	(92)	(57,140,742)	(58,146,994)
Total	(867,686)	(129,050)	(9,424)	(92)	(57,140,742)	(58,146,994)

	Consolidated financial statements					
	Not yet due Baht	Up to 3 months Baht	3 - 6 months Baht	6 - 12 months Baht	More than 12 months Baht	Total Baht
As of 31 December 2022						
Gross carrying amount						
Trade receivables	65,541,325	17,494,398	1,777,687	474,539	73,388,846	158,676,795
Other receivables - financial assets	7,713,246	855,175	322,418	1,012,956	3,316,051	13,219,846
Total	73,254,571	18,349,573	2,100,105	1,487,495	76,704,897	171,896,641
Allowance for expected credit losses						
Trade receivables	(639,883)	(180,155)	(18,560)	(8,264)	(57,153,006)	(57,999,868)
Other receivables - financial assets	-	-	-	-	(2,144,000)	(2,144,000)
Total	(639,883)	(180,155)	(18,560)	(8,264)	(59,297,006)	(60,143,868)
Separate financial statements						
	Not yet due Baht	Up to 3 months Baht	3 - 6 months Baht	6 - 12 months Baht	More than 12 months Baht	Total Baht
As of 31 December 2023						
Gross carrying amount						
Trade receivables	39,028,754	6,677,486	24,000	-	73,311,669	119,041,909
Other receivables - financial assets	23,213,361	2,210,349	366,582	3,696,045	2,461,016	31,947,353
Total	62,242,115	8,887,835	390,582	3,696,045	75,772,685	150,989,262
Allowance for expected credit losses						
Trade receivables	(382,999)	(71,390)	(720)	-	(57,138,401)	(57,593,510)
Total	(382,999)	(71,390)	(720)	-	(57,138,401)	(57,593,510)
As of 31 December 2022						
Gross carrying amount						
Trade receivables	22,824,640	5,768,969	359,794	56,217	72,797,374	101,806,994
Other receivables - financial assets	6,304,894	786,488	322,418	1,012,956	1,172,051	9,598,807
Total	29,129,534	6,555,457	682,212	1,069,173	73,969,425	111,405,801
Allowance for expected credit losses						
Trade receivables	(275,902)	(111,418)	(10,794)	(1,686)	(57,137,057)	(57,536,857)
Total	(275,902)	(111,418)	(10,794)	(1,686)	(57,137,057)	(57,536,857)

For trade receivables that are overdue more than 12 months amounting to Baht 71.68 million (2022: Baht 71.21 million) is a secured receivable in form of mortgage assets of the debtor to the Company. The assets have an appraised value of Baht 41.62 million.

13 Cost of real estate development

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Land and construction developed	525,577,521	634,116,222	525,577,521	634,116,222
Land and construction under development	1,064,002,197	1,015,864,753	1,052,540,987	995,190,669
Total	1,589,579,718	1,649,980,975	1,578,118,508	1,629,306,891

Movement of cost of real estate development for the year ended 31 December is as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Opening net book value	1,649,980,975	1,626,911,768	1,629,306,891	1,581,531,347
Additions	15,622,430	70,788,550	15,309,640	70,744,600
Capitalised borrowing costs	31,001,594	47,190,761	40,527,258	71,941,048
Transfer from deposit for construction	3,825,993	2,155,161	3,825,993	2,155,161
Transfer to investment properties (Note 17)	-	(3,672,866)	-	(3,672,866)
Transfer to property, plant and equipment (Note 18)	(719,577)	-	(719,577)	-
Transfer to cost of sales during the year	(110,131,697)	(93,392,399)	(110,131,697)	(93,392,399)
Closing net book value	1,589,579,718	1,649,980,975	1,578,118,508	1,629,306,891

During the year, the Group and the Company included borrowing costs in cost of real estate development. These were determined by applying capitalisation rates which were the weighted average of the financial charges on total borrowings. The capitalisation rates are 8.05% to 9.01% per annum (2022: 6.89% to 9.55% per annum).

The Group has mortgaged the land with structures thereon as collateral for debentures summarised as follows:

	Consolidated financial information		Separate financial information	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Value of collateral for debentures (Note 25)	1,424,034,742	1,474,018,703	1,412,573,532	1,453,344,620

14 Financial assets measured at fair value through other comprehensive income

Financial assets measured at fair value through other comprehensive income is listed equity securities.

Movement of financial assets measured at fair value through other comprehensive income for the year ended 31 December is as follows:

	Consolidated and separate financial statements	
	2023 Baht	2022 Baht
Opening net book value	149,175,000	152,685,000
Change in fair value of financial assets measured at fair value through other comprehensive income	(17,550,000)	(3,510,000)
Closing net book value	131,625,000	149,175,000

The fair values of financial assets measured at fair value through other comprehensive income are based on the closing price by reference to the Stock Exchange of Thailand. The fair values are within level 1 of the fair value hierarchy measurement.

Amounts recognised in statement of comprehensive income that are related to financial assets measured at fair value through other comprehensive income are as follows:

	Consolidated and separate financial statements	
	2023 Baht	2022 Baht
Losses recognised in other comprehensive income, net of tax	(14,040,000)	(2,808,000)
Dividend income	10,530,000	10,530,000

The Company has mortgaged the investment units thereon financial assets measured at fair value through other comprehensive income as collateral for debentures with net book value of Baht 63.92 million (2022: Baht 139.20 million) (Note 25).

15 Investments in subsidiaries, net

The Group comprises the subsidiaries listed below as at 31 December 2023 and 2022.

	Percentage of shareholding held by the Company's non-controlling interests								Separate financial statements	
	Country of incorporation	Nature of business	Percentage of shareholding held by the Company		Percentage of shareholding held by the Company's non-controlling interests		Cost method			
			2023	2022	2023	2022	2023	2022		
			Percentage	Percentage	Percentage	Percentage	Baht	Baht		
<u>Subsidiaries directly owned by the Company</u>										
EV Grand Company Limited	Thailand	Real estate development	100.00	100.00	-	-	249,999,400	249,999,400		
Honor Business Company Limited	Thailand	Hotel	100.00	100.00	-	-	291,646,200	291,646,200		
Owendelle Company Limited	Thailand	Hotel	100.00	100.00	-	-	215,325,989	215,325,989		
Royal Orchid Hotel (Thailand)	Thailand	Hotel	97.00	97.00	3.00	3.00	3,491,336,112	3,491,336,112		
Public Company Limited							4,248,307,701	4,248,307,701		
							(304,915,578)	(291,646,200)		
<u>Less Allowance for impairment of investments in subsidiaries</u>										
Total							3,943,392,123	3,956,661,501		

Less Allowance for impairment of investments in subsidiaries

All subsidiaries are included in the consolidation and have share capital consisting solely of ordinary shares, that are held directly and indirectly by the Group. The proportion of ownership interests held equals the voting rights held by the Group.

Movement of investments in subsidiaries for the year ended 31 December is as follows:

	Separate financial statements	
	2023 Baht	2022 Baht
Opening net book value	3,956,661,501	3,956,661,501
Impairment losses	(13,269,378)	-
Closing net book value	3,943,392,123	3,956,661,501

On 4 February 2022, Royal Orchid Hotel (Thailand) Public Company Limited, a subsidiary, received payment for share subscription from an external investor of 1,417,233 shares at Baht 3.528 per share, totally Baht 5 million with issuance cost of ordinary shares Baht 0.39 million totaling to Baht 4.61 million, net. The subsidiary registered this change. As a result, the Company's shareholding proportion in a subsidiary decreased from 97.14% to 97.00% of shareholding. The carrying amounts of equity of the parent and non-controlling interests were adjusted to reflect change in shareholder proportion. The loss of Baht 1.24 million was recognised as 'changes in parent's ownership interests in subsidiary' in equity.

In 2023, the company recognised impairment loss of investment in a subsidiary which operates hotel business of Baht 13.27 million (2022: none) by applying the value in use method to calculate the recoverable amount. These calculations are considered by discounting the estimated future performance and cash flows. The projected revenue from hotel operations and the growth rate are determined based on past performance and future business plan of the subsidiary including the growth expectation of industry. The discount rate being measured is estimated from cost of capital in accordance with the subsidiary's industry. The discount rate used in the estimate is 8.20% per annum (2022: 6.62% per annum).

The Company mortgaged its ordinary shares of a subsidiary as collateral for debentures summarised as follows:

	Separate financial information	
	2023 Baht	2022 Baht
Value of collateral for debentures (Note 25)	2,114,248,429	2,494,166,449

16 Investments in joint ventures, net

The Group comprises the joint ventures listed below as at 31 December 2023 and 2022 as follows:

	Country of incorporation	Nature of business	Percentage of shareholding held by the Group		Percentage of shareholding held by the Company		Voting power of the Company	
			2023	2022	2023	2022	2023	2022
			Percentage	Percentage	Percentage	Percentage	Percentage	Percentage
Jointly controlled entities								
Grand Star Company Limited	Thailand	Property development	40.00	40.00	40.00	40.00	25.00	25.00
Grand River Forest Company Limited	Thailand	Property development	42.00	42.00	42.00	42.00	25.00	25.00
Grand Global Gloves Company Limited	Thailand	Manufacturing and distribution of rubber gloves	50.50	50.50	50.50	50.50	50.00	50.00
			Consolidated financial statements		Separate financial statements			
			Equity method		Cost method			
			2023	2022	2023	2022	2023	2022
			Baht	Baht	Baht	Baht	Baht	Baht
Jointly controlled entities								
Grand Star Company Limited			595,073,318	525,333,642	480,000,000		480,000,000	
Grand River Forest Company Limited			617,741,589	593,534,252	625,800,000		600,600,000	
Grand Global Gloves Company Limited			-	5,924,712	82,062,400		82,062,400	
<u>Less</u> Allowance for impairment of investments in joint ventures			-	-	(58,545,545)		-	
			1,212,814,907	1,124,792,606	1,129,316,855		1,162,662,400	

All joint ventures are limited companies. All its shares are common share and do not have a quoted market price.

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

Movement of investments in joint ventures for the year ended 31 December is as follows:

	Consolidated financial statements		Separate financial statements	
	Equity method		Cost method	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Opening net book value	1,124,792,606	681,318,222	1,162,662,400	751,062,400
Additions	25,200,000	411,600,000	25,200,000	411,600,000
Share of profit from investments in joint ventures	62,822,301	31,874,384	-	-
<u>Less</u> Allowance for impairment of investments in joint ventures	-	-	(58,545,545)	-
Closing net book value	1,212,814,907	1,124,792,606	1,129,316,855	1,162,662,400

During the year 2023, the Company recognised losses on impairment of investment in joint ventures which manufactures and sells rubber gloves business amounting to Baht 58.55 million by applying the value in use method to calculate the recoverable amount. These calculations are considered by discounting the estimated future performance and cash flows. The projected production capacity, revenue, and cost of goods sold from the business of producing and distributing rubber gloves are determined based on past performance and future business plan of the joint venture including the growth expectation of industry. The discount rate being measured is estimated from cost of capital in accordance with the joint venture's industry. The discount rate used in the estimate is 9.50% per annum.

On 22 July 2022, the Company paid 4,116,000 additional ordinary shares of Grand River Forest Company Limited (a joint venture) with a par value of 100 baht per share at 100 baht per share, totaling Baht 411.60 million in full value which is in accordance with the shareholding proportion of the existing shareholders of 42%. Such joint venture registered to increase capital with the Ministry of Commerce on the same date.

On 23 February 2023, the Company paid for 168,000 additional ordinary shares of Grand River Forest Company Limited (a joint venture) with a par value of 100 baht per share at 100 baht per share, totaling Baht 16.80 million in full value which is in accordance with the shareholding proportion of the existing shareholders of 42%. Such joint venture registered to increase capital with the Ministry of Commerce on the same date.

On 25 October 2023, the Company paid for 84,000 additional ordinary shares of Grand River Forest Company Limited (a joint venture) with a par value of 100 baht per share at 100 baht per share, totaling Baht 8.40 million in full value which is in accordance with the shareholding proportion of the existing shareholders of 42%. Such joint venture registered to increase capital with the Ministry of Commerce on the same date.

Summarised financial information for joint ventures

The table below is summarised of financial information for joint ventures that are material to the Group. The financial information is included in joint ventures own financial statements which has been amended to reflect adjustments necessary for the equity method, including adjusting fair value and differences in accounting policy between the Group and joint venture.

Summarised of statement of financial position

	Grand Star Company Limited		Grand Global Gloves Company Limited	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Current assets				
Cash and cash equivalents	389,630,912	178,057,232	19,596,154	20,182,495
Other current assets	2,200,525,801	2,949,591,765	182,820,112	186,491,058
Total current assets	2,590,156,713	3,127,648,997	202,416,266	206,673,553
Non-current assets	2,061,573	3,171,610	890,426,815	938,189,152
Current liabilities				
Current financial liabilities	229,027,223	690,908,643	590,003,505	460,347,648
Other current liabilities	22,120,226	16,533,732	5,499,106	393,439
Total current liabilities	251,147,449	707,442,375	595,502,611	460,741,087
Non-current liabilities				
Non-current financial liabilities	850,000,000	1,100,000,000	672,389,496	672,389,496
Other non-current liabilities	3,387,542	10,044,127	-	-
Total non-current liabilities	853,387,542	1,110,044,127	672,389,496	672,389,496
Net assets	1,487,683,295	1,313,334,105	(175,049,026)	11,732,122

Summarised of performance

	Grand Star Company Limited		Grand Global Gloves Company Limited	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Revenue from sales of real estate	1,322,766,462	1,468,712,181	-	-
Cost of sales of real estate	(812,891,197)	(964,909,316)	-	-
Revenue from sales	-	-	242,851,845	18,491,044
Cost of sales	-	-	(288,366,949)	(51,933,034)
Gross profit	509,875,265	503,802,865	(45,515,104)	(33,441,990)
Other incomes	9,366,247	1,191,412	14,341,734	39,759
Selling expenses	(143,781,611)	(178,737,377)	(3,171,222)	(245,205)
Administrative expenses	(67,247,811)	(23,350,389)	(69,825,936)	(49,875,575)
Finance costs	(84,084,069)	(9,259,887)	(63,268,472)	(28,992,200)
Profit (loss) before income tax	224,128,021	293,646,624	(167,439,000)	(112,515,211)
Income tax	(49,778,831)	(64,788,735)	-	-
Profit (loss) for the year	174,349,190	228,857,889	(167,439,000)	(112,515,211)

Reconciliation of summarised financial information

Reconciliation of the summarised financial information presented to the carrying amount of its interest in joint ventures.

Summarised financial information	Grand Star Company Limited		Grand Global Gloves Company Limited	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Opening net assets	1,313,334,105	1,084,476,216	11,732,122	124,247,333
Profit (loss) for the year	174,349,190	228,857,889	(186,781,148)	(112,515,211)
Closing net assets	1,487,683,295	1,313,334,105	(175,049,026)	11,732,122
Interest in joint ventures (Percentage)	40.00	40.00	50.50	50.50
Interest in joint ventures (Baht)	595,073,318	525,333,642	-	5,924,712
Carrying value	595,073,318	525,333,642	-	5,924,712

The Group recognised its share of loss in joint ventures until the carrying amount of the investment was reduced to zero.

The table below is the carrying amount of its interests, in aggregate, all individually immaterial associates that are accounted for using equity method are as follow:

	2023 Baht	2022 Baht
Loss for the year	(2,363,485)	(2,976,239)

17 Investment properties, net

	Consolidated and Separate financial statements
	Buildings Baht
At 1 January 2022	
Cost	443,938,915
<u>Less</u> Accumulated depreciation	(208,376,017)
Net book value	235,562,898
For the year ended 31 December 2022	
Opening net book value	235,562,898
Increase	84,113
Transfer from cost of real estate development (Note 13)	3,672,866
Depreciation charge	(3,641,102)
Closing net book value	235,678,775
At 31 December 2022	
Cost	447,695,894
<u>Less</u> Accumulated depreciation	(212,017,119)
Net book value	235,678,775

For the year ended 31 December 2023

Opening net book value
Depreciation charge

Closing net book value

At 31 December 2023

Cost
Less Accumulated depreciation

Net book value

Fair value

At 31 December 2022

At 31 December 2023

**Consolidated and Separate
financial statements**

235,678,775
(3,655,249)

232,023,526

447,695,894
(215,672,368)

232,023,526

592,011,617

537,227,368

The fair value of investment properties is within level 3 of the fair value hierarchy.

The fair value of investment properties for rental buildings is based on income approach. Management considered the present value of future cash flows expected to be derived from the investment properties. The main non-observable assumptions used in fair value measurement are rental growth rate of 10% every 3 years and discount rate at 8.50% to 8.87% per annum (2022: rental growth rate of 10% every 3 years and discount rate at 7.17% to 8.50% per annum).

There were no changes to the valuation techniques during the year.

The Company have mortgaged the investment properties as collateral debentures are as follows:

**Consolidated and Separate
financial statements**

2023 **2022**
Baht **Baht**

Value of collateral for debentures (Note 25)

228,595,427 235,678,775

Amounts recognised in statement of comprehensive income that are related to investment properties are as follows:

**Consolidated and Separate
financial statements**

2023 **2022**
Baht **Baht**

Rental income

45,777,345 30,522,370

Direct operating expense that generated rental income

21,170,298 16,740,764

18 Property, plant and equipment, net

	Consolidated financial statements									
	Land Baht	Land improvements Baht	Land Baht	Buildings Baht	Improvements Baht	Asset improvements Baht	Equipment and furniture Baht	Operating equipment Baht	Office equipment Baht	Motor vehicles Baht
At 1 January 2022										
Cost or revaluation amount	6,724,585,500	11,420,650	5,595,114,698	5,595,114,698	1,085,203,768	2,579,565,022	306,787,551	89,088,282	7,169,435	82,620,698
Less Accumulated depreciation	-	(8,820,035)	(1,744,483,140)	(1,744,483,140)	(1,044,038,245)	(2,027,471,813)	(267,621,797)	(87,578,579)	(7,169,419)	-
Less Accumulated allowance for impairment	-	-	(559,997,014)	(559,997,014)	-	-	-	-	-	-
Net book value	6,724,585,500	2,600,615	3,290,634,544	3,290,634,544	41,165,523	552,093,209	39,165,754	1,509,703	16	82,620,698
For the year ended 31 December 2022										
Opening net book value	6,724,585,500	2,600,615	3,290,634,544	3,290,634,544	41,165,523	552,093,209	39,165,754	1,509,703	16	82,620,698
Additions	-	358,200	-	-	3,028,557	13,782,412	1,447,632	763,843	-	60,181,317
Disposals, net	-	-	-	-	(11,180)	(55,894)	(1,407,243)	-	-	(8,000,000)
Transfers in (out)	-	-	-	-	2,616,801	2,377,377	-	-	-	(4,994,178)
Transfer from deposits for hotel construction	-	-	-	-	-	-	-	-	-	(200,327)
Depreciation charge	-	(595,884)	(97,838,305)	(97,838,305)	(9,386,630)	(135,616,144)	(8,386,553)	(1,329,054)	-	(253,458,474)
Closing net book value	6,724,585,500	2,362,931	3,192,796,239	3,192,796,239	37,413,071	432,580,960	30,819,590	944,492	16	129,607,510
At 31 December 2022										
Cost or revaluation amount	6,724,585,500	11,778,850	5,595,114,698	5,595,114,698	1,007,767,840	2,588,512,519	306,827,940	89,852,125	7,169,435	18,492,560,157
Less Accumulated depreciation	-	(9,415,919)	(1,842,321,445)	(1,842,321,445)	(970,354,769)	(2,155,931,559)	(276,008,350)	(88,907,633)	(7,169,419)	(5,380,921,468)
Less Accumulated allowance for impairment	-	-	(559,997,014)	(559,997,014)	-	-	-	-	-	-
Net book value	6,724,585,500	2,362,931	3,192,796,239	3,192,796,239	37,413,071	432,580,960	30,819,590	944,492	16	129,607,510
For the year ended 31 December 2023										
Opening net book value	6,724,585,500	2,362,931	3,192,796,239	3,192,796,239	37,413,071	432,580,960	30,819,590	944,492	16	129,607,510
Additions	-	-	-	-	6,325,680	18,311,863	2,852,097	1,828,226	-	60,658,658
Transfer from cost of real estate development (Note 13)	-	-	-	-	-	-	-	-	-	719,577
Disposals, net	-	-	-	-	-	(58,292)	(591)	(2)	-	-
Transfers in (out)	-	-	6,028,038	6,028,038	38,717,507	50,374,560	1,486,109	-	-	-
Depreciation charge	-	(585,064)	(82,446,322)	(82,446,322)	(13,271,711)	(124,711,701)	(7,883,217)	(862,813)	-	(96,606,214)
Closing net book value	6,724,585,500	1,777,867	3,116,377,955	3,116,377,955	69,184,547	376,497,390	27,273,988	1,709,903	16	94,379,531
At 31 December 2023										
Cost or revaluation amount	6,724,585,500	11,778,850	5,601,142,736	5,601,142,736	1,052,811,027	2,617,794,851	307,582,071	91,454,240	7,169,435	16,540,041,981
Less Accumulated depreciation	-	(10,000,983)	(1,924,767,767)	(1,924,767,767)	(983,626,480)	(2,241,297,461)	(280,308,083)	(89,744,337)	(7,169,419)	(5,568,032,809)
Less Accumulated allowance for impairment	-	-	(559,997,014)	(559,997,014)	-	-	-	-	-	-
Net book value	6,724,585,500	1,777,867	3,116,377,955	3,116,377,955	69,184,547	376,497,390	27,273,988	1,709,903	16	94,379,531

Separate financial statements										
	Land Baht	Buildings Baht	Asset improvements Baht	Equipment and furniture Baht	Operating equipment Baht	Office equipment Baht	Motor vehicles Baht	Mock up Baht	Construction in progress Baht	Total Baht
At 1 January 2022										
Cost or revaluation amount	3,740,019,401	3,724,409,067	155,217,830	749,279,487	259,026,252	82,942,252	21,247,484	7,169,435	16,691,120	8,756,002,328
Less Accumulated depreciation	-	(1,275,577,373)	(148,902,167)	(517,246,500)	(242,800,281)	(81,959,136)	(21,178,221)	(7,169,419)	-	(2,294,833,097)
Less Accumulated allowance for impairment	-	(559,997,014)	-	-	-	-	-	-	-	(559,997,014)
Net book value	3,740,019,401	1,888,834,680	6,315,663	232,032,987	16,225,971	983,116	69,263	16	16,691,120	5,901,172,217
For the year ended 31 December 2022										
Opening net book value	3,740,019,401	1,888,834,680	6,315,663	232,032,987	16,225,971	983,116	69,263	16	16,691,120	5,901,172,217
Additions	-	-	-	4,011,963	536,526	763,843	-	-	1,259,118	6,571,450
Disposals, net	-	-	-	-	-	-	(69,255)	-	-	(69,255)
Depreciation charge	-	(51,971,595)	(4,101,680)	(55,997,876)	(8,385,883)	(896,301)	-	-	-	(121,353,335)
Closing net book value	3,740,019,401	1,836,863,085	2,213,983	180,047,074	8,376,614	850,658	8	16	17,950,238	5,786,321,077
At 31 December 2022										
Cost or revaluation amount	3,740,019,401	3,724,409,067	155,217,830	753,291,450	259,562,778	83,706,095	14,321,984	7,169,435	17,950,238	8,755,648,278
Less Accumulated depreciation	-	(1,327,548,968)	(153,003,847)	(573,244,376)	(251,186,164)	(82,855,437)	(14,321,976)	(7,169,419)	-	(2,409,330,187)
Less Accumulated allowance for impairment	-	(559,997,014)	-	-	-	-	-	-	-	(559,997,014)
Net book value	3,740,019,401	1,836,863,085	2,213,983	180,047,074	8,376,614	850,658	8	16	17,950,238	5,786,321,077
For the year ended 31 December 2023										
Opening net book value	3,740,019,401	1,836,863,085	2,213,983	180,047,074	8,376,614	850,658	8	16	17,950,238	5,786,321,077
Additions	-	-	-	7,930,283	-	1,001,625	-	-	21,889,497	30,821,405
Transfer from cost of real estate development (Note 13)	-	-	-	-	-	-	-	-	719,577	719,577
Disposals, net	-	-	-	(15,446)	(591)	(2)	-	-	-	(16,039)
Transfers in (out)	-	6,028,038	910,040	67,000	-	-	-	-	(7,005,078)	-
Depreciation charge	-	(36,579,612)	(1,460,505)	(47,594,114)	(7,588,399)	(621,200)	-	-	-	(93,843,830)
Closing net book value	3,740,019,401	1,806,311,511	1,663,518	140,434,797	787,624	1,231,081	8	16	33,554,234	5,724,002,190
At 31 December 2023										
Cost or revaluation amount	3,740,019,401	3,730,437,105	156,127,870	758,874,017	255,978,703	84,681,610	14,321,984	7,169,435	33,554,234	8,781,164,359
Less Accumulated depreciation	-	(1,364,128,580)	(154,464,352)	(618,439,220)	(255,191,079)	(83,450,529)	(14,321,976)	(7,169,419)	-	(2,497,165,155)
Less Accumulated allowance for impairment	-	(559,997,014)	-	-	-	-	-	-	-	(559,997,014)
Net book value	3,740,019,401	1,806,311,511	1,663,518	140,434,797	787,624	1,231,081	8	16	33,554,234	5,724,002,190

The Company mortgaged the land with structures thereon as collateral for debentures as follows:

	Consolidated and Separate financial information	
	2023 Baht	2022 Baht
Value of collateral for debentures (Note 25)	5,502,875,652	5,521,972,288

As at 31 December 2023, property, plant and equipment of a subsidiary at net book value of Baht 4,558.05 million (31 December 2022: Baht 4,583.44 million) was owned by MFC Asset Management Public Company Limited, as the trustee of Grande Royal Orchid Hospitality Real Estate Investment Trust (Note 24).

19 Right-of-use assets, net

	Consolidated financial statements					Total Baht
	Buildings Baht	Equipment and furniture Baht	Office equipment Baht	Vehicles Baht	Intangible assets Baht	
At 1 January 2022						
Cost	803,738,367	5,766,124	15,624,037	16,013,554	-	841,142,082
Less Accumulated depreciation	(302,751,202)	(4,365,044)	(14,706,960)	(9,295,587)	-	(331,118,793)
Closing net book value	500,987,165	1,401,080	917,077	6,717,967	-	510,023,289
For the year ended 31 December 2022						
Opening net book value	500,987,165	1,401,080	917,077	6,717,967	-	510,023,289
Additions	15,366,438	-	-	344,147	-	15,710,585
Depreciation	(146,542,537)	(985,701)	(578,850)	(3,526,876)	-	(151,633,964)
Closing net book value	369,811,066	415,379	338,227	3,535,238	-	374,099,910
At 31 December 2022						
Cost	819,104,805	5,766,124	15,624,037	16,357,701	-	856,852,667
Less Accumulated depreciation	(449,293,739)	(5,350,745)	(15,285,810)	(12,822,463)	-	(482,752,757)
Net book value	369,811,066	415,379	338,227	3,535,238	-	374,099,910
For the year ended 31 December 2023						
Opening net book value	369,811,066	415,379	338,227	3,535,238	-	374,099,910
Additions	345,190,925	5,043,283	-	3,820,000	1,949,274	356,003,482
Lease termination	(1,152,544)	-	-	-	-	(1,152,544)
Depreciation	(147,266,344)	(1,364,621)	(202,936)	(3,191,540)	(502,019)	(152,527,460)
Closing net book value	566,583,103	4,094,041	135,291	4,163,698	1,447,255	576,423,388
At 31 December 2023						
Cost	1,162,566,915	10,809,407	15,624,037	19,079,191	1,949,274	1,210,028,824
Less Accumulated depreciation	(595,983,812)	(6,715,366)	(15,488,746)	(14,915,493)	(502,019)	(633,605,436)
Net book value	566,583,103	4,094,041	135,291	4,163,698	1,447,255	576,423,388

	Separate financial statements				
	Buildings Baht	Equipment and furniture Baht	Office equipment Baht	Vehicles Baht	Total Baht
At 1 January 2022					
Cost	62,142,255	1,714,027	6,517,055	10,715,579	81,088,916
<u>Less</u> Accumulated depreciation	(45,518,868)	(883,263)	(6,461,714)	(6,027,895)	(58,891,740)
Closing net book value	16,623,387	830,764	55,341	4,687,684	22,197,176
For the year ended 31 December 2022					
Opening net book value	16,623,387	830,764	55,341	4,687,684	22,197,176
Additions	13,637,623	-	-	-	13,637,623
Depreciation	(17,960,201)	(415,385)	(55,341)	(2,465,384)	(20,896,311)
Closing net book value	12,300,809	415,379	-	2,222,300	14,938,488
At 31 December 2022					
Cost	75,779,878	1,714,027	6,517,055	10,715,579	94,726,539
<u>Less</u> Accumulated depreciation	(63,479,069)	(1,298,648)	(6,517,055)	(8,493,279)	(79,788,051)
Net book value	12,300,809	415,379	-	2,222,300	14,938,488
For the year ended 31 December 2023					
Opening net book value	12,300,809	415,379	-	2,222,300	14,938,488
Additions	36,552,158	545,550	-	3,820,000	40,917,708
Depreciation	(16,532,859)	(779,873)	-	(2,412,471)	(19,725,203)
Closing net book value	32,320,108	181,056	-	3,629,829	36,130,993
At 31 December 2023					
Cost	112,332,036	2,259,577	6,517,055	13,437,069	134,545,737
<u>Less</u> Accumulated depreciation	(80,011,928)	(2,078,521)	(6,517,055)	(9,807,240)	(98,414,744)
Net book value	32,320,108	181,056	-	3,629,829	36,130,993

The expense relating to leases that not included in the measurement of lease liabilities and right-of-use, revenues from subleasing 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	812,298	474,059	812,298	474,059
Income from subleasing right-of-use asset	1,006,444	893,478	1,006,444	893,478
Total cash outflow for leases	193,110,099	170,834,534	25,737,257	25,652,060

20 Intangible assets, net

	Consolidated financial statements			Separate financial statements		
	Right of use of asset Baht	Computer software Baht	Total Baht	Right of use of asset Baht	Computer software Baht	Total Baht
At 1 January 2022						
Cost	68,936,732	83,570,767	152,507,499	68,936,732	41,498,482	110,435,214
<u>Less</u> Accumulated amortisation	(19,172,470)	(62,177,748)	(81,350,218)	(19,172,470)	(25,927,406)	(45,099,876)
Net book value	49,764,262	21,393,019	71,157,281	49,764,262	15,571,076	65,335,338
For the year ended 31 December 2022						
Opening net book value	49,764,262	21,393,019	71,157,281	49,764,262	15,571,076	65,335,338
Additions	-	1,266,549	1,266,549	-	714,287	714,287
Transfer from Property, plant and Equipment (Note 18)	-	200,327	200,327	-	-	-
Amortisation charge	(6,893,671)	(5,188,717)	(12,082,388)	(6,893,671)	(2,870,780)	(9,764,451)
Closing net book value	42,870,591	17,671,178	60,541,769	42,870,591	13,414,583	56,285,174
At 31 December 2022						
Cost	68,936,732	85,037,643	153,974,375	68,936,732	42,212,769	111,149,501
<u>Less</u> Accumulated amortisation	(26,066,141)	(67,366,465)	(93,432,606)	(26,066,141)	(28,798,186)	(54,864,327)
Net book value	42,870,591	17,671,178	60,541,769	42,870,591	13,414,583	56,285,174
For the year ended 31 December 2023						
Opening net book value	42,870,591	17,671,178	60,541,769	42,870,591	13,414,583	56,285,174
Additions	-	3,316,651	3,316,651	-	2,514,621	2,514,621
Disposals, net	-	(15)	(15)	-	-	-
Amortisation charge	(6,893,671)	(4,524,406)	(11,418,077)	(6,893,671)	(2,589,029)	(9,482,700)
Closing net book value	35,976,920	16,463,408	52,440,328	35,976,920	13,340,175	49,317,095
At 31 December 2023						
Cost	68,936,732	86,978,131	155,914,863	68,936,732	44,727,390	113,664,122
<u>Less</u> Accumulated amortisation	(32,959,812)	(70,514,723)	(103,474,535)	(32,959,812)	(31,387,215)	(64,347,027)
Net book value	35,976,920	16,463,408	52,440,328	35,976,920	13,340,175	49,317,095

Amortisation of intangible assets recognised in statement of comprehensive income as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Cost of sales	10,440,766	11,176,203	8,505,390	8,858,266
Administrative expenses	977,310	906,185	977,310	906,185

21 Deferred income taxes

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

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Deferred tax assets:	1,001,984,699	831,708,941	456,655,041	282,897,668
Deferred tax liabilities:	(681,784,016)	(695,172,655)	-	-
Deferred tax asset (net)	320,200,683	136,536,286	456,655,041	282,897,668

The movement in deferred tax assets and deferred tax liabilities is as follows:

Deferred tax assets

	Consolidated financial statements				
	At 1 January 2022 Baht	Recognised to profit or loss Baht	Recognised to other comprehensive income Baht	Recognised to equity Baht	At 31 December 2022 Baht
Borrowing costs	33,075,839	(494,651)	-	-	32,581,188
Allowance for expected credit losses of trade and other receivables	13,306,146	(1,683,955)	-	-	11,622,191
Changes in fair value of financial assets measured at fair value through other comprehensive	4,563,000	-	702,000	-	5,265,000
Provisions	369,321	(51,532)	-	-	317,789
Employee benefit obligations	31,203,142	1,827,795	-	-	33,030,937
Sales and buy-back of GROREIT	789,559,817	-	-	-	789,559,817
Tax losses	425,038,653	149,665,545	-	-	574,704,198
Lease liabilities	(27,799,560)	29,223,757	-	-	1,424,197
Allowance for impairment of assets	111,999,403	-	-	-	111,999,403
Others	6,385,505	945,732	-	-	7,331,237
Total	1,387,701,266	179,432,691	702,000	-	1,567,835,957
Reconciliation of deferred taxes	(736,127,016)	-	-	-	(736,127,016)
Deferred tax assets (net)	651,574,250	179,432,691	702,000	-	831,708,941

	Consolidated financial statements				
	At 1 January 2023 Baht	Recognised to profit or loss Baht	Recognised to other comprehensive income Baht	Recognised to equity Baht	At 31 December 2023 Baht
Borrowing costs	32,581,188	(494,651)	-	-	32,086,537
Allowance for expected credit losses of trade and other receivables	11,622,191	(391,912)	-	-	11,230,279
Changes in fair value of financial assets measured at fair value through other comprehensive	5,265,000	-	3,550,457	-	8,815,457
Provisions	317,789	(50,292)	(40,457)	-	277,040
Employee benefit obligations	33,030,937	(351,668)	-	(8,077,383)	24,601,886
Sales and buy-back of GROREIT	789,559,817	-	-	-	789,559,817
Tax losses	574,704,198	143,634,280	-	-	718,338,478
Lease liabilities	1,424,197	33,076,246	-	-	34,500,443
Allowance for impairment of assets	111,999,403	-	-	-	111,999,403
Others	7,331,237	(578,862)	-	-	6,752,375
Total	1,567,835,957	174,843,141	3,510,000	(8,077,383)	1,738,111,715
Reconciliation of deferred taxes	(736,127,016)	-	-	-	(736,127,016)
Deferred tax assets (net)	831,708,941	174,843,141	3,510,000	(8,077,383)	1,001,984,699

	Separate financial statements				
	At 1 January 2022 Baht	Recognised to profit or loss Baht	Recognised to other comprehensive income Baht	Recognised to equity Baht	At 31 December 2022 Baht
Borrowing costs	33,075,839	(494,651)	-	-	32,581,188
Allowance for expected credit losses of trade and other receivables	12,870,460	(1,728,644)	-	-	11,141,816
Allowance for expected credit losses of loans to related parties	12,134,750	22,479,983	-	-	34,614,733
Changes in fair value of financial assets measured at fair value through other comprehensive	4,563,000	-	702,000	-	5,265,000
Provisions	369,321	(51,532)	-	-	317,789
Employee benefit obligations	16,978,078	1,697,854	-	-	18,675,932
Provision for impairment of investment in subsidiaries	58,329,240	-	-	-	58,329,240
Tax losses	425,038,653	149,665,545	-	-	574,704,198
Lease liabilities	1,073,185	(911,874)	-	-	161,311
Allowance for impairment of assets	111,999,403	-	-	-	111,999,403
Others	6,385,506	945,731	-	-	7,331,237
Total	682,817,435	171,602,412	702,000	-	855,121,847
Reconciliation of deferred taxes	(572,224,179)	-	-	-	(572,224,179)
Deferred tax assets (net)	110,593,256	171,602,412	702,000	-	282,897,668

	Separate financial statements				
	At 1 January 2023 Baht	Recognised to profit or loss Baht	Recognised to other comprehensive income Baht	Recognised to equity Baht	At 31 December 2023 Baht
Borrowing costs	32,581,188	(494,651)	-	-	32,086,537
Allowance for expected credit losses of trade and other receivables	11,141,816	-	-	-	11,141,816
Allowance for expected credit losses of loans to related parties	34,614,733	17,731,735	-	-	52,346,468
Changes in fair value of financial assets measured at fair value through other comprehensive	5,265,000	-	3,550,457	-	8,815,457
Provisions	317,789	(50,292)	(40,457)	-	277,040
Employee benefit obligations	18,675,932	815,805	-	(5,758,639)	13,733,098
Provision for impairment of investment in subsidiaries	58,329,240	2,653,876	-	-	60,983,116
Provision for impairment of investment in joint venture	-	11,709,109	-	-	11,709,109
Tax losses	574,704,198	143,634,280	-	-	718,338,478
Lease liabilities	161,311	585,012	-	-	746,323
Allowance for impairment of assets	111,999,403	-	-	-	111,999,403
Others	7,331,237	(578,862)	-	-	6,752,375
Total	855,121,847	176,006,012	3,510,000	(5,758,639)	1,028,879,220
Reconciliation of deferred taxes	(572,224,179)	-	-	-	(572,224,179)
Deferred tax assets (net)	282,897,668	176,006,012	3,510,000	(5,758,639)	456,655,041

Deferred tax liabilities

	Consolidated financial statements		
	At 1 January 2022 Baht	Recognised to profit or loss Baht	Recognised to other comprehensive income Baht
Revalued assets from acquisition of subsidiaries	(708,875,862)	13,703,207	-
Revaluation surplus of land	(736,127,016)	-	-
Total	(1,445,002,878)	13,703,207	-
Reconciliation of deferred taxes	736,127,016	-	-
Deferred tax liabilities (net)	(708,875,862)	13,703,207	-

	Consolidated financial statements		
	At 1 January 2023 Baht	Recognised to profit or loss Baht	Recognised to other comprehensive income Baht
Revalued assets from acquisition of subsidiaries	(695,172,655)	13,388,639	-
Revaluation surplus of land	(736,127,016)	-	-
Total	(1,431,299,671)	13,388,639	-
Reconciliation of deferred taxes	736,127,016	-	-
Deferred tax liabilities (net)	(695,172,655)	13,388,639	-

	Separate financial statements		
	At 1 January 2022 Baht	Recognised to profit or loss Baht	Recognised to other comprehensive income Baht
Revaluation surplus of land	(572,224,179)	-	-
Total	(572,224,179)	-	-
Reconciliation of deferred taxes	572,224,179	-	-
Deferred tax liabilities (net)	-	-	-

	Separate financial statements		
	At 1 January 2023 Baht	Recognised to profit or loss Baht	Recognised to other comprehensive income Baht
Revaluation surplus of land	(572,224,179)	-	-
Total	(572,224,179)	-	-
Reconciliation of deferred taxes	572,224,179	-	-
Deferred tax liabilities (net)	-	-	-

Deferred income tax assets are recognised for tax loss carry forwards only to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Group did not recognise deferred tax assets of Baht 171.66 million (2022: Baht 143.48 million) from tax losses of Baht 858.30 million (2022: Baht 717.38 million), that can be carried forward against future taxable income between 2024 and 2028.

22 Trade and other payables

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Trade payables	139,080,448	95,285,986	41,538,504	42,403,830
Other payables	95,569,407	124,248,676	37,544,212	27,311,005
Construction payables	8,883,177	4,045,031	8,637,764	3,799,619
Accrued expenses	180,327,950	156,210,918	102,317,069	70,377,909
Accrued interest expenses	131,811,332	106,456,847	131,811,332	106,456,847
Accrued interest expenses - related parties (Note 35.3)	51,370	4,238,014	92,876,663	8,394,748
Retention payables	12,735,073	13,288,558	11,274,939	11,828,424
Total	568,458,757	503,774,030	426,000,483	270,572,382

23 Lease liabilities

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Current	165,941,682	161,511,346	20,020,265	12,020,090
Non-current	314,814,100	122,005,070	19,976,095	8,704,446
Total	480,755,782	283,516,416	39,996,360	20,724,536

Movement of lease liabilities for the year ended 31 December is as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Opening net book value	283,516,416	408,889,719	20,724,536	27,243,292
Additions	363,827,810	19,129,982	40,849,695	16,135,663
Interest expenses on lease liabilities	26,915,492	25,857,191	3,347,087	2,523,583
Lease termination	(1,206,135)			
Repayments of lease liabilities	(192,297,801)	(170,360,476)	(24,924,958)	(25,178,002)
Closing net book amount	480,755,782	283,516,416	39,996,360	20,724,536

The effective interest rates at the statement of financial position date were as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Percentage	2022 Percentage	2023 Percentage	2022 Percentage
Long-term lease liabilities	6.00 - 14.34	6.00 - 14.34	6.00 - 14.34	6.00 - 14.34

Present value of lease liabilities:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Not later than one year	165,941,682	161,511,346	20,020,265	12,020,090
Later than 1 year but not later than 5 years	296,535,735	74,842,744	19,976,095	8,704,446
Later than 5 years	18,278,365	47,162,326	-	-
	480,755,782	283,516,416	39,996,360	20,724,536

Maturity of finance lease liabilities are as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Not later than 1 year	214,375,769	174,675,293	22,400,468	13,289,058
Later than 1 year but not later than 5 years	343,871,249	101,001,277	21,292,983	9,131,301
Later than 5 years	21,000,003	54,100,000	-	-
<u>Less</u> Future finance charges on leases	(98,491,239)	(46,260,154)	(3,697,091)	(1,695,823)
Present value of lease liabilities	480,755,782	283,516,416	39,996,360	20,724,536

24 Liability from lease agreement with buy-back obligation

	Consolidated financial information	
	2023 Baht	2022 Baht
Liability from lease agreement with buy-back obligation	6,233,000,000	6,233,000,000
<u>Less</u> Deferred interest expense	(1,699,387,384)	(1,814,463,445)
Net book value	4,533,612,616	4,418,536,555

Movements of liability from lease agreement with buy-back obligation net from transaction costs and amortisation of expenses during the year ended 31 December are summarised below.

	Consolidated financial statements	
	2023 Baht	2022 Baht
Opening net book value	4,418,536,555	4,312,236,043
Payment of rental property	(226,000,000)	(226,000,000)
Transfer rental on the due date presented to other payable	(46,000,000)	(46,000,000)
Recognise of interest expense with effective interest rate method	387,076,061	378,300,512
Closing net book value	4,533,612,616	4,418,536,555

Fair value of liability from lease agreement with buy-back obligation is approximate book value by using the level 3 of the fair value hierarchy. Significant unobservable input of fair value hierarchy level 3 is risk adjusted discount rate. It is estimated based on a subsidiary's cost of debt.

25 Debentures

	Consolidated and Separate financial statements	
	2023 Baht	2022 Baht
Current		
Current portion of debentures	4,798,500,000	2,812,500,000
<u>Less</u> Front end fees	(24,078,692)	(13,003,082)
Total current portion of debentures	4,774,421,308	2,799,496,918
Non-current		
Debentures	2,898,400,000	4,738,000,000
<u>Less</u> Front end fees	(36,756,015)	(83,318,960)
Total non-current portion of debentures	2,861,643,985	4,654,681,040
Total	7,636,065,293	7,454,177,958

Movement of debentures for the year ended 31 December is as follows:

	Consolidated and Separate financial statements	
	2023 Baht	2022 Baht
Opening net book value	7,454,177,958	4,782,641,014
Cash flows		
Additions	2,958,900,000	5,938,000,000
Repayments	(2,812,500,000)	(3,191,600,000)
Payments for front end fees	(49,830,471)	(126,434,515)
Non-cash movement		
Amortisation of front end fees	85,317,806	51,571,459
Closing net book value	7,636,065,293	7,454,177,958

During the year, the Company issued and offered the debentures as follows:

Debentures	Unit	Unit par Baht per unit	Total value Baht	Interest rate % per annum	Term	Issue date	Maturity date
Secured debentures							
No.1/2023	881,400	1,000	881,400,000	7.00	2 years	27 Apr 2023	27 Apr 2025
No.2/2023 Tranche 1	200,000	1,000	200,000,000	6.85	1 year	29 Jun 2023	29 Jun 2024
No.2/2023 Tranche 2	359,900	1,000	359,900,000	7.25	2 years	29 Jun 2023	29 Dec 2025
No.3/2023 Tranche 1	648,500	1,000	648,500,000	7.25	6 months	14 Jul 2023	14 Jul 2025
No.3/2023 Tranche 3	160,500	1,000	160,500,000	6.90	1 year	14 Jul 2023	14 Oct 2024
No.4/2023 Tranche 1	201,800	1,000	201,800,000	7.35	3 months	12 Oct 2023	12 Oct 2025
No.4/2023 Tranche 2	277,100	1,000	277,100,000	7.40	2 years	12 Oct 2023	12 Apr 2025
No.5/2023	180,800	1,000	180,800,000	7.45	1 year	21 Dec 2023	21 Sep 2025
Unsecured debentures							
No.3/2023 Tranche 2	48,900	1,000	48,900,000	7.40	9 months	14 Jul 2023	14 Jul 2025

The terms and conditions of debentures contain financial covenant which requires the group to maintain net debt-to-equity ratio at the rates prescribed in the terms and conditions.

The Group pledged asset to secure of the secured debentures summarised as follows:

	Consolidated financial information		Separate financial information	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Cost of real estate development (Note 13)	1,424,034,742	1,474,018,703	1,412,573,532	1,453,344,620
Financial assets measured at fair value through other comprehensive income (Note 14)	63,922,500	139,204,500	63,922,500	139,204,500
Investment in a subsidiary, net (Note 15)	-	-	2,114,248,429	2,494,166,449
Land held for development	120,320,738	114,099,292	120,320,738	114,099,292
Investment properties, net (Note 17)	228,595,427	235,678,775	228,595,427	235,678,775
Property plant and equipment, net (Note 18)	5,502,875,652	5,521,972,288	5,502,875,652	5,521,972,288
Total net book value	7,339,749,059	7,484,973,558	9,442,536,278	9,958,465,924

The fair values of debentures are Baht 7,678.42 million (2022: Baht 7,550.31 million) based on clean price announced by Thai Bond Market Association that are within level 2 of the fair value hierarchy.

Interest rates of the Group's debentures are at fixed rate. The effective interest rates at the statement of financial position date were at 7.52% to 8.75% per annum (2022: 7.31% to 8.74% per annum).

Maturity of debentures is as follows:

	Consolidated and Separate financial statements	
	2023 Baht	2022 Baht
Not later than 1 year	4,774,421,308	2,799,496,918
Later than 1 year but not later than 5 years	2,861,643,985	4,654,681,040
Total	7,636,065,293	7,454,177,958

26 Employee benefit obligations

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Statement of financial position:				
Retirement benefits	118,883,116	159,629,246	68,537,618	93,044,775
Other long-term benefits	3,643,596	4,864,064	127,872	334,886
	122,526,712	164,493,310	68,665,490	93,379,661
Statement of comprehensive income:				
Retirement benefits				
- Recognised to profit or loss	17,847,546	17,860,911	10,350,633	10,608,297
- Recognised to profit or loss in other comprehensive income	(40,386,913)	-	(28,793,194)	-
	(22,539,367)	17,860,911	18,442,561	10,608,297
Other long-term benefits				
- Recognised to profit or loss	(950,957)	484,264	(136,010)	84,994
	(950,957)	484,264	(136,010)	84,994

Movement of employee benefit obligations during the year ended 31 December is as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Opening book value	164,493,310	155,191,697	93,379,661	84,890,390
Current service cost	16,031,533	16,147,966	8,987,804	9,382,769
Past service cost and gains and losses from employee benefits payments	(1,382,617)	-	(87,011)	-
Interest expense	2,247,673	2,197,209	1,313,830	1,310,522
Gains and losses on population dynamics	(8,752,301)	-	(3,377,977)	-
Gains (losses) from changes in financial assumptions	(10,147,811)	-	(9,649,265)	-
Gains (losses) from experience	(21,486,802)	-	(15,765,952)	-
Benefit payment	(18,476,273)	(9,043,562)	(6,135,600)	(2,204,020)
Closing book value	122,526,712	164,493,310	68,665,490	93,379,661

The principal actuarial assumptions used were as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Percentage	2022 Percentage	2023 Percentage	2022 Percentage
Discount rate	2.36 - 4.55	0.42 - 2.94	2.92 - 3.37	1.50 - 1.90
Salary growth rate	3.00 - 6.50	3.00 - 5.00	3.00 - 5.00	3.00 - 5.00
Turnover rate	1.43 - 34.38	1.91 - 27.50	1.91 - 34.38	1.91 - 27.50

Sensitivity analysis for each significant assumption used is as follows:

	Impact on defined benefit obligations					
	Change in assumption		Consolidated financial statements		Separate financial statements	
	2023 Percentage	2022 Percentage	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Discount rate	Increase by 1%	Increase by 1%	Decrease by 5,942,596	Decrease by 19,442,364	Decrease by 2,811,389	Decrease by 13,607,806
	Decrease by 1%	Decrease by 1%	Increase by 6,484,529	Increase by 11,533,833	Increase by 3,010,404	Increase by 5,049,160
Salary growth rate	Increase by 1%	Increase by 1%	Increase by 9,771,106	Increase by 11,816,368	Increase by 5,801,295	Increase by 5,175,919
	Decrease by 1%	Decrease by 1%	Decrease by 8,728,201	Decrease by 19,737,856	Decrease by 5,157,682	Decrease by 13,827,097
Turnover rate	Increase by 10%	Increase by 10%	Decrease by 3,335,481	Decrease by 9,549,906	Decrease by 1,613,100	Decrease by 7,196,863
	Decrease by 10%	Decrease by 10%	Increase by 3,678,073	Decrease by 205,781	Increase by 1,760,670	Decrease by 2,754,577

The above sensitivity analyses 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 retirement benefits recognised in the statement of financial position.

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

Through its retirement benefit plans, the Group is exposed to a number of risks. The most significant risk is a change in discount rate which is reference from bond yield. A decrease in government bond yields will increase plan liabilities.

The weighted average duration of the defined benefit obligation is 8 - 17 years (2022: 8 - 15 years).

27 Share capital

On 25 April 2023, the Annual General Shareholders' Meeting of the Company for the year 2023, shareholders passed the following significant approval resolutions:

1. Cancellation of the issuance of the remaining convertible debentures in the amount of Baht 800 million which had been approved from the Extraordinary General Meeting of Shareholders of the Company No. 1/2022
2. Reduction of the registered capital of the Company from the existing registered capital amount of Baht 5,323,497,050 (ordinary shares amount of 10,646,994,100 shares, at the par value of Baht 0.50) by cancelling the capital increase ordinary shares, for accommodation of the conversion of the convertible debentures remaining 1,305,874,077 shares, with the par value of Baht 0.50, remaining registered capital of Baht 4,670,560,012 (ordinary shares amount of 9,341,120,023 shares, at the par value of Baht 0.50). The Company has already registered the decrease in paid-up share capital with the Ministry of Commerce on 26 May 2023.

28 Assets and liabilities relating to contracts with customers**28.1 Assets recognised from contract costs**

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	Baht	Baht	Baht	Baht
Statement of comprehensive income for the year ended 31 December				
Amortisation charges	-	89,370	-	89,370

The Group recognised the incremental costs of obtaining a contract related to real estate sales commissions as assets and presented under trade and other receivables in the statement of financial position. The assets are amortised to expense to match with revenue recognition pattern.

28.2 Contract liabilities

The Group recognised the following liabilities related to contracts with customers and presented under "deposits and cash received in advance" in the statement of financial position.

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	Baht	Baht	Baht	Baht
Contract liabilities - current	113,803,742	103,640,616	38,245,325	41,955,933

Revenue recognised in relation to contract liabilities

Revenue recognised in the current reporting period relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in a prior period.

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
	Baht	Baht	Baht	Baht
Revenue recognised as contract liabilities at the beginning of the year				
- Revenues from hotel operations	87,658,219	85,880,864	26,173,536	38,799,297
- Revenues from sales of real estate	30,217,000	5,600,000	30,217,000	5,600,000
Total	117,875,219	91,480,864	56,390,536	44,399,297

29 Other income

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Management income	35,837,383	46,884,300	45,438,383	56,313,900
Interest income	75,129,099	82,158,646	116,469,038	111,972,858
Spa income	3,215,280	2,434,346	3,215,280	2,434,346
Others	18,424,923	26,084,851	17,443,848	24,990,415
Total	132,606,685	157,562,143	182,566,549	195,711,519

30 Finance costs

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Interest and finance charges paid for financial liabilities not at fair value through profit or loss	602,604,113	470,728,481	950,194,284	800,307,530
Interest and finance charges paid for lease liabilities	429,202,563	412,333,382	19,284,587	13,832,658
Total finance costs	1,031,806,676	883,061,863	969,478,871	814,140,188

31 Expenses by nature

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Cost of real estate development	110,131,697	93,392,399	110,131,697	93,392,399
Sales promotion expenses	107,714,413	81,971,065	78,560,591	62,819,241
Employee related expenses	834,779,568	663,075,848	449,143,527	374,856,111
Depreciation and amortisation	397,667,518	420,815,928	126,706,982	155,655,199
Difference from change in lease agreement	9,841,614	-	-	-
Expected credit losses on financial assets (reversal)	(1,996,874)	512,745	88,715,327	112,557,890
Losses on impairment of investments in subsidiaries	-	-	13,269,378	-
Losses on impairment of investments in joint ventures	-	-	58,545,545	-
Rental expenses	77,556,966	56,273,218	75,388,883	54,573,910
Business management expenses	168,723,440	100,367,542	87,412,610	55,035,532
Repair and maintenance expenses	64,753,538	68,732,054	22,550,706	16,163,562
Real estate transfer related expenses	6,992,755	5,690,837	6,992,755	5,690,837
Utilities expenses	196,082,865	155,105,240	82,823,403	65,189,603

32 Income tax

Income tax for the year is as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Current tax:				
Current tax on profits for the year	47,930,646	11,922,405	-	-
Adjustments in respect of prior year	-	(9,701)	-	-
Total current tax	47,930,646	11,912,704	-	-
Deferred tax:				
Increase in deferred tax assets (Note 21)	(174,843,141)	(179,432,691)	(176,006,012)	(171,602,412)
Decrease in deferred tax liabilities (Note 21)	(13,388,639)	(13,703,207)	-	-
Total deferred tax	(188,231,780)	(193,135,898)	(176,006,012)	(171,602,412)
Total income tax	(140,301,134)	(181,223,194)	(176,006,012)	(171,602,412)

Income tax on the Group's loss before tax differs from the theoretical 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
Loss before tax	(895,653,574)	(1,132,695,376)	(873,849,286)	(882,337,024)
Tax calculated at a tax rate of 20%	(179,130,715)	(226,539,075)	(174,769,857)	(176,467,405)
Adjustments in respect of prior year	(6,384)	3,630,170	(6,384)	3,639,870
Tax effect of:				
Joint ventures' results reported net of tax	(12,564,460)	(6,374,877)	-	-
Income subject to tax	1,721,281	1,763,102	1,721,281	1,763,102
Expenses not deductible for tax purpose	26,247,193	22,470,482	828,552	3,581,602
Additional expenses deductible for tax purpose	(7,892,471)	(10,056,925)	(3,779,604)	(4,119,581)
Tax losses for which no deferred tax asset was recognised	31,324,422	33,883,929	-	-
Income tax	(140,301,134)	(181,223,194)	(176,006,012)	(171,602,412)

Income tax relating to component of other comprehensive income is as follows:

	Consolidated financial statements					
	2023			2022		
	Before tax Baht	Tax Baht	After tax Baht	Before tax Baht	Tax Baht	After tax Baht
Change in fair value of:						
- Financial assets value at fair value through other comprehensive income	(17,550,000)	3,510,000	(14,040,000)	(3,510,000)	702,000	(2,808,000)
Remeasurement on retirement benefit obligations	40,386,913	(8,077,383)	32,309,530	-	-	-
Other comprehensive expense	22,836,913	(4,567,383)	18,269,530	(3,510,000)	702,000	(2,808,000)

	Separate financial statements					
	2023			2022		
	Before tax Baht	Tax Baht	After tax Baht	Before tax Baht	Tax Baht	After tax Baht
Change in fair value of:						
- Financial assets value at fair value through other comprehensive income	(17,550,000)	3,510,000	(14,040,000)	(3,510,000)	702,000	(2,808,000)
Remeasurement on retirement benefit obligations	28,793,194	(5,758,639)	23,034,555	-	-	-
Other comprehensive expense	11,243,194	(2,248,639)	8,994,555	(3,510,000)	702,000	(2,808,000)

A subsidiary recorded accrued corporate income tax liabilities of approximately Baht 655.79 million. In addition, it has submitted a request for justice with the relevant agencies to grant tax exemption to a subsidiary in correspondence with the Royal Decree in relation to the tax measures for Real Estate Investment Trusts with Buy-back conditions (REIT buy-back Measures) which was announced on 18 July 2022 and effective from 19 July 2022. However, if a subsidiary is not granted for the tax exemption, a subsidiary will incur as additional surtax at the rate of 1.5% per month of tax payable. However, a subsidiary has also submitted a request for exemption of tax penalty and surcharge under the Revenue Code with the Revenue department.

As at 31 December 2023, a subsidiary recognised contingent liabilities from tax surcharges for real estate investment trusts with buy-back conditions (REIT buy-back measures) that must be paid Baht 171.77 million which presented as other current liabilities. However, if a subsidiary is granted for tax exemption, a subsidiary will be required to adjust the transactions records related to corporate income tax and related transactions thereof.

33 Loss per share and diluted

Basic loss per share is calculated by dividing the net loss attributable to shareholders of the Company by the weighted average number of ordinary shares.

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Net loss for the year attributable to owners of the parent (Baht)	(753,012,296)	(946,217,220)	(697,843,274)	(710,734,612)
Weighted average number of ordinary shares outstanding (shares)	9,341,120,023	8,894,738,431	9,341,120,023	8,894,738,431
Basic loss per share and diluted (Baht per share)	(0.081)	(0.106)	(0.075)	(0.080)

In the year 2022, the Company had convertible debentures with the right to convert into the Company's ordinary shares, were instruments that were convertible into ordinary shares as to increase the number of ordinary shares for calculating of diluted earnings per share. Adjustments on finance costs relating to the convertible debentures should be made to net profit. However, for the year ended 31 December 2022, no diluted loss per share had been presented in the consolidated and separate financial statements because their effect would have been anti-dilutive. In addition, on 25 April 2023, the Annual General Shareholders' Meeting of the Company for the year 2023 approved the resolution to cancel of the issuance convertible debentures as mentioned in Note 27.

34 Commitments and contingent liabilities

34.1 Capital expenditure commitments

As at 31 December, the Group had capital expenditure commitments which were not recognised in the financial statements as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Cost of real estate development	44,392,479	38,923,223	44,392,479	38,923,223
Property, plant and equipment	37,352,909	42,011,518	23,010,000	23,010,000
Total	81,745,388	80,934,741	67,402,479	61,933,223

34.2 Guarantees

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Bank guarantees	14,042,300	13,682,800	3,000,000	3,000,000

On 31 December 2023, the Group has the outstanding letters of guarantee issued by the banks on behalf of the Company and subsidiaries in respect of obligated guarantees for the normal course of business. The Group also used its bank deposits amounting to Baht 12.95 million (2022: Baht 5.09 million) as collateral for these bank guarantees.

34.3 Long-term service commitments

As at 31 December, The Group had non-cancellable long-term service commitments which were not recognised in the financial statements as follows:

	Consolidated financial information		Separate financial information	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Within 1 year	3,798,080	-	-	-
Later than 1 year but not later than 5 years	41,265	-	-	-
Total	3,839,345	-	-	-

34.4 Significant litigations

The Company has exercised the right to renew the land lease agreement for one of its hotels with the lessors who jointly own the land of the lease as at 25 April 1988. However, 25% of the co-owners of the land objected to the lease renewal.

On 12 April 2022, the Company entered into the land lease agreement for development and business operations (on part of the land) for 20 years with 75% of the co-owners of the land. The Company has to pay for the leasehold rights of Baht 375.00 million and Baht 56.25 million was paid on the contract date. The remainder will be paid on the leasehold registration date with 5% interest per annum applied from the contract date. The rent is paid quarterly at the rate stipulated in the contract.

On the same day, the Company filed a lawsuit against the co-owner of the joint rights, who owns 25% of the land, to extend the lease agreement. On 19 January 2024, the court ruled to dismiss the plaintiff's claim. However, the Company is currently appealing the court's decision.

25% of the co-owners of the land filed a lawsuit against the Company in the Southern Bangkok Civil Court, claiming that the Company has breached the contract and must move its properties from the rental area. The claim for damages is approximately Baht 378.38 million, plus 5% interest per annum. The court has scheduled a day in April 2024 to settle the issues and has determined the guidelines for prosecuting or investigating the plaintiff's witnesses. As at 31 December 2023, the Company has not recognised any contingent liabilities that may arise from this case in the financial information because the Company's management and legal department assess that the Company has not acted in violation of the lease agreement because the Company leased the land from a lessor who has right in land 75 percentage then the Company has a right to use the land and expects no material damages to the Company.

35 Related party transactions

Individuals and entities that directly or indirectly control or are controlled by or are under common control with the Company, including investment entities, associates, joint ventures and individuals or entities having significant influence over the Company, key management personnel, including directors and officers of the Company and close members of the family of these individuals and entities associated with these individuals also constitute related parties.

35.1 Parent entities

The Group is controlled by the following entities:

Name	Relationship type	Place of incorporation	Percentage of shareholding	
			2023 Percentage	2022 Percentage
Thai Property Public Company Limited	Parent	Thailand	35.48	35.48
Property Perfect Public Company Limited	Ultimate controlling party	Thailand	8.58	8.58

The remaining 55.94% of the shares is widely held.

35.2 Transactions with related parties

During the year, the Group had business transactions with its subsidiaries and related companies. Such transactions, which have been concluded on the terms and basis as determined by the Group and those companies and are in the normal course of business, are summarised below:

	Transfer Pricing Policy
<u>Transactions with parent</u>	
Interest expense	6.25% per annum
<u>Transactions with subsidiaries</u>	
Management fee income	Contract price
Interest income	Weighted average finance costs of the Company plus fixed rate
Interest expense	THBFIX (12 months) plus fixed rate, fix rate 8% and 9% per annum
<u>Transactions with joint ventures</u>	
Management fee income	Contract price
Interest income	Weighted average finance costs of the Company plus fixed rate, fixed interest rate, and MLR minus fixed rate per annum for the first interest period and the interest rate shall be revised and mutually agreed every 6 months
Other incomes	Contract price

Significant transactions with related parties are as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Management fee income				
Subsidiaries	-	-	9,601,000	9,429,600
Joint ventures	35,837,383	46,800,000	35,837,383	46,800,000
	35,837,383	46,800,000	45,438,383	56,229,600
Interest income				
Subsidiaries	-	-	44,149,113	30,325,942
Joint ventures	65,200,495	76,148,310	65,200,495	76,148,310
	65,200,495	76,148,310	109,349,608	106,474,252
Interest expense				
Parent	1,779,917	1,702,387	1,796,685	1,719,723
Subsidiary	-	-	342,321,553	325,105,426
	1,779,917	1,702,387	344,118,238	326,825,149

35.3 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
Other receivables				
Joint ventures	4,212,723	3,468,355	4,212,723	3,468,355
	4,212,723	3,468,355	4,212,723	3,468,355
Accrued interest income				
Subsidiaries	-	-	89,979,472	45,830,359
Joint ventures	63,535,522	32,777,444	63,535,522	32,777,444
	63,535,522	32,777,444	153,514,994	78,607,803
Accrued interest expenses				
Parent	51,370	4,238,014	51,370	4,238,014
Subsidiary	-	-	92,825,293	4,156,734
	51,370	4,238,014	92,876,663	8,394,748

35.4 Loans to related parties, net

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Current				
Short-term loans to subsidiaries	-	-	350,267,662	286,926,335
Short-term loans to joint ventures	90,000,000	46,500,000	90,000,000	46,500,000
Current portion of long-term loans to joint ventures	40,000,000	-	40,000,000	-
Non-current				
Long-term loans to joint ventures	625,000,000	725,000,000	625,000,000	725,000,000
Total	755,000,000	771,500,000	1,105,267,662	1,058,426,335

Movement of loans to related parties for the year ended 31 December is as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Current				
Subsidiaries				
Opening net book value	-	-	286,926,335	306,626,248
Additions	-	-	152,000,000	95,000,000
Received	-	-	-	(2,300,000)
Expected credit loss	-	-	(88,658,673)	(112,399,913)
Closing net book value	-	-	350,267,662	286,926,335
Joint venture				
Opening net book value	46,500,000	3,500,000	46,500,000	3,500,000
Additions	53,500,000	93,398,136	53,500,000	93,398,136
Reclassify from non-current portion	40,000,000	371,700,000	40,000,000	371,700,000
Convert to Investment	-	(308,700,000)	-	(308,700,000)
Received	(10,000,000)	(113,398,136)	(10,000,000)	(113,398,136)
Closing net book value	130,000,000	46,500,000	130,000,000	46,500,000
Non-current				
Joint ventures				
Opening net book value	725,000,000	1,097,400,000	725,000,000	1,097,400,000
Additions	-	14,300,000	-	14,300,000
Reclassify from current portion	(40,000,000)	(371,700,000)	(40,000,000)	(371,700,000)
Received	(60,000,000)	(15,000,000)	(60,000,000)	(15,000,000)
Closing net book value	625,000,000	725,000,000	625,000,000	725,000,000

Loans to related parties were made on commercial terms and conditions with unsecured, and carried fixed interest rate, weighted average finance costs of the Company plus fixed rate, finance costs of the Company on the loan arrangement period plus fixed rate, and MLR minus fixed rate for the first interest period and the interest rate shall be revised and mutually agreed every 6 months. The fair values are equal to the book value since the effect of the discount rate is insignificant. The fair values are based on discounted cash flows using a discount rate and are within the level 2 of the fair value hierarchy.

The Company has loans to related parties measured at amortised cost. The 12-month expected credit loss allowance was recognised for those loans without any significant increase in credit risk. The lifetime expected credit loss was recognised for those loans with significant increase in credit risk.

35.5 Borrowings from related parties

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Current				
Short-term loans from Parent	30,000,000	30,000,000	30,000,000	30,000,000
Short-term loans from Subsidiaries	-	-	714,000,000	714,000,000
Non-current				
Long-term loans from Subsidiary	-	-	3,500,000,000	3,500,000,000
Total	30,000,000	30,000,000	4,244,000,000	4,244,000,000

Movement of borrowings from related party for the year ended 31 December is as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Current				
Parent				
Opening net book value	30,000,000	30,000,000	30,000,000	30,000,000
Closing net book value	30,000,000	30,000,000	30,000,000	30,000,000
Subsidiaries				
Opening net book value	-	-	714,000,000	624,000,000
Additions	-	-	-	90,000,000
Closing net book value	-	-	714,000,000	714,000,000
Non-current				
Subsidiary				
Opening net book value	-	-	3,500,000,000	3,500,000,000
Closing net book value	-	-	3,500,000,000	3,500,000,000

On 15 July 2021, the Company entered into a loan agreement with Royal Orchid Hotel (Thailand) Public Company Limited, a subsidiary, to borrow an amount not exceeding Baht 4,000 million for a five-year term with a fixed interest rate and conditions as set out in the loan agreement. As at 31 December 2023, the loan from this loan facility has been drawdown amount of Baht 3,990 million.

Short-term borrowings from related parties are unsecured and repayable at call and carried interest at THBFX (12 months) plus fixed rate. The fair values are equal to the book value since the effect of the discount rate is insignificant. The fair values are based on discounted cash flows using a discount rate and are within the level 2 of the fair value hierarchy.

35.6 Key management compensation

Key management includes directors (executive and non-executive). The compensation paid or payable to key management are as follows:

	Consolidated financial statements		Separate financial statements	
	2023 Baht	2022 Baht	2023 Baht	2022 Baht
Salaries and other short-term employee benefits	104,028,859	87,963,111	61,375,917	56,317,134
Post-employee benefits	6,854,861	1,953,515	1,237,769	1,669,483
Other long-term employee benefits	24,522	3,154	-	-
Total	110,908,242	89,919,780	62,613,686	57,986,617

36 Events occurring after the reporting date

On 25 January 2024, the Company paid for 42,000 additional ordinary shares of Grand River Forest Company Limited, which is a joint venture, at 100 Baht per share, totaling Baht 4.20 million in full value which is in accordance with the shareholding proportion of the existing shareholders of 42%. Grand River Forest Company Limited registered to increase capital with the Ministry of Commerce on 26 January 2024.

Attachment

1

Profile of Directors, Management and Company Secretary

Attachment 1

Profile of Directors, Management and Company Secretary

1.1 Profile of Directors, Management and Company Secretary

No.	Name Position	Age (Year)	Education Certificate	(%) of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years		
						Time Period	Position	Company
1	Mr. Wichai Thongtong Chairman of The Board and Independent Director	77	- Master of Political Science, Thammasat University - Bachelor Degree in Law, Thammasat University - Thai Institute of Directors Association (IOD) : 2005 Certificate, Director Certification Program (DCP) - Thai Institute of Directors Association (IOD) : 2005 Certificate, Financial for Non-Finance Director (FN) - Thai Institute of Directors Association (IOD) : 2004 Certificate, Audit Committee Program (ACP) - Thai Institute of Directors Association (IOD) : 2004 Certificate, Director Accreditation Program (DAP)	-	-	Feb 22 - Present May 2018 - Present Aug 2016 - Present 2011 – Jul 2016 Dec 2010 - 2011 2009 - Present 2005 – Present 2003 - Present 2003 - Present 2001 – Present	Chairman of The Board and Independent Director Director Chairman of the Board of Directors Director and Chairman of the Board of Executive Directors Director Chairman of the Board Chairman of the Board Chairman of the Board Chairman of the Board Chairman of the Board	Grande Asset Hotels and Property PCL. Royal Orchid Hotel (Thailand) PCL. Grande Asset Hotels and Property PCL. Grande Asset Hotels and Property PCL. Grande Asset Hotels and Property PCL. Health Network PCL. Siracha Nakorn Hospital PCL. Prasit Patana PCL. Phayathai 1, 2, 3 Hospital PCL. Wichai Thongtong Legal Office

No.	Name Position	Age (Year)	Education Certificate	(%) of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years		
						Time Period	Position	Company
2	Dr. Bhichit Rattakul Vice Chairman of the Board of Directors and Chairman of The Board of Executive Directors	77	<ul style="list-style-type: none"> - Ph.D. in Industrial Microbiology, Brigham Young University, U.S.A. - Master's degree in Microbiology, Brigham Young University, U.S.A. - Bachelor of Science, Chulalongkorn University, Bangkok 	-	-	Jul 2018 - Present	Vice President	Royal Orchid Hotel (Thailand) PCL.
						Jul 2018 - Present	Director	Thai Royal Orchid Real Estate Co., Ltd.
						May 2018 - July 2018	Director	Royal Orchid Hotel (Thailand) PCL.
						Jul 2018 - Present	Vice President	Navamindradhiraj University Council
						2017 - Present	Special Lecturer	Department of Science Program in Paramedic, Vajirra Hospital, Faculty of Medicine, Navamindradhiraj University
						2017 - Present	Director	T Utilities Company Limited
						Aug 2016 - Present	Vice Chairman of the Board of Directors and Chairman of the Board of Executive Directors	Grande Asset Hotels and Property PCL.
						2015 - Jul 2016	Director and Vice Chairman of the Board of Executive Directors	Grande Asset Hotels and Property PCL.
						2014 - 2017	Directors	National Environment Board
						2012 - 2016	Board	Navamindradhiraj University
						2012 - Present	President	Asian Disaster Preparedness Center (ADPC)
						2007 - 2012	Advisor	Asian Disaster Preparedness Center (ADPC)
						2003 - 2014	Executive Director	Asian Disaster Preparedness Center (ADPC)
						1996 - 2000	Chairman of the Board	Krungthep Land PCL.
						1992 - Present	Governor of Bangkok Executive Director	Bangkok Metropolitan Administration Anti Air Pollution and Environmental Protection Foundation

No.	Name Position	Age (Year)	Education Certificate	(%) of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years		
						Time Period	Position	Company
3	Mr. Sanith Adhyanasakul Director and Vice Chairman of The Board of Executive Directors	70	<ul style="list-style-type: none"> - Bachelor of Laws at Chulalongkorn University - Thai Barrister-at-Law Thai Bar Association - Thai Institute of Directors Association (IOD): Director Accreditation Program (DAP 2015) 	-	-	Jul 2018 – Present	Director	Thai Royal Orchid Real Estate Co., Ltd.
						May 2018 – Present	Director	Royal Orchid Hotel (Thailand) PCL.
						2015 – Present	Director and Vice Chairman of the Board of Executive Directors	Grande Asset Hotels and Property PCL.
						Jul 2012 – Present	Director	Kiroro Resort Holdings Co., Ltd. (Renamed from Share Group Company Limited)
						Nov 2011 – Present	Director	We Retail PCL.
						2007 – Jan 2015	Director	Bright Development Bangkok Co., Ltd.
						2007 – Present	Director	Centrepoin Shopping Mall Co., Ltd
						2002 – Aug 2014	Director	Krungthep Land PCL.
						1999 – Jan 2015	Director	Estate Perfect PCL.
						1995 – Oct 2010	Director	Thai Property PCL.
						1985 – Present	Chief Executive Officer	Property Perfect PCL.

No.	Name Position	Age (Year)	Education Certificate	(%) of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years		
						Time Period	Position	Company
4	Mr. Vitavas Vibhagool Director and Executive Director Chief Executive Officer Property Development and Hotel Business	69	- Master of Business Administration, Tarleton State University, Dallas, Texas, U.S.A. - Bachelor of Architect, Chulalongkorn University	-	-	August 2023 - Present	Director, Managing Director	Thai Property Public Company Limited Grande Asset Hotels and Property PCL
						June 2020 – Present	Director, Executive Director, Chief Executive Officer Property Development	
						May 2018 – Present	Director and Hotel Business Managing Director, Director and Executive Board Committee	Royal Orchid Hotel (Thailand) PCL.
						May 2018 – Present	Director	
						May 2017 – June 2020	Director, Executive Director Chief Executive Officer Property Development	Thai Royal Orchid Real Estate Co., Ltd. Grande Asset Hotels and Property PCL.
						2017 - Present	Director	
						Aug 2016 – Apr 2017	Director and Executive Director	Grand Star Co.,Ltd Grande Asset Hotels and Property PCL.
						2012 - Present	Director	
						Dec 2010 - Jun 2015	Director and Vice Chairman of the Board of Executive Directors	Kiroo Resort Holdings Co.,Ltd. Grande Asset Hotels and Property PCL
						1998 – March 2016 2003 – 2005 1993 -1998	Managing Director Director Deputy Managing Director	
								Thai Property Public Company Limited Krungthep Land Co. Ltd.
								Thai Property Public Company Limited

No.	Name Position	Age (Year)	Education Certificate	(%) of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years		
						Time Period	Position	Company
5	Ms. Wlawan Leongnarkongdee Director and Executive Director Chief Executive Officer - Corporate Finance	65	<ul style="list-style-type: none"> - Master of Business Administration Sasin Graduate Institute of Business Administration of Chulalongkorn University - Master of Financial Economics National Institute of Development Administration - Diploma in Professional Studies in Accounting Chulalongkorn University - Bachelor of Accounting Thammasat University - Director Certification Program (DCP 72/2006) Thai Institute of Directors Association - Executive Development Program (Class of 2nd) Thai Listed Companies Association 	-	-	Jul 2018 – Present	Director	Sheraton Royal Orchid Co., Ltd.
						Jul 2018 – Present	Director	Thai Royal Orchid Real Estate Co., Ltd.
						May 2018 – Present	Director	Royal Orchid Hotel (Thailand) PCL.
						May 2017 – Present	Director,	Grande Asset Hotels and Property PCL.
							Executive Director	
							Chief Executive Officer	
							Corporate Finance	
						2015 – Apr 2017	Director and Executive Director	Grande Asset Hotels and Property PCL
						2015 – Present	Director	Centerpoint Shopping Mall Co., Ltd.
						2013 – 2014	Executive Committee Member	Krungthep Land PCL.
6	Mr. Suradej Narula Director and Executive Director	78	<ul style="list-style-type: none"> - Assumption College 	0.03%	Mr. Anarin Narula's uncle	2012 – 2014	Chief Financial Officer	Krungthep Land PCL.
						2002 – 2014	Director	Krungthep Land PCL.
						2002 – 2012	Assistant Chief Executive Officer - Finance Assistant Managing Director	Krungthep Land PCL.
						2002 – Present	Director and Executive Director	Grande Asset Hotels and Property PCL.
						1969 – Present	Chairman	Royal Industries (Thailand) PCL.

No.	Name Position	Age (Year)	Education Certificate	(% of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years		
						Time Period	Position	Company
7	Mr. Amarin Narula Director and Executive Director	45	- Bachelor Degree in Finance, Boston University, Massachusetts, U.S.A. - Thai Institute of Directors Association (IOD): 2004 Certificate, Directors Certification Program (DCP)	0.41%	Mr. Suradej Narula's nephew	Aug 2018 – Present Jul 2018 – Present Jul 2018 – Present 2002 – Present 2000 – 2002 1998 – 2000	Director Director Director Director and Executive Director Assistant to Managing Director Assistant to Managing Director	Sheraton Royal Orchid Co., Ltd. Royal Orchid Hotel (Thailand) PCL Thai Royal Orchid Real Estate Co., Ltd. Grande Asset Hotels and Property PCL. Quality Inn Co., Ltd. Tower Center (Thailand) Co., Ltd.
8	Mr. Lofhar Richard Pehl Director (Resigned on 14 Nov 2023)	62	- MBA University of Melbourne Master of Business Administration - Cornell Master Certificate in Human Resources - Cornell Master Certificate in Hotel Finance - Bachelor; Hotel Management 1986 Technical College, - School of Hotel Management Frankfurt Germany - Bachelor; Nutritionist Technical College Villingen Schwenningen Germany	-	-	Oct 2018 – Nov 2023 Aug 2017 – May 2018 Mar 2013 – Jul 2017 Mar 2007 – Feb 2013	Director Vice President Senior Vice President Operations and Global Initiatives Area Vice President in Japan	Grande Asset Hotels and Property Marriott International Starwood Hotels and Resorts Asia Pacific Starwood Asia Pacific

No.	Name Position	Age (Year)	Education Certificate	(%) of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years		
						Time Period	Position	Company
9	Mr. Chaiwat Utaivan Chairman of the Risk Management, Audit Committee and Independent Director	70	<ul style="list-style-type: none"> - Master of Business Administration (Executive) Sasin Graduate Institute of Business Administration Chulalongkorn University, Bangkok - Master of Science (Mathematics and Computer Science) University of Louisville, Kentucky, U.S.A - Bachelor of Science in Statistics Chulalongkorn University, Bangkok 	-	-	April 2022 – Present	Chairman of the Risk Management, Audit Committee and Independent Director	Grande Asset Hotels and Property PCL.
						Mar 2018 - April 2022	Chairman of Risk Management Committee	Grande Asset Hotels and Property PCL.
						2018 – Present	Advisor to the Board of Directors	TTW Public Company Limited
						2016 – Present	Director, Audit Committee and Nomination Committee and Remuneration Committee	Thai British Security Printing Public Company Limited
						2016 – Present	Director	Thai Institute of Directors Association (IOD)
						2015 – Present	Director and Executive Director	OK Power Public Company Limited
						2014 – Present	Director	Pathum Thani Water Company Limited
						2014 – Present	Chairman of the board	Islamic Bank of Thailand
								(State Enterprise Under the Ministry of Finance)
						2011 – Present	Chairman of the board	Suvarnabhumi Airport Hotel Co., Ltd.
								(State Enterprise under the Ministry of Transport)
						2014 – 2018	Director, Executive Director Member of the Corporate Governance Committee, Risk Management Committee and Managing Director	TTW Public Company Limited

No.	Name Position	Age (Year)	Education Certificate	(%) of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years		
						Time Period	Position	Company
						2014 – 2018 2011 – 2014	Director Director, Executive Director, Risk Management Committee and Managing Director	Pathum Thani Water Company Limited Bangkok Metro Public Company Limited
10	Mr. Pornchai Kittipanyangam Chairman of The Audit Committee, Risk Management Committee and Independent Director	76	- Bachelor of Accounting, Thammasat University - Certified Public Accountant (Thailand) No. 2778 - Certified Public Accountant approved by office of SEC and SET - Thai Institute of Directors Association (IOD): 2004 Certificate, Director Accreditation Program (DAP)	-	-	Apr 2022 - Present Apr 2015 – Apr 2022 2012 – Apr 2015 1972 – Present 2004 – Present 2011 – Present 2005 – 2009 2005 – 2009	Chairman of The Audit Committee, Risk Management Committee and Independent Director Independent Director and Chairman of Audit Committee Independent Director and Audit Committee Executive Partner Independent Director and Chairman of Audit Committee Director and Treasurer Chairman of Alumni Association Senior Advisor	Grande Asset Hotels and Property PCL. Grande Asset Hotels and Property PCL. Grande Asset Hotels and Property PCL. Bunchikij Co., Ltd Sanchai Steel Industries PCL. Thammasat Association Faculty of Commerce and Accountancy Thammasat University Constitutional Court

No.	Name Position	Age (Year)	Education Certificate	(%) of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years		
						Time Period	Position	Company
11	Dr. Boonruk Yodpheth Director, Independent Director and Audit Committee	64	<ul style="list-style-type: none"> - PH.D. of Education, Sardar Patel University, India. - Master of Education (M.Ed.) in Educational Administration, Khon Kaen University. - Bachelor of Education (B.Ed.) in Mathematics Education, Srinakharinwirot University, Pisanulok Campus. - Diploma, National Defence College, The Joint State-Private Sector Course, - Thailand National Defence College (TNDC), 24th Class. - The Civil Service Executive Development Program. - Office of the Civil Service Commission, 6th Class. 	-	-	2020 – Present 2019 2017 – 2019 2016 – 2017 2015 – 2016	Independent Director and Audit Committee, Secretary General of Vocational Education Commission Secretary General of Basic Education Commission Deputy Secretary General of Basic Education Assistant Secretary General of Basic Commission,	Grande Asset Hotels and Property PCL. Office of the Vocational Education Commission Office of the Basic Education Commission Office of the Basic Education Commission Office of the Basic Education Commission

No.	Name Position	Age (Year)	Education Certificate	(%) of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years		
						Time Period	Position	Company
12	Mr. Somchai Treeratanaphitak Executive Vice President Legal Affairs	65	<ul style="list-style-type: none"> - Master of Public and Private Management Program, National Institute of Development Administration (NIDA) - Bachelor Degree in Law, Thammasat University 	-	-	<p>Apr 2013 – Present</p> <p>2006 – 2012</p> <p>1983 – 2006</p>	<p>Executive Vice President-Legal Affairs</p> <p>Legal Consultant</p> <p>Senior Lawyer</p>	<p>Grande Asset Hotels and Property PCL.</p> <p>KPN Group of Corporation</p> <p>KPN Group of Corporation</p> <p>KPN Land, KPN Holding.</p> <p>KPN Group of Academy etc.,</p> <p>KPN Plastic, KPN Automotive, KPN Music</p> <p>Wichai Thongtang Law Office Co., Ltd.</p>
13	Ms. Tipaporn Panitpong Chief Operating Officer	59	<ul style="list-style-type: none"> - Master of Business Information System, Wollongong University, NSW, Australia - Bachelor of Business Administration (Accounting), Ramkhamhaeng University 	-	-	<p>Mar 2011 – Present</p> <p>Dec 2007 – Sep 2009</p> <p>Jan 2006 – Sep 2007</p> <p>Aug 2004 – Jan 2006</p> <p>Jul 2001 – Jul 2004</p> <p>2000 - Jun 2001</p> <p>1998 – 2000</p> <p>1996 - 1998</p>	<p>Chief Operating Officer</p> <p>Finance Manager</p> <p>Deputy Chief Operating Officer</p> <p>Commercial Director</p> <p>Chief Operating Officer</p> <p>Executive Director</p> <p>Head of Securities Operations</p> <p>Head of Foreign Settlement</p> <p>Treasury & Trading Operations</p> <p>Assistant Manager</p>	<p>Grande Asset Hotels and Property PCL.</p> <p>Boral Concrete (Thailand) Ltd. and</p> <p>Boral Quarry Products (Thailand) Ltd.</p> <p>Citicorp Securities (Thailand) Ltd.</p> <p>Boral Concrete (Thailand) Ltd. and</p> <p>Boral Quarry Products (Thailand) Ltd.</p> <p>HSBC Securities (Thailand) Ltd.</p> <p>ING Baring Securities (Thailand) Co., Ltd.</p> <p>ING Baring Securities (Thailand) Co., Ltd.</p> <p>ING Bank N.V. Thailand</p>

No.	Name Position	Age (Year)	Education Certificate	(%) of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years		
						Time Period	Position	Company
14	Mr. Sathit Kiatrajai Executive Vice President Accounting & Control	52	<ul style="list-style-type: none"> - Master of Business Administration (Finance), Kasetsart University - Bachelor of Accounting, Thammasat University - Certified Public Accountant (Thailand) - Thai Institute of Directors Association (IOD) : Director Accreditation Program (DAP 2024) 	-	-	Sep 2013 – Present Feb 2023 - Present 2009 - Aug 2013 1999 – 2009	Executive Vice President Accounting & Control Independent Director and Audit Committee Senior Audit Manager Audit Manager	Grande Asset Hotels and Property PCL. Asia Capital Group PCL. Ernst & Young Office Limited Ernst & Young Office Limited
15	Mr. Somsak Chaipoonsawas Executive Vice President Construction, Design and Project Development	59	<ul style="list-style-type: none"> - Bachelor of Architecture, Chulalongkorn University 	-	-	May 2014 – Present Mar 2012 - Apr 2014 2012	Executive Vice President Construction, Design and Project Development Vice President Construction, Design and Project Development Deputy Director – Design	Grande Asset Hotels and Property PCL. Grande Asset Hotels and Property PCL. Krungthep Land PCL.

No.	Name Position	Age (Year)	Education Certificate	(%) of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years		
						Time Period	Position	Company
16	Mr. Pheeraphon Nonthasoot Executive Vice President Sales and Marketing	47	<ul style="list-style-type: none"> - Master of Business Administration (Business Administration), The Judge Business School, University of Cambridge, UK - Master of Arts (International Economics and Finance), Chulalongkorn University - Bachelor of Arts (Double Majors: International Affairs & East Asian Studies, The George Washington University, Washington, D.C., USA) 	-	-	2015 – Present 2011 – 2015 2007 – 2010 2005 – 2007 2004 – 2005	Executive Vice President Sales and Marketing Corporate Branding and Communications Executive Vice President Sales, Marketing and Business Development General Manager International Communications Country Representative Assistant Vice President	Grande Asset Hotels and Property PCL. Grande Asset Hotels and Property PCL. Central Retail Corporation Ltd. Visit Britain, Thailand MCOT PCL.
17	Mr. Sutipong Utholai Executive Vice President Business Development	58	<ul style="list-style-type: none"> - Bachelor of Architect Chulalongkorn University 	-	-	Nov 2015 – Present Apr 2015 – Oct 2015 2004 – 2015 1989 – 2004	Executive Vice President Business Development Assistant Chief Operating Officer Group 2. Senior Design Director Architect	Grande Asset Hotels and Property PCL. Bright Development Bangkok Co., Ltd. (Property Perfect Group) Krungthep Land PCL. Casa Co., Ltd

1.2 Company Secretary

Mr. Somchai Treeratanaphitak, Executive Vice President Legal Affair, acting as the Company Secretary is responsible for ensuring that the Company complies with the laws and regulations related to the Company and in accordance with the principles of good corporate governance of the Company as follows:

1. Organize meetings of the Board of Directors and shareholders' meetings in accordance with the laws and regulations related to the Company, including monitoring the compliance with the resolutions of the meetings.
2. Prepare and keep the register of directors, invitations to board meetings, minutes of board meetings, invitations for shareholders' meetings and minutes of shareholders' meetings.
3. Supervise the disclosure of information in accordance with the regulations of the Stock Exchange of Thailand, the Office of the Securities and Exchange Commission, good corporate governance policies and other relevant regulatory agencies.
4. Keep the stakeholder report reported by the director or executive and send a copy of the stakeholder report to the chairman and chairman of the audit committee.
5. Keep a copy of the report on the change of securities holding of directors or executives.
6. Provide advice to directors on various laws and regulations related to good corporate governance, maintaining the status of a listed company on the Stock Exchange of Thailand, and other laws and regulations related to business operations of the Company.
7. Perform other tasks as announced by the Capital Market Supervisory Board or assigned by the Board of Directors.

1.3 Information on holding positions of Directors and Executives in the Company and Subsidiary

Directors and Executives	Company	Subsidiary
Mr. Wichai Thongtang	X, ///	//
Dr. Bhichit Rattakul	//, /	//
Mr. Sanith Adhyanasakul	//, ///	//
Mr. Vitavas Vibhagool	//, ///, V	//
Ms. Wilawun Leongnarktongdee	//, ///, V	//
Mr. Suradej Narula	//, ///	
Mr. Amarin Narula	//, ///	//
Mr. Lothar Richard Pehl (Resigned on 14 Nov 2023)	//	
Mr. Chaiwat Uthaiwan	////	
Mr. Pornchai Kittipanyangam	////	
Dr. Boonrux Yodpheth	////	
Mr. Somchai Treeratanaphitak	V	
Ms. Tipaporn Panitpong	V	
Mr. Sathit Kiatkrajai	V	
Mr. Somsak Chaipitoonsawas	V	
Mr. Pheeraphon Nonthasoot	V	
Mr. Sutipong Jitnotai	V	

Remark: X = Chairman
/// = Executive Director
/ = Chairman of the Board of Executive Directors
//// = Independent Director
// = Director
V = Management

Attachment

2

Information of Directors of Companies subsidiaries and Joint Venture

Attachment 2

Information of Directors of Companies subsidiaries

Directors	Companies subsidiaries			
	Honor Business Company Limited.	EV Grand Company Limited.	Owendelle Company Limited.	Royal Orchid Hotel (Thailand) Public Company Limited.
1. Mr. Wichai Thongtang				//
2. Mr. Bhichit Rattakul	//	//	//	//
3. Mr. Sanith Adhyanasakul	//	//	//	//
4. Mr. Vitavas Vibhagool	//	//	//	//
5. Mr. Amarin Narula	//	//	//	//
6. Ms. Wilawun Leongnarkongdee	//		//	//

Remarks: // = Director

Information of Joint Venture Companies

Directors	Joint Venture Companies		
	Grand Star Company Limited.	Grand River Forest Company Limited.	Grand Global Gloves Company Limited.
1. Mr. Sanith Adhyanasakul	//	//	//
2. Mr. Vitavas Vibhagool	//	//	
3. Mr. Yosuke Matsuoka ⁽¹⁾	//	//	
4. Mr. Yotaro Tanaka	//	//	
5. Mr. Bhichit Rattakul			//
6. Ms. Benchamad Kongwaree			//
7. Ms. Patwira Nithipornpim			//

Remarks: // = Director

⁽¹⁾ Became a director of the company in place of Mr. Keiichiro Yazawa on March 31,2023

Attachment

3

Profile of Cheif of Internal Audit Unit

Attachment 3

Profile of Chief of Internal Audit Unit

(1) Name and Position

Name : Mr. Roj Sugeethorn

Position : Chief of Internal Audit

Job Experiences

Oct 2009 – Present : Chief of Internal Audit, Grande Asset Hotels and Property PCL.

Jan 2009 – Aug 2009 : Senior Advisor, Deloitte Touché Tohmatsu Jaiyos Ltd.

Jul 2006 – Dec 2008 : Risk Management Assistant Manager – Internal Auditor, Thai Samsung Electric Ltd.

Jan 2005 – Jun 2006 : Section Manager – Internal Auditor, Banpu PCL.

Mar 2003 – Dec 2004 : Senior Internal Auditor, TA Orange Ltd.

Jan 1997 – May 1999 : Internal Auditor, Bangkok Bank PCL.

Education Backgrounds and Work License

2009 : Certified Internal Auditor (CIA)

2003 : MBA, Assumption University

1997 : BBA, Assumption University

1992 : Mattayom Wat Makutkasat

Training Experiences (Recent)

Sep 2015 : CG Forum 3/2015 “Risk Oversight : High Priority Roles Of the Board”, SET

Nov 2012 : Creative Problem Solving Techniques for Auditor, IIA

Oct 2012 : Operational Auditing, IIA

Aug 2012 : Tools and Techniques for The Audit Manager, IIA

Jul 2012 : Fraud Audit, IIA

Jun 2012 : Internal Quality Assessment, IIA

(2) Audit Committee resolution toward the Chief of Internal Audit Unit

Mr. Roj Sugeethorn had been recruited to be the Chief of Internal Audit Unit since October 2009 after carefully and thoroughly selection from qualified persons. The Audit Committee is of the opinion that Mr. Roj Sugeethorn poses the qualification and suitable experiences for the Chief of Internal Audit Unit. During the year Mr. Roj Sugeethorn regularly report the Audit Committee of the process and procedures to increase the efficiency of work operation including review the defined process and procedures, audit the transactions, and give the recommendation accordingly with the good governance principal to the operation unit. The Audit Committee regularly the Chief of Internal Audit Unit on the yearly basis.

(3) Authority the appointment, transfer, and dismissal of the Chief of Internal Audit Unit

Audit Committee has authority to review the Company internal control system and internal audit system to ensure that they are suitable, adequate and efficient. To determine the Internal Audit Unit has independency, as well as to approve the appointment, transfer, and dismissal of the Chief of Internal Audit Unit or any other similar unit in charge of an internal audit and internal control.

Attachment

4

Assets for business operations
and details of assets appraisal

Attachment 4

Assets for business operations and detail of assets appraisal

Asset for business operations

The Company has disclosed details of Cost of real estate development, Property, plant and equipment, Intangible assets, Investment properties, Right-of-use assets and Land held for development that the Company and subsidiaries used in Business Operation and Investment Policy in Subsidiaries in “Part 1.2.4 Assets for business operations”.

Detail of assets appraisal

- None -

Attachment

5

Report of The Audit Committee

REPORT OF THE AUDIT COMMITTEE

The audit committee of Grande Asset Hotels and Property Public Company Limited consists of 3 independent directors, Mr. Pornchai Kittipanya-Ngam, Mr. Chaiwat Utaiwan and Dr. Boonrux Yodpetch who were appointed by the shareholders at the annual general shareholders' meetings. The audit committee performs its duties under the scope of work of the audit committee announced by The Stock Exchange of Thailand (SET).

The Audit Committee performed the duties in accordance with the scope of the responsibilities assigned by the Company's Board of Directors, in supervising the operations of the Company to ensure that the Company's financial reports are complete and accurate and information is sufficiently disclosed, supervised the internal audit process to ensure the proper internal control is in place, and ensure that the business operation is transparent and complied with prescribed rules and regulations and focuses on highly benefit of the shareholders.

The audit committee has met four times during 2023. Each meeting, which related to financial reporting, was also attended by external auditor without the presence of the management. Also, the internal audit is supervised by the audit committee and its manager reports directly to the audit committee. The audit committee has performed its duties that could be summarized as follows:

1. Approval of the audited financial statements

The Audit Committee reviewed and approved the Quarterly Financial Statements and the 2023 Financial Statements prior to submission to the Board of Directors for approval.

Inquiries were made to the Auditors on the accuracy and completeness of the Financial Statements and the sufficiency of information disclosure. The Auditors' Management Letter which made recommendations on the internal control system.

The Audit Committee is of the opinion that the Company's process of accounting and financial reporting procedures are under sufficient control for ensuring that the financial reports on its financial positions and operations are accurate and up to the legally required accounting standards, and that the Financial Statements disclose sufficient information.

2. Review and approval of the practice guidelines for entering into connected transactions

The Audit Committee reviewed the adequacy of the practice guidelines for entering into connected transactions or transactions with potential conflicts of interest, including monitor the audit report reviews of transactions which could be categorized as connected, or ones with potential conflicts of interest, which took place during the year 2023 by Internal Audit Manager on quarterly basis, as well as reviews of the disclosure of pertinent information to ensure that it was accurate, complete and in compliance with the Stock Exchange of Thailand's relevant notifications, regulations and guidelines.

The Audit Committee is of the opinion that Management entered into such transactions for the Company's best interests, on an arm's length basis, at reasonable prices, and with sufficient disclosure of information complied with SET regulations.

3. Reviews of the internal control system and risk management

The Audit Committee reviewed the internal control system and risk management to assess its adequacy and effectiveness in accordance with the guidelines of the Securities and Exchange and the standard of the system, including the consideration of the internal audit report engaged by the Internal Audit Manager against the work plan. In addition, the audit committee acquires the opinion from the auditor who periodically reviews the internal control.

The Audit Committee is of the opinion that the Company has an appropriate, sufficient and effective internal control system.

4. Reviews of compliance with laws, rules and regulations:

The Company's operational review and monitoring of compliance with securities laws, the Stock Exchange of Thailand's regulations and other major laws related to the Company's core business were set by the Audit Committee. The meetings with the Company's Legal Department regarding its performance are held quarterly.

According to the review, the Audit Committee found no indications leading to a belief that the Company intended to be in non-compliance and/or practices conflicting with or violating provisions of laws significantly.

5. Supervision of the internal control function

The Audit Committee considered the mission, the scope of operations of internal audit unit, duties and responsibilities, auditor independence, organization and manpower, as well as reviewed and approved Audit Schedule, the development of the knowledge skills and expertise of the internal audit personnel.

The Audit Committee is of the opinion that the operation of Company's internal audit unit is satisfactorily independent, sufficient and effective.

6. The report on the operational performance

The Audit Committee reported the Quarterly reports on the operation of the Audit Committee to the Board of Directors. Opinions and recommendations for managerial purposes were presented to Management, who has made appropriate improvements and adjustments as recommended.

7. Selection of the auditors for 2024

The Audit Committee nominates the Auditors and proposes their fee to the Board of Directors for submission to the 2024 Shareholders' Meeting for approval by considering the independence, performance and service of the Auditors, as well as the appropriateness of the fee and the opinion that the Auditors had expressed opinions and made recommendations beneficial for the preparations of financial reports and internal control. The audit committee had endorsed the recommendation of the management to appoint PricewaterhouseCoopers ABAS Ltd. to be the external auditors for fiscal year 2024 together with its proposed fees and expenses.

The Board of Directors agreed with the audit committee's opinion and will propose the appointment of Ms. Rodjanart Banyatananusard, C.P.A. Registration No. 8435, Ms. Sanicha Akarakittilap, C.P.A. Registration No. 8470, and Ms. Wanvimol Preechawat, C.P.A. Registration No. 9548 of PricewaterhouseCoopers ABAS Ltd. as external auditors to the shareholder meeting for approval.

In 2023, the audit committee has performed its assigned duties and responsibilities, using the members' knowledge and competence with carefulness and sufficient independence, without limitation to access to information from the executives, staff members or the relevant people.

On behalf of Audit Committee

(Signed)



Pornchai Kittipanya-Ngam
Chairman of Audit Committee

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โทรศัพท์ (0) 2204 9900 โทรสาร (0) 2204 9999
Room 3203-4 Exchange Tower 32nd
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