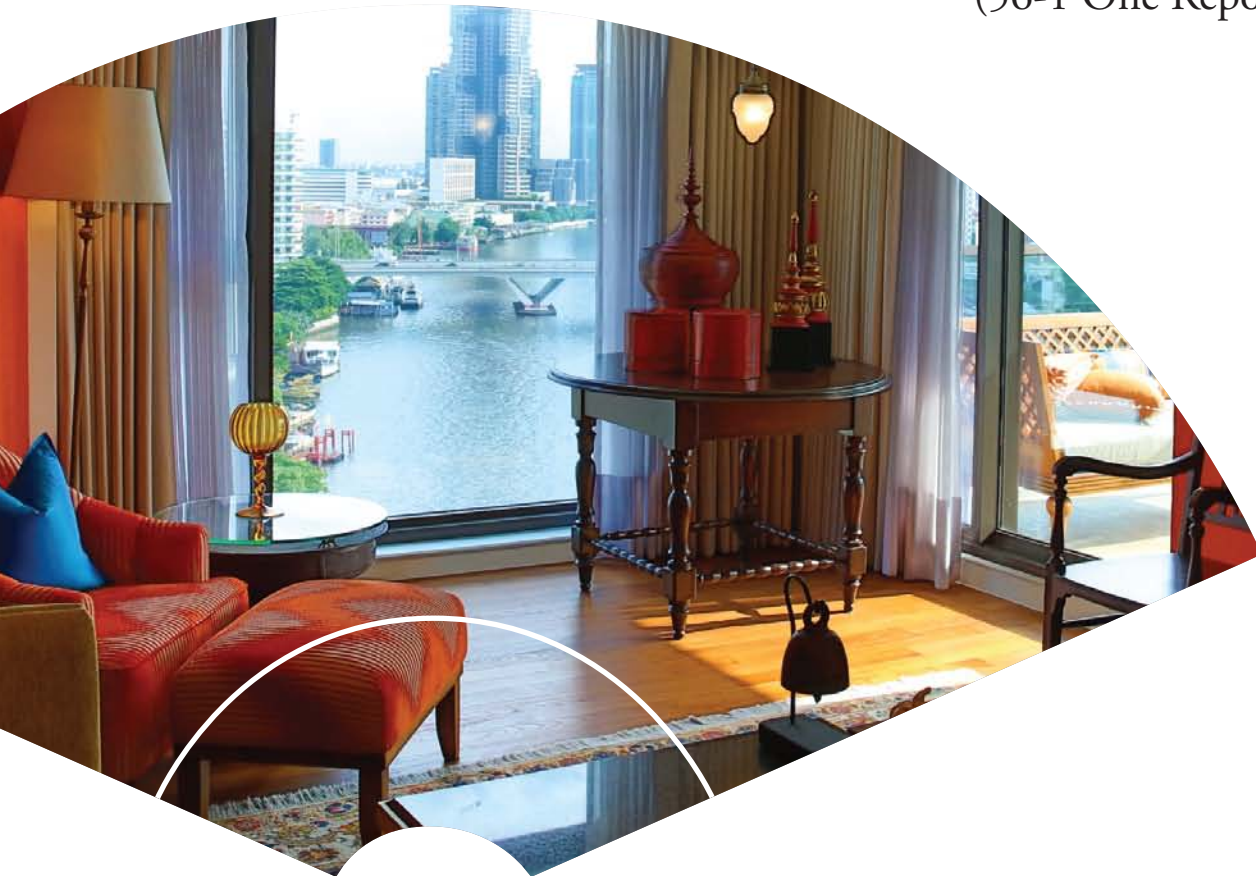


MANDARIN ORIENTAL,
BANGKOK
ANNUAL REPORT
2021
(56-1 One Report)



Annual Registration Statement/Annual Report
Form 56-1 One Report

OHTL PUBLIC COMPANY LIMITED

31 December 2021



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CORPORATE INFORMATION

NAME

OHTL Public Company Limited
Registered Number: Bor Mor Jor 176

REGISTERED OFFICE

48 Oriental Avenue, Soi Burapa,
Charoenkrung Road, Khwaeng Bangrak,
Khet Bangrak, Bangkok Metropolis 10500
Tel: +662 659 9000
Fax: +662 659 0000

AUDITOR

Ms. Sinsiri Thangsombat
Certified Public Accountant (Thailand) No. 7352 and/or
Mr. Paiboon Tunkoon
Certified Public Accountant (Thailand) No. 4298 and/or
Ms. Sakuna Yamsakul
Certified Public Accountant (Thailand) No. 4906

PricewaterhouseCoopers ABAS Limited

15th Floor, Bangkok City Tower
179/74-80 South Sathorn Road, Bangkok 10120
Tel: +662 286 9999, +662 344 1000
Fax: +662 286 2666

REGISTRAR

Thailand Securities Depository Co., Ltd.
The Stock Exchange of Thailand Building,
93 Rajadapisek Road, Kwaeng Dindaeng,
Khet Dindaeng, Bangkok 10400
Tel: +662 009 9000
Fax: +662 009 9991

SHARE CAPITAL

Par Value	Baht 10.00
Common Stock	
Authorized and	
Paid-up Capital Baht	150,978,000.00
Preferred Stock	
Authorized and Paid-up Capital	N/A

Shares Detail

Common Stock	
Listed Share and Paid-up Stock	15,097,800 Shares
Preferred Stock	
Listed Share	N/A
Treasury Stock	N/A
Issuance of Other Securities	None

DIRECTORS

Mrs. Nijaporn Charanachitta
Chairperson of Board of Directors
Mr. Peter James Holland Riley
Director
Mr. Craig Alan Beattie (01/11/2018 - 27/10/2021)
Mr. Syung Hwa Matthew David Bishop (28/10/2021 - Present)
Director
Mr. Yuthachai Charanachitta
Director
Mr. Bertram Edward Johnston Weatherall
Director
Mr. Christoph Joseph Wilhelm Mares
Director
Mr. Anthony John Tyler
Director and Managing Director
Mr. Aswin Kongsiri
Independent Director
Mr. Surachai Sirivallop
Independent Director
Mr. William Zentgraf
Independent Director
Mr. Sirichai Sombutsiri
Independent Director

AUDIT COMMITTEE

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

COMPANY SECRETARY

Ms. Ubonwadee Maneesai

OPERATIONAL EXECUTIVES

Mr. Anthony John Tyler
Managing Director
Mr. Franck Droin
Hotel Manager
Ms. Ubonwadee Maneesai
Financial Controller
Mr. Geoffrey Webb
Director of Commercial Strategy
Ms. Patama Lerdwittayasakul
Director of Communications
Mr. Charles Aird
Director of Food & Beverage
Mr. Dominique Bugnand
Executive Chef

DIRECTORS AND OPERATIONAL EXECUTIVES

NAMES	HIGHER EDUCATION	WORKING EXPERIENCES
Mrs. Nijaporn Charanachitta	<ul style="list-style-type: none"> MBA, University of Wisconsin, USA B.A. (Arts), Chulalongkorn University 	<ul style="list-style-type: none"> Director and Senior Executive Vice President of Italian-Thai Development Plc. Chairperson of Chaophaya Development Corporation Co., Ltd.
Mr. Peter James Holland Riley	<ul style="list-style-type: none"> Bachelor of Arts (Honours) in Geography, University College, Durham University, United Kingdom 	<ul style="list-style-type: none"> Group Chief Executive of Mandarin Oriental Hotel Group, Hong Kong Group Finance Director of Jardine Matheson Holdings Limited
Mr. Craig Alan Beattie (01/11/2018 - 27/10/2021)	<ul style="list-style-type: none"> B.A. Accounting and Finance, Aberdeen Business School, Robert Gordon University, United Kingdom 	<ul style="list-style-type: none"> Chief Financial Officer of Mandarin Oriental Hotel Group, Hong Kong Group Treasurer of Jardine Matheson Group, Hong Kong
Mr. Syung Hwa Matthew David Bishop (28/10/2021-Present)	<ul style="list-style-type: none"> Bachelor's Degree in law LLB Law (Honours), King College London University, United Kingdom 	<ul style="list-style-type: none"> Chief Financial Officer of Mandarin Oriental Hotel Group, Hong Kong Group Treasurer of Jardine Matheson Group, Hong Kong
Mr. Yuthachai Charanachitta	<ul style="list-style-type: none"> Bachelor's Degree in Economics, Hamilton College, Clinton, New York, USA 	<ul style="list-style-type: none"> Executive Director of ItalThai Industrial Co., Ltd. President & CEO of Amari Estates Co., Ltd.
Mr. Bertram Edward Johnston Weatherall	<ul style="list-style-type: none"> HKU Business School / London Business School Trinity College Dublin, Ireland 	<ul style="list-style-type: none"> Commercial Manager of DFI Retail Group, Hong Kong Delivery & Restaurant Solutions Manager of Jardine Restaurant Group, Vietnam
Mr. Christoph Joseph Wilhelm Mares	<ul style="list-style-type: none"> MBA, RMIT University, Melbourne, Australia B.A., RMIT University, Melbourne, Australia 	<ul style="list-style-type: none"> Chief Operating Officer of Mandarin Oriental Hotel Group, Hong Kong Executive Vice President & Director of Operations EMEA & India of Mandarin Oriental Hotel Group, London, UK
Mr. Anthony John Tyler	<ul style="list-style-type: none"> B.A. Hotel Management, Ecole hôtelière de Lausanne (EHL), Switzerland 	<ul style="list-style-type: none"> General Manager of Mandarin Oriental, Bangkok General Manager of Mandarin Oriental, Guangzhou
Mr. Aswin Kongsiri	<ul style="list-style-type: none"> B.A. (Honours) in Philosophy, Politics and Economics, Oxford University, United Kingdom 	<ul style="list-style-type: none"> Chairman of A.K. Place Co., Ltd. Chairman of CH. Karnchang Plc.
Mr. Surachai Sirivallop	<ul style="list-style-type: none"> Albert Ludwig University-Freiburg, Germany Specialized in International Laws B.A. (Laws) Thammasat University 	<ul style="list-style-type: none"> Chairman of Thaire Actualrial Consulting Co., Ltd. Chairman of Thaire Services Co., Ltd.
Mr. William Zentgraf	<ul style="list-style-type: none"> B.A. (Honours), Harvard College, USA J.D., Harvard Law School, USA 	<ul style="list-style-type: none"> Financial Consultant and Joint Venture Consultant
Mr. Sirichai Sombutsiri	<ul style="list-style-type: none"> Advance Management Program (AMP) Harvard Business School, USA MBA (Finance), University of Southern California, USA B.A. (Honours), Accounting, Thammasat University 	<ul style="list-style-type: none"> Chief Executive Officer of LH Bank Plc. Chairman of Pre-Built Plc. Senior Executive Vice President, Business Customer of Siam Commercial Bank Plc.
Mr. Franck Droin	<ul style="list-style-type: none"> MBA, Reims Management School, Reims, France B.A., Les-Roches Hotel Management School, Switzerland 	<ul style="list-style-type: none"> Hotel Manager of Mandarin Oriental, Bangkok General Manager of Kempinski Hotel, Myanmar
Ms. Ubonwadee Maneesai	<ul style="list-style-type: none"> MBA, Chulalongkorn University B.A., Accounting, Chiang Mai University 	<ul style="list-style-type: none"> Financial Controller of Mandarin Oriental, Bangkok Financial Controller of Shangri-La Hotel, Chiang Mai
Mr. Geoffrey Webb	<ul style="list-style-type: none"> Associate Diploma in Hotel Management and Catering Science, Ryde College of Hotel Management and Catering Science, Australia 	<ul style="list-style-type: none"> Director of Commercial Strategy of Mandarin Oriental, Bangkok Director of Sales of The Peninsula, Bangkok
Ms. Patama Lerdwittayasakul	<ul style="list-style-type: none"> Bachelor of Arts, Major German Language, Chulalongkorn University 	<ul style="list-style-type: none"> Director of Communications of Mandarin Oriental, Bangkok Director of Marketing & Communications of The Peninsula, Bangkok
Mr. Charles Aird	<ul style="list-style-type: none"> Bachelor's Degree, Major in Foreign Language, Exeter University, United Kingdom High School Diploma, Major in Foreign Language, Radley College, United Kingdom 	<ul style="list-style-type: none"> Director of Food & Beverage of Mandarin Oriental, Bangkok Executive Assistant Manager, Food & Beverage of The Ritz-Carlton, Moscow
Mr. Dominique Bugnand	<ul style="list-style-type: none"> Executive Development Programme in Food Service Management, Cornell University School of Hotel Administration Certified Chef Diploma, Professional Chefs School, France 	<ul style="list-style-type: none"> Executive Chef of Mandarin Oriental, Bangkok Executive Chef of Mandarin Oriental, Taipei

SHAREHOLDERS

List of the first 10 major shareholders as at 15 March 2021, the Record Date for 2021 Annual General Meeting of Shareholders

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

List of Major Shareholders	Number of Share	%
1. Mandarin Oriental Holdings B.V.	6,399,500	42.39
2. Mrs. Nijaporn Charanachitta	3,506,098	23.22
3. Chaophaya Development Corporation Limited	1,600,000	10.60
4. AIA Company Limited-EQDP-DFund ¹	454,723	3.01
5. Mrs. Pilaichit Reungpittaya	285,019	1.89
6. Thai NVDR Co., Ltd.	276,300	1.83
7. Mr. Premchai Karnasuta	271,520	1.80
8. DBS BANK LTD.	236,500	1.57
9. Mr. Yuthachai Charanachitta	235,750	1.56
10. Ms. Chamaimas Karnasuta	127,954	0.85

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

MESSAGE FROM THE MANAGING DIRECTOR

Mandarin Oriental, Bangkok reported hotel revenue and other income of Baht 562.4 million, a decrease of Baht 351.7 million or 38.5% compared to year-end 2020. The decrease in hotel revenue was attributable to the ongoing impact of Covid-19 which led to temporary closures and reduced service offerings across a number of hotel facilities at different times throughout the year including the hotel's restaurants, banqueting space, spa and fitness centre.

Mandarin Oriental, Bangkok continues to be regarded as Thailand's most iconic hotel. Le Normandie retained its two-star rating in the 2022 edition of the Michelin Guide and reopened on 1 December as Le Normandie by Alain Roux. Competition in the fine dining space is fierce and as our competitors continue to work hard on positioning their flagship restaurants as Bangkok's premier dining rooms, we will continue to defend Le Normandie by Alain Roux's privileged position with the ultimate goal of securing Thailand's first 3 Star Michelin rating. Bamboo Bar was featured again in Asia's 50 Best Bars 2021, ranked at No.11 in Asia and No.1 in Thailand. Kinu by Takagi continues to be well received and with the arrival of a new Chef, it is reasonable for us to aim for Michelin recognition in the year ahead.

In line with Mandarin Oriental's company-wide commitment to sustainability, we continued to implement sustainable solutions and practices both in front of house and back of house areas; the most visible being the installation of large size refillable pump packs for bathroom toiletries in all guest room and suite bathrooms.

RESULTS

The hotel reported a net loss for the year 2021 of Baht 620.6 million compared to year-end 2020's net loss of Baht 480.1 million. The hotel's occupancy decreased from 11.3% in 2020 to 7.9% in 2021 and the average room rate decreased from Baht 16,105 in 2020 to Baht 11,831 in 2021. This rate reduction was the result of booking domestic packaged business only until the Test & Go program was introduced in November.

The hotel minimised cost exposure and payroll by managing the opening of F&B outlets based on business demand while temporarily closing The China House and Sala Rim Naam. The hotel's guest room inventory was managed in a such way that as few floors as possible were in operation at any given time without any business ever being displaced. Total saving through the many cost containments measures taken during the year amounted to Baht 240.5 million.

Losses per share in 2021 were Baht 41.1 compared to Baht 31.8 in the previous year.



OPERATIONS

2021 operating results continued to be impacted by various government restrictions implemented in response to the worldwide outbreak of Covid-19.

In the absence of large numbers of international travellers, the hotel through the first 10 months of the year focused on attracting local guests with attractively priced staycation packages that included many of the experiences Mandarin Oriental, Bangkok is known for. The hotel's most popular staycation package "Experience the Legend" was extended to "Experience the Legend for Families" and "Return to the Legend" to encourage repeat stays as the border closure extended.

The competition pursued increased market share by aggressively discounting rates. Despite the introduction of local packages at a lower-than-normal price point, Mandarin Oriental, Bangkok continued to follow its customary premium pricing strategy, successfully maximizing available revenue as well as protecting margins. This was demonstrated most clearly in December with an Average Rate Index of 461, the result of hotel ADR of Baht 30,798 against a competitive set ADR of Baht 6,674.

AWARDS & PEOPLE

Mandarin Oriental, Bangkok continued to be consistently recognized by influential global media and travel partners, highlighted by an inclusion in The Forbes Travel Guide Listing for 2021 with five stars for both the hotel and the Oriental Spa.

During the year, the hotel dispatched 125 colleagues to other Mandarin Oriental properties around the world for several months and 40 colleagues are at this time still deployed. This initiative has provided an excellent work and learning experience for our team members and generated a payroll saving of Baht 26 million.

I take this opportunity to express my sincere appreciation to all my colleagues for their continued commitment and enduring dedication to delighting our guests, particularly during the challenging year that was 2021.

OUTLOOK & PROSPECTS

The hotel's short-term prospects continue to be affected by the prolonged pandemic, most directly by the constant change in government travel policies. Stringent preventative measures remain in place throughout the hotel to ensure the safety of all colleagues and guests. International demand for rooms and the unique experience that Mandarin Oriental, Bangkok offers was strong once "Test and Go" entry to Bangkok was offered and the public pricing and distribution strategy had the hotel leading the market in rate. This momentum was set to continue before the unexpected pause in the program from 22 December, 2021 to 1 February, 2022.

Mandarin Oriental, Bangkok's legacy, reputation for impeccable service and heritage built over 145 years has firmly established this institution as the most iconic and celebrated property within the Kingdom of Thailand. As custodians of the most recognized and awarded luxury hospitality brand in Thailand, and one of the most iconic properties in the world, we take a long-term view of the current trading environment. I trust that the board, our shareholders, and the market overall agree with our approach to protecting the 145 years of excellence that our brand has been built upon. It is today more essential than ever that Mandarin Oriental, Bangkok remains focused on the positioning of this hotel as one of the world's very best. My colleagues and I remain as focused today as we have been over the past two years of pandemic trading, on being perfectly positioned to capitalise on the recovery that we know will follow these times of challenge.

Anthony Tyler
Managing Director

1

PART 1 BUSINESS OPERATIONS AND PERFORMANCE



1. STRUCTURE AND OPERATIONS OF THE GROUP

1.1 Policy and Business Operations Overview

History

1876

Oriental Hotel was established on the Chao Phraya River. Later, it was registered as a limited company under the name of “Thai Hotel Company Limited” with a primarily registered capital of Baht 60 million.

1967

Italthai Group, led by Dr. Chaityut Karnasuta, acquired the company’s hotel business, which at that time had a total of 133 rooms.

1974

The Company entered into a Joint venture with Jardine Matheson Group under shareholding by Hong Kong Land Ltd. as its representative. The hotel business was expanded to 372 rooms.

1981

Oriental Hotel was awarded “The World’s Best Hotel” from Institutional Investor Magazine, New York, USA for ten consecutive years until 1990.

1983

The Company acquired the business of Chitr Pochana Restaurant, located on the other side of the river and named it “Baan Rim Naam Company Limited” and later renamed it to “Baan Rim Naam Chao Phraya Company Limited” to operate a Thai food restaurant. The Company holds a 100% shares.

1985

Hong Kong Land Ltd. transferred its shares to Mandarin Oriental Holdings B.V., a hotel management company of Jardine Matheson Group.

1988

The Company changed its name to “Oriental Hotel (Thailand) Co., Ltd.” and listed on the Stock Exchange of Thailand with a registered Capital of Baht 160 million.

1993

The Company was registered as a juristic person under the law governing public limited companies under the name “Oriental Hotel (Thailand) Public Company Limited” on 15 September 1993.

2008

The Company changed its name to “OHTL Public Company Limited” on 19 November 2008 which included the change of the hotel’s name from “Oriental Hotel” to “Mandarin Oriental Hotel”.

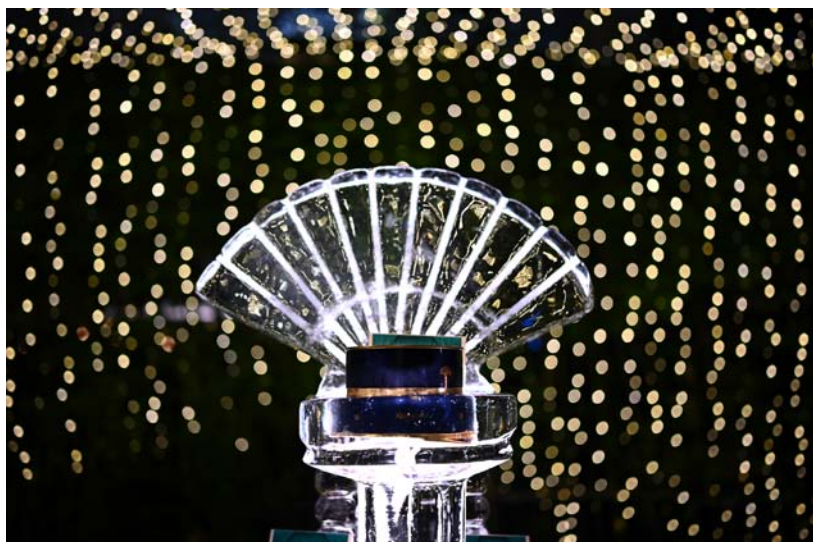


Vision, Objectives, Goals and Strategies

OHTL Public Company Limited operates a hotel business, known as “Mandarin Oriental, Bangkok” (“the Hotel”), managed by Mandarin Oriental Hotel Group (“MOHG”), the finest experiences in managing and investing in luxury hotels around the world. Mandarin Oriental, Bangkok is one of the most famous and legendary hotels in the world for service excellences. The Hotel is located on the banks of Chao Phraya River and consists of rooms with its famous Authors’ Lounge. The Hotel has a total of 331 deluxe rooms and suites. Additionally, the Company also operates a restaurant business to serve Thai, Chinese, and international dishes including in four department stores in Bangkok area, which are Central Department Store, Chidlom Branch, Emporium Department Store, Gaysorn Department Store, and Siam Paragon Department Store.

The Company aims to maintain its position as a leader in the luxury hotel business and market share. In 2021, amidst the ongoing Covid-19 pandemic, the Hotel adjusted its work plan in accordance with the government’s measures to control the spread of the infection. Nevertheless, Mandarin Oriental, Bangkok continues to receive constant praise from influential media around the world and travel magazines, with prestigious awards including the Forbes Travel Guide Listing for 2021 for 5-star luxury hotels and spa.

These awards highlight the ongoing pursuit of excellence that all of our colleagues and partners seek. The entire team are most delighted and very proud to be part of these prestigious accolades and recognition for our legendary reputation for the finest standards of service excellences and customer care. The tireless efforts in continuing to ensure Mandarin Oriental, Bangkok is recognized amongst the finest hotels in the world.





Hotel Operations

The Board of Directors has approved the appointment of Mandarin Oriental Hotel Group (“MOHG”) as its sole and exclusive agent to manage and operate Mandarin Oriental, Bangkok (the “Hotel”) pursuant to a 30-year management contract, the terms of which were negotiated and agreed on market terms in 1988. In 2018, the Company extended the agreements for another two further periods of ten years each.

MOHG is given full authority, discretion and responsibility to manage and operate the Hotel, including directing and instructing all Hotel employees and determining their remuneration.

The Board of Directors reviews and comments on each annual budget prior to the beginning of each fiscal year and monitors the Hotel’s progress through monthly financial report provided throughout the fiscal year. The General Manager of the Hotel is also appointed as the Managing Director of the Company and in that capacity, regularly reports on the progress of the Hotel to the Board of Directors.

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

1.2 Nature of Business

Revenue Structure

Nature of Business	Managed by	% Equity Interest	2019		2020		2021	
			Revenue (Million Baht)	%	Revenue (Million Baht)	%	Revenue (Million Baht)	%
Hotel, Restaurants and Spa	OHTL Public Company Limited							
	- Room revenue		385.4		220.1		113.6	
	- Food & Beverage revenue		639.5		483.6		276.0	
	- Spa revenue		36.5		30.3		16.1	
	- Others revenue		211.1		141.6		116.5	
	Total revenue		1,272.5	97.1	875.6	95.8	522.2	92.9
Cooking school, land and building leases	Baan Rim Naam Chao Phraya Company Limited	100.0						
	- Land and building leases		36.0		37.2		38.6	
	- Cooking school and others revenue		2.4		1.3		1.6	
	Total revenue		38.4	2.9	38.5	4.2	40.2	7.1
Investment holding	Bagan Hotel Holding (Thailand) Company Limited	100.0	-	-	-	-	-	-
Grand total			1,310.9	100.0	914.1	100.0	562.4	100.0

Share of Profit (Loss) on Investment

Nature of Business	Managed by	% Equity Interest	2019		2020		2021	
			Profit (Loss) (Million Baht)	%	Profit (Loss) (Million Baht)	%	Profit (Loss) (Million Baht)	%
Airline catering	Siam Flight Services Company Limited	26.0	27.8	100.0	(34.5)	100.0	(42.6)	100.0
Grand total			27.8	100.0	(34.5)	100.0	(42.6)	100.0

1.3 Product Information

(1) Products and Services, and Business Innovation Development

Company	Products and Services
OHTL Public Company Limited	<ul style="list-style-type: none"> - 331 Guest rooms, comprising 60 suites, which are rooms that take the names of famous and important people of Mandarin Oriental, Bangkok such as Giorgio Berlingieri Room, Jim Thompson Room, and S.E.A. Write rooms, and 271 deluxe rooms. - 11 Restaurants: Le Normandie by Alan Roux, Lord Jim's, Kinu By Takagi, Verandah, The China House, Authors' Lounge, Ciao Terrazza, Riverside Terrace, Bamboo Bar, Sala Rim Naam, and Riverside Terrace. - 5 Banquet rooms - 5 Meeting rooms - 2 Swimming pools - Mandarin Oriental Shop in The Emporium Department Store, Central Department Store Chidlom Branch, Gaysorn Department Store, and Siam Paragon Department Store. They sell foods and beverages, bakery, cake, and laundry services. - Sport center - Spa Wellness Center "The Oriental Spa" - Thai Cooking School
Baan Rim Naam Chao Phraya Company Limited	<ul style="list-style-type: none"> - School of The Oriental Hotel Apprenticeship Programme or OHAP - Leasing of land and building
Siam Flight Services Company Limited	<ul style="list-style-type: none"> - Catering service to international airlines at the Suvarnabhumi Airport for passengers, such as Lufthansa Airlines, etc.

In 2021, the Company increased its channels for customer service via an online system to cope with changes in the economy, society, and situations over time. Customers can order products and foods from the Hotel, including the Hotel's shops at the shopping malls through a variety of online channels, such as Lineman, Line My Shop, Shopify, and Robinhood, as well as the Mandarin Oriental Shop products through the Hotel's website. In addition, the hotel promoted various packages and offerings through Megatix, an online distribution channel. The public pricing and distribution strategy saw the hotel lead the competitors in the market.



(2) Marketing and Competition

- **Marketing policy of products or services**

The main policy of Mandarin Oriental, Bangkok is to provide excellent services and quality products, which are selected at reasonable prices according to the standards of a five-star hotel. Such policy is the first priority of the Mandarin Oriental Hotel Group.

The hotel business started to rebound in 2021 when permission was granted to travel into the country by implementation of the Phuket Sandbox, including Test & Go programme which is the quarantine-free. The Hotel welcomed international travelers once again, especially during the last quarter of the festive season. However, after the Omicron variant brought a new wave of the infection in December, the world had to consider reintroducing measures to control the Omicron from spreading. The Hotel had to maintain the control measures and complied with the temporarily suspension of the Test & Go until 31 January 2021 following the government's instruction. Consequently, the Hotel received many booking cancellations, or some customers had to postpone their stay. These Covid-19 pandemic's various control measures caused the Hotel to adjust its business model to focus merely on local customers. The Hotel introduced many packages for luxury stays with attractively price staycation packages and various privileges offered to the domestic customers.

The Hotel continued its commitment to outstanding service and excellence by offering a wide variety of "Staycation" programs as well as hotel facilities services. The Hotel's most popular Staycation package "Experience the Legend" was well received by domestic customers nationwide. This could encourage repeat stays and successfully increase margin in the highly competitive hotel market including maintain its strong position. Sustainably maintain its current position with novel and luxurious rooms of classic and prestigious Thai style. The Hotel clearly differentiate itself when compared to competitors in the same market. Currently, the Hotel has 11 restaurants and bars in total, and a number of suites, which has been increased from 44 to 60.

- **Customers and target group**

In 2021, the Hotel's customers remained those from all walks of life, focusing mainly on Thai customers such as leading businessmen, bankers, business owners and industry leaders, in addition to tourists. In normal circumstances, the Hotel hosted a significant number of visits from Heads of State, delegations and celebrities who visited Thailand throughout the year. Local customers often visited the Hotel for experiencing on staying and dining, including banqueting, sport center, wellness spa and joining class at Thai Cooking School. The bookings can be made through direct contact as well as various travel agents worldwide.

In addition, customers of associated company are mainly the international airlines from around the world with transit at Suvarnabhumi Airport, Bangkok and these airlines will order in-flight catering for inbound and outbound passengers.

- **Sales and distribution channels**

The Company has staffs who are responsible for rooms, restaurants, and banquets reservation including through various booking websites, and regional sale offices around the world established by the head office to promote sales and advertisement for affiliated companies and hotel group which the Company pays the fee for international marketing expenses as specified in the management agreement. Additionally, the Company has set up an online marketing in order to increase sales channels for food & beverage including laundry services at target department stores.

In order to reach more domestic customers, the Company has always participated in various Travel fairs organized by leading department stores, with accommodation packages, dining cards, and spa services for customers towards their most exclusive vacation experiences at affordable prices through online channels of special promotions.



(3) Competition within the Industry

The Company is in the hotel and tourism industry, with an important factor for business success including the ability to respond according to customer needs in terms of service, price, and quality, as well as the location of business. Moreover, the tourism industry depends mainly on the volume of international travelers and businesspeople entering the country, which can create opportunities as the hotel receiving customers but at the same time the city's luxury hotels market could be more competitive.

Even though the number of rooms in luxury 5-star hotels in Bangkok continues to increase, Mandarin Oriental, Bangkok retains its position as a leader in the high-rate luxury hotel market, whilst competitors in the same market have to increase their occupancy by drastically reducing room rates. The Hotel offers a special rate and packages which are lower than the standard of the Hotel's price, focusing mainly on domestic customers during the border was closure. Nonetheless, the Hotel continues its success in maintaining its highest room rate strategy, including being able to increase revenue with a satisfactory market share.

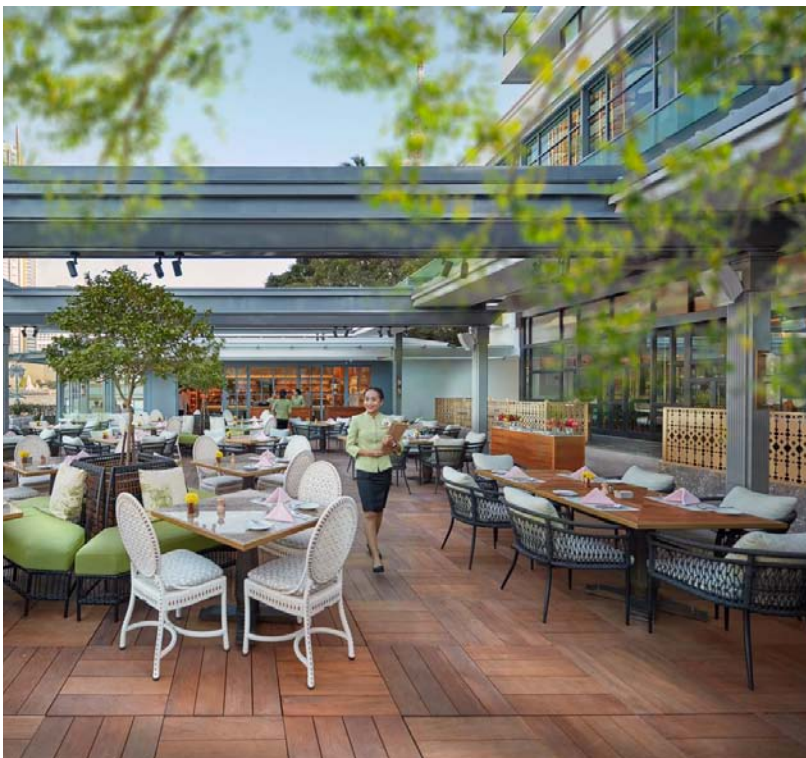
Since the airline catering service business was directly affected by the Covid-19 pandemic as a result of a significant decrease in number of passengers and airlines stopping at Suvarnabhumi Airport, the growth of associated companies in the airline business declined throughout the year when compared to normal conditions in the preceding year of the coronavirus situation. Following the competition in the airline catering service business not being so intense, the competitors are only three companies, which are Thai Catering Company Limited, Bangkok Air Catering Company Limited, and LSG Sky Chefs (Thailand) Company Limited, who is the first company that has been operated this type of business and become the world's largest airline catering business.

(4) Business Cycle

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

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

However, during the Covid-19 outbreak, hotel business operations are no longer depending on season, but rather on the situation, uncertainty and government measures to control the spread of Covid-19, including the Company's adjustment on strategies that have become the most important factor.



(5) Procurement of Products or Services

The procurement has been processed to qualify the new vendor and sourcing the supplier according to the food safety system policy (Food Safety Guidelines) and the sustainability to reach with the MOHG Standard.

- **Raw materials and raw material suppliers**

The main sources of the finest raw materials are from local products, such as vegetables, fruits, dried food, fresh food and seafood. However, some raw materials, such as fresh food and seasonal fruits can be easily spoiled and this requires knowledge and expertise Chefs to preserve, manage, search or substitute products so that it will not affect the operations. In addition, the Company also supports to purchase products from the Royal Project, as well as the suppliers who support the plastic-free campaign. Nonetheless, the Company does not purchase any raw materials from individual suppliers at more than 30% of the total purchase.

- **Production process and technology**

The Company has a large hygienic modern kitchen according to international standards. The Company's hygienic standard has been inspected annually by the Group's internal Control to ensure high standard requirement are always met. Fire, Life, Health, Safety & Security ("FLHSS") is the Hotel's safety and health guidelines that set every safety and security procedures in the Hotel. The programme called "WeCare" is also one of the health and safety measures relating to Covid-19.

In addition, there is an annual audit to assess and evaluate all the implemented measures at the hotel by the certified audit company, Lloyd's Register.

The Hotel's Executive Chef, Chef Dominique Bugnand has been supervising in all kitchens including preparation of clean and hygienic food to serve in the hotel's restaurants. In addition, the Hotel also has Chinese, French and Italians Chefs de Cuisine who are experts for Chinese, French and Italian culinary to oversee each kitchen, respectively. Meanwhile, the service personnel are well trained for service excellence rendered to customers.

- **Impact on environment**

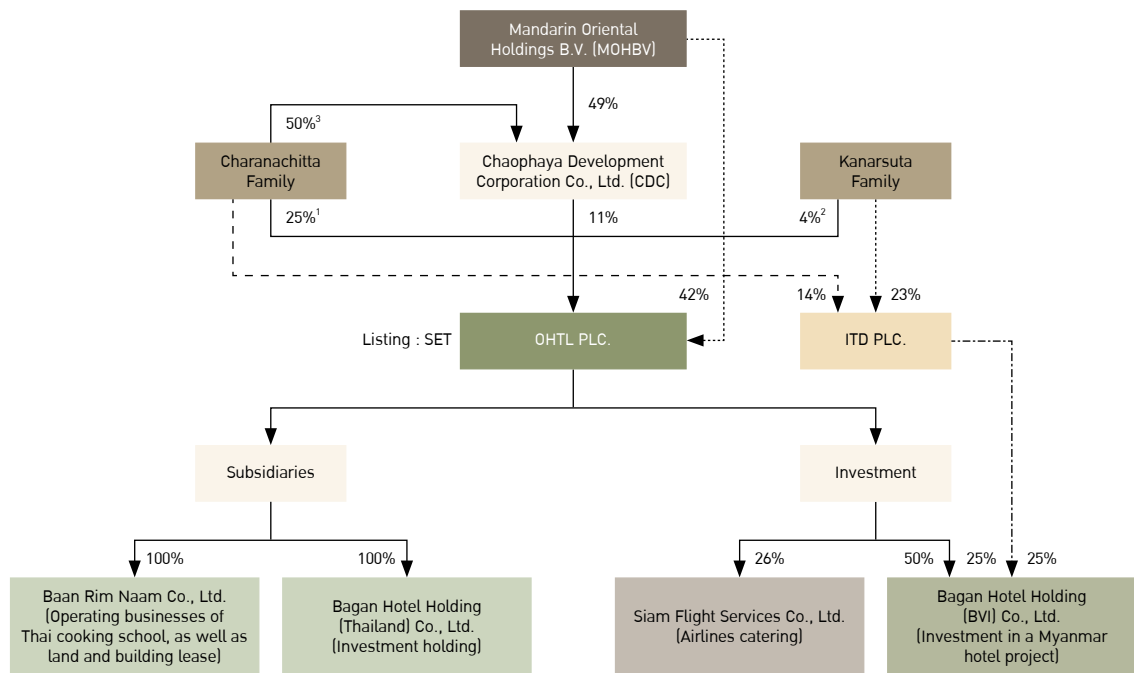
The Company has a policy on environmental conservation both inside and outside the Hotel. It has appointed a committee on the environment for the Hotel to exchange information and organize a campaign project to conserve the environment in the Hotel. In addition, the Company has already initiated environmental conservation projects, such as refraining from single-use plastic in the Hotel, installing a wastewater treatment system before releasing it into the Chao Phraya River, swimming pool water inspection, and monthly water quality monitoring. There are many authorities perform regular inspection, such as Ministry of Science, Technology and Environment, the Marine Department, Bang Rak District Office, Bangkok Cleaning Office, Office of Policy and Environment, Bureau of Health and Environment, Ministry of Public Health.

(6) Assets/Details of Main Fixed Assets in Business Operations

Assets	Ownership	Obligation	Book Value as of 31 December 2021
1. Land, area of 3 rai, 3 ngan, 20 square wah, which is the location of the Mandarin Oriental Hotel, Bangkok, located at 48 Soi Burapa, Charoenkrung Rd., Bangrak, Bangkok.	Company owned	No obligation	Baht 3,040 million according to the revaluation from original price of Baht 28.6 million.
2. Buildings, building improvement, machinery, decorations and equipment of Mandarin Oriental, Bangkok	Company owned	No obligation	Baht 2,201.1 million
3. Land lease, which is the location of the Authors' and Garden Wing buildings. It has an area of 5,986 square meters and the location of The China House of 470 square meters.	Leasing from the Crown Property Bureau From 1 June 2002 - 31 May 2032	-	-
4. Land lease, located at 597 Charoen Nakhon Road, Khlong Ton Sai Subdistrict, Khlong San District, Bangkok. It has an area of 6 rai, 3 ngan, 18 square wah to be used as the location of subsidiaries.	Leasing for 36 years from an unrelated company at a mutually agreed leasing rate, started from 1 July 2005 - 30 June 2041	-	-

In addition, the Company entered into Management and License agreement with Mandarin Oriental Hotel Group ("MOHG") for a period of 30-year management, starting from 1988 (the Company has the rights to renew the agreement for two periods of ten years each). The Company later exercised the rights to renew the contract for another two periods of ten years each. In 2018, the Company renewed the agreement for another two periods of ten years each. MOHG is given full responsibility to manage and operate the Hotel and granted to use Trademark, the fee of which were negotiated and agreed on market terms.

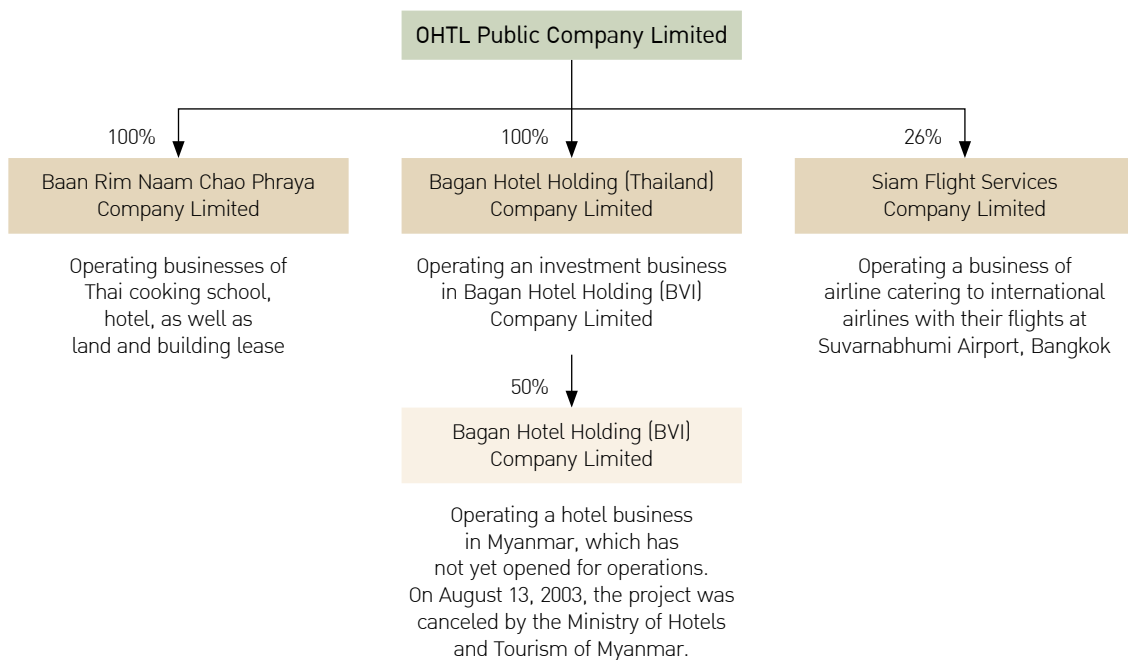
1.4 The Group's Shareholding Structure



Note: 1. Charanachitta Family: Mrs. Nijaporn Charanachitta (23%), Mr. Yuttachai Charanachitta (2%)
 2. Karnasuta Family: Mr. Premchai Karnasuta (2%), Ms. Charnaimas Karnasuta (1%) and Mr. Piyachai Karnasuta (1%)
 3. Charanachitta Group: Mrs. Nijaporn Charanachitta, Mr. Yuttachai Charanachitta, Ms. Valaithip Charanachitta and Ms. Chittraphan Charanachitta



1.5 The Structure of Company's Investment



Note : The Company holds 100% share in Bagan Hotel Holding (Thailand) Company Limited, a company that invests in a hotel in Myanmar, with a joint investment in Bagan Hotel Holding (BVI) Company Limited. Bagan Hotel Holding (Thailand) Company Limited, Mandarin Oriental Group, and Italthai Group hold 50:25:25 percentage investment, respectively. The group has signed a land lease agreement with the Ministry of Hotels and Tourism of the Union of Myanmar for a period of 30-year term for the construction of a single-storey hotel, Deluxe 100 Suites in Bagan, which is an important historical site of the country. The construction was on 36 acres of land in Bagan, about 500 km from Yangon, located on the eastern bank of the Ayeyarwady River. Later, on August 13, 2003, the hotel project was canceled by the Ministry of Hotels and Tourism of the Union of Myanmar, of which the Company has already set aside the full amount of such investment.



Company Investment

Company's Name	Head Office Address	Nature of Business	Paid-up Capital	Equity Interest	Capital	Value of Investment	Major Shareholder and Other Shareholder
			(%)	(%)	(Million Baht)	(Million Baht)	
Baan Rim Naam Chao Phraya Company Limited	Bangkok	Cooking school, land and building leases	100.0	100.0	0.1	(201.1)	
Bagan Hotel Holding (Thailand) Company Limited	Bangkok	Investment holding	100.0	100.0	4.0	(56.3)	
Siam Flight Services Company Limited	Bangkok	Airline catering	100.0	26.0	9.5	1.9	LSG Catering (Thailand) Company Limited
Bagan Hotel Holding (BVI) Company Limited	Hong Kong	Investment in a Myanmar hotel project	100.0	50.0	40.6	-	



1.6 Dividend Payment Policy

The Company has a policy to pay dividends based on its operating results, at the approximate rate of 70 percent of its net profit after tax according to its separate financial statements subject to various factors for the benefit of shareholders, e.g. economic conditions, financial position and results of operation of the Company, investment plan, future necessity and appropriateness, reserve funds for the repayment of loan or working capital of the Company, as considered appropriate by the Board, and in accordance with the relevant covenants under the loan agreement. Furthermore, the amount of dividend payment must not exceed the retained earnings of the Company. In the event that the separate financial statements of the Company bear an accumulated deficit, the Company may consider not to declare dividend payment for the relevant year. Since 1988, the Company has paid dividend twice a year. However, it has begun to discontinue paying dividend to its shareholders since 2019 because the Company has invested in major renovations and not paid dividend in 2020 due to losses of operating results following the impact of the Covid-19 epidemic situation around the world.

Mandarin Oriental, Bangkok has been affected from major disruptions and business slowdown caused by Coronavirus pandemic ("Covid-19"). The global impacts of the Covid-19 have been affecting every sector around the world and the hotel industry is among the hardest hit. The preventive measures issued by the authorities to prevent the spread of virus infection globally especially city lockdowns, travel restrictions and borders closures led to sharp decline in the hotel's occupancies and revenues. During 2020 and 2021, the Company's financial performance has been significantly decreased due to the impact of the Covid-19 as the hotel could not operate as planned. Since operating results continued with loss, the Board of Directors considered the Company's results of operation for the year 2021 and has approved not to declare dividend payment for the year 2021 to the shareholders of the Company. The omitted dividend payment was in accordance with the Company's dividend payment policy.

Baan Rim Naam Chao Phraya Company Limited, a subsidiary company, has a dividend payment policy once a year, based primarily on its operating results.

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

Year	2017	2018	2019	2020	2021
Profit/(loss) per share (Baht per share)	14.3	17.2	(24.6)	(31.8)	(41.1)
Dividend per share* (Baht per share)	15.0	17.0	-	-	-
Dividend payment ratio	105%	99%	-	-	-

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

2. RISK MANAGEMENT

2.1 Risk Management Policy and Plan

The Group faces many risks that could impact its business operations caused by a variety of factors such as macroeconomic recession, uncertainty of the Covid-19 pandemic, political situations, international safety, possibility of natural disasters and terrorism. Apart from this, the Group also handles higher competition risks due to an increasing number of luxury hotels in the city. Moreover, the Group has to deal with financial risks in many aspects, including the impact of changes in interest and foreign exchange rates.

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

However, the Company commits to keep the Hotel in an excellent condition. In particular, the fire, life, health, safety and environmental protection are the first top priorities so as to provide safety for both customers and hotel personnel.



2.2 Risk Factors for Business Operations

- **Business risks of hotels and restaurants**

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

- **Risks from natural disasters, accidents and sabotage**

At present, there are many natural disasters around the world, such as hurricanes, wildfire, and unrest situations in the United States, earthquakes, volcanic eruptions, and snowstorms. All of these can affect the number of international travelers who are the mainly target customers, and this is beyond control. However, the management has established various measures to mitigate the potential impacts by strictly focusing on the safety of the guest as well as their personal belongings. The Company is covered by insurance under “All Risk Policy” to cover any damage to the property caused by those risks.

- **Risk of relying on international travelers**

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

- **Risk for more competition of five-star hotels**

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

- **Financial risk**

Risk of interest rate

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

Risk from foreign exchange rate

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

Risk from credits and loans

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

Meanwhile, expenses from customers are to settle by cash and credit card to reduce risk from credits to the Company.

The Company does not have any significant risks from credits from individual customer or particular industry.



3. BUSINESS SUSTAINABILITY DEVELOPMENT

3.1 Policy and Objectives of Sustainable Management

Mandarin Oriental Hotel Group's Sustainability Policy

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

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

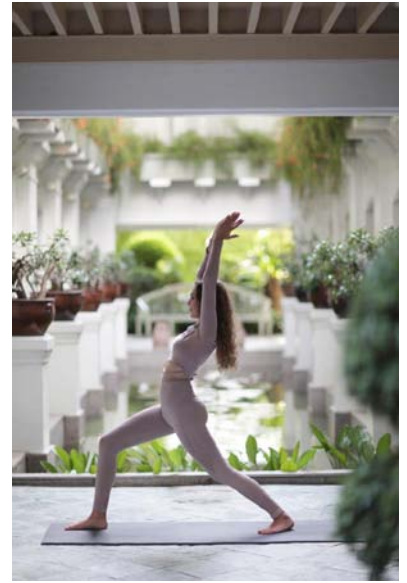
The governance structure of the Company further ensures the following:

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



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

In 2018, Mandarin Oriental updated its sustainability governance, strategy and approach to implementation. The Company replaced the term used earlier – 'Corporate Responsibility' – with 'Sustainability' as the Company shifted its outlook from contributing to society out of responsibility to thoroughly reshaping our operational strategy for a more sustainable future. A four-tiered governance structure was created, composed of an Executive Advisory Panel, a Leadership Council, thematic Working Groups, and its former Corporate Social Responsibility Committee and Champions renamed as "Sustainability Committees and Champions.



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

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

3.2 Management of Environmental Sustainability

Environmental Policy and Guidelines

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

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

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

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

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

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

3.3 Environmental Operating Results

Energy Management

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

The Company records energy meters regularly as it is essential to understand the energy consumption patterns and trends of the property, as well as monitoring key energy performance indicators measuring actual consumptions against individual baselines (Section C.02 and Section C.03 of the Energy Management Guidelines). The report showed statistical data on energy usage (kWh) on the hotel for 2020 and 2021 periods of the total YOY decreased by 19.7%.

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



Report on the Greenhouse Gas Emission (GHG)

By managing the hotel's greenhouse gas emissions, the Company contributes most significantly to UN Sustainable Development Goal number 13 (Climate Action) as the Company records meters regularly as it is essential to understand the greenhouse gas emissions patterns and trends of the Hotel, as well as monitoring key energy performance indicators measuring actual emissions against individual baselines (Section E.02 and Section E.03 of the Emissions Management Guidelines). The report showed statistical data on emissions (kg CO₂) per square meter on the hotel for 2020 and 2021 periods of the total YOY decreased by 17.1%.

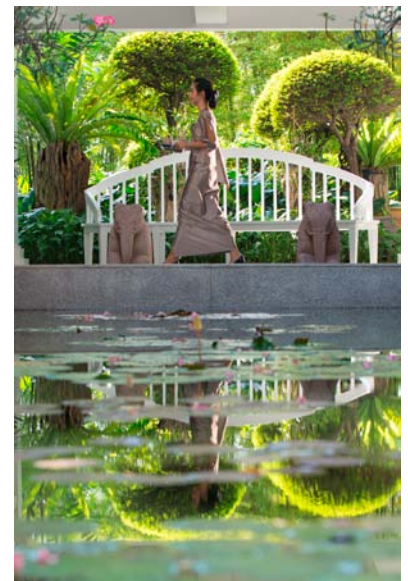
It should be noted that the Company is not required to set goals for GHG Emission Intensity (CO₂e/m²). The reason is that future emission factors (the amount of GHG emissions for each kWh of electricity produced) cannot be easily assessed and neither can they be directly impacted by the hotel. In general, electricity accounts for 80-85% of the property's energy consumption and hence its contribution to the GHG Emissions is paramount. GHG Emission Intensity remains however an important KPI for the Group target and will be continuously updated as emission factors evolve.



Water Management

By managing the hotel's water consumption, the Company contributes most significantly to UN Sustainable Development Goals number 6 (Clean Water and Sanitation) and 14 (Life Below Water). The hotel is regularly recording water meters as it is essential to understand the water consumption patterns and trends of the property, as well as monitoring key energy performance indicators measuring actual consumptions against individual baselines (Section E.02 and Section E.03 of the Water Management Guidelines). The report showed statistical data on water usage (L) on the property for 2020 and 2021 periods of the total YOY which was decreased by 32.0%.

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



Waste Management

By managing the hotel's waste production, the Company contributes most significantly to UN Sustainable Development Goals number 12 (Responsible Consumption and Production). The objective is to measure and monitor a common set of waste metrics and waste factors. The hotel has implemented a number of prevention, reduction, recycling, and reusing initiatives in 2021.



Waste Management Trainings

In 2021, Waste Management Training was implemented to ensure that all colleagues are knowledgeable of the waste prevention and waste reduction tactics, as well as waste management Standard Operating Procedures. The latest waste management training was conducted in October 2021. The waste management audit is planned for January 2022 to ensure that all colleagues are compliance with the waste management standards.



Responsible Procurement

Single-Use Plastic Elimination

The hotel has implemented several measures across its property which align with the group-wide policy of eliminating single-use plastic by the end of 2021. A complete elimination of single-use plastics contributed to the following UN Sustainable Development Goals: 12 (Responsible Consumption and Production), 14 (Life Below Water) and 15 (Life on Land).

Mandarin Oriental, Bangkok holds the Oceanic Champion Badge certificate from Oceanic Standard. This includes widespread use of biodegradable cling film, reusable containers and removing plastic bags from hotel's kiosks. By engaging suppliers in our initiatives, the Company also ensure that product is transported using crates and reusable containers – with the exception of plastic for some items that are sensitive to air and moisture – and that banana leaf is used to cover vegetables. In the hotel Spa, linen has replaced plastic for body wrap treatments and natural grains are used in place of microbeads, while guest rooms feature wooden and aluminum amenities, as well as sustainably packaged products in mini bars. The last "Single-Used Plastic" was eliminated on 1 May 2021 is vacuum bags.



Agricultural Commodities

Mandarin Oriental, Bangkok supports responsibly sourced agricultural commodities, starting with coffee, tea, vanilla, and cocoa in an effort to make a positive environmental and social impact, as per Group Sustainability Goals.

In 2021, the hotel achieved the following:

- 100% responsibly sourced coffee
- 91% responsibly sourced tea
- 100% responsibly sourced vanilla
- 100% responsibly sourced cocoa
- 100% responsibly sourced paper
- 81% GSSI-recognised certifications for seafood.

In addition, the Company practices responsible sourcing of fruits and vegetables from the 'Royal Project' and produce our mulberry honey in a sustainable way. All relevant products are supported by sustainability certifications, supplier's assurance letters or e-mails or public statements or reports.



Social Inclusion Initiatives

As the Group is committed to maximizing social and economic benefits for the communities where we operate, responsibly managing our environmental impact and fulfilling our social commitments within our operations and across our supply chains. Our colleagues are actively engaged in supporting and working with the local communities in which we operate. The social inclusion initiatives implemented throughout 2021 are listed below.

1. Donation of 200 pieces MOHG Calendar to Foundation for the Blind in Thailand under the Royal Patronage of H.M. the Queen foundation on 10 February 2021.
2. Blood Donation in February and November 2021 (12,800 units) which can save 96 people.
3. Baan Nokkamin – Lunch and donation of holding garment from our dry-cleaning in April.
4. MOHG F&B Cheque presentation of Baht 123,303, 105 pcs of garment donation and hosting 40 lunch boxes for children at Baan Nokkamin.
5. The donation of Baht 123,303 was distributed in the following way:
Baht 70,000 was for part of tuition fees for students in the academic year of 2021, which currently there are 45 primary school students, 55 high school students and 45 undergraduates. As of 2021, there were 17 undergraduates who accomplished their bachelor's degree. The remaining of Baht 53,303 was spent towards food expenses for the children in the Baan Nokkamin Foundation.
6. Massage by the Blind
 - There were four blind therapists invited to Mandarin Oriental, Bangkok for participate in wellness activity in November 2021.
 - MOBKK Donation = 4,700 Baht
 - Colleagues' Donation = 3,000 Baht
 - Total amount = 7,700 Baht
7. 4.4 kgs of Aluminum cans and 133 pairs of used stockings was donated to Prostheses Foundation of Her Royal Highness The Princess Mother on 17 December 2021.
8. Computer donation in March and December 2021, total 9 sets
 - 3 sets to Baan Kaengcrok School in Loei Province on 5 March 2021.
 - 3 sets to Numprasong Witthaya School in Nonthaburi Province on 10 March 2021.
 - 3 Sets to Ban Kang School in Loei Province on 20 December 2021.
9. 247 Interns from 31 institutes supported Mandarin Oriental, Bangkok in 2021.



Managing Impact on Stakeholders in the Business Value Chain

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

Principle 1 Delighting our guest

The Company determines to provide guest with satisfaction and to ensure that guest will receive excellent services and high-quality products with fair price. We strive to understand our client and guest needs by listening to their requirements and responding in a competent, accurate and timely fashion. The Hotel designs and delivers our new services and products to address their needs and are committed to exceeding their expectations by surprising them with the ability to anticipate and fulfill their wishes so that they will return for more stay.

Principle 2 Delighting our colleagues

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

Principle 3 Being the best

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

Principle 4 Working together as colleagues

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

Principle 5 Acting with responsibility

The Company actively participate in the improvement of the environment, just as the Hotel will be responsible members of our communities and industry organizations.





Following the above policies and principles, the Hotel established the Corporate Social Responsibility Committee chaired by the Hotel Manager in 2014 and later replaced the term used - Corporate Social Responsibilities - with "Sustainability Committee and Champions" in 2018. The head of each department is also a committee member who determined the hotel's sustainability plans to cover various aspects of operations as follows:

1. Delighting Our Customer

With the vision of the Hotel and the commitment of our fellow employees to deliver happiness to customers through excellent services every single day which is the unique character of Mandarin Oriental Hotel, Bangkok. One of our standards of service to customers is the Legendary Quality Experience Standard ("LQE"), which enhances our fellow employees to create satisfaction for customers at Mandarin Oriental, Bangkok. Additionally, from the survey of customer satisfaction of those who stay and use services. In the midst of the Covid-19 pandemic, Mandarin Oriental, Bangkok managed to maintain high scores LQE in various aspects during the year of 2021.

Sourcing Responsibly : Food and Beverage

To ensure the quality of raw materials and products used at Mandarin Oriental, Bangkok, the Hotel organizes an annual supplier audit to inspect the quality of products at the production sites, starting from production process, storage, transportation, including the program of maintenance for machinery and factory conditions of suppliers to ensure that the Hotel is supplied with high quality raw materials and products that are clean with standardized quality as specified for the safety of foods and beverages to hotel customers. In midst of Covid-19 in 2021, the Hotel underwent its supplier audit according to the scheduled program of 17.



2. Employer of Choice

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

Colleague Development

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

For Mandarin Oriental, Bangkok to fulfill its vision of being one of the most luxurious hotels in the world, we must make the best out of our employees. With quality of people, the team can work effectively, learn and develop their work as well, and this become the culture of Mandarin Oriental, Bangkok by learning from day-to-day work and training programs provided by the Hotel which cover all levels of employees and staff. Moreover, the Hotel also provides work training so called "Cultural Exchange Ambassador" programme at the hotels group around the world such as Dubai and Abu Dhabi in United Arab Emirates, Doha in Qatar, Hong Kong and other in European countries to enhance their experiences and new inspirations to Mandarin Oriental, Bangkok.



Innovation and Dissemination

Bilateral projects

Mandarin Oriental, Bangkok has been collaborating with vocational institutions in the provinces by accepting students for internships in the bilateral projects on Hotel Management with the vocational certificate and diploma levels. The Hotel provides support for accommodations, meals, and uniforms for students. The project aims to transfer academic experiences in hotels to rural students where they have an opportunity to learn from one of the best hotels in the world so that they will be able to apply their gained knowledge and experiences for the benefit of the community and society in which they live. From 2011 to present, there have been 435 students participating in the projects from 12 vocational colleges, including Loei Vocational College, Khon Kaen Vocational College, Ubon Ratchathani Vocational College, Phrae Vocational College, Bueng Phra Phitsanulok Commercial College, Loeng Nok Tha Vocational College, Phetchabun Technical College, Surin Vocational College, Chitralada Institute of Technology, Sukhothai Vocational College, Chum Phae Technical College, and Khao Wong Technical College.



Care for the environment

The Company has established policies and plans to conserve the energy and the environment as part of its business operations from procurement, production, delivery of goods and services, including waste disposals. Mandarin Oriental, Bangkok operates under the framework of environmental conservation to reduce, reuse, and recycle towards the most efficient use of resources, which results in a reduction of costs. In 2021, the Hotel has set up continuing projects from the year of 2020, including:

- Reduced and eliminate the use of single-use plastic in all areas of the Hotel.
- Reduced the use of paper in all departments.
- Switched to recycled paper.
- Reduced the consumption of drinking water from plastic bottles by offering drinking water from glass bottles that can be reused.
- Not use laundry chemicals that are harmful to rivers.
- Switch to energy-saving light bulbs.
- Conduct a strict waste separation management throughout the Hotel.
- Changed the packaging of guest rooms' amenities from stainless to refillable biodegradable plastic package.

Respect for human rights

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

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

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

Conducting business with fairness

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

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

Sustainable development

Mandarin Oriental, Bangkok is committed to reducing its environmental impacts. It operates business with the intention of being an organization that adheres to a sense of responsibility for sustainable environmental development. The Hotel has adopted the concepts of "Reducing, Reusing, and Recycling," as well as reusing waste, while adding value to what is becoming a waste towards waste reduction and support of circular economy.

4. MANAGEMENT DISCUSSION AND ANALYSIS : MD&A

4.1 The Operating Performance

Auditor's Report

Financial Year	Type of Report	Auditor
2019	Unqualified opinion	PricewaterhouseCoopers ABAS Limited
2020	Unqualified opinion	PricewaterhouseCoopers ABAS Limited
2021	Unqualified opinion	PricewaterhouseCoopers ABAS Limited

Statistical Information

	2021	2020	2019	2018	2017
	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht
Balance Sheet					
Fixed assets	6,023.2	6,426.1	2,624.8	1,426.4	1,458.2
Net current liabilities	1,337.8	938.8	552.1	160.9	222.6
Non-current liabilities	3,155.1	3,434.1	2,088.7	654.2	655.0
Shareholder's funds	1,559.1	2,123.6	263.8	787.8	764.1
Profit/(Loss)					
Profit/(Loss) before financing charges and taxation	(586.5)	(495.4)	(444.6)	326.1	283.5
Profit/(Loss) before taxation	(697.7)	(572.3)	(469.4)	317.3	268.5
Profit/(Loss) attributable to shareholders	(620.6)	(480.1)	(370.9)	259.7	215.9
Dividends paid	-	-	135.9	241.7	181.2
Capital Stock					
Earnings/(Loss) per share (Baht)	(41.1)	(31.8)	(24.6)	17.2	14.3
Dividend per share (Baht)	-	-	-	17.0	15.0
Total asset value per share (Baht)	417.5	446.6	212.0	123.8	125.2
Number of shares (Million shares)	15.1	15.1	15.1	15.1	15.1
Par value per share (Baht)	10.0	10.0	10.0	10.0	10.0

Subsidiaries and Associated Companies

Company's Name	Nature of Business	% Equity Interest	Paid-up Capital Million Baht
Baan Rim Naam Chao Phraya Company Limited	Cooking school, land and building leases	100.0	0.1
Siam Flight Services Company Limited	Airline catering	26.0	3.0
Bagan Hotel Holding (Thailand) Company Limited	Investment holding	100.0	4.0
Bagan Hotel Holding (BVI) Company Limited	Investment in a Myanmar hotel project	50.0	81.2

Business Overview

Mandarin Oriental, Bangkok has a total of 331 guest rooms comprises 60 suites and 271 deluxe rooms.

Descriptions	2019	2020	2021
Average occupancy	15.3%	11.3%	7.9%
Average room rate (Baht)	20,418	16,105	11,831
Number of rooms (rooms)	331	331	331
Number of employees (persons)	885	757	770

Revenue

The Company recorded the hotel revenue and other income of Baht 562.4 million in 2021, a decrease of Baht 351.7 million or 38.5% when compared to 2020 of Baht 914.1 million, primarily due to the absence of large numbers of international travelers, the hotel income in 2021 derived mainly from local guests through the first 10 months of the year until Test & Go was introduced in November. As a result, Room revenue decreased by Baht 106.5 million or 48.4%. In addition, food and beverage revenue decreased by Baht 207.6 million or 42.9% when compared to last year caused by the closure of restaurants, restriction on alcohol sales, limit number of guests for function as well as the closure of spa, fitness centre in accordance with the restriction measures from the government authorities. Revenue from the outside shops also decreased by Baht 15.1 million or 15.4% from the temporarily closure of shops in department stores. As a result, the overall revenues dropped significantly as the hotel could not operate as planned.



Revenue Comparison by Business Segment

(Unit: Million Baht)

Type of Business	Operated by	2021	2020	Increase/ (Decrease)
Hotel, Restaurant, and Spa	OHTL Public Company Limited			
	- Occupancy rate	7.9%	11.3%	(30.1%)
	- Revenue from rooms	113.6	220.1	(48.4%)
	- Revenue from foods and beverages	276.0	483.6	(42.9%)
	- Revenue from spa	16.1	30.3	(46.9%)
	- Revenue from outside shops	82.8	97.9	(15.4%)
	- Other revenues	33.7	43.7	(22.9%)
	Total revenue	522.2	875.6	(40.4%)
Cooking School, Leasing Land and Buildings	Baan Rim Naam Chao Phraya Company Limited			
	- Revenue from leasing	38.6	37.2	3.8%
	- Revenue from cooking school and others	1.6	1.3	23.1%
	Total revenue	40.2	38.5	4.4%
Grand total		562.4	914.1	(38.5%)

Operating Expenses

The Company recorded cost of sales and services at Baht 795.1 million, decreased by Baht 180.8 million or 18.5% which was in line with the decrease of hotel income. The cost of sales and services consisted of depreciation which was increased by Baht 30.4 million from record cost of building and equipment after completion of the River Wing renovation. Operating expenses decrease by Baht 88.0 million or 22.1% compared to last year due to decrease of the management fees, credit and collection fees, sales promotion, international travelling and PR expenses amounted to Baht 45.6 million, which was resulted from the decrease of hotel income. Administrative expenses and utilities cost decreased by Baht 27.6 million because of efficient expenditure control.

In 2021, finance cost increased by Baht 34.4 million or 44.8% compared to the prior year, mainly came from the interest expenses for additional short-term and long-term loans that the Company drawn down for hotel operations and River Wing renovation project.

4.2 Financial Status Overview

Assets

As at 31 December 2021, the Company's consolidated assets amounted to Baht 6,303.0 million, a decrease of Baht 439.1 million or 6.5% from Baht 6,742.1 million at the end of 2020 mainly due to the following factors:

1. Property, plant and equipment of Baht 5,526.2 million, decreased Baht 347.1 million and right-of-use assets of Baht 491.2 million, decreased Baht 50.5 million from depreciation.
2. Investments in associates of Baht 1.9 million, decreased Baht 42.6 million due to share of loss of associates.

Liabilities

The Company's consolidated liabilities as at 31 December 2021 amounted to Baht 4,743.9 million, an increase of Baht 125.5 million or 2.7% from Baht 4,618.4 million in 2020 mainly due to the additional short-term and long-term loans that the Company drawn down for hotel operations and River Wing renovation project amounted to Baht 430.5 million while part of liabilities decreased when compared to last year. Details are as follows:

1. Trade and other payables of Baht 294.5 million, decreased by Baht 102.6 million from payment to payables arising mainly from River Wing renovation.
2. Lease liabilities of Baht 706.3 million, decreased by Baht 72.1 million from repayment principal and interest, rent concession and deferral of rent payment received from lessor.
3. Employee benefit obligations of Baht 105.1 million, decreased by Baht 51.0 million from gain on remeasurements and benefits paid during the year.
4. Deferred tax liabilities of Baht 291.8 million, decreased by Baht 66.6 million from an additional tax loss.

Shareholders' Equity

Shareholders' equity as at 31 December 2021 was Baht 1,559.1 million, a decrease of Baht 564.5 million or 6.5% from Baht 2,123.6 million in 2020. This comprised of the following:

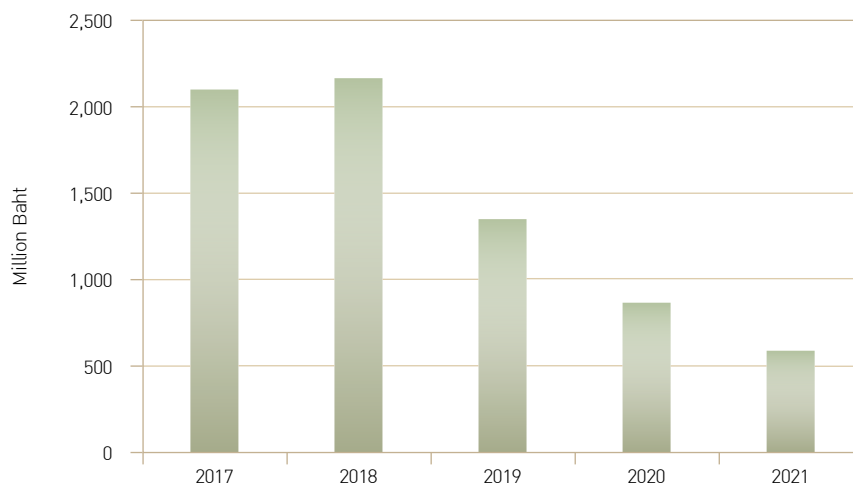
1. Authorized share capital of Baht 151.0 million (2020: Baht 151.0 million)
2. Legal reserve of Baht 16.0 million (2020: Baht 16.0 million)
3. Deficits of Baht 1,009.2 million (2020: Baht 437.1 million)
4. Other components of equity of Baht 2,401.3 million (2020: Baht 2,393.8 million).



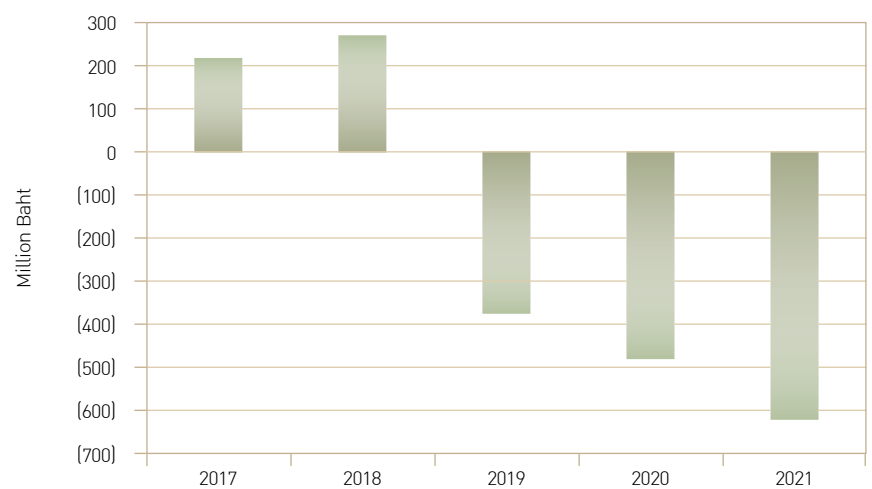
4.3 Financial Highlights

	2021	2020
	Million Baht	Million Baht
Operating revenues	562.0	913.7
Profit/(Loss) before taxation	(697.7)	(572.3)
Profit/(Loss) attributable to shareholders	(620.6)	(480.1)

Operating Revenues



Profit/(Loss) Attributable to Shareholders



Financial Highlights

(Unit: Million Baht)

Significant Information	2021	%	2020	%	2019	%
Business Results						
Hotel income and other income	562.4	100.0	914.1	100.0	1,310.9	100.0
Operating expenses	(1,106.3)	(196.7)	(1,375.1)	(150.4)	(1,783.3)	(136.0)
Finance costs – interest expense	(111.2)	(19.8)	(76.8)	(8.4)	(24.8)	(1.9)
Share of profit (loss) of associates	(42.6)	(7.6)	(34.5)	(3.8)	27.8	2.1
Profit (Loss) before income tax	(697.7)	(124.1)	(572.3)	(62.6)	(469.4)	(35.8)
Income tax income (expense)	77.1	13.7	92.2	10.1	98.5	7.5
Profit (Loss) for the year	(620.6)	(110.3)	(480.1)	(52.5)	(370.9)	(28.3)
Profit (Loss) per share (Baht)	(41.1)		(31.8)		(24.6)	
Financial Status						
Total assets	6,303.0	100.0	6,742.1	100.0	3,201.3	100.0
Total liabilities	4,743.9	75.3	4,618.4	68.5	2,937.5	91.8
Shareholders' equity	1,559.1	24.7	2,123.7	31.5	263.8	8.2
Cash Flow						
Generated from (used in) operating activities	(282.6)		(190.6)		(205.6)	
Generated from (used in) investing activities	(119.5)		(529.0)		(1,392.1)	
Generated from (used in) financing activities	396.4		717.3		1,594.1	
Net cash flow	(5.7)		(2.3)		(3.6)	
Financial Ratios						
Liquidity Ratio						
Current ratio (Times)	0.2		0.2		0.4	
Quick ratio (Times)	0.1		0.1		0.1	
Cash flow liquidity (Times)	(0.2)		(0.2)		(0.3)	
Accounts receivable turnover (Times)	16.4		21.1		15.5	
Collection period (Days)	22.3		17.3		23.5	
Inventory turnover (Times)	11.4		17.4		19.9	
Inventory turnover period (Days)	32.1		21.0		18.4	
Accounts payable turnover (Times)	12.3		8.9		7.5	
Payment period (Days)	29.7		41.0		48.9	
Cash cycle (Days)	24.7		(2.7)		(7.0)	
Profitability Ratio						
Gross profit margin	-41.5%		-6.8%		-18.1%	
Net profit margin	-119.4%		-54.6%		-27.7%	
Return on equity	-39.8%		-22.6%		-140.6%	
Efficiency Ratio						
Return on total assets	-9.8%		-7.1%		-11.6%	
Assets turnover (Times)	0.1		0.1		0.4	
Financial Policy Ratio						
Debt to equity ratio (Times)	3.0		2.2		11.1	
Interest coverage ratio (Times)	(5.3)		(6.5)		(17.9)	
Cash flow adequacy (Times)	(5.6)		(6.3)		(1.7)	
Dividend payout ratio	0.0%		0.0%		0.0%	

5. GENERAL INFORMATION AND OTHER IMPORTANT INFORMATION

5.1 General Information

OHTL Public Company Limited

Address	48 Oriental Avenue, Soi Burapa, Charoenkrung Road, Khwaeng Bangrak, Khet Bangrak, Bangkok 10500, Thailand
Telephone	+66 (0) 2 659 9000
Registered Number	0107536001028
Established	Year 1876
Registered and Trade on the Stock Exchange of Thailand	Year 1988
Registered as a Juristic Person under the Law Governing Public Limited Companies	15 September 1988
Type of Business	Hotel, Restaurant and Spa
General Enquiry	Company Secretary Tel : +66 (0) 2 659 0450 E-mail : ubonwadee@mohg.com
2022 Annual General Meeting	The Annual General Meeting of Shareholders will be held on 28 April 2022 via electronic means (E-AGM)

5.2 Other Important Information

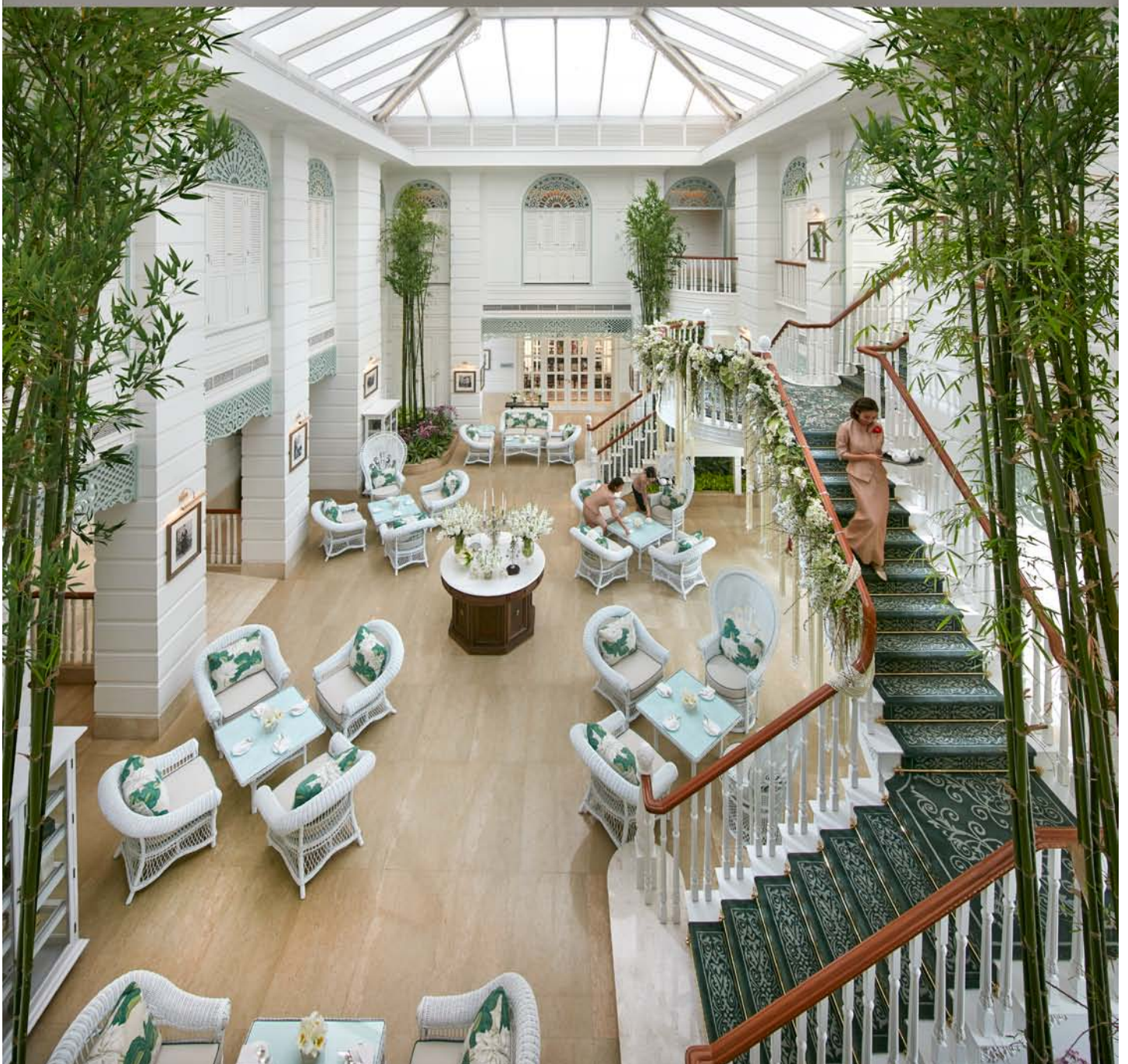
No other information that may significantly affect investor decisions.

5.3 Legal Dispute

As at 31 December 2021, the Company and its subsidiaries have no litigation that could affect the assets of the Company or its subsidiaries at an amount higher than 5 percent of the shareholders' equity.

2

PART 2 CORPORATE GOVERNANCE



6. CORPORATE GOVERNANCE POLICY

6.1 Overview of Corporate Governance Policies and Practices

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



In 2021, the Company's compliance with corporate governance policies in each part are as follows:

Section 1 Shareholders' Rights

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

The Company holds a general shareholders' meeting annually. In 2021, the Company held one Annual General Meeting of shareholders at the Company's meeting Room, Mandarin Oriental, Bangkok via electronic media after considering the increasing rate of the Covid-19 infections at that time. In addition, the electronic annual general meeting (e-AGM) was organized in compliance with the government's measures to control the spread of Covid-19, taking into account the health and safety of all shareholders, stakeholders as well as to ensure all shareholders having the same rights.

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

Annual General Meeting of shareholders – Due to the outbreak of the coronavirus disease 2019 (Covid-19) worldwide, international borders have been closed, including restriction on people gatherings in both private and public places were enforced. However, the Company's foreign directors attended the meeting via electronic media in accordance with the Emergency Decree on Meetings via Electronic Media 2020. At the Annual General Meeting of Shareholders for the year of 2021, the Company had six directors attending the meeting, of which the foreign directors joined the meeting via electronic media. The chairperson of the meeting explained the rules, which included the voting process and allocated sufficient time for the meeting and giving the same rights to all shareholders an opportunity to ask questions, express opinions, and provide suggestions. The Company's auditors, on the other hand, participated in the shareholders' meeting to answer questions, as well as taking advice from shareholders so as to consider or take appropriate actions. The Company arranged to have an independent person to inspect the vote casts in each agenda.

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

Section 2 Equitable Treatment of Shareholders

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

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

Section 3 Stakeholders' Role

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

Section 4 Disclosure of Information and Transparency

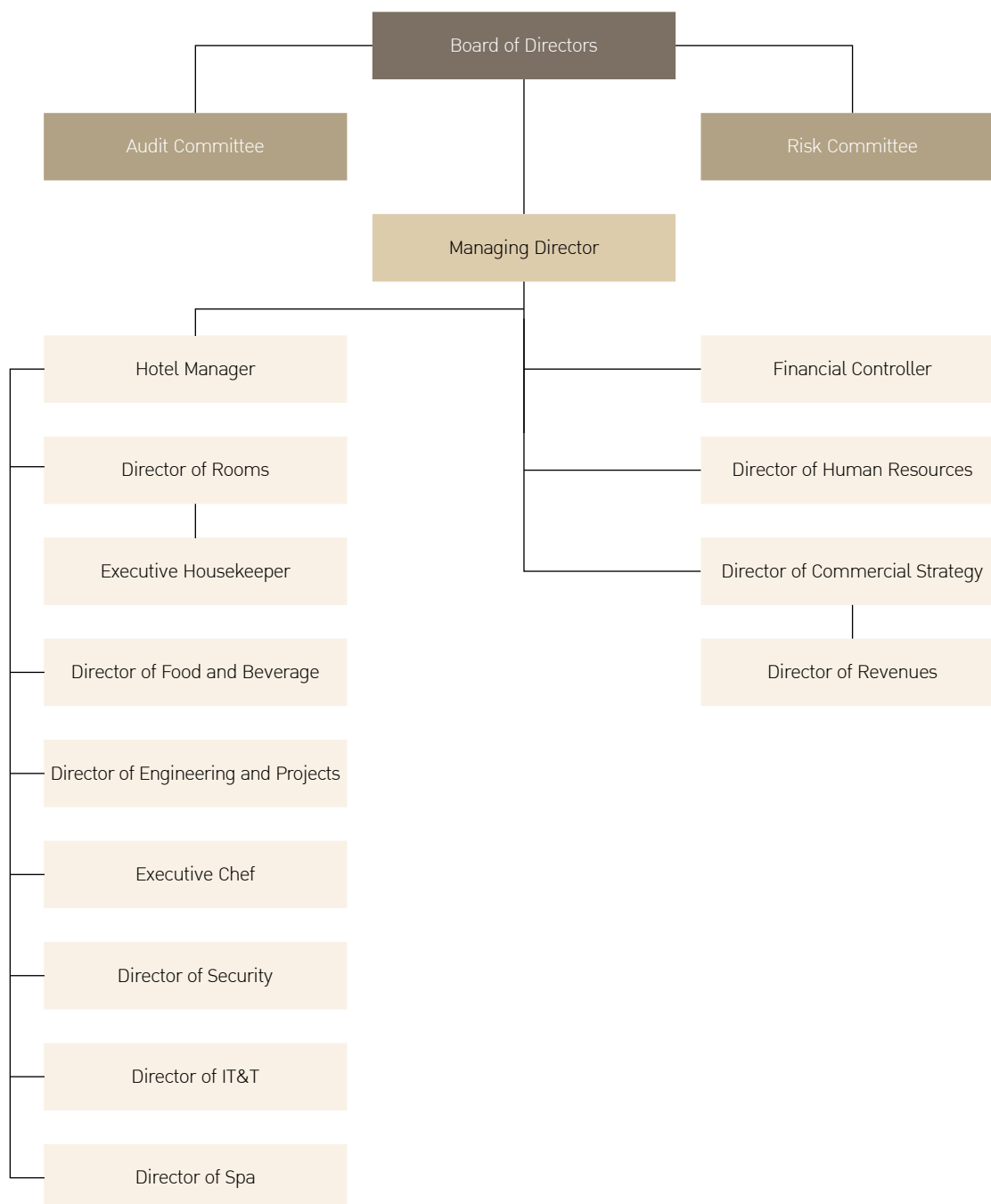
The Board of Directors recognizes the importance of accuracy, completeness, and transparency of the information in both financial statements and general information including the critical regarding the Company's share price. Information is disseminated via the Stock Exchange of Thailand. The Company has not established an investor relations section but has assigned the Company's Financial Controller to act as its representative in meeting with investors, shareholders as well as analyst and related government sector due to such activities are not many. Investors can contact the Financial Controller for more information at Tel. +662 659 0450 or e-mail: ubonwadee@mohg.com.

6.2 Business Ethics

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

7. CORPORATE GOVERNANCE STRUCTURE AND IMPORTANT INFORMATION ABOUT THE BOARD OF DIRECTORS, SUB-COMMITTEE, EXECUTIVES, EMPLOYEES, AND COMPANY SECRETARY

7.1 Corporate Governance Structure



7.2 Information about the Board of Directors

Structure of the Board of Directors

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

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

Type of Director	Persons	Ratio
Executive Director (Director representing the group of major shareholders)	7	64%
Non-Executive Director (Independent Director)	4	36%
Total	11	100%

Board of Directors' Responsibilities

Leadership and Vision

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

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

- | | |
|---|-----------------------------------|
| 1. Mrs. Nijaporn Charanachitta | Chairperson of Board of Directors |
| 2. Mr. Peter James Holland Riley | Director |
| 3. Mr. Craig Alan Beattie (01/11/2018 - 27/10/2021) | Director |
| Mr. Syung Hwa Matthew David Bishop (28/10/2021 - Present) | Director |
| 4. Mr. Yuthachai Charanachitta | Director |
| 5. Mr. Bertram Edward Johnston Weatherall | Director |
| 6. Mr. Christoph Joseph Wilhelm Mares | Director |
| 7. Mr. Anthony John Tyler | Director and Managing Director |
| 8. Mr. Aswin Kongsiri | Independent Director |
| 9. Mr. Surachai Sirivallop | Independent Director |
| 10. Mr. William Zentgraf | Independent Director |
| 11. Mr. Sirichai Sombutsiri | Independent Director |

Remuneration and Share Held by the Director in the Year 2021

As at 31 December 2021

Board of Directors	Remuneration (Baht)	Number of OHTL Shares Held (Shares)
Mrs. Nijaporn Charanachitta	300,000	3,506,098
Mr. Peter James Holland Riley	200,000	-
Mr. Craig Alan Beattie	164,384	-
Mr. Syung Hwa Matthew David Bishop	35,616	-
Mr. Yuthachai Charanachitta	200,000	235,750
Mr. Bertram Edward Johnston Weatherall	200,000	-
Mr. Christoph Joseph Wilhelm Mares	200,000	-
Mr. Anthony John Tyler	200,000	-
Mr. Aswin Kongsiri	500,000	-
Mr. Surachai Sirivallop	400,000	-
Mr. William Zentgraf	400,000	-
Mr. Sirichai Sombutsiri	200,000	-
Total Remuneration	3,000,000	

Remarks : - Mr. Craig Alan Beattie has resigned effective 28 October 2021.
- Mr. Syung Hwa Matthew David Bishop was appointed on 28 October 2021.

Structure of the Board

The Board of Directors of the Company consisted of eleven people of which four are Independent Directors.

- The current Board of Directors is composed of two groups of major shareholders:
 - five Directors from Mandarin Oriental Hotel Group consisting of Mr. Peter James Holland Riley, Mr. Craig Alan Beattie (01/11/2018 - 27/10/2021) / Mr. Syung Hwa Matthew David Bishop (28/10/2021 - Present), Mr. Bertram Edward Johnston Weatherall, Mr. Christoph Joseph Wilhelm Mares and Mr. Anthony John Tyler; and
 - two Directors from Italthai Group consisting of Mrs. Nijaporn Charanachitta and Mr. Yuthachai Charanachitta.
- The other four Directors are Independent Directors comprising Mr. Aswin Kongsiri, Mr. Surachai Sirivallop, Mr. William Zentgraf and Mr. Sirichai Sombutsiri.

The Company's Authorized Directors

Numbers and names of the Directors who are authorized to sign to bind the Company are " Mrs. Nijaporn Charanachitta or Mr. Yuthachai Charanachitta signing with Mr. Peter James Holland Riley or Mr. Craig Alan Beattie (01/11/2018 - 27/10/2021) / Mr. Syung Hwa Matthew David Bishop (28/10/2021 - Present), or Mr. Anthony John Tyler together with the Company's seal affixed."

The election of a Director is voted by cumulative voting under section 70 of the Public Limited Companies Act. All shareholders shall have equal right to vote for the election of a Director in accordance with the number of shares held in the Company.

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

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

Appointment and Retirement of Directors

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

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

7.3 Information about Sub-Committee

Sub-Committee

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

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

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

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

3. Meeting

The Audit Committee meets regularly throughout the year and sets a clear agenda to consider various issues according to the assigned duties or holds an extra meeting as appropriate with clear minutes of the meeting. In 2021, there were four Audit Committee meetings.

4. Additional Audits

There were no significant issues to discuss during the year.

5. Report to the Board of Directors

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

6. Increasing awareness of the Company's operations

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

7. The Company's lawyer

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

8. Audit plan

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

9. Electronic data processing

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

10. Expenses and incentives payment to the Company's employees

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

11. Issues of special attention

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

12. Report on the Audit Committee's activities

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

13. Appointment of external auditors

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

14. Post-audit review

- 14.1 The Audit Committee acquires explanation from the management on the significant changes in the financial statements compared to the prior year and found that the information was in accordance with the management analysis disclosed in the annual report.
- 14.2 The Audit Committee seeks explanation from the Company's Financial Controller and external auditors on any changes in accounting standards or regulations implemented by relevant departments which is applicable to the business operations and may affect the Company's financial statements.
- 14.3 The Audit Committee requests the management and external auditors to report any significant financial report issues that need to be discussed during the accounting period. The management is required to respond whether the correction has been made.
- 14.4 The Audit Committee holds a private meeting with external auditors without the management being present to discuss with the external auditors on various issues in relation to the preparation of the financial statement and the disclosure of the information.

15. The Audit Committee reviews income tax issue submitted to the Revenue Department and identify significant transaction that may need an additional clarification, including inquiry on the status of relevant tax reserved.

7.4 Information about the Executives

Executives	Position
1. Mr. Anthony John Tyler	Managing Director
2. Mr. Frank Droin	Hotel Manager
3. Ms. Ubonwadee Maneesai	Financial Controller
4. Mr. Geoffrey Webb	Director of Commercial Strategy
5. Ms. Patama Lerdwittayasakul	Director of Communications
6. Mr. Charles Aird	Director of Food & Beverage
7. Mr. Dominique Bugnand	Executive Chef

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

Description	Maximum Amount for Approval (Baht)
Donation	155,000
Purchase of goods/products	1,550,000
Procurement or Service Agreement related to Special Capital Expenditure or Special Projects which must be co-signed with any directors or the management of Mandarin Oriental Hotel Group in accordance with the set forth policies	4,650,000 and above
Non-budgeted Capital Expenditure	1,550,000
Transactions through financial institutions which must be signed with one director or executive (Credit limit for OHTL Public Company Limited)	18,500,000
Transactions through financial institutions which must be signed with one director or executive. (Credit Limit for Baan Rim Naam Chao Phraya Company Limited)	2,000,000

Remuneration of Directors and Executives

- Total Director fees for eleven Directors were Baht 3,000,000.-

Name of Directors	Position			Amount (Baht)
	Chairman	Director	Audit Committee	
1. Mrs. Nijaporn Charanachitta	•	•		300,000
2. Mr. Peter James Holland Riley		•		200,000
3. Mr. Craig Alan Beattie (01/11/2018-27/10/2021) Mr. Syung Hwa Matthew David Bishop (28/10/2021-Present)		• •		164,384 35,616
4. Mr. Yuthachai Charanachitta		•		200,000
5. Mr. Bertram Edward Johnston Weatherall		•		200,000
6. Mr. Christoph Joseph Wilhelm Mares		•		200,000
7. Mr. Anthony John Tyler		•		200,000
8. Mr. Aswin Kongsiri	•	•	•	500,000
9. Mr. Surachai Sirivallop		•	•	400,000
10. Mr. William Zentgraf		•	•	400,000
11. Mr. Sirichai Sombutsiri		•		200,000

- The total remuneration of the seven executives for 2021 was Baht 29,012,469. The executives receive remuneration including salary, bonus, provident fund, life insurance, and health insurance.

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

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

7.5 Information about Employees

Number of the Company's employees as of 31 December 2021 are as follows:

Business	Number of Employees (Persons)
Rooms	141
Food and Beverages	422
Others	207
Total	770

Employee remuneration for the year 2021 amounted to Baht 200.3 million, excluding bonuses and provident fund contributions. The Company has a policy to pay bonuses based on operating results. The contributions to the provident fund are paid at the rate of 5% of basic salary.

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

7.6 Information about the Company Secretary

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

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

8. REPORT ON KEY PERFORMANCE OF CORPORATE GOVERNANCE

8.1 Summary of Board of Directors Performance

Board of Directors' Meeting

The Board of Directors generally holds a meeting on a quarterly basis and special additional sessions are convened as necessary. In light of the Coronavirus Disease 2019 (Covid-19) pandemic that caused the city lockdowns, international travel bans and discouragement of private and public gathering, the Company's foreign directors were allowed to attend the meeting via electronic means in accordance with the Royal Decree on Telephone Conferences through Electronics Means B.E. 2563 (2020).

The Company Secretary prepares and circulates the agenda and relevant documents seven days before the meeting to allow each member of the Board of Directors time to consider and review information. Each meeting takes about two to three hours. During each meeting, appropriate time is allocated for operations management presentations (where required) and comprehensive Directors' discussions. Persons attending the Board meetings will include the Directors, the Company Secretary, the Hotel Manager and presenters of items on the agenda for the Board meeting. The Board of Directors regularly conducts a self-assessment of its performance as a whole and specifically on particular issues, as required. Minutes of the meetings have been recorded and endorsed by Directors so that can be checked by interested parties.

For 2021, the Board of Directors held six meetings. The attendance of Board of Directors' meeting for each Director can be summarized as follows:

Name-Surname	Position	Number of Meeting	Percentage
1. Mrs. Nijaporn Charanachitta	Chairperson	6/6	100
2. Mr. Peter James Holland Riley	Director	4/6	67
3. Mr. Craig Alan Beattie	Director	5/5	100
Mr. Syung Hwa Matthew David Bishop	Director	1/1	100
4. Mr. Yuthachai Charanachitta	Director	6/6	100
5. Mr. Bertram Edward Johnston Weatherall	Director	4/6	67
6. Mr. Christoph Joseph Wilhelm Mares	Director	5/6	83
7. Mr. Anthony John Tyler	Director and Managing Director	6/6	100
8. Mr. Aswin Kongsiri	Independent Director and Chairman of the Audit Committee	6/6	100
9. Mr. Surachai Sirivallop	Independent Director and Audit Committee	6/6	100
10. Mr. William Zentgraf	Independent Director and Audit Committee	6/6	100
11. Mr. Sirichai Sombutsiri	Independent Director	6/6	100

Remarks : - Mr. Craig Alan Beattie resigned effective 28 October 2021.
- Mr. Syung Hwa Matthew David Bishop was appointed on 28 October 2021.

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

Nomination of Persons for Appointment as Director

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

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

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

Appointment of Directors

All the Directors shall be appointed by the Shareholders' Meeting in accordance with the following rules and procedures:

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

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

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

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

The Board of Directors shall elect one Director to be the Chairman of the Board. Where the Board deems appropriate, it may elect one or several Directors as Vice-Chairman. The Board of Directors may entrust one or more directors to perform any act on behalf of the Board of Directors.

At a meeting of the Board of Directors, there must be Directors present not less than one half of the total number of Directors to form a quorum. In the event that the Chairman is absent or is unable to perform the duties, if there is a Vice-Chairman, the Vice-Chairman shall be the chairman of the meeting. In the absence of the Vice-Chairman or the Vice-Chairman is unable to perform the duties, the Directors present at the meeting shall elect one among themselves to be the chairman of the meeting.

Decisions of the meeting shall be by a majority of votes.

Each Director shall have one vote, except for a Director who has a personal interest in any matter who shall have no right to vote on such matter. In the case of an equality of votes, the chairman of the meeting shall have an additional casting vote.

The Board of Directors must hold a meeting at least once in every 3 months. In summoning a meeting of the Board of Directors, the Chairman of the Board or a person entrusted by him shall send notices thereof to the Directors not less than 14 days prior to the date of the meeting. However, in a case of necessity or urgency for the purpose of maintaining the rights and interests of the Company, the summoning of the meeting may be made by other methods and the date of the meeting may be sooner fixed.

Two or more Directors may ask the Chairman of the Board to convene a Board of Directors' meeting. In the event a meeting is requested by at least 2 Directors, the Chairman of the Board or a Director entrusted by the Chairman shall fix the date of the meeting within 14 days from the date of receipt of the request.

The chairman or a director assigned by the chairman is the person who calls for the board of directors' meeting. The board's meeting is held at the Company's head office unless the meeting shall be held at another place as agreed by most of the directors, including the chairman of the board. The invitation letter for the board of directors' meeting must also specify the location of meeting. The location of meeting does not have to be the Company's head office or nearby provinces.

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

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

Qualifications of Independent Director

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

1. Holding no more than 1 % of total voting shares including the shareholding of persons related to the independent directors.
2. Not currently be or never been the company's executive director, worker, employee, salaried consultant, or controlling parties. Exception: It has been at least two years after the person has held the position.
3. Not by blood or legally registered with other directors, executives, major shareholders, controlling parties, or persons who will be nominated as directors, executives, or controlling parties of the company or subsidiary.
4. Not currently having or never had any relations with the company in the way that such relation may impede the person from having independent views. Also, the person should not currently be or never be a significant shareholder or controlling person for persons having business relations with the company. Exception: It has been at least two years after the person has held the position.
5. Not currently being or never been the company's auditor. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current auditor's auditing firm. Exception: It has been at least two years after the person has held the position.
6. Not currently be providing or never provided professional services, legal consulting, nor financial consulting services to the company with a fee more than THB 2 million per year¹. Also, the person should not currently be or never be a significant shareholder, controlling person, or partners of current service providers. Exception: It has been at least two years after the person has held the position.
7. Not currently a director appointed to represent the company's directors, major shareholders, or the shareholder related to major shareholder.
8. Not currently be operating under similar business nature and significant competition to the company or subsidiary; or not a significant partner of the partnership, executive director, salaried worker, employee, or consultant; or holding more than 1% of voting shares of any other companies operating under similar business nature and significant competition to the company and subsidiary.
9. Not under any conditions that may impede the person from having independent views towards the company's operations.

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

¹Including the parent company, subsidiary, affiliate, major shareholder(s), or controlling parties of the company.

Report of the Board of Directors

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

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

- **Conflict of Interest**

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

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

- **Use of Internal Information**

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

- **Anti-Corruption Policy**

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

Bribery and Unfair Receipt/Payment

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

- Receive any proposal or suggesting to make or receive any such payment
- Being requested to pay or considered "Extra money for special processing" or suspicious of any illicit payment.

Gifts and personal contributions or rewards

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

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

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

Conflicts of interest

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

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

- **Whistleblowing**

The Mandarin Oriental Hotel Group (MOHG) Code of Conduct requires colleagues from all hotels, regional offices and corporate offices to comply with all applicable laws and regulations and to maintain proper standards of business conduct. In support of this policy, MOHG offers this service to all colleagues and suppliers of MOHG and MOHG Hotels as a channel for reporting genuine concerns about malpractice, fraud or other misconduct. MOHG takes whistleblowing very seriously and will review all reports and initiate an investigation where possible. Reports are completely confidential and you are not required to reveal your identity unless you choose to do so. Disclosers will not be subject to any recrimination or detrimental treatment because they have raised an honest concern in good faith in accordance with this policy. MOHG Speak Up is designed to receive disclosures relating to the matters below:

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

The Board of Directors reviewed the internal control system and found that the control was effective and had confidence in the accuracy of Company's consolidated financial statements as of 31 December 2021.

8.2 Summary of Audit Committee Performance

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

1. The Audit Committee members are as follows:

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

2. The Audit Committee of the Company has the scope of duties and responsibilities, and shall report to the Board of Directors as follows:

- 2.1 To review sufficiency, credibility and objectivity of the financial reports
- 2.2 To review adequacy and effectiveness of internal control systems and internal audit functions
- 2.3 To review adequacy and effectiveness of risk management policies and practices
- 2.4 To review and prevent conflict of interest
- 2.5 To review compliance with the Securities and Exchange Act, Regulations of Stock Exchange of Thailand, and any other relevant laws
- 2.6 To review documents for internal review when there is suspicion of corruption or there are abnormal transactions in the internal control system
- 2.7 To issue instructions and review documents when there is suspicion of not complying with laws or any SET's regulations which may have an impact on the financial status and operational results of the Company in a significant way
- 2.8 To take care of any other matters assigned to it by the Board of Directors

(Please refer to the Audit Committee Report)

9. INTERNAL CONTROL AND CONNECTED TRANSACTIONS

9.1 Control System and Internal Audit

The Company places importance on efficient control at both management and operational levels. There is supervision to ensure that Company's assets are used solely for the Company's benefits. There is segregation of duties for operational staff, supervisors and those undertaking evaluation to ensure the balance of auditing and controlling is appropriate. The Company is confident of the effectiveness of its internal control systems in protecting its assets and those of its subsidiaries.

Control of the Use of Internal Information

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

Please refer to the Audit Committee Report.

9.2 Connected Transactions

Monitoring the Operations of Subsidiaries and Associated Companies

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

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

1. Transactions with Subsidiaries

1.1 Income from providing services to subsidiaries

Nature of transaction

It is a transaction where the hotel provides services to the Baan Rim Naam Chao Phraya Company Limited (100% Shareholding).

Size of transaction

In 2021: amounted Baht 0.4 million (In 2020: amounted Baht 0.4 million)

Necessity and reasonableness of transaction

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

Pricing policy

Cost price plus margin

1.2 Expenses for receiving services from subsidiaries

Nature of transaction

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

Size of transaction

In 2021: amounted Baht 38.8 million (In 2020: amounted Baht 37.4 million).

Necessity and reasonableness of transaction

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

Pricing policy

The boat rental as well a land and building lease rental fees averaged at Baht 3.2 million per month in accordance with the market prices.

2. Transactions with connected companies

2.1 Income from providing services to connected companies

Nature of transaction

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

Size of transaction

In 2021: No transaction (In 2020: No transaction)

Necessity and reasonableness of transaction

The aforementioned transaction is a transaction supporting the normal business with Mandarin Oriental hotel group.

Pricing policy

Room rate is the market price of the Best Corporate Negotiated Rate.

Food cost is the market price which is the same rate as other customers.

2.2 Expenses for receiving services from connected person

Nature of transaction

Management fees and license fees are transactions between the Company and Mandarin Oriental Hotel Group Limited and Mandarin Oriental (UK) Limited.

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

Size of transaction

In 2021: amounted Baht 47.3 million (In 2020: amounted Baht 73.3 million).

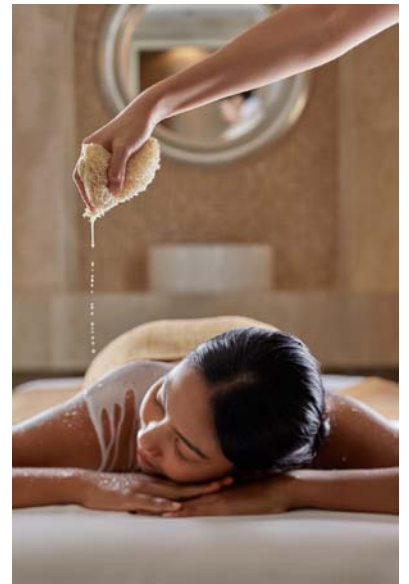
Necessity and reasonableness of transaction

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

Pricing policy

Management fee is according to the mutual agreement.

Beverage purchase is the market price.



3

PART 3 FINANCIAL STATEMENTS ENDING 31 DECEMBER 2021



OHTL PUBLIC COMPANY LIMITED

Consolidated and Separate
Financial Statements

31 December 2021



Independent Auditor's Report

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

My opinion

In my opinion, the consolidated financial statements and the separate financial statements present fairly, in all material respects, the consolidated financial position of OHTL Public Company Limited ("the Company") and its subsidiaries ("the Group") and the separate financial position of the Company as at 31 December 2021, 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 2021;
- 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 issued by the Federation of Accounting Professions that are relevant to my audit of the consolidated and separate financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Key audit matters

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

Key audit matter	How my audit addressed the key audit matter
<p>Impairment of property, plant and equipment and right-of-use assets</p> <p>Refer to Note 6.7 'Accounting policy - Property, plant and equipment' and Note 15 'Property, plant and equipment' and Note 16 'Right-of-use assets' to the consolidated and separate financial statements.</p> <p>At 31 December 2021, the Group and the Company had property plant and equipment of Baht 5,526 million and Baht 5,470 million, respectively and right-of-use assets of Baht 491 million and Baht 816 million, respectively. Property plant and equipment and right-of-use assets represented 95% and 96% of the total assets in the consolidated and separate financial statements, respectively.</p> <p>The Group management assessed the recoverable amount based on value in use of property, plant and equipment by considering the discounted cash flow projection. From the assessment, the Group management concluded that no impairment was required in current year.</p> <p>I focused on the area of impairment of property, plant and equipment and right-of-use assets, because of the significance of property, plant and equipment and right-of-use assets in the consolidated and separated financial statements. The assessment of recoverable amount of property, plant and equipment and right-of-use assets involved the Group management's subjective judgement on the reasonableness of key assumptions used in the cash flow projection, such as the estimated occupancy rates and room rates, revenue growth rates and the discount rate.</p>	<p>My key procedures in relation to reviews the impairment of property, plant, and equipment and right-of-use assets included:</p> <ul style="list-style-type: none"> • Understanding and evaluating the Group management's valuation approach for assessing the impairment of property, plant and equipment by using the value in use method. I considered the approach to be appropriate in accordance with the Thai Financial Reporting Standards ("TFRS"). • Evaluating the budgeting procedures upon which the cash flow projection are based, and assessed the principles of the Group management's discounted cash flow models. • Understanding key assumptions used in the discounted cash flow projection and assessing the probability of key assumptions. • Developing point of estimation for recoverable amount by changing key assumptions used in the discounted cash flow projection based on information available at the time on: <ul style="list-style-type: none"> • Estimate occupancy rates and room rates with reference historical data. • Growth rates in forecast by comparing with the historical results. • Assessing the appropriateness of the discount rate by comparing the rate with the cost of capital of the company and checking the rate is similar to others in the industry. <p>I found the key assumptions in the recoverability assessment were supportable in the light of available and comparable internal and other market evidence.</p>

Emphasis of matter

Other information

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

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

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

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

Responsibilities of the directors for the consolidated and separate financial statements

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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

PricewaterhouseCoopers ABAS Ltd.

Sinsiri Thangsombat

Certified Public Accountant (Thailand) No. 7352

Bangkok

28 January 2022

OHTL Public Company Limited
Statement of Financial Position
As at 31 December 2021

	Notes	Consolidated financial statements		Separate financial statements	
		2021	2020	2021	2020
		Baht	Baht	Baht	Baht
Assets					
Current assets					
Cash and cash equivalents	11	102,754,168	108,444,129	100,832,736	107,192,032
Short-term investments		172,412	172,412	172,412	172,412
Trade and other receivables	12	67,103,174	46,355,518	66,949,038	46,152,482
Inventories		20,545,808	18,225,038	20,545,808	18,225,038
Other current assets		60,409,558	72,328,862	60,099,679	71,888,363
Total current assets		250,985,120	245,525,959	248,599,673	243,630,327
Non-current assets					
Investments in subsidiaries	14	-	-	100,000	100,000
Investments in associates	14	1,909,150	44,535,906	9,520,000	9,520,000
Property, plant and equipment	15	5,526,188,170	5,873,327,095	5,470,325,836	5,807,001,306
Right-of-use assets	16	491,219,916	541,765,618	816,134,567	883,342,559
Intangible assets	17	5,791,180	11,009,061	5,791,180	11,009,061
Other non-current assets		26,921,436	25,910,781	23,237,954	22,033,529
Total non-current assets		6,052,029,852	6,496,548,461	6,325,109,537	6,733,006,455
Total assets		6,303,014,972	6,742,074,420	6,573,709,210	6,976,636,782

Director _____

Director _____

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

OHTL Public Company Limited
Statement of Financial Position (Cont'd)
As at 31 December 2021

		Consolidated financial statements		Separate financial statements	
		2021 Baht	2020 Baht	2021 Baht	2020 Baht
Notes					
Liabilities and equity					
Current liabilities					
Short-term borrowings					
from financial institutions	20	1,000,000,000	710,000,000	1,000,000,000	710,000,000
Trade and other payables	19	294,506,211	397,078,046	363,803,742	456,852,382
Income tax payable		958,352	1,715,447	-	-
Current portion of lease liabilities	22	39,636,647	71,568,144	51,427,421	77,469,483
Current portion of long-term borrowings					
from financial institution	22	249,695,617	-	249,695,617	-
Other current liabilities		4,030,023	4,010,682	3,983,892	4,010,682
Total current liabilities		1,588,826,850	1,184,372,319	1,668,910,672	1,248,332,547
Non-current liabilities					
Derivative financial liabilities	21	10,799,360	19,219,821	10,799,360	19,219,821
Lease liabilities	22	666,659,495	706,844,205	858,133,391	910,108,874
Long-term borrowings from					
financial institution	22	2,063,094,566	2,172,254,467	2,063,094,566	2,172,254,467
Employee benefit obligations	23	105,095,326	156,052,382	105,095,326	156,052,382
Deferred tax liabilities	18	291,767,672	358,360,784	281,933,573	349,969,096
Other non-current liabilities		17,675,448	21,329,110	17,427,710	21,081,373
Total non-current liabilities		3,155,091,867	3,434,060,769	3,336,483,926	3,628,686,013
Total liabilities		4,743,918,717	4,618,433,088	5,005,394,598	4,877,018,560
Equity					
Share capital					
Authorised share capital					
Ordinary shares, 15,097,800 shares					
at par value of Baht 10 each	24	150,978,000	150,978,000	150,978,000	150,978,000
Issued and paid-up share capital					
Ordinary shares, 15,097,800 shares					
at paid-up of Baht 10 each	24	150,978,000	150,978,000	150,978,000	150,978,000
Retained earnings (deficits)					
Appropriated					
Legal reserve	25	16,000,000	16,000,000	16,000,000	16,000,000
Unappropriated		(1,009,205,941)	(437,110,703)	(999,987,584)	(461,133,813)
Other components of equity		2,401,324,196	2,393,774,035	2,401,324,196	2,393,774,035
Total equity		1,559,096,255	2,123,641,332	1,568,314,612	2,099,618,222
Total liabilities and equity		6,303,014,972	6,742,074,420	6,573,709,210	6,976,636,782

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

OHTL Public Company Limited
Statement of Comprehensive Income
For the year ended 31 December 2021

	Notes	Consolidated financial statements		Separate financial statements	
		2021 Baht	2020 Baht	2021 Baht	2020 Baht
Hotel income	26	561,998,236	913,661,400	560,608,632	912,560,589
Cost of sales and services		(795,120,296)	(975,893,269)	(801,072,420)	(982,002,304)
Gross loss		(233,122,060)	(62,231,869)	(240,463,788)	(69,441,715)
Other income	27	369,193	477,115	918,376	1,030,995
Selling expenses		(45,217,695)	(72,464,731)	(45,217,695)	(72,464,731)
Administrative expenses		(265,886,557)	(326,679,327)	(265,700,437)	(329,528,977)
Finance costs - interest expense		(111,221,931)	(76,830,171)	(117,978,817)	(84,057,977)
Share of loss of associates	14 a)	(42,626,756)	(34,535,639)	-	-
Loss before income tax income		(697,705,806)	(572,264,622)	(668,442,361)	(554,462,405)
Income tax income	29	77,064,354	92,143,547	81,042,376	109,996,214
Loss for the year		(620,641,452)	(480,121,075)	(587,399,985)	(444,466,191)
Other comprehensive income:					
Items that will not be reclassified subsequently to profit or loss					
Gain on remeasurements of defined employee benefit obligations	23	60,682,767	21,857,000	60,682,767	21,857,000
Gain on revaluation of land	15	-	3,011,437,365	-	3,011,437,365
Income tax on items that will not be reclassified subsequently to profit or loss	18	(12,136,553)	(606,658,873)	(12,136,553)	(606,658,873)
Total items that will not be reclassified subsequently to profit or loss		48,546,214	2,426,635,492	48,546,214	2,426,635,492
Items that will be reclassified subsequently to profit or loss					
Gain (loss) on cash flow hedges	21	6,519,572	(8,928,714)	6,519,572	(8,928,714)
Gain on cash flow hedges reclassified to profit or loss	21	1,900,889	1,893,288	1,900,889	1,893,288
Income tax on items that will be reclassified subsequently to profit or loss	18	(870,300)	1,407,085	(870,300)	1,407,085
Total items that will be reclassified subsequently to profit or loss		7,550,161	(5,628,341)	7,550,161	(5,628,341)
Other comprehensive income for the year, net of tax		56,096,375	2,421,007,151	56,096,375	2,421,007,151
Total comprehensive (expense) income for the year		(564,545,077)	1,940,886,076	(531,303,610)	1,976,540,960
Loss attributable to:					
Owners of the parent		(620,641,452)	(480,121,075)	(587,399,985)	(444,466,191)
Non-controlling interests		-	-	-	-
		(620,641,452)	(480,121,075)	(587,399,985)	(444,466,191)
Total comprehensive (expense) income attributable to:					
Owners of the parent		(564,545,077)	1,940,886,076	(531,303,610)	1,976,540,960
Non-controlling interests		-	-	-	-
		(564,545,077)	1,940,886,076	(531,303,610)	1,976,540,960
Loss per share					
Basic loss per share	30	(41.11)	(31.80)	(38.91)	(29.44)

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

OHTL Public Company Limited
Statement of Changes in Equity
For the year ended 31 December 2021

	Consolidated financial statements						
	Retained earnings (deficits)			Other components of equity			
	Issued and paid-up share capital Baht	Appropriated - legal reserve Baht	Unappropriated Baht	Other comprehensive income		Total other components of equity Baht	Total equity Baht
				Gains on revaluation of land Baht	Cash flow hedges Baht		
Opening balance as at 1 January 2020	150,978,000	16,000,000	25,524,772	-	(9,747,516)	(9,747,516)	182,755,256
Transactions with owners during the year							
Total comprehensive (expense) income for the year	-	-	(462,635,475)	2,409,149,892	(5,628,341)	2,403,521,551	1,940,886,076
Closing balance as at 31 December 2020	150,978,000	16,000,000	(437,110,703)	2,409,149,892	(15,375,857)	2,393,774,035	2,123,641,332
Opening balance as at 1 January 2021	150,978,000	16,000,000	(437,110,703)	2,409,149,892	(15,375,857)	2,393,774,035	2,123,641,332
Transactions with owners during the year							
Total comprehensive (expense) income for the year	-	-	(572,095,238)	-	7,550,161	7,550,161	(564,545,077)
Closing balance as at 31 December 2021	150,978,000	16,000,000	(1,009,205,941)	2,409,149,892	(7,825,696)	2,401,324,196	1,559,096,255

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

OHTL Public Company Limited
Statement of Changes in Equity (Cont'd)
For the year ended 31 December 2021

	Separate financial statements						
	Retained earnings (deficits)			Other components of equity			
	Issued and paid-up share capital Baht	Appropriated - legal reserve Baht	Unappropriated Baht	Other comprehensive income		Total other components of equity Baht	Total equity Baht
				Gains on revaluation of land Baht	Cash flow hedges Baht		
Opening balance as at 1 January 2020	150,978,000	16,000,000	(34,153,222)	-	(9,747,516)	(9,747,516)	123,077,262
Transactions with owners during the year							
Total comprehensive (expense) income for the year	-	-	(426,980,591)	2,409,149,892	(5,628,341)	2,403,521,551	1,976,540,960
Closing balance as at 31 December 2020	150,978,000	16,000,000	(461,133,813)	2,409,149,892	(15,375,857)	2,393,774,035	2,099,618,222
Opening balance as at 1 January 2021	150,978,000	16,000,000	(461,133,813)	2,409,149,892	(15,375,857)	2,393,774,035	2,099,618,222
Transactions with owners during the year							
Total comprehensive (expense) income for the year	-	-	(538,853,771)	-	7,550,161	7,550,161	(531,303,610)
Closing balance as at 31 December 2021	150,978,000	16,000,000	(999,987,584)	2,409,149,892	(7,825,696)	2,401,324,196	1,568,314,612

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

OHTL Public Company Limited
Statement of Cash Flows
For the year ended 31 December 2021

	Notes	Consolidated		Separate	
		financial statements		financial statements	
		2021	2020	2021	2020
		Baht	Baht	Baht	Baht
Cash flows from operating activities					
Loss before income tax income		(697,705,806)	(572,264,622)	(668,442,361)	(554,462,405)
Adjustments for:					
Depreciation charge on property, plant and equipment	15	340,962,187	313,595,044	330,610,399	303,013,188
Depreciation charge on right-of-use assets	16	50,547,809	49,570,556	67,210,099	66,249,603
Gain on change in accounting record from waived rental from lessor	22	(7,515,883)	-	(7,515,883)	-
Reversal of depreciation charge on right-of-use assets from exemption lease payment from lessor		-	(4,900,538)	-	(4,900,538)
Loss on receiving exemption in lease payment from lessor		-	156,538	-	156,538
Amortisation charge on intangible assets	17	5,785,117	8,532,235	5,785,117	8,532,235
Loss (Gain) on disposals of property, plant and equipment		8,305	17,787	(101,862)	17,787
Loss on write-off of property, plant and equipment	15	15	1	15	1
Expected credit loss for amount due from a related party		-	-	644,173	727,680
Share of loss of associates	14 a)	42,626,756	34,535,639	-	-
Employee benefit expense	23	16,846,525	27,618,232	16,846,525	27,618,232
Interest income	27	(51,297)	(169,313)	(600,480)	(723,193)
Finance costs - interest expense		111,221,931	76,830,171	117,978,817	84,057,977
Changes in operating assets and liabilities					
- trade and other receivables		(20,747,656)	34,937,315	(20,891,316)	48,343,610
- inventories		(2,320,770)	4,863,418	(2,320,770)	4,863,418
- other current assets		13,276,082	(970,582)	13,145,462	(852,504)
- other non-current assets		(1,010,655)	(11,420,508)	(1,204,425)	(11,614,296)
- trade and other payables		(6,523,495)	(73,844,279)	14,785,706	(58,899,066)
- employee benefits paid	23	(7,120,814)	(18,493,462)	(7,120,814)	(18,493,462)
- other current liabilities		19,341	(5,199,252)	(26,790)	(5,119,578)
- other non-current liabilities		(3,653,662)	(1,588,419)	(3,653,663)	(1,588,420)
Cash used in operations		(165,355,970)	(138,194,039)	(144,872,051)	(113,073,193)
Interest received		51,297	169,313	51,067	168,959
Interest paid		(112,617,763)	(49,585,433)	(119,374,649)	(59,958,010)
Income tax paid		(4,649,484)	(3,021,566)	(1,356,778)	(1,671,148)
Net cash used in operating activities		(282,571,920)	(190,631,725)	(265,552,411)	(174,533,392)

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

OHTL Public Company Limited
Statement of Cash Flows (Cont'd)
For the year ended 31 December 2021

	Notes	Consolidated		Separate	
		financial statements		financial statements	
		2021	2020	2021	2020
		Baht	Baht	Baht	Baht
Cash flows from investing activities					
Purchases of property, plant and equipment		(119,206,804)	(629,919,514)	(119,206,804)	(629,919,514)
Capitalisation of borrowing cost to property, plant and equipment		-	(22,614,893)	-	(22,614,893)
Purchases of intangible assets	17	(567,236)	(3,795,335)	(567,236)	(3,795,335)
Proceeds from disposals of property, plant and equipment		285,155	599,598	283,655	599,598
Cash received from construction contract		-	126,694,273	-	126,694,273
Net cash used in investing activities		(119,488,885)	(529,035,871)	(119,490,385)	(529,035,871)
Cash flows from financing activities					
Proceeds from short-term borrowings from financial institutions	20	335,000,000	925,000,000	335,000,000	925,000,000
Proceeds from long-term borrowings from financial institution	22	540,000,000	730,000,000	540,000,000	730,000,000
Repayments on short-term borrowings from financial institutions	20	(45,000,000)	(635,000,000)	(45,000,000)	(635,000,000)
Repayments on long-term borrowings from financial institution	22	(400,000,000)	(285,000,000)	(400,000,000)	(285,000,000)
Lease principal payments		(33,629,156)	(17,687,963)	(51,316,500)	(31,467,491)
Net cash generated from financing activities		396,370,844	717,312,037	378,683,500	703,532,509
Net decrease in cash and cash equivalents					
		(5,689,961)	(2,355,559)	(6,359,296)	(36,754)
Cash and cash equivalents at the beginning of the year		108,444,129	110,799,688	107,192,032	107,228,786
Cash and cash equivalents at the end of the year					
	11	102,754,168	108,444,129	100,832,736	107,192,032

Non-cash transactions

Significant non-cash transactions for the years ended 31 December 2021 and 2020 are as follows:

Other payables arising from purchases of property, plant and equipment	18,293,813	143,383,880	18,293,813	143,383,880
Freehold land revaluation	-	3,011,437,365	-	3,011,437,365

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

1 General information

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

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

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

These consolidated and separate financial statements were authorised for issue by the Board of Directors on 28 January 2022.

2 Significant events during the current year

Coronavirus Disease 2019 outbreak

After the outbreak of Coronavirus Disease 2019 (“COVID-19 outbreak”) in early 2020, it has resulted in the adverse effects on the operating results for the year ended 31 December 2021 especially on the hotel businesses and the rental businesses.

Hotel business: booking cancellation resulted in sales dropped

A series of precautionary measures continues to be implemented across regions including certain level of restrictions and controls over the travelling of people and traffic arrangements has led to many booking cancellations. The impact of COVID-19 pandemic caused the decreasing number of guests especially targeting leisure and business segments from Europe, China and the United States. The closure of some hotel’s facilities in accordance with the official announcement from the Government in mid-2021 regarding the temporarily closer of premises such as department stores, restaurants, spa and fitness centre affected the hotel revenues overall.

Rental business: rental waiver

The Group granted rental waiver and reduction to all of its tenants for the period from 22 March 2020 until now resulted in a reduction in the Group’s rental income in 2021 and thus affects the rental income in the coming periods. The Group closely monitor the development of the COVID-19 situation and its impact on the leasing business by performing relevant assessment which the management has established various plans to cope with the ongoing situation as well as endeavor to mitigate the business impact effectively.

3 Basic of preparation

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

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

The preparation of financial statements in conformity with TFRS requires management to use certain critical accounting estimates and to exercise its judgement in applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas that are more likely to be materially adjusted due to changes in estimates and assumptions are disclosed in Note 9.

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 Going concern and liquidity risk

As of 31 December 2021, the Group and the Company have total current liabilities exceeding total current assets by Baht 1,338 million and Baht 1,420 million and loss for the period of Baht 621 million and Baht 587 million, respectively as a result of the impact of COVID-19 outbreak as described in Note 2, in the consolidated and separate financial statements. In addition, the Group and the Company have negative cash flow from operating activity of Baht 283 million and Baht 266 million, respectively. Management has prepared cash flow projection which was approved by the Board of Directors and was confident that the estimation can be achieved as the hotel still plans to launch various marketing activities and promotions aiming to increase occupancy rate. The management will ensure that cost containment from all areas will be closely monitored. In addition, the Group still has committed credit facility available and has entered into a loan facility agreement of Baht 300 million from two major shareholders. The loan facility is for the purpose of business operations. Accordingly, the Group could continue its operations as a going concern basis.

5 New and amended financial reporting standards

New and amended financial reporting standards that are effective for accounting period beginning on or after 1 January 2021 and have significant impacts to the Group

Amendment to TFRS 16, Leases amended to provide a practical expedient where lessees are exempted from having to consider individual lease contracts to determine whether rent concessions occurring as a direct consequence of the COVID-19 pandemic are lease modifications. It applies to rent concessions that reduce the lease payments due by 30 June 2022.

6 Accounting policies

6.1 Principles of consolidation and equity accounting

a) Subsidiaries

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

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

b) Associates

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

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

c) Equity method

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

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

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

d) Intercompany transactions on consolidation

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

6.2 Foreign currency translation

a) Functional and presentation currency

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

b) Transactions and balances

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

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

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

6.3 Cash and cash equivalents

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

6.4 Trade accounts receivable

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

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

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

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

6.5 Inventories

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

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

6.6 Financial assets

a) Classification

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

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

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

b) Recognition and derecognition

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

c) Measurement

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

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

d) Debt instruments

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

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

e) Impairment

From 1 January 2020, the Group applies the TFRS 9 simplified approach in measuring the impairment of trade receivables which applies lifetime expected credit loss, from initial recognition, for all trade receivables.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets. The expected credit loss rates are based on payment profiles, historical credit losses as well as forward-looking information and factors that may affect the ability of the customers to settle the outstanding balances.

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

For trade receivables, the Group applies the simplified approach, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see note 6.4 for details.

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

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

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

6.7 Property, plant and equipment

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

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

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

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

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

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

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

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

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

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

6.8 Intangible assets

Acquired computer software

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

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

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

6.9 Impairment of assets

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

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

The Group chose to apply the temporary measures to relieve the impact from COVID-19 announced by TFAC for the reporting periods ended between 1 January 2020 and 31 December 2020 by excluding information related to COVID-19 as an indication of the impairment of assets.

6.10 Leases

Leases - where the Group is the lessee

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

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

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

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

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

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

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

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

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

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

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

During the reporting period ended 2020, the Group received exemptions in the lease payments from lessors due to the COVID-19 outbreak. The Group elected not to account for all exemptions in the lease payments under the lease modification in accordance with TFRS 16. Instead, the Group has chosen to apply the temporary measures to relieve the impact from COVID-19 announced by TFAC for the reporting periods ended between 1 January 2020 and 31 December 2020 by reducing lease liabilities on the exempted portion throughout the period that the Group has received the exemption. The Group also reversed depreciation charges on the right-of-use assets and interest expenses on the lease liabilities recognised in the same proportion of Baht 4.90 million and Baht 0.66 million, respectively. The differences between the reduction of the lease liabilities and the reversal of the expenses of Baht 0.16 are recognised in other losses instead of remeasuring lease liabilities and adjusting the corresponding right-of-use assets from the lease modification.

The Group has applied the practical expedient to all qualifying COVID-19 related rent concessions. Rent concession totalling Baht 7.52 million have been accounted for as reduction in profit or loss, with a corresponding adjustment to the lease liability. There is no impact on the opening balance of equity at 1 January 2021

Leases - where the Group is the lessor

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

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

6.11 Financial liabilities

a) Classification

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

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

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

b) Measurement

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

c) Derecognition and modification

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

Where the terms of a financial liability are renegotiated/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.

6.12 Borrowing costs

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

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

6.13 Current and deferred income taxes

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

Current tax

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

Deferred income tax

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

- initial recognition of an asset or liability in a transaction other than a business combination that affects neither accounting nor taxable profit or loss is not 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.

The Group chose to apply the temporary measures to relieve the impact from COVID-19 announced by TFAC for the reporting periods ended between 1 January 2020 and 31 December 2020 by excluding information related to COVID-19 which causes uncertainty when considering the sufficiency of future taxable profit for the purpose of assessing the utilisation of deductible temporary differences. Instead, the Group writes down the carrying amount of the deferred tax assets when it's not probable that the future taxable profit will be available for utilising the deductible temporary differences.

6.14 Employee benefits

a) Short-term employee benefits

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

b) Defined contribution plan

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

c) Defined benefit plans

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

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

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

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

6.15 Provisions

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

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

6.16 Share capital

Ordinary shares are classified as equity.

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

6.17 Revenue recognition

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

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

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

Hotel

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

6.18 Dividend distribution

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

6.19 Cash flow hedges that qualify for hedge accounting

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

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

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

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

The fair values of derivative financial instruments designated in hedge relationships are disclosed in note 21. Movements in the hedging reserve in shareholders' equity are shown in note 21.

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

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

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

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

7 Financial risk management

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

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

7.1 Financial risk

7.1.1 Market risk

a) Foreign exchange risk

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

b) Cash flow and interest rate risk

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

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

	Consolidated and Separate financial statements			
	2021		2020	
	Baht	% of total loans	Baht	% of total loans
Variable rate borrowings	3,315,000,000	100%	2,885,000,000	100%
	3,315,000,000	100%	2,885,000,000	100%

Sensitivity

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

	Consolidated and Separate financial statements			
	Impact to net profit		Impact to other components of equity	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Interest rate - increase 0.25% (2020: 0.25%)*	6,792,200	4,956,709	(2,479,420)	(3,473,190)
Interest rate - decrease 0.25% (2020: 0.25%)*	(6,812,200)	(4,883,358)	2,479,420	3,473,190

* Holding all other variables constant

Instruments used by the Group - Interest rate swap

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

The Group and the Company entered into interest rate swaps covering approximately 12% (2020: 14%) of the variable loan principal outstanding. The fixed interest rates of the swaps are 2.03% (2020: 2.03%), and the variable rates of the loans are between 0.33% and 0.35% under THB which was 0.33% (2020: 0.34%) at the end of the reporting period.

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

The effects of hedge accounting on the financial position and performance are disclosed in Note 21.

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

	Consolidated and Separate financial statements	
	2021 Baht	2020 Baht
Interest rate swaps		
Carrying amount (liability)	(10,799,360)	(19,219,821)
Notional amount	400,000,000	400,000,000
Maturity date	21 March 2024	21 March 2024
Hedge ratio	1:1	1:1
Change in fair value of outstanding hedge instruments since 1 January	6,519,572	(8,928,714)
Change in value of hedged item used to determine hedge effectiveness	(6,519,572)	8,928,714
Weighted average strike rate for outstanding hedging instruments	2.03%	2.03%

7.1.2 Credit risk

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

a) Risk management

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

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

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

b) Impairment of financial assets

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

- cash and cash equivalents
- short-term investment
- trade and other receivables

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

Trade receivables

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

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

7.1.3 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. At the end of the reporting period, the Group held deposits at call of Baht 103 million (2020: Baht 108 million) that are expected to readily generate cash inflows for managing liquidity risk. Due to the dynamic nature of the underlying businesses, the Group Treasury maintains flexibility in funding by maintaining availability under committed credit lines.

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

a) Financing arrangements

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

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Floating rate				
Expiring within one year				
- Bank loans	-	510,000,000	-	510,000,000
Expiring beyond one year				
- Bank loans	435,000,000	605,000,000	435,000,000	605,000,000
	435,000,000	1,115,000,000	435,000,000	1,115,000,000

b) Maturity of financial liabilities

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

	Consolidated financial statements				
	On demand Baht	Within 1 year Baht	2 - 5 years Baht	Over 5 years Baht	Total Baht
As at 31 December 2021					
Short-term loans from financial institutions	-	1,005,072,452	-	-	1,005,072,452
Trade and other payables	-	106,388,699	-	-	106,388,699
Lease liabilities	-	63,069,524	205,590,532	685,710,916	954,370,972
Long-term loans from financial institutions	-	306,920,887	2,160,529,536	-	2,467,450,423
Other financial liabilities	-	-	-	17,675,448	17,675,448
Total financial liabilities that is not derivatives	-	1,481,451,562	2,366,120,068	703,386,364	4,550,957,994
Derivative financial instruments					
Interest rate swap					
- cash flow hedge					
- Cash inflows	-	1,682,452	1,617,464	-	3,299,916
- Cash outflows	-	(8,120,000)	(9,966,466)	-	(18,086,466)
Total derivatives	-	(6,437,548)	(8,349,002)	-	(14,786,550)
Total	-	1,475,014,014	2,357,771,066	703,386,364	4,536,171,444

	Consolidated financial statements				
	On demand Baht	Within 1 year Baht	2 - 5 years Baht	Over 5 years Baht	Total Baht
As at 31 December 2020					
Short-term loans from financial institutions	-	712,488,340	-	-	712,488,340
Trade and other payables	-	251,507,493	-	-	251,507,493
Lease liabilities	-	96,698,295	218,416,780	669,810,615	984,925,690
Long-term loans from financial institutions	-	57,843,699	2,286,208,536	-	2,344,052,235
Other financial liabilities	-	-	-	21,329,110	21,329,110
Total financial liabilities that is not derivatives	-	1,118,537,827	2,504,625,316	691,139,725	4,314,302,868
Derivative financial instruments					
Interest rate swap					
- cash flow hedge					
- Cash inflows	-	1,736,329	3,405,589	-	5,141,918
- Cash outflows	-	(8,120,000)	(18,086,466)	-	(26,206,466)
Total derivatives	-	(6,383,671)	(14,680,877)	-	(21,064,548)
Total	-	1,112,154,156	2,489,944,439	691,139,725	4,293,238,320

	Separate financial statements				Total Baht
	On demand Baht	Within 1 year Baht	2 - 5 years Baht	Over 5 years Baht	
As at 31 December 2021					
Short-term loans from financial institutions	-	1,005,072,452	-	-	1,005,072,452
Trade and other payables	-	188,492,102	-	-	188,492,102
Lease liabilities	-	81,247,844	272,613,462	867,549,133	1,221,410,439
Long-term loans from financial institutions	-	306,920,887	2,160,529,536	-	2,467,450,423
Other financial liabilities	-	-	-	17,427,710	17,427,710
Total financial liabilities that is not derivatives	-	1,581,733,285	2,433,142,998	884,976,843	4,899,853,126
Derivative financial instruments					
Interest rate swap					
- cash flow hedge					
- Cash inflows	-	1,682,452	1,617,464	-	3,299,916
- Cash outflows	-	(8,120,000)	(9,966,466)	-	(18,086,466)
Total derivatives	-	(6,437,548)	(8,349,002)	-	(14,786,550)
Total	-	1,575,295,737	2,424,793,996	884,976,843	4,885,066,576
	Separate financial statements				Total Baht
	On demand Baht	Within 1 year Baht	2 - 5 years Baht	Over 5 years Baht	
As at 31 December 2020					
Short-term loans from financial institutions	-	712,488,340	-	-	712,488,340
Trade and other payables	-	272,642,485	-	-	272,642,485
Lease liabilities	-	109,356,520	287,930,942	867,335,918	1,264,623,380
Long-term loans from financial institutions	-	57,843,699	2,286,208,536	-	2,344,052,235
Other financial liabilities	-	-	-	21,081,373	21,081,373
Total financial liabilities that is not derivatives	-	1,152,331,044	2,574,139,478	888,417,291	4,614,887,813
Derivative financial instruments					
Interest rate swap					
- cash flow hedge					
- Cash inflows	-	1,736,329	3,405,589	-	5,141,918
- Cash outflows	-	(8,120,000)	(18,086,466)	-	(26,206,466)
Total derivatives	-	(6,383,671)	(14,680,877)	-	(21,064,548)
Total	-	1,145,947,373	2,559,458,601	888,417,291	4,593,823,265

7.2 Capital management

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

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

8 Fair value

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

Consolidated financial statements				
	Fair value through profit or loss (FVPL) Baht	Amortised cost Baht	Total carrying amount Baht	Fair value Baht
As at 31 December 2021				
<i>Financial assets not measured at fair value</i>				
Cash and cash equivalents	-	102,754,168	102,754,168	102,754,168
Short-term investment	-	172,412	172,412	172,412
Trade and other receivables	-	46,884,236	46,884,236	46,884,236
Other non-current assets	-	18,262,006	18,262,006	17,870,862
	-	168,072,822	168,072,822	167,681,678
<i>Financial liabilities measured at fair value</i>				
Derivative financial liabilities	10,799,360	-	10,799,360	10,799,360
<i>Financial liabilities not measured at fair value</i>				
Short-term borrowings from financial institutions	-	1,000,000,000	1,000,000,000	1,000,000,000
Trade and other payables	-	106,388,699	106,388,699	106,388,699
Lease liabilities	-	706,296,142	706,296,142	706,296,142
Long-term borrowings from financial institutions	-	2,312,790,183	2,312,790,183	2,312,790,183
Other non-current liabilities	-	17,675,448	17,675,448	17,124,766
	-	4,143,150,472	4,143,150,472	4,142,599,790

Consolidated financial statements				
	Fair value through profit or loss (FVPL) Baht	Amortised cost Baht	Total carrying amount Baht	Fair value Baht
As at 31 December 2020				
<i>Financial assets not measured at fair value</i>				
Cash and cash equivalents	-	108,444,129	108,444,129	108,444,129
Short-term investment	-	172,412	172,412	172,412
Trade and other receivables	-	25,169,336	25,169,336	25,169,336
Other non-current assets	-	18,035,351	18,035,351	17,824,486
	-	151,821,228	151,821,228	151,610,363
<i>Financial liabilities measured at fair value</i>				
Derivative financial liabilities	19,219,821	-	19,219,821	19,219,821
<i>Financial liabilities not measured at fair value</i>				
Short-term borrowings from financial institutions	-	710,000,000	710,000,000	710,000,000
Trade and other payables	-	251,507,493	251,507,493	251,507,493
Lease liabilities	-	778,412,349	778,412,349	778,412,349
Long-term borrowings from financial institutions	-	2,172,254,467	2,172,254,467	2,172,254,467
Other non-current liabilities	-	21,329,110	21,329,110	20,995,495
	-	3,933,503,419	3,933,503,419	3,933,169,804

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Separate financial statements				
	Fair value through profit or loss (FVPL) Baht	Amortised cost Baht	Total carrying amount Baht	Fair value Baht
As at 31 December 2021				
<i>Financial assets not measured at fair value</i>				
Cash and cash equivalents	-	100,832,736	100,832,736	100,832,736
Short-term investment	-	172,412	172,412	172,412
Trade and other receivables	-	46,997,423	46,997,423	46,997,423
Other non-current assets	-	14,578,524	14,578,524	14,187,380
	-	162,581,095	162,581,095	162,189,951
<i>Financial liabilities measured at fair value</i>				
Derivative financial liabilities	10,799,360	-	10,799,360	10,799,360
<i>Financial liabilities not measured at fair value</i>				
Short-term borrowings from financial institutions	-	1,000,000,000	1,000,000,000	1,000,000,000
Trade and other payables	-	188,492,102	188,492,102	188,492,102
Lease liabilities	-	909,560,812	909,560,812	909,560,812
Long-term borrowings from financial institutions	-	2,312,790,183	2,312,790,183	2,312,790,183
Other non-current liabilities	-	17,427,710	17,427,710	16,877,028
	-	4,428,270,807	4,428,270,807	4,427,720,125
As at 31 December 2020				
<i>Financial assets not measured at fair value</i>				
Cash and cash equivalents	-	107,192,032	107,192,032	107,192,032
Short-term investment	-	172,412	172,412	172,412
Trade and other receivables	-	25,469,939	25,469,939	25,469,939
Other non-current assets	-	14,158,100	14,158,100	13,947,235
	-	146,992,483	146,992,483	146,781,618
<i>Financial liabilities measured at fair value</i>				
Derivative financial liabilities	19,219,821	-	19,219,821	19,219,821
<i>Financial liabilities not measured at fair value</i>				
Short-term borrowings from financial institutions	-	710,000,000	710,000,000	710,000,000
Trade and other payables	-	314,381,308	314,381,308	314,381,308
Lease liabilities	-	987,578,357	987,578,357	987,578,357
Long-term borrowings from financial institutions	-	2,172,254,467	2,172,254,467	2,172,254,467
Other non-current liabilities	-	21,081,373	21,081,373	20,747,758
	-	4,205,295,505	4,205,295,505	4,204,961,890

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

	Consolidated and Separate financial statements							
	Level 1		Level 2		Level 3		Total	
	2021	2020	2021	2020	2021	2020	2021	2020
Assets								
Property, plant and equipment - Land	-	-	-	-	3,040,000,000	3,040,000,000	3,040,000,000	3,040,000,000
Total non-financial assets measured at fair value	-	-	-	-	3,040,000,000	3,040,000,000	3,040,000,000	3,040,000,000

As at 31 December 2021, the Group had no others assets or liabilities measured at fair value except land and derivative financial liabilities, please see note 15 and note 21, respectively. Disclosures of fair value measurements by level are:

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

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

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

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

9 Critical accounting estimates and judgements

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

a) Impairment of assets

The Group tests whether assets, which comprise property, plant, and equipment and right-of-use assets have suffered any impairment, in accordance with the accounting policy stated in Note 6.9. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations or fair value less cost to sell as appropriate. These calculations require the use of estimates. Disclosures about estimated impairment of property, plant, and equipment and right-of-use assets are provided in Note 15 and 16 respectively.

b) Fair value of land

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

For financial assumption, the valuer uses selling land price adjusted with external environments of 5 subjected land with the nearest condition to the Company's land.

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

c) Defined retirement benefit obligations

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

d) Deferred tax asset for carried forward tax losses

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

e) Determination of lease terms

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

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

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

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

f) Determination of discount rate applied to leases

The Group determines the incremental borrowing rate as follows:

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

10 Segment information

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

Inter-segment pricing is determined on mutually agreed terms.

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

Since 30 June 2021, the Group had adjusted financial information by segments which are classified by information provided to the chief operating decision maker. The Group classified business segment by considering the significant financial information which related to the material operating result. The Group's outside shops revenue represented 15% of the total revenue which met the quantitative segment conditions. Therefore, the additional reportable segment, outside shops, is disclosed as operating segment.

Business segments

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

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

Timing of revenue recognition

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

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

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

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Business segment results in the consolidated financial statements for the years ended 31 December 2021 and 2020 were as follows:

	(Unit: Thousand Baht)															
	Consolidated financial statements															
	Hotel operation		Food and beverage		Outside shops		Other segments		Undistributed operating income (expenses)		Total		Elimination		Consolidation	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Revenue	113,599	220,074	276,044	483,614	82,842	97,930	89,688	112,218	-	-	562,173	913,836	(175)	(175)	561,998	913,661
Interest income	-	-	-	-	-	-	-	-	600	724	600	724	(549)	(554)	51	170
Other income	-	-	-	-	-	-	-	-	318	307	318	307	-	-	318	307
Total revenues	113,599	220,074	276,044	483,614	82,842	97,930	89,688	112,218	918	1,031	563,091	914,867	(724)	(729)	562,367	914,138
Cost of sales and services	(312,596)	(308,232)	(338,072)	(503,958)	(44,013)	(64,098)	(50,066)	(55,110)	(50,548)	(44,670)	(795,295)	(976,068)	175	175	(795,120)	(975,893)
Selling expenses	-	-	-	-	-	-	-	-	(45,218)	(72,465)	(45,218)	(72,465)	-	-	(45,218)	(72,465)
Administrative expenses	-	-	-	-	-	-	-	-	(265,886)	(326,679)	(265,886)	(326,679)	-	-	(265,886)	(326,679)
Total expenses	(312,596)	(308,232)	(338,072)	(503,958)	(44,013)	(64,098)	(50,066)	(55,110)	(361,652)	(443,814)	(1,106,399)	(1,375,212)	175	175	(1,106,224)	(1,375,037)
Share of loss of associates	-	-	-	-	-	-	-	-	(42,626)	(34,536)	(42,626)	(34,536)	-	-	(42,626)	(34,536)
(Loss) Profit before finance costs and income tax income	(198,997)	(88,158)	(62,028)	(20,344)	38,829	33,832	39,622	57,108	(403,360)	(477,319)	(585,934)	(494,881)	(549)	(554)	(586,483)	(495,435)
Finance costs - interest expense	-	-	-	-	-	-	-	-	(133,808)	(99,930)	(133,808)	(99,930)	22,586	23,100	(111,222)	(76,830)
Income tax income	-	-	-	-	-	-	-	-	77,064	92,144	77,064	92,144	-	-	77,064	92,144
(Loss) Profit for the year	(198,997)	(88,158)	(62,028)	(20,344)	38,829	33,832	39,622	57,108	(460,104)	(485,105)	(642,678)	(502,667)	22,037	22,546	(620,641)	(480,121)

11 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Cash on hand	1,397,000	2,283,852	1,397,000	2,283,852
Cash at banks				
- current accounts	1,349,681	563,056	116,903	-
- savings accounts	100,007,487	105,597,221	99,318,833	104,908,180
Total cash and cash equivalents	102,754,168	108,444,129	100,832,736	107,192,032

As at 31 December 2021, the interest rates of savings accounts were 0.05% to 0.13% per annum (2020: 0.05% to 0.13% per annum).

12 Trade and other receivables

12.1 Trade and other receivables

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Third parties				
Trade accounts receivable, gross	33,218,492	19,061,939	33,218,492	19,061,939
Accrued Income	9,634,598	5,891,982	9,634,598	5,891,982
Less Loss allowance	-	(2,427,335)	-	(2,427,335)
Trade accounts receivable, net	42,853,090	22,526,586	42,853,090	22,526,586
Amount due from related parties				
Amounts due from related parties (Note 31 c))	2,859,555	405,844	59,584,513	56,674,050
Less Loss allowance	-	-	(56,611,770)	(55,967,597)
Amount due from related parties, net	2,859,555	405,844	2,972,743	706,453
Other receivables				
Prepaid rental expenses	339,868	339,864	339,868	339,864
Prepaid insurance expenses	11,048,688	12,413,841	11,048,688	12,413,841
Other prepaid expenses	8,299,382	7,715,613	8,032,059	7,211,974
Advance payments	51,000	-	51,000	-
Others	1,651,591	2,953,770	1,651,590	2,953,764
Other receivables	21,390,529	23,423,088	21,123,205	22,919,443
Total trade and other receivables	67,103,174	46,355,518	66,949,038	46,152,482

12.2 Impairment of trade receivables

Information about the impairment of trade receivables and the Group's exposure to credit risk, foreign currency risk and interest rate risk is disclosed in note 6.4 and note 7.

The loss allowance for trade receivables was determined as follows:

Consolidated financial statements						
	Under 30 days Baht	31 - 60 days Baht	61 - 90 days Baht	91 - 120 days Baht	Over 120 days Baht	Total Baht
As of 31 December 2021						
Gross carrying amount						
- trade receivables	32,088,894	837,044	292,554	-	-	33,218,492
- accrued income	9,634,598	-	-	-	-	9,634,598
Loss allowance	-	-	-	-	-	-
	41,723,492	837,044	292,554	-	-	42,853,090
As of 31 December 2020						
Gross carrying amount						
- trade receivables	15,098,241	950,633	202,485	91,791	2,718,789	19,061,939
- accrued income	5,891,982	-	-	-	-	5,891,982
Loss allowance	-	-	-	-	(2,427,335)	(2,427,335)
	20,990,223	950,633	202,485	91,791	291,454	22,526,586
Separate financial statements						
	Under 30 days Baht	31 - 60 days Baht	61 - 90 days Baht	91 - 120 days Baht	Over 120 days Baht	Total Baht
As of 31 December 2021						
Gross carrying amount						
- trade receivables	32,088,894	837,044	292,554	-	-	33,218,492
- accrued income	9,634,598	-	-	-	-	9,634,598
Loss allowance	-	-	-	-	-	-
	41,723,492	837,044	292,554	-	-	42,853,090
As of 31 December 2020						
Gross carrying amount						
- trade receivables	15,098,241	950,633	202,485	91,791	2,718,789	19,061,939
- accrued income	5,891,982	-	-	-	-	5,891,982
Loss allowance	-	-	-	-	(2,427,335)	(2,427,335)
	20,990,223	950,633	202,485	91,791	291,454	22,526,586

There is no additional loss allowance of the Group and the Company for trade receivables during the year.

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

Consolidated and separate financial statements	
	2021 Baht
Opening loss allowance as at 1 January	(2,427,335)
Receivables written off during the year as uncollectible	2,427,335
Closing loss allowance as at 31 December	-

12.3 Impairments of amounts due from related parties

Information about the impairment of amounts due from related parties and the Group's exposure to credit risk, foreign currency risk and interest rate risk is disclosed in note 6.4 and 7.

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

Consolidated financial statements						
	Under 30 days Baht	31 - 60 days Baht	61 - 90 days Baht	91 - 120 days Baht	Over 120 days Baht	Total Baht
As of 31 December 2021						
Gross carrying amount						
- amounts due from related parties	2,859,555	-	-	-	-	2,859,555
Loss allowance	-	-	-	-	-	-
	2,859,555	-	-	-	-	2,859,555
As of 31 December 2020						
Gross carrying amount						
- amounts due from related parties	240,491	165,353	-	-	-	405,844
Loss allowance	-	-	-	-	-	-
	240,491	165,353	-	-	-	405,844
Separate financial statements						
	Under 30 days Baht	31 - 60 days Baht	61 - 90 days Baht	91 - 120 days Baht	Over 120 days Baht	Total Baht
As of 31 December 2021						
Gross carrying amount						
- amounts due from related parties	3,283,313	-	-	6,500	56,294,700	59,584,513
Loss allowance	(310,570)	-	-	(6,500)	(56,294,700)	(56,611,770)
	2,972,743	-	-	-	-	2,972,743
As of 31 December 2020						
Gross carrying amount						
- amounts due from related parties	823,185	165,353	-	200	55,685,312	56,674,050
Loss allowance	(282,085)	-	-	(200)	(55,685,312)	(55,967,597)
	541,100	165,353	-	-	-	706,453

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

Separate financial statement		
	2021 Baht	2020 Baht
Opening loss allowance as at 1 January	(55,967,597)	(55,239,917)
Increase in loss allowance recognised in profit or loss during the year	(644,173)	(727,680)
Closing loss allowance as at 31 December	(56,611,770)	(55,967,597)

13 Financial assets and financial liabilities

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

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Financial assets				
Financial assets at amortised cost				
Cash and cash equivalents	102,754,168	108,444,129	100,832,736	107,192,032
Short-term investment	172,412	172,412	172,412	172,412
Trade and other receivables	46,884,236	25,169,336	46,997,423	25,469,939
Other non-current assets	18,262,006	18,035,351	14,578,524	14,158,100
	168,072,822	151,821,228	162,581,095	146,992,483
Financial liabilities				
Financial liabilities at amortised cost				
Short-term borrowings from financial institutions	1,000,000,000	710,000,000	1,000,000,000	710,000,000
Trade and other payables	106,388,699	251,507,493	188,492,102	314,381,308
Lease liabilities	706,296,142	778,412,349	909,560,812	987,578,357
Long-term borrowings from financial institutions	2,312,790,183	2,172,254,467	2,312,790,183	2,172,254,467
Other non-current liabilities	17,675,448	21,329,110	17,427,710	21,081,373
Financial liabilities at fair value through profit or loss				
Derivative financial liabilities under hedge accounting	10,799,360	19,219,821	10,799,360	19,219,821
	4,153,949,832	3,952,723,240	4,439,070,167	4,224,515,326

13.1 Other financial assets at amortised cost

Classification of financial assets at amortised cost

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

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

14 Investments in subsidiaries and associates

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

	Consolidated financial statements	
	2021 Baht	2020 Baht
Opening net book value	44,535,906	79,071,545
Share of loss of associates	(42,626,756)	(34,535,639)
Closing net book value	1,909,150	44,535,906

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

	Separate financial statements	
	2021 Baht	2020 Baht
Subsidiaries:		
Investments in subsidiaries, cost	4,100,000	4,100,000
<u>Less</u> Allowance for impairment of investments in subsidiaries	(4,000,000)	(4,000,000)
Investments in subsidiaries, net	100,000	100,000

	Separate financial statements	
	2021 Baht	2020 Baht
Associates:		
Investments in associates, cost	50,124,869	50,124,869
<u>Less</u> Allowance for impairment of investments in associates	(40,604,869)	(40,604,869)
Investments in associates, net	9,520,000	9,520,000

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

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

d) Carrying values of investments in subsidiaries

Company's name	Separate financial statements As at 31 December 2021			
	Paid-up capital Baht	Investment portion %	Cost method Baht	Dividend Baht
Subsidiaries				
Baan Rim Naam Chao Phraya Company Limited	100,000	100	100,000	-
Bagan Hotel Holding (Thailand) Company Limited	4,000,000	100	4,000,000	-
Total investments in subsidiaries			4,100,000	-
<u>Less</u> Allowance for impairment of investments in subsidiaries			(4,000,000)	-
Total investments in subsidiaries, net			100,000	-

Company's name	Separate financial statements As at 31 December 2020			
	Paid-up capital Baht	Investment portion %	Cost method Baht	Dividend Baht
Subsidiaries				
Baan Rim Naam Chao Phraya Company Limited	100,000	100	100,000	-
Bagan Hotel Holding (Thailand) Company Limited	4,000,000	100	4,000,000	-
Total investments in subsidiaries			4,100,000	-
<u>Less</u> Allowance for impairment of investments in subsidiaries			(4,000,000)	-
Total investments in subsidiaries, net			100,000	-

e) Carrying values of investments in associates

Company's name	As at 31 December 2021				
	Paid-up capital Baht	Investment portion %	Cost method Baht	Equity method Baht	Dividend Baht
Associates					
Siam Flight Services Limited	3,000,000	26	9,520,000	1,909,150	-
Bagan Hotel Holding Company (BVI) Limited	81,181,488	50	40,604,869	-	-
Total investments in associates			50,124,869	1,909,150	-
<u>Less</u> Allowance for impairment of investments in associates			(40,604,869)	-	-
Total investments in associates, net			9,520,000	1,909,150	-

Company's name	As at 31 December 2020				
	Paid-up capital Baht	Investment portion %	Cost method Baht	Equity method Baht	Dividend Baht
Associates					
Siam Flight Services Limited	3,000,000	26	9,520,000	44,515,683	-
Bagan Hotel Holding Company (BVI) Limited	81,181,488	50	40,604,869	20,223	-
Total investments in associates			50,124,869	44,535,906	-
<u>Less</u> Allowance for impairment of investments in associates			(40,604,869)	-	-
Total investments in associates, net			9,520,000	44,535,906	-

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

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

Summarised financial information for associate

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

Summarised statement of financial position

	As at 31 December	
	2021 Baht	2020 Baht
Current assets		
Cash and cash equivalents	90,588,137	184,992,582
Other current assets (excluding cash)	18,359,056	21,974,143
Total current assets	108,947,193	206,966,725
Non-current assets	179,085,401	227,402,350
	288,032,594	434,369,075
Current liabilities	274,287,783	186,573,810
Non-current liabilities	3,254,976	3,092,485
	277,542,759	189,666,295
Net assets	10,489,835	244,702,780

Summarised statement of comprehensive income

	For the years ended 31 December	
	2021 Baht	2020 Baht
Revenues	78,696,298	240,265,630
Cost of sales	(282,003,867)	(333,153,265)
Selling and administrative expenses	(19,935,061)	(82,860,266)
Depreciation and amortisation	(10,970,315)	(13,132,393)
Loss from continuing operations	(234,212,945)	(188,880,294)
Income tax expense	-	(875,966)
Total comprehensive income	(234,212,945)	(189,756,260)

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

Reconciliation of summarised financial information

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

Summarised financial information

	2021 Baht	2020 Baht
Net assets as at 1 January	244,702,780	434,459,040
Loss for the year	(234,212,945)	(189,756,260)
Net assets as at 31 December	10,489,835	244,702,780
Non-controlling interests (30%)	(3,146,951)	(73,410,834)
Closing net assets attributable to owners of the parent	7,342,884	171,291,946
Interest in associate (26%)	1,909,150	44,535,906

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

15 Property, plant and equipment

Consolidated financial statements									
	Land Baht	Buildings and building improvements Baht	Leasehold improvements and renovations Baht	Machinery and equipment Baht	Furniture and fixtures Baht	Vehicles and boats Baht	Hotel operating equipment Baht	Assets under construction and installation Baht	Total Baht
At 1 January 2020									
Cost	28,562,635	1,486,255,070	1,274,368,675	676,095,329	836,860,166	9,021,716	61,028,780	856,332,280	5,228,524,651
Less Accumulated depreciation	-	(889,345,250)	(851,786,292)	(377,908,198)	(489,353,128)	(8,059,895)	(2,987,878)	-	(2,619,440,641)
Net book amount	28,562,635	596,909,820	422,582,383	298,187,131	347,507,038	961,821	58,040,902	856,332,280	2,609,084,010
Year ended 31 December 2020									
Opening net book amount	28,562,635	596,909,820	422,582,383	298,187,131	347,507,038	961,821	58,040,902	856,332,280	2,609,084,010
Revaluation surplus	3,011,437,365	-	-	-	-	-	-	-	3,011,437,365
Additions	-	-	-	763,919	1,092,191	-	7,118,766	684,737,547	693,712,423
Disposals, net	-	-	-	(16,593)	(600,791)	(1)	-	-	(617,385)
Write-off, net	-	-	-	-	(1)	-	-	(126,694,273)	(126,694,274)
Transfers	-	840,198,303	2,161,566	183,951,139	367,904,809	-	-	(1,394,215,817)	-
Depreciation charge	-	(91,862,730)	(70,246,783)	(60,757,624)	(73,843,059)	(362,713)	(16,522,135)	-	(313,595,044)
Closing net book amount	3,040,000,000	1,345,245,393	354,497,166	422,127,972	642,060,187	599,107	48,637,533	20,159,737	5,873,327,095
At 31 December 2020									
Cost	3,040,000,000	2,326,453,373	1,276,530,241	858,633,072	1,193,176,727	8,967,716	68,147,547	20,159,737	8,792,068,413
Less Accumulated depreciation	-	(981,207,980)	(922,033,075)	(436,505,100)	(551,116,540)	(8,368,609)	(19,510,014)	-	(2,918,741,318)
Net book amount	3,040,000,000	1,345,245,393	354,497,166	422,127,972	642,060,187	599,107	48,637,533	20,159,737	5,873,327,095
Year ended 31 December 2021									
Opening net book amount	3,040,000,000	1,345,245,393	354,497,166	422,127,972	642,060,187	599,107	48,637,533	20,159,737	5,873,327,095
Additions	-	2,365,038	-	5,003,000	805,200	-	2,652,596	22,750,180	33,576,014
Disposals, net	-	-	(111,667)	(15,993)	(165,800)	-	-	-	(293,460)
Write-off, net	-	-	-	(15)	-	-	-	-	(15)
Transfers	-	18,930,059	436,000	4,421,957	12,583,749	-	32,636	(36,404,401)	-
Adjustment	-	(29,397,534)	-	(5,344,261)	(19,304,521)	-	128,772	14,458,267	(39,459,277)
Depreciation charge	-	(94,788,329)	(69,684,383)	(64,263,060)	(95,552,609)	(280,538)	(16,393,268)	-	(340,962,187)
Closing net book amount	3,040,000,000	1,242,354,627	285,137,116	361,929,600	540,426,206	318,569	35,058,269	20,963,783	5,526,188,170
At 31 December 2021									
Cost	3,040,000,000	2,318,350,936	1,276,766,242	860,250,200	1,185,018,029	8,967,716	70,961,551	20,963,783	8,781,278,457
Less Accumulated depreciation	-	(1,075,996,309)	(991,629,126)	(498,320,600)	(644,591,823)	(8,649,147)	(35,903,282)	-	(3,255,090,287)
Net book amount	3,040,000,000	1,242,354,627	285,137,116	361,929,600	540,426,206	318,569	35,058,269	20,963,783	5,526,188,170

OHTL Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2021

	Separate financial statements								
	Land Baht	Buildings and building improvements Baht	Leasehold improvements and renovations Baht	Machinery and equipment Baht	Furniture and fixtures Baht	Vehicles Baht	Hotel operating equipment Baht	Assets under construction and installation Baht	Total Baht
At 1 January 2020									
Cost	28,562,635	1,486,255,070	874,787,844	676,095,329	837,066,888	7,281,716	61,028,780	856,332,280	4,827,410,542
<u>Less</u> Accumulated depreciation	-	(889,345,250)	(529,268,162)	(377,908,198)	(489,353,128)	(6,371,561)	(2,987,878)	-	(2,295,234,177)
Net book amount	28,562,635	596,909,820	345,519,682	298,187,131	347,713,760	910,155	58,040,902	856,332,280	2,532,176,365
Year ended 31 December 2020									
Opening net book amount	28,562,635	596,909,820	345,519,682	298,187,131	347,713,760	910,155	58,040,902	856,332,280	2,532,176,365
Revaluation surplus	3,011,437,365	-	-	-	-	-	-	-	3,011,437,365
Additions	-	-	-	763,919	1,092,191	-	7,118,766	684,737,547	693,712,423
Disposals, net	-	-	-	(16,593)	(600,791)	(1)	-	-	(617,385)
Write-off, net	-	-	-	-	(1)	-	-	(126,694,273)	(126,694,274)
Transfers	-	840,198,303	2,161,566	183,951,139	367,904,809	-	-	(1,394,215,817)	-
Depreciation charge	-	(91,862,730)	(59,716,590)	(60,757,624)	(73,843,059)	(311,050)	(16,522,135)	-	(303,013,188)
Closing net book amount	3,040,000,000	1,345,245,393	287,964,658	422,127,972	642,266,909	599,104	48,637,533	20,159,737	5,807,001,306
At 31 December 2020									
Cost	3,040,000,000	2,326,453,373	876,949,410	858,633,072	1,193,383,449	7,227,716	68,147,547	20,159,737	8,390,954,304
<u>Less</u> Accumulated depreciation	-	(981,207,980)	(588,984,752)	(436,505,100)	(551,116,540)	(6,628,612)	(19,510,014)	-	(2,583,952,998)
Net book amount	3,040,000,000	1,345,245,393	287,964,658	422,127,972	642,266,909	599,104	48,637,533	20,159,737	5,807,001,306
Year ended 31 December 2021									
Opening net book amount	3,040,000,000	1,345,245,393	287,964,658	422,127,972	642,266,909	599,104	48,637,533	20,159,737	5,807,001,306
Additions	-	2,365,038	-	5,003,000	805,200	-	2,652,596	22,750,180	33,576,014
Disposals, net	-	-	-	(15,993)	(165,800)	-	-	-	(181,793)
Write-off, net	-	-	-	(15)	-	-	-	-	(15)
Transfers	-	18,930,059	436,000	4,421,957	12,583,749	-	32,636	(36,404,401)	-
Adjustment	-	(29,397,534)	-	(5,344,261)	(19,304,521)	-	128,772	14,458,267	(39,459,277)
Depreciation charge	-	(94,788,329)	(59,332,595)	(64,263,060)	(95,552,609)	(280,538)	(16,393,268)	-	(330,610,399)
Closing net book amount	3,040,000,000	1,242,354,627	229,068,063	361,929,600	540,632,928	318,566	35,058,269	20,963,783	5,470,325,836
At 31 December 2021									
Cost	3,040,000,000	2,318,350,936	877,385,411	860,250,200	1,185,224,751	7,227,716	70,961,551	20,963,783	8,380,364,348
<u>Less</u> Accumulated depreciation	-	(1,075,996,309)	(648,317,348)	(498,320,600)	(644,591,823)	(6,909,150)	(35,903,282)	-	(2,910,038,512)
Net book amount	3,040,000,000	1,242,354,627	229,068,063	361,929,600	540,632,928	318,566	35,058,269	20,963,783	5,470,325,836

The Group made change in accounting policy in respect of land from measure at cost to fair value.

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

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Cost	28,562,635	28,562,635	28,562,635	28,562,635
Net book amount	28,562,635	28,562,635	28,562,635	28,562,635

Fair value of land

An independent valuation of the Group's land was performed by valuers name Jones Lang LaSalle (Thailand) Limited to determine the fair value of the land as at 30 June 2020. The revaluation surplus net of applicable deferred income taxes was credited to other comprehensive income.

The following table analyses property, plant and equipment carried at fair value, by valuation method.

	Quoted prices in active markets for identical assets (level 1) Baht	Significant other observable inputs (level 2) Baht	Significant unobservable inputs (level 3) Baht
Recurring fair value measurements			
Land	-	-	3,040,000,000
	-	-	3,040,000,000

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

Fair value measurements using significant unobservable inputs (level 3)

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

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

Description	Fair value as at 30 June 2020	Valuation technique(s)	Unobservable inputs	Range of unobservable inputs (probability - weighted average)	Relationship of Unobservable inputs to fair value
Land	3,040,000,000	Sales comparison approach	Price per square wah	Baht 1.42 million - Baht 2.84 million (Baht 2 million)	The higher the price per square wah, the higher the fair value

Impairment

In 2020, the management decided to undertake a revaluation of the land in order to bring into the books the fair market value of land owns by the Company. As a result, the Company capitalised the gains amount of Baht 3,011 million. The Company had made an investment on a major renovation during the year 2019 and 2020, which some facilities have been closed resulted in revenue dropped significantly during the renovation. In 2021, the impact from Coronavirus disease (COVID-19) pandemic has still severely affected on the operations of the Company caused the hotel's performance declined significantly. The management performed impairment testing of the hotel cash generality unit (CGU).

The recoverable amount of hotel CGU, including properties, equipment and right-of-use assets, is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets covering a 5-year period. The assumptions based on the expectation that the Company's operation will be back to normal in 2024 based on current situation of COVID-19 at the end of the year 2021 and the market analysis for the future situation which is forecasted that the COVID-19 would possibly end in Q2 of 2023. Additionally, the Group estimated revenue growth rate from 2024 onwards at 3% per annum and a discount rate of 9.38%. The growth rate does not exceed the long-term average growth rate for the business in which the CGU operates. The recoverable amount of the hotel CGU is estimated to exceed the carrying value amount of the hotel CGU, therefore no impairment loss is recognized in the year 2021.

Sensitivity analysis

The recoverable amount calculated based on value-in-use exceed carrying value. If there is increase or decrease in discount rate by 0.5%, the recoverable amount is still exceeded carrying value which there is no impairment loss.

16 Right-of-use assets

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

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Right-of-use assets				
Retail stores	22,390,129	40,340,607	22,390,129	40,340,607
Buildings	-	-	94,064,359	98,888,172
Land	468,829,787	501,425,011	699,680,079	744,113,780
	491,219,916	541,765,618	816,134,567	883,342,559

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

	Consolidated financial statements			
	Retail Stores Baht	Buildings Baht	Land Baht	Total Baht
Balance as at 1 January 2020	57,332,794	-	534,003,380	591,336,174
Depreciation charge	(16,992,187)	-	(32,578,369)	(49,570,556)
Balance as at 31 December 2020	40,340,607	-	501,425,011	541,765,618
Balance as at 1 January 2021	40,340,607	-	501,425,011	541,765,618
Remeasurement	2,107	-	-	2,107
Depreciation charge	(17,952,585)	-	(32,595,224)	(50,547,809)
Balance as at 31 December 2021	22,390,129	-	468,829,787	491,219,916

	Separate financial statements			
	Retail Stores Baht	Buildings Baht	Land Baht	Total Baht
Balance as at 1 January 2020	57,332,794	103,711,985	788,547,383	949,592,162
Depreciation charge	(16,992,187)	(4,823,813)	(44,433,603)	(66,249,603)
Balance as at 31 December 2020	40,340,607	98,888,172	744,113,780	883,342,559
Balance as at 1 January 2021	40,340,607	98,888,172	744,113,780	883,342,559
Remeasurement	2,107	-	-	2,107
Depreciation charge	(17,952,585)	(4,823,813)	(44,433,701)	(67,210,099)
Balance as at 31 December 2021	22,390,129	94,064,359	699,680,079	816,134,567

During the year 2021, the Group tested impairment of right-of-use assets. Please see note 15.

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

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Expense relating to leases of low-value assets	326,139	86,678	326,139	86,678
Expense relating to variable lease payments	6,045,878	5,667,321	6,045,878	5,667,321
Total cash outflow for leases	40,001,173	37,568,214	40,001,173	37,568,214

Variable lease payment

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

17 Intangible assets

	Consolidation and Separate financial statements Computer software Baht
At 1 January 2020	
Cost	94,603,387
<u>Less</u> Accumulated amortisation	(78,857,426)
Net book amount	15,745,961
Year ended 31 December 2020	
Opening net book amount	15,745,961
Additions	3,795,335
Amortisation charge (Note 28)	(8,532,235)
Closing net book amount	11,009,061
At 31 December 2020	
Cost	98,398,722
<u>Less</u> Accumulated amortisation	(87,389,661)
Net book amount	11,009,061
Year ended 31 December 2021	
Opening net book amount	11,009,061
Additions	567,236
Amortisation charge (Note 28)	(5,785,117)
Closing net book amount	5,791,180
At 31 December 2021	
Cost	98,702,675
<u>Less</u> Accumulated amortisation	(92,911,495)
Net book amount	5,791,180

18 Deferred tax

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

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Deferred tax assets	310,519,801	243,926,689	320,353,900	252,318,377
Deferred tax liabilities	(602,287,473)	(602,287,473)	(602,287,473)	(602,287,473)
Deferred tax (net)	(291,767,672)	(358,360,784)	(281,933,573)	(349,969,096)

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

	Consolidated financial statements					
	Tax losses Baht	Lease liabilities Baht	Accrued land rental Baht	Cash flow hedges Baht	Other allowances and provision Baht	Employee benefit obligations Baht
Deferred tax assets						
As at 1 January 2020	92,907,149	7,012,526	11,548,525	2,436,878	4,019,590	33,756,923
Credited (charged) to profit or loss	104,135,491	4,331,616	(11,548,525)	-	(3,534,124)	1,824,955
Credited (charged) to other comprehensive income	-	-	-	1,407,085	-	(4,371,400)
As at 31 December 2020	197,042,640	11,344,142	-	3,843,963	485,466	31,210,478
As at 1 January 2021	197,042,640	11,344,142	-	3,843,963	485,466	31,210,478
Credited (charged) to profit or loss	86,240,817	(6,926,233)	-	-	(485,466)	770,847
Credited (charged) to other comprehensive income	-	-	-	(870,300)	-	(12,136,553)
As at 31 December 2021	283,283,457	4,417,909	-	2,973,663	-	19,844,772

	Consolidated financial statements	
	Remeasurement of land at fair value Baht	Total Baht
Deferred tax liabilities		
As at 1 January 2020	-	-
Charged to other comprehensive income	(602,287,473)	(602,287,473)
As at 31 December 2020	(602,287,473)	(602,287,473)
As at 1 January 2021	(602,287,473)	(602,287,473)
Charged to other comprehensive income	-	-
As at 31 December 2021	(602,287,473)	(602,287,473)

	Separate financial statements				
	Tax losses Baht	Lease liabilities Baht	Cash flow hedges Baht	Other allowances and provision Baht	Employee benefit obligations Baht
Deferred tax assets					
As at 1 January 2020	92,907,149	12,165,938	2,436,878	4,019,590	33,756,923
Credited (charged) to profit or loss	104,135,491	7,569,892	-	(3,534,124)	1,824,955
Credited (charged) to other comprehensive income	-	-	1,407,085	-	(4,371,400)
As at 31 December 2020	197,042,640	19,735,830	3,843,963	485,466	31,210,478
As at 1 January 2021	197,042,640	19,735,830	3,843,963	485,466	31,210,478
Credited (charged) to profit or loss	86,240,817	(5,483,822)	-	(485,466)	770,847
Credited (charged) to other comprehensive income	-	-	(870,300)	-	(12,136,553)
As at 31 December 2021	283,283,457	14,252,008	2,973,663	-	19,844,772

	Separate financial statements	
	Remeasurement of land at fair value Baht	Total Baht
Deferred tax liabilities		
As at 1 January 2020	-	-
Charged to other comprehensive income	(602,287,473)	(602,287,473)
As at 31 December 2020	(602,287,473)	(602,287,473)
As at 1 January 2021	(602,287,473)	(602,287,473)
Charged to other comprehensive income	-	-
As at 31 December 2021	(602,287,473)	(602,287,473)

Deferred income tax assets are recognised for tax loss and carry forwards only to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Group and The Company does not recognise deferred tax assets of Baht 51.61 million and Baht 50.93 million, respectively (2020: Baht 0.97 million and nil, respectively) in respect of tax losses amounting to Baht 258.06 million and Baht 254.65 million (2020: Baht 4.83 million and nil, respectively) which can be carried forward against future taxable profits.

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

	Consolidated financial statements Baht	Separate financial statements Baht
2022	600,496	-
2023	645,532	-
2024	808,488	-
2025	748,865	-
2026	255,257,342	254,653,776

19 Trade and other payables

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Trade accounts payable	39,011,515	51,148,443	39,011,515	51,086,539
Amounts due to related parties (Note 31 c))	23,724,497	15,513,703	105,926,685	78,548,209
Accrued expenses	89,670,784	77,059,411	77,448,912	76,419,181
Deposits from customers	97,774,811	67,443,238	97,190,811	64,983,988
Retention payable	16,604,921	36,490,118	16,604,921	36,490,118
Payable for purchase of assets	18,293,813	143,383,880	18,293,813	143,383,880
Other accounts payable	9,425,870	6,039,253	9,327,085	5,940,467
Total trade and other payables	294,506,211	397,078,046	363,803,742	456,852,382

20 Short-term borrowings from financial institutions

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

	Consolidated and Separate financial statements	
	2021 Baht	2020 Baht
Opening balance	710,000,000	420,000,000
Add Additions during the year	335,000,000	925,000,000
Less Repayments during the year	(45,000,000)	(635,000,000)
Closing balance	1,000,000,000	710,000,000

The short-term borrowings from financial institutions represent loans from the Revolving Facility Agreements which are denominated in Baht. The borrowings bear interest at the rates of 1.71% to 3.00% (2020: 1.60% to 2.60%).

The Group had uncommitted borrowing facilities totaling Baht 1,000 million (2020: Baht 1,000 million). As at 31 December 2021, the balance of drawdown is Baht 1,000 million, net of repayment during the year (2020: Baht 710 million).

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

21 Derivative financial liabilities

	Consolidated and Separate financial statements	
	2021 Baht	2020 Baht
Current interest rate swap	-	-
Non-current interest rate swap	10,799,360	19,219,821
Total interest rate swap	10,799,360	19,219,821

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

Cash flow hedging on long-term borrowing

To avoid the uncertainty of floating interest rate exposure under THB denominated borrowing, the Company entered into interest rate swap agreement of principal amount of Baht 400 million with financial institution in March 2019 to swap its floating rate to a fixed rate until 2024. Please see note 7.1.1 b).

The ineffective portion that arises from cash flow hedge amounts will be recognised in the profit or loss, however, since there is no ineffectiveness recorded for the year ended 31 December 2021, the effective portion of the fair value of swap is recognised in the other comprehensive income.

Reconciliation of reserves

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

	Consolidated and Separate financial statements
	Interest rate swaps Baht
Opening balance as at 1 January 2020	(9,747,516)
<u>Add</u> Change in fair value of hedging instrument recognised in OCI for the year	(8,928,714)
<u>Less</u> Reclassified from OCI to profit or loss	1,893,288
<u>Less</u> Deferred tax	1,407,085
Closing balance as at 31 December 2020	(15,375,857)
<u>Add</u> Change in fair value of hedging instrument recognised in OCI for the year	6,519,572
<u>Less</u> Reclassified from OCI to profit or loss	1,900,889
<u>Less</u> Deferred tax	(870,300)
Closing balance as at 31 December 2021	(7,825,696)

22 Borrowings

	Consolidated and Separate financial statements	
	2021 Baht	2020 Baht
Current		
Current portion of long-term borrowings from financial institution	249,695,617	-
Total current borrowings	249,695,617	-
Non-current		
Long-term borrowings from financial institution	2,063,094,566	2,172,254,467
Total non-current borrowings	2,063,094,566	2,172,254,467
Total borrowings	2,312,790,183	2,172,254,467

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

	Consolidated and Separate financial statements	
	2021 Baht	2020 Baht
Opening balance	2,172,254,467	1,726,718,751
<u>Add</u> Additions during the year	540,000,000	730,000,000
<u>Less</u> Repayments during the year	(400,000,000)	(285,000,000)
<u>Add</u> Amortisation for financial service fee	535,716	535,716
Closing balance	2,312,790,183	2,172,254,467

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

The fair value of certain long-term borrowings as at 31 December 2021 assumed to approximate their carrying amount because the borrowings bear float interest rate, which approximates the year end market rate.

Maturity of lease liabilities are as follows:

	Consolidated financial statements		Separate financial statements	
	31 December 2021 Baht	31 December 2020 Baht	31 December 2021 Baht	31 December 2020 Baht
Minimum lease liabilities payments				
Not later than one year	63,069,524	96,698,295	81,247,844	109,356,520
Later than 1 year but not later than 5 years	205,590,532	218,416,780	272,613,462	287,930,942
Later than 5 years	685,710,916	669,810,615	867,549,133	867,335,918
Less Future finance charges on leases	(248,074,830)	(206,513,341)	(311,849,627)	(277,045,023)
Present value of lease liabilities	706,296,142	778,412,349	909,560,812	987,578,357
Present value of lease liabilities:				
Not later than one year	39,636,647	71,568,144	51,427,421	77,469,483
Later than 1 year but not later than 5 years	124,412,570	132,420,008	169,585,597	174,888,652
Later than 5 years	542,246,925	574,424,197	688,547,794	735,220,222
	706,296,142	778,412,349	909,560,812	987,578,357

Change in liabilities arising from financing activities are as follow:

	Consolidated financial statements			
	Short-term borrowings Baht	Long-term borrowings Baht	Lease liabilities Baht	Total Baht
Liabilities as at 1 January 2020	420,000,000	1,726,718,751	784,331,544	2,931,050,295
Cash inflows	925,000,000	730,000,000	-	1,655,000,000
Cash outflows				
- Principal	(635,000,000)	(285,000,000)	(17,687,963)	(937,687,963)
- Interest	-	-	(21,151,020)	(21,151,020)
Rent concession	-	-	(4,744,000)	(4,744,000)
Amortisation for deferred interest	-	-	37,663,788	37,663,788
Amortisation for financial service fee	-	535,716	-	535,716
Liabilities as at 31 December 2020	710,000,000	2,172,254,467	778,412,349	3,660,666,816
Liabilities as at 1 January 2021	710,000,000	2,172,254,467	778,412,349	3,660,666,816
Cash inflows	335,000,000	540,000,000	-	875,000,000
Cash outflows				
- Principal	(45,000,000)	(400,000,000)	(33,629,156)	(478,629,156)
- Interest	-	-	(24,960,699)	(24,960,699)
Remeasurement	-	-	2,107	2,107
Rent concession	-	-	(7,515,883)	(7,515,883)
Deferral of rent payment	-	-	(37,786,005)	(37,786,005)
Amortisation for deferred interest	-	-	31,773,429	31,773,429
Amortisation for financial service fee	-	535,716	-	535,716
Liabilities as at 31 December 2021	1,000,000,000	2,312,790,183	706,296,142	4,019,086,325

	Separate financial statements			Total Baht
	Short-term borrowings Baht	Long-term borrowings Baht	Lease liabilities Baht	
Liabilities as at 1 January 2020	420,000,000	1,726,718,751	1,010,421,851	3,157,140,602
Cash inflows	925,000,000	730,000,000	-	1,655,000,000
Cash outflows				
- Principal	(635,000,000)	(285,000,000)	(31,467,491)	(951,467,491)
- Interest	-	-	(28,378,826)	(28,378,826)
Rent concession	-	-	(4,744,000)	(4,744,000)
Amortisation for deferred interest	-	-	41,746,823	41,746,823
Amortisation for financial service fee	-	535,716	-	535,716
Liabilities as at 31 December 2020	710,000,000	2,172,254,467	987,578,357	3,869,832,824
Liabilities as at 1 January 2021	710,000,000	2,172,254,467	987,578,357	3,869,832,824
Cash inflows	335,000,000	540,000,000	-	875,000,000
Cash outflows				
- Principal	(45,000,000)	(400,000,000)	(51,316,500)	(496,316,500)
- Interest	-	-	(31,717,586)	(31,717,586)
Remeasurement	-	-	2,107	2,107
Rent concession	-	-	(7,515,883)	(7,515,883)
Deferral of rent payment	-	-	(26,000,000)	(26,000,000)
Amortisation for deferred interest	-	-	38,530,317	38,530,317
Amortisation for financial service fee	-	535,716	-	535,716
Liabilities as at 31 December 2021	1,000,000,000	2,312,790,183	909,560,812	4,222,350,995

23 Employee benefit obligations

Retirement Plan benefits

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

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

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Present value of obligations	105,095,326	156,052,382	105,095,326	156,052,382
Liability in the statement of financial position	105,095,326	156,052,382	105,095,326	156,052,382

The movements in employee benefit obligations for the years ended 31 December are as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
As at 1 January	156,052,382	168,784,612	156,052,382	168,784,612
Current service cost	14,461,525	24,680,232	14,461,525	24,680,232
Interest cost	2,385,000	2,938,000	2,385,000	2,938,000
Gain on remeasurements	(60,682,767)	(21,857,000)	(60,682,767)	(21,857,000)
Benefits paid	(7,120,814)	(18,493,462)	(7,120,814)	(18,493,462)
As at 31 December	105,095,326	156,052,382	105,095,326	156,052,382

The amounts recognised in profit or loss are as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Current service cost	14,461,525	24,680,232	14,461,525	24,680,232
Interest cost	2,385,000	2,938,000	2,385,000	2,938,000
Total	16,846,525	27,618,232	16,846,525	27,618,232

The amounts recognised in other comprehensive income are as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Gain from change in financial assumptions	(4,174,192)	(5,775,000)	(4,174,192)	(5,775,000)
Experience gain	(56,508,575)	(16,082,000)	(56,508,575)	(16,082,000)
Remeasurement in the year	(60,682,767)	(21,857,000)	(60,682,767)	(21,857,000)

The principal actuarial assumptions used were as follows:

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Permanent staff				
Discount rate	1.99%	1.60%	1.99%	1.60%
Salary increase rate	4.00%	4.00%	4.00%	4.00%
Temporary staff				
Discount rate	1.99%	2.00%	1.99%	2.00%
Salary increase rate	4.00%	-	4.00%	-

Sensitivity analysis for principal actuarial assumptions used were as follows:

Consolidated and Separate financial statements					
Impact on defined benefit obligation					
Change in assumption %	Increase in obligation		Decrease in obligation		
	2021	2020	2021	2020	
	Thousand Baht	Thousand Baht	Thousand Baht	Thousand Baht	
Discount rate	+1.0%	-	-	(6,779)	(18,306)
	-1.0%	7,791	22,316	-	-
Salary increase rate	+1.0%	4,673	21,186	-	-
	-1.0%	-	-	(4,161)	(17,771)

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

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

The weighted average duration of the defined benefit obligation is 13.0 years (2020: 13.3 years).

Expected maturity analysis of undiscounted retirement was as follows:

	Consolidated and Separate financial statements				
	Less than a year Baht	Between 1-2 years Baht	Between 2-5 years Baht	Over 5 years Baht	Total Baht
As at 31 December 2021					
Retirement benefits	24,815,258	6,317,806	17,749,106	73,592,353	122,474,523
As at 31 December 2020					
Retirement benefits	9,055,000	4,230,000	17,633,000	530,647,000	561,565,000

24 Share capital

	Consolidated and Separate financial statements	
	Number of authorised and issued shares Shares	Ordinary shares Baht
As at 1 January 2020	15,097,800	150,978,000
As at 31 December 2020	15,097,800	150,978,000
As at 31 December 2021	15,097,800	150,978,000

The total authorised number of ordinary shares is 15,097,800 ordinary shares (2020: 15,097,800 shares) with a par value of Baht 10 per share (2020: Baht 10 per share). All issued shares are fully paid-up.

25 Legal reserve

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

26 Hotel income

Hotel income for the years ended 31 December 2021 and 2020 comprise:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Room income	113,599,224	220,073,537	113,599,224	220,073,537
Food and beverage income	276,043,537	483,613,853	276,043,537	483,613,853
Other service income	172,355,475	209,974,010	170,965,871	208,873,199
Total hotel income	561,998,236	913,661,400	560,608,632	912,560,589

27 Other income

Other income for the years ended 31 December 2021 and 2020 comprise:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Interest income	51,297	169,313	600,480	723,193
Others	317,896	307,802	317,896	307,802
Total other income	369,193	477,115	918,376	1,030,995

28 Expenses by nature

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

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Staff costs	326,535,219	421,080,400	326,535,219	421,080,400
Depreciation charge on property, plant and equipment and right-of-use asset	391,509,996	363,165,600	397,820,498	369,262,791
Amortisation charge on intangible assets (Note 17)	5,785,117	8,532,235	5,785,117	8,532,235
Expense relating to leases of low-value asset	326,139	520,068	326,139	520,068
Repairs and maintenance	28,242,353	37,151,629	28,242,353	37,151,629

29 Income tax income

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Current tax	2,535,611	3,065,866	-	-
Deferred tax	(79,599,965)	(95,209,413)	(81,042,376)	(109,996,214)
Income tax income for the year	(77,064,354)	(92,143,547)	(81,042,376)	(109,996,214)

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

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Loss before income tax income	(697,705,806)	(572,264,622)	(668,442,361)	(554,462,405)
Tax rate	20%	20%	20%	20%
The result of accounting loss multiplied by tax rate	(139,541,161)	(114,452,924)	(133,688,472)	(110,892,481)
Tax effect of				
Associates' results reported net of tax	8,525,351	6,907,128	-	-
Expenses not deducted for tax purposes	6,723,286	3,993,881	5,538,639	1,186,197
Expenses that are deductible at a greater amount from actual expenses	(4,308,765)	(289,930)	(4,308,765)	(289,930)
Tax losses for which no deferred tax asset was recognised	51,051,468	149,773	50,930,755	-
Deferred tax expense relating to the origination and reversal of temporary differences	485,467	11,548,525	485,467	-
Tax charge	(77,064,354)	(92,143,547)	(81,042,376)	(109,996,214)

30 Basic loss per share

Basic loss per share are calculated by dividing the net loss for the year attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares in issue during the year.

	Consolidated financial statements		Separate financial statements	
	For the years ended 31 December		For the years ended 31 December	
	2021	2020	2021	2020
Loss attributable to shareholders of the Company (Baht)	(620,641,452)	(480,121,075)	(587,399,985)	(444,466,191)
Weighted average number of ordinary shares in issue (Shares)	15,097,800	15,097,800	15,097,800	15,097,800
Basic loss per share (Baht)	(41.11)	(31.80)	(38.91)	(29.44)

There are no potential dilutive ordinary shares in issue during the years ended 31 December 2021 and 2020.

31 Related party transactions

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

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

The Company shares are held by Mandarin Oriental Holdings B.V., the Charanachitta Family and Chaophaya Development Corporation Limited in the proportions of 42%, 30% and 11% respectively. The remaining 17% of the shares are widely held.

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

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

a) Sales of goods and services

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Sales of goods and services rendered to:				
Subsidiary	-	-	360,000	360,000
	-	-	360,000	360,000

b) Purchases of goods and services

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Purchases of goods and services received from:				
Subsidiary	-	-	16,784,916	14,880,812
Other related parties	47,316,485	73,268,368	47,316,485	73,268,368
	47,316,485	73,268,368	64,101,401	88,149,180
Interest expense:				
Subsidiary	-	-	22,036,546	22,550,450
	-	-	22,036,546	22,550,450

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

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Amounts due from related parties:				
Subsidiaries	-	-	56,724,958	56,268,206
Other related parties	2,859,555	405,844	2,859,555	405,844
Total	2,859,555	405,844	59,584,513	56,674,050
Less Loss allowance	-	-	(56,611,770)	(55,967,597)
	2,859,555	405,844	2,972,743	706,453
Amounts due to related parties:				
Subsidiary	-	-	82,202,189	63,034,506
Other related parties	23,724,497	15,513,703	23,724,497	15,513,703
	23,724,497	15,513,703	105,926,686	78,548,209

d) Key management compensation

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

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Short-term salaries	31,812,469	32,491,730	31,812,469	32,491,730
Post-employment benefits	(263,488)	155,000	(263,488)	155,000

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

32 Contingent liabilities

In October 2020, a subcontractor for the River Wing building renovation project has filed a lawsuit with the Southern Bangkok Civil Court against the Company claiming for the unpaid payment under the construction agreement between the subcontractor and the primary contractor of the Company amount totaling Baht 61.44 million together with interest of Baht 3.43 million. The subcontractor claims that the Company has the outstanding payment to the primary contractor thus the primary contractor has no financial capability to make a payment to them, therefore they are eligible to exercise the contractor's right to file a lawsuit against the Company.

As at 31 December 2021, the Company did not record any provision in the financial statements relating to the claim because management has determined, after obtaining advice from external counsel, that the Company has no legal relationship, agreement or contract whatsoever, with the subcontractor. In addition, the Company has denied the claim of the subcontractor and confirmed no outstanding payment to the primary contractor.

The Company has submitted the statement of defense to the Court on 24 March 2021. However, the Court has ordered to postpone the pretrial hearing from 18 October 2021 to 24 January 2022, and subsequently to 23 February 2022 in order to wait for the primary contractor's answer.

33 Commitments

As at 31 December 2021, the Group and the Company have outstanding commitments as follows:

- a) The Company has entered into management and license agreements with its overseas affiliated companies. The agreements are effective from the year 1988 for a ten year period with options to extend for two further periods of ten years each. Subsequently, the Company exercised such options to extend for two further period of ten years each. The affiliated companies will provide service of hotel management and trademark to the Group. The Group is committed to pay fees based on these long-term management agreements on normal commercial terms.
- b) The Group and the Company have outstanding capital expenditure and construction commitments of Baht 48.22 million and Baht 48.22 million, respectively (2020: Baht 140.50 million and Baht 140.50 million, respectively).

34 Bank guarantees

As at 31 December 2021, there were outstanding bank guarantees of Baht 8.10 million and Baht 7.30 million issued by banks on behalf of the Group and the Company, respectively, in respect of certain performance bonds as required in the normal course of business (2020: Baht 8.10 million and Baht 7.30 million, respectively).

**Details of Directors, Executives, Controlling Persons
and the Company Secretary as of 31 December 2021**

Details of Directors, Executives, Controlling Persons and the Company Secretary as of 31 December 2021

Name - Surname Position	Age	Education Background	Percentage of Shareholding in OHTL Public Company Limited ⁽¹⁾	Family relationship between executives ⁽²⁾	Work experience in the past 5 years		
					Period	Position	Name of Organization/ Company
1. Mrs. Nijaporn Charanachitta Chairperson (Authorized Director) 13/05/2003 - Present	70	- Master's Degree in Business Administration, University of Wisconsin, USA - Bachelor's Degree, Bachelor of Arts Chulalongkorn University - Directors Certification Program, Class 65/2005, Thai Institute of Directors Association	23.22	Mother of Mr. Yuthachai Charanachitta	13/05/2003 - Present 1994 - Present	- Senior Executive Vice President - Chairperson	- Italian-Thai Development Public Company Limited - Chaophraya Development Corporation Co., Ltd.
2. Mr. Peter James Holland Riley Director (Authorized Director) 28/04/2016 - Present	60	- Bachelor of Arts (Honours) in Geography, Durham University, United Kingdom	None	None	01/04/2016 - Present 2007 - 2016	- Group Chief Executive - Group Finance Director	- Mandarin Oriental Hotel Group, Hong Kong - Jardine Matheson Holdings Co., Ltd.
3. Mr. Craig Alan Beattie Director (Authorized Director) 01/11/2018 - 27/10/2021	46	- Bachelor's Degree in Accounting and Finance, Aberdeen Business School, Robert Gordon University, United Kingdom	None	None	2018 - 2021 2016 - 2018 2013 - 2016	- Chief Financial Officer - Group Treasurer - Group Finance Director	- Mandarin Oriental Hotel Group, Hong Kong - Jardine Matheson Group, Hong Kong - Jardine Motors Group, United Kingdom
Mr. Syung Hwa Matthew David Bishop Director (Authorized Director) 28/10/2021 - Present	45	- Bachelor's Degree in Law LLB Law (Honours) King's College London University, United Kingdom	None	None	2021 - Present 2019 - 2021 2016 - 2019	- Chief Financial Officer - Group Treasurer - Group Finance Director	- Mandarin Oriental Hotel Group, Hong Kong - Jardine Matheson Group, Hong Kong - Jardine Motors Group, United Kingdom

Name - Surname Position	Age	Education Background	Percentage of Shareholding in OHTL Public Company Limited ⁽¹⁾	Family relationship between executives ⁽²⁾	Work experience in the past 5 years		
					Period	Position	Name of Organization/ Company
4. Mr. Yuthachai Charanachitta Director (Authorized Director) 24/04/2003 - Present	43	- Bachelor's Degree in Economics Hamilton College Clinton, New York, United states - DCP Course, Class 34/2003, Thai Institute of Directors Association	1.56	Son of Mrs. Nijaporn Charanachitta	2004 - Present 2008 - Present	- Executive Director - President & CEO	- ItalThai Industrial Co., Ltd. - Amari Estates Company Limited
5. Mr. Bertram Edwards Johnston Weatherall Director 24/10/2019 - Present	32	- Trinity College Dublin, Ireland - Eton College, United Kingdom	None	None	2021 - Present 2015 - 2020 2012 - 2015	- Commercial Manager - Manager - Manager	- DFI Retail Group, Jardine Matheson, Hong Kong - Delivery & Restaurant Solutions, Jardine Restaurant Group, Jardine Matheson Vietnam - Gammon Construction Ltd., Jardine Matheson
6. Mr. Christoph Joseph Wilhelm Mares Director 24/07/2020 - Present	55	- Master's Degree in Business Administration, RMIT University, Melbourne, Australia	None	None	2018 - Present 2012 - 2018 2009 - 2012	- Chief Operating Officer - Executive Vice President and Director of Operations Europe, Middle East, Africa and India - Director of Operations Europe, Middle East, Africa and India	- Mandarin Oriental Hotel Group, Hong Kong - Mandarin Oriental Hotel Group, London United Kingdom - Mandarin Oriental Hotel Group, London United Kingdom

Name - Surname Position	Age	Education Background	Percentage of Shareholding in OHTL Public Company Limited ⁽¹⁾	Family relationship between executives ⁽²⁾	Work experience in the past 5 years		
					Period	Position	Name of Organization/ Company
7. Mr. Anthony John Tyler Director and Managing Director (Authorized Director) 01/10/2020 - Present	50	- Bachelor's Degree in Hotel Management Ecole hôtelière de Lausanne (EHL), Switzerland	None	None	01/10/2020 - Present 2017 - 2020 2015 - 2017	- General Manager - General Manager - Hotel Manager	- Mandarin Oriental, Bangkok - Mandarin Oriental, Guangzhou - Mandarin Oriental, Pudong
8. Mr. Aswin Kongsiri Independent Director and Chairman of the Audit Committee 22/04/1999 - Present	76	- Bachelor's Degree in Philosophy, Politics and Economy Oxford University, United Kingdom - Directors Certification Program Class 11/2001 Thai Institute of Directors Association	None	None	Current Current 2011 - 2014 2010 - 2012	- Chairman - Chairman - Director - Chairman	- A.K. Place Company Limited - CH. Karnchang Public Company Limited - Monetary Policy Committee, Thailand - Thoresen Thai Agencies Public Company Limited
9. Mr. Surachai Sirivallop Independent Director and Audit Committee 30/10/2007 - Present	80	- International Law, Albert Ludwig University, Freiburg, Germany - Bachelor of Laws, Thammasat University - DAP Course 18/2545 of the Thai Institute of Directors Association	None	None	2011 - Jan 2022 2006 - 2021 2016 - 2021 2016 - 2017	- Chairman - Chairman - Chairman - Director and Chief Executive Officer	- Thaire Actualrial Consulting Company Limited - Thaire Services Company Limited - EMCS Thai Company Limited - Thai Reinsurance Public Company Limited

Name - Surname Position	Age	Education Background	Percentage of Shareholding in OHTL Public Company Limited ⁽¹⁾	Family relationship between executives ⁽²⁾	Work experience in the past 5 years		
					Period	Position	Name of Organization/ Company
10. Mr. William Zentgraf Independent Director and Audit Committee 22/04/1999 - Present	81	- Bachelor's Degree, Harvard College, United states	None	None	2005 - Present	- Independent Director	- Italian-Thai Development Public Company Limited
					1976 - 1995	- Managing Director	- ItalThai Holdings Company Limited
11. Mr. Sirichai Sombutsiri Independent Director 29/04/2010 - Present	68	- Master's Degree in Business Administration (Finance), University of Southern California, United States - Bachelor of Accounting (Honours) Thammasat University - DCP Program, Thai Institute of Directors Association - Higher Diploma in AMP Management, Harvard Business School, United States	None	None	Current	- Chief Executive Officer	- Land and Houses Bank Public Company Limited
					Current	- Chairman	- Pre-Built Public Company Limited
					2009 - 2013	- Senior Executive Vice President, Business Customer	- Siam Commercial Bank Public Company Limited
12. Mr. Frank Droin Hotel Manager 13/01/2016 - Present	43	- Master's Degree in Business Administration, Reims Management School, France - Bachelor of Hotel Management, Les-Roches Hotel Management School, Switzerland	None	None	2016 - Present	- Hotel Manager	- Mandarin Oriental, Bangkok
					2015	- General Manager	- Kempinski Hotel Myanmar

Name - Surname Position	Age	Education Background	Percentage of Shareholding in OHTL Public Company Limited ⁽¹⁾	Family relationship between executives ⁽²⁾	Work experience in the past 5 years		
					Period	Position	Name of Organization/ Company
13. Ms. Ubonwadee Maneesai Financial Controller 22/07/2019 - Present Company Secretary 28/10/2020 - Present	41	- Master's Degree in Business Administration, Faculty of Commerce and Accountancy, Chulalongkorn University - Bachelor's Degree, Faculty of Business Administration, Accounting, Chiang Mai University - Company Secretary Program (CSP) Class 106/2020 of the Thai Institute of Directors Association	None	None	2019 - Present 2016 - 2019 2014 - 2016	- Financial Controller - Financial Controller - Assistant Financial Controller	- Mandarin Oriental, Bangkok - Shangri-La Hotel, Chiang Mai - Shangri-La Hotel, Bangkok
14. Mr. Geoffrey Webb Director of Commercial Strategy 01/07/2019 - Present	58	- Higher Diploma Hotel Management and Food Science, Ryde College, Australia	None	None	01/07/2019 - Present	- Director of Commercial Strategy - Director of Sales	- Mandarin Oriental, Bangkok - The Peninsula, Bangkok
15. Ms. Patama Lerdwittayasakul Director of Public Relations 22/07/2019 - Present	43	- Bachelor's Degree, Faculty of Arts, German Chulalongkorn University	None	None	22/07/2019 - Present	- Director of Communications - Director of Marketing and Communications	- Mandarin Oriental, Bangkok - The Peninsula, Bangkok
16. Mr. Charles Aird Director of Food & Beverage 08/04/2019 - Present	41	- Bachelor's Degree in Foreign Languages, University of Exeter, United Kingdom - Diploma Foreign Language Branch Radley College, United Kingdom	None	None	08/04/2019 - Present	- Director of Food & Beverage - E.A.M. in Charge of Food & Beverage	- Mandarin Oriental, Bangkok - The Ritz-Carlton Hotel, Moscow

Name - Surname Position	Age	Education Background	Percentage of Shareholding in OHTL Public Company Limited ⁽¹⁾	Family relationship between executives ⁽²⁾	Work experience in the past 5 years		
					Period	Position	Name of Organization/ Company
17. Mr. Dominique Bugnand Executive Chef 21/08/2017 - Present	56	- Executive Development Program Food Management and Administration Cornell University School of Hotel Management - Culinary Certificate from Professional Chefs School, France	None	None	2017 - Present	- Executive Chef	- Mandarin Oriental, Bangkok
					2016 - 2017 2016	- Executive Chef - Executive Chef	- Mandarin Oriental, Taipei - Mandarin Oriental, Macau

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

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

Details of Directors, Executives and Controlling Person of OHTL Public Company Limited as of 31 December 2021

Name of Executives and Controlling Person Companies	OHTL Plc.	Subsidiaries		Associated Company	Connected Company			
		Baan Rim Naam Chao Phraya	Bagan Hotel Holding (Thailand)	Siam Flight Services	Mandarin Oriental Holdings B.V.	Chao Phraya Development Corporation	Bagan Hotel Holding (BVI)	LSG Sky Chefs (Thailand)
1. Mrs. Nijaporn Charanachitta	X	X	/			/	/	
2. Mr. Yuthachai Charanachitta	/	/				/		
3. Mr. Peter James Holland Riley	/				/	/		
4. Mr. Craig Alan Beattie (01/11/2018 - 27/10/2021)	/	/	/		/	/	/	
Mr. Syung Hwa Matthew David Bishop (28/10/2021 - Present)	/	/	/		/	/	/	
5. Mr. Bertram Edward Johnston Weatherall	/							
6. Mr. Christoph Joseph Wilhelm Mares	/				/			
7. Mr. Anthony John Tyler	/, //	//	//	/		/		/
8. Mr. Aswin Kongsiri	/							
9. Mr. Surachai Sirivallop	/							
10. Mr. William Zentgraf	/							
11. Mr. Sirichai Sombutsiri	/							
12. Ms. Ubonwadee Maneesai	//							
13. Mr. Frank Droin	//							
14. Mr. Geoffrey Webb	//							
15. Mr. Charles Aird	//							
16. Ms. Patama Lerdwittayasakul	//							
17. Mr. Dominique Bugnand	//							

Note : X = Chairman / = Director // = Executive Committee / Executive

Details of the Directors of Subsidiaries

Subsidiaries*	Name of Directors		Baan Rim Naam Chao Phraya Co., Ltd.	Bagan Company Hotel Holding (Thailand) Co., Ltd.
Mrs. Nijaporn Charanachitta			x	/
Mr. Craig Alan Beattie (01/11/2018 - 27/10/2021)			/	/
Mr. Syung Hwa Matthew David Bishop (28/10/2021 - Present)			/	/
Mr. Yuthachai Charanachitta			/	/
Mr. Anthony John Tyler			//	//

Note : X = Chairman / = Director // = Executive Committee

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

Details of Head of Internal Audit Unit

Details of Head of Internal Audit Unit

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

Assets used in business operations and details of property appraisals

Details about the property appraisal list

- None -

**Policies and guidelines for corporate governance, full version,
and business ethics, full version that the Company has prepared in the following matters:**

(1) Nomination and Remuneration for directors and executives, Independence of the board of directors from the Management, Director Development, and Evaluation of the performance of the directors, including overseeing of subsidiaries and associated companies

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

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

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

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

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

Section 1 : Shareholders' rights

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

The Company holds a general shareholders' meeting annually. In 2021, the Company held one Annual General Meeting of shareholders at the Company's meeting Room, Mandarin Oriental, Bangkok via electronic media after considering the increasing rate of the Covid-19 infections at that time. In addition, the electronic annual general meeting (e-AGM) was organized in compliance with the government's measures to control the spread of Covid-19, taking into account the health and safety of all shareholders, stakeholders as well as to ensure all shareholders having the same rights.

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

Annual General Meeting of Shareholders – Due to the outbreak of the coronavirus disease 2019 (Covid-19) worldwide, international borders have been closed, including restriction on people gatherings in both private and public places were enforced. However, the Company's foreign directors attended the meeting via electronic media in accordance with the Emergency Decree on Meetings via Electronic Media 2020. At the Annual General Meeting of Shareholders for the year of 2021, the Company had six directors attending the meeting, of which the foreign directors joined the meeting via electronic media. The chairperson of the meeting explained the rules, which included the voting process and allocated sufficient time for the meeting and giving the same rights to all shareholders an opportunity to ask questions, express opinions, and provide suggestions. The Company's auditors, on the other hand, participated in the shareholders' meeting to answer questions, as well as taking advice from shareholders so as to consider or take appropriate actions. The Company arranged to have an independent person to inspect the vote casts in each agenda.

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

Section 2 : Shareholders' Rights

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

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

Section 3 : Equitable treatment of shareholders

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

Section 4 : Disclosure of information and transparency

The Board of Directors recognizes the importance of accuracy, completeness, and transparency of the information in both financial statements and general information including the critical regarding the Company's share price. Information is disseminated via the Stock Exchange of Thailand. The Company has not established an investor relations section but has assigned the Company's Financial Controller to act as its representative in meeting with investors, shareholders as well as analyst and related government sector due to such activities are not many. Investors can contact the Financial Controller for more information at Tel. +662 659 0450 or e-mail: ubonwadee@mohg.com.

(3) Business ethics

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

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

Report of the Audit Committee

The Audit Committee has been appointed by the Board of Directors of OHTL Public Company Limited, comprising three Independent Directors, namely Mr. Aswin Kongsiri, Mr. Surachai Sirivallop, and Mr. William Zentgraf. The Audit Committee has the scope of work, duties and responsibilities in accordance with the regulations and rules of the Securities and Exchange Commission of Thailand, and reports to the Board of Directors of the Company.

In 2021, the Audit Committee held a total of four meetings to consider and express opinions with management senior management and auditors by considering the financial reports received from the management team and the Company's auditors, including reports on internal control. The Audit Committee held a meeting with external auditors, without the management being present one time at the Audit Committee's meeting on 22nd October 2021 to freely discuss the preparation of Financial Reports and Disclosure of Company Financial Information.

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

The Audit Committee	Position	Attendance of Meeting in 2021
1. Mr. Aswin Kongsiri	Chairman of the Audit Committee	4/4
2. Mr. Surachai Sirivallop	Audit Committee	4/4
3. Mr. William Zentgraf	Audit Committee	4/4

In 2021, the Audit Committee considered various important issues and reported to the board of directors as follows:

1. Audit of Financial Report

The Audit Committee held a meeting to review the auditor's report on the quarterly financial statements and financial statements for the year ended December 31, 2021 of the Company before submitting to the board of directors for approval. The Audit Committee focused on the accuracy, consistency and appropriate disclosure of the Company's financial report, as well as considering various important issues that occurred in the year 2021 with top executives, the management, and auditors, such as significant financial transactions and Key Audit Matter. The Audit Committee reviewed the financial statements for the year 2021 at the Audit Committee's meeting on 21st January 2022, focusing on the accuracy of financial report and the impact of changes in accounting policies, including the appropriateness of the disclosed information before presenting the financial statements to the board of directors for approval. The Audit Committee had the same opinions with the auditors that the Company's financial report showed the financial position and operating results accurately and reliably in accordance with the financial reporting standards, as well as adequate and timely disclosure of information in financial report for the benefit of investors or users.

2. Review of internal control and risk management

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

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

3. Review of connected transactions

The Audit Committee reviewed the Company's transactions with its subsidiaries and associated companies to ensure that the Company operated in accordance with normal business conditions, as well as having complete and adequate disclosure of information. The Audit Committee had the opinion that in 2021 there was no material transaction between the Company and its related persons.

4. Review of the performance according to relevant laws and regulations

The Audit Committee reviewed the Audit Committee's charter every year. Also, the Audit Committee reviews the Company's general business operations to ensure that it complies with the laws and regulations of the Securities and Exchange Act, including the laws related to the Company's business operations from the report of external auditor, internal auditor, and the management of the Company. The Audit Committee has the opinion that the Company properly complies with all applicable laws and regulations.

5. Consideration of the appointment of auditors for the year 2022

Auditor's Remuneration

The Company has appointed Ms. Sinsiri Thangsombat, Certified Public Accountant No. 7352 and/or Mr. Paiboon Tankul, Certified Public Accountant No. 4298 and/or Ms. Sakuna Yamsakul, Certified Public Accountant No. 4906, from PricewaterhouseCoopers ABAS Company Limited as the Company's auditors, with the audit fee for the year 2021 of Baht 1,639,100 (2020 : Baht 1,739,100) and no remuneration for any other services in 2021.

The Audit Committee considered and proposed to appoint auditors who audited the Company's accounts in 2021, as well as determined the auditor's fee by considering the auditor's independence, performance, and remuneration. The Audit Committee considered that auditors from the PricewaterhouseCoopers ABAS Company Limited to be independent and have sufficient knowledge and experience in performing the audit, as well as appropriate remuneration. Therefore, it was resolved to propose to the board of directors for approval at the Annual General Meeting of Shareholders to appoint auditors from PricewaterhouseCoopers ABAS Company Limited once again and determined the auditor's remuneration for the year 2022.

The Audit Committee had opinion that the Board of Directors and the executives have ethics and commitment to performing duties to achieve the goals of the Company, with emphasis on operating under effective internal control and internal audit systems with good corporate governance, as well as having an efficient risk management system that is continuously developed, and improved the operating system to have better quality throughout the year 2021.

Mr. Aswin Kongsiri
Chairman of the Audit Committee
28 January 2022

