MANDARIN ORIENTAL, BANGKOK

Annual Registration Statement / Annual Report 2022 (Form 56-1 One Report)



MANDARIN ORIENTAL
BANGKOK

OHTL Public Company Limited

Annual Registration Statement/ Annual Report 2022 (Form 56-1 One Report)

31 December 2022

MANDARIN ORIENTAL
BANGKOK

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CORPORATE INFORMATION

THE COMPANY'S NAME:

OHTL PUBLIC COMPANY LIMITED
Registered Number: 0107536001028

REGISTERED OFFICE

48 Oriental Avenue, Soi Burapa,
Charoenkrung Road, Khwaeng Bangrak,
Khet Bangrak, Bangkok 10500
Tel: +66 2659 9000
Fax: +66 2659 0000

AUDITOR

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

PricewaterhouseCoopers ABAS Limited

15th Floor, Bangkok City Tower
179/74-80 South Sathorn Road,
Thungmahamek, Sathorn, Bangkok 10120
Tel: +66 2286 9999, +66 2344 1000
Fax: +66 2286 2666

REGISTRAR

Thailand Securities Depository Co., Ltd.
The Stock Exchange of Thailand Building,
93 Rajadapisek Road, Dindaeng Sub-district,
Dindaeng District, Bangkok 10400
Tel: +66 2009 9000
Fax: +66 2009 9991

SHARE CAPITAL

Par Value	Baht 10.00 per Share
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
Chairwoman of Board of Directors
Mr. Peter James Holland Riley
Director
Mr. Syung Hwa Matthew David Bishop
Director
Mr. Yuthachai Charanachitta
Director
Mr. Bertram Edward Johnston Weatherall
Director
Mr. Christoph Joseph Wilhelm Mares
Director
Mr. Anthony John Tyler
Director and Managing Director
Mr. Aswin Kongsiri
Independent Director
Mr. Surachai Sirivallop
Independent Director
Mr. William Zentgraf
Independent Director
Mr. Sirichai Sombutsiri
Independent Director

AUDIT COMMITTEE

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

COMPANY SECRETARY

Ms. Ubonwadee Maneesai
Director of Finance

OPERATIONAL EXECUTIVES

Mr. Anthony John Tyler
General Manager
Mr. Franck Droin
Hotel Manager (13/01/2016 - 16/07/2022)
Mr. Alex Huels
Hotel Manager (29/08/2022 - Present)
Ms. Ubonwadee Maneesai
Director of Finance
Mr. Geoffrey Webb
Director of Commercial Strategy
Ms. Patama Lerdwittayasakul
Director of Communications
Mr. Charles Aird
Director of Food & Beverage (08/04/2019 - 30/06/2022)
Mr. Edouard Combes
Director of Food & Beverage (15/07/2022 - Present)
Mr. Dominique Bugnand
Executive Chef

SHAREHOLDERS

List of the first 10 major shareholders as of 15 March 2022, the Record Date for 2022 Annual General Meeting of Shareholders

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

List of Major Shareholders	Number of Shares	%
1. Mandarin Oriental Holdings B.V.[1]	6,399,500	42.39
2. Mrs. Nijaporn Charanachitta	3,506,098	23.22
3. Chaophaya Development Corporation Ltd.	1,600,000	10.60
4. AIA Company Limited-EQDP-D Fund 1	431,323	2.86
5. Goldman Sachs International	309,771	2.05
6. Thai NVDR Co., Ltd.	275,300	1.82
7. Mr. Premchai Karnasuta	271,520	1.80
8. MIB Securities (Hong Kong) Ltd.	236,500	1.57
9. Mr. Yuthachai Charanachitta	235,750	1.56
10. Thailand Securities Depository Co., Ltd.	205,848	1.36

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 income of Baht 1,931.4 million, an increase of Baht 1,369.0 million or 243.4% over year-end 2021. The increase in hotel revenue was attributable to the lessening impact of Covid-19, the phased removal of Covid-19 restrictions and the return of international travellers in Q3 and Q4. Thailand began a phased reopening to the world in March, with all Covid-19 restrictions removed by October. Regional and international group business gradually returned in Q3 and Q4, with the China APEC delegation in November being the highlight of 2022 for this segment. The hotel finished the year with a very strong performance over the Festive Season, particularly on New Year's Eve.

RESULTS

The hotel reported a net profit for the year 2022 of Baht 88.2 million compared to year-end 2021's net loss of Baht 620.6 million. The hotel's occupancy increased from 7.9% in 2021 to 33.6% in 2022, and the average room rate increased from Baht 11,831 in 2021 to Baht 19,332 in 2022. This rate increase was due to the return of regional and international business and to lower reliance on domestic staycations.

Earnings per share in 2022 were Baht 5.8 compared to a loss per share of Baht 41.1 in the previous year.

OPERATIONS

The hotel continued to focus on attracting local guests throughout the year, with attractively priced staycation packages, while also increasing rates and adjusting strategies to take advantage of returning international demand in Q3 and Q4. Our Food and Beverage operation continued to show growth over 2021, in line with the overall improvement in market conditions, and closed the year with a contribution margin of Baht 253.0 million.

The hotel outperformed the competition, finishing the year ranked #1 in the competitive set with a Revenue Generation Index of 188.2. The competition aggressively discounted rates over the past two years, which made it more difficult for them to increase rates when demand returned. The hotel was able to increase average rates at a higher percentage and from a much higher rate level than the competition by maintaining a premium pricing strategy over the pandemic. This was underscored in December with a hotel Average Rate index of 338, the result of a hotel ADR of Baht 36,238 against the competitive set's ADR of Baht 10,715.

AWARDS & PEOPLE

Mandarin Oriental, Bangkok continues to be regarded as Thailand's most iconic hotel. Le Normandie by Alain Roux retained its two-star rating in the 2023 edition of the Michelin Guide, and the newly opened Baan Phraya won the inaugural Michelin Guide Service Award for Thailand.

The readers of Travel + Leisure voted Mandarin Oriental, Bangkok, the No. 1 hotel in Bangkok, and the publication continues to recognize the hotel as one of the 100 best hotels in the world. At the same time, in the first-ever "Asia's Best Awards", The Bamboo Bar was announced as one of the Best Hotel Bars in Thailand and The Oriental Spa, still, the only Forbes 5-star spa in Thailand was awarded Best Hotel Spa in Thailand.

During 2022, 175 colleagues were promoted or internally transferred. In November, 194 colleagues with a total of 2,478 years of service were recognized for their incredible contributions to the hotel. As business picked up in Q4, and working closely with leading local schools, the hotel deployed more than 100 vocational student trainees to support the operational teams during the high season.

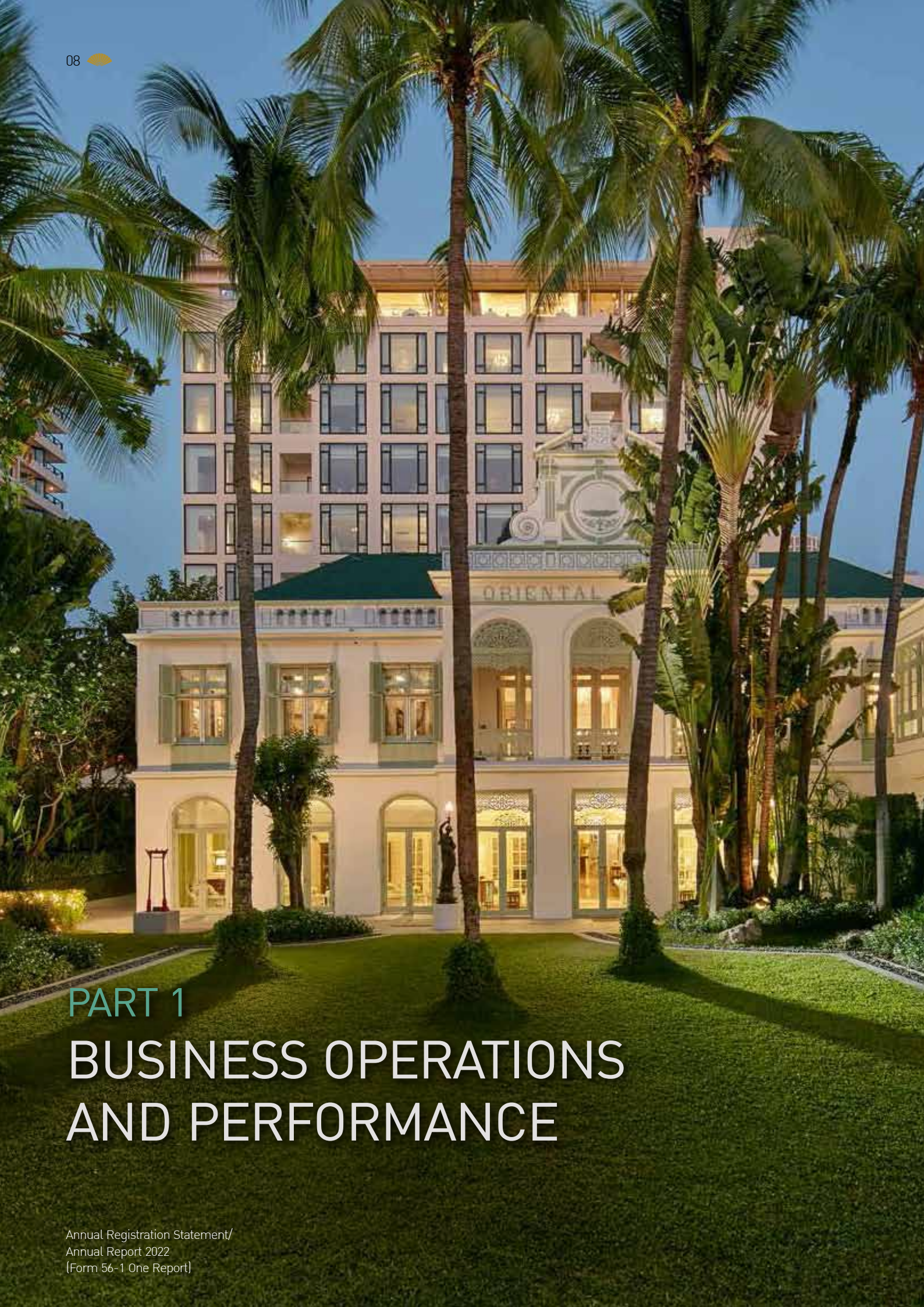
Additionally, in 2022, the hotel welcomed 31 colleagues from 5 sister properties and transferred 22 colleagues to 9 sister properties around the world. The focus on employee mobility facilitates the flow of talent and further develops their competencies, laying a solid foundation for the company's growth in the years to come.

OUTLOOK & PROSPECTS

The hotel's prospects for the year ahead appear very strong based on current market trends and performance, and we welcome the re-opening of China, which should further contribute to the rebound of Thailand's tourism sector and, of course, Mandarin Oriental, Bangkok.

Mandarin Oriental, Bangkok's legacy, reputation for impeccable service and heritage built over 146 years has firmly established this institution as the most iconic and celebrated property in Thailand. It is today more essential than ever that Mandarin Oriental, Bangkok remains focused on positioning 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 three years on the mission of offering unparalleled experiences to our guests and on delivering the outcomes all stakeholders are right to expect from a hotel as iconic as ours.

Anthony Tyler
Managing Director



PART 1
BUSINESS OPERATIONS AND PERFORMANCE

Annual Registration Statement/
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1. Structure and Operations of the Group

1.1 Policy and Business Operations Overview

History

1876
Oriental Hotel was established on the Chao Phraya River. Later, it was registered as a limited company under the name of "Thai Hotel Company Limited" with a primarily registered capital of Baht 60 million.

1967
Italthai Group, led by Dr. Chaiyut Karnasuta, acquired the company's hotel business, which at that time had a total of 133 rooms.

1974
The Company entered into a Joint venture with Jardine Matheson Group under shareholding by Hong Kong Land Ltd. as its representative. The hotel business was expanded to 372 rooms.

1981
Oriental Hotel was awarded "The World's Best Hotel" by Institutional Investor Magazine, New York, USA, for ten consecutive years until 1990.

1983
The Company acquired the business of Chitr Pochana Restaurant, located on the other side of the river and named it "Baan Rim Naam Company Limited" and later renamed it to "Baan Rim Naam Chao Phraya Company Limited" to operate a Thai food restaurant. The Company holds 100% shares.

1985
Hong Kong Land Ltd. transferred its shares to Mandarin Oriental Holdings B.V., a hotel management company of Jardine Matheson Group.

1988
The Company changed its name to "Oriental Hotel (Thailand) Co., Ltd." and listed on the Stock Exchange of Thailand with a registered Capital of Baht 160 million.

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

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



Hotel Operations

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

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 pursuant to a 30-year management contract, the terms of which were negotiated and agreed on market terms in 1988. MOHG is given full authority, discretion and responsibility to manage and operate the Hotel, including directing and instructing all hotel employees and determining their remuneration. In 2018, the Company extended the agreements for another two periods of ten years each. MOHG is given full responsibility to manage and operate the hotel and granted to use Trademark, the fee of which were negotiated and agreed on market terms.

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





Our Vision, Mission and Guiding Principles

Vision: "A World of Fans"
Mission: To delight and inspire our fans at every opportunity
Guiding principles: The hotel is committed to the five guiding principles as follows:

Principle 1 Delighting our customers
The Company determines to provide guest satisfaction and to ensure that guests receive excellent services and high-quality products at a fair price. The Company strived to understand our client and guest needs by listening to their requirements and responding in a competent, accurate and timely fashion. The Company designs and delivers our new services and products to address their needs and is committed to exceeding their expectations by surprising them with the ability to anticipate and fulfil 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 Becoming the best
The Company will be an innovative leader in the hotel industry and will continually improve our products and services. The hotel seeks from our suppliers the highest quality products and services.

Principle 4 Working together
The Company emphasizes sharing of responsibility, accountability and recognition through a climate of teamwork. By working together as colleagues and treating each other with mutual respect and trust, the hotel will contribute to Mandarin Oriental Group's overall success more productively than working alone.

Principle 5 Acting with responsibility
The Company actively participates in improving the environment, just as the hotel will be a responsible member of our community and industry organizations.



Additionally, the Company aims to maintain its position as a leader in the luxury hotel business and its market share. In 2022, the hotel business recovered, and Mandarin Oriental, Bangkok, continued to receive constant praise from influential media and travel magazines around the world, as well as prestigious awards, including the Forbes Travel Guide Listing for 2022 for 5-star luxury hotels, including recognition for The Oriental Spa.

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



1.2 Nature of Business

Revenue Structure

Nature of Business	Managed by	% Equity Interest	2020		2021		2022	
			Revenue (Million Baht)	%	Revenue (Million Baht)	%	Revenue (Million Baht)	%
• Hotel • Restaurants • Spa	OHTL Public Company Limited							
	- Room revenue		220.1		113.6		785.7	
	- Food & Beverage revenue		483.6		276.0		826.3	
	- Spa revenue		30.3		16.1		46.1	
	- Outside shop revenue		97.9		82.8		115.6	
	- Others revenue		79.0		70.0		156.0	
	Total revenue		910.9	99.6	558.5	99.3	1,929.7	99.9
• The Hotel School	Baan Rim Naam Chao Phraya Company Limited	100.0						
	- The Hotel School		3.2		3.9		1.7	
	Total revenue		3.2	0.4	3.9	0.7	1.7	0.1
• Investment holding	Bagan Hotel Holding (Thailand) Company Limited	100.0	-	-	-	-	-	-
Grand total			914.1	100.0	562.4	100.0	1,931.4	100.0

Share of Profit (Loss) on Investment

Nature of Business	Managed by	% Equity Interest	2020		2021		2022	
			Profit (Loss) (Million Baht)	%	Profit (Loss) (Million Baht)	%	Profit (Loss) (Million Baht)	%
Airline catering	Siam Flight Services Company Limited	26.0	(34.5)	100.0	(42.6)	100.0	(1.9)	100.0
Grand total			(34.5)	100.0	(42.6)	100.0	(1.9)	100.0

1.3 Product Information

(1) Products and services, and business innovation development

Company	Products and Services
OHTL Public Company Limited	- 331 Guest rooms, comprising 60 suites and 271 deluxe rooms. - 12 Restaurants: Le Normandie by Alain Roux, Lord Jim's, Kinu By Takagi, Verandah, The China House, Authors' Lounge, Ciao Terrazza, Riverside Terrace, Bamboo Bar, Sala Rim Naam, Riverside Terrace and Baan Phraya - 8 Banquet rooms - 3 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 Centre - Spa Wellness Centre ("The Oriental Spa") - Thai Cooking School
Baan Rim Naam Chao Phraya Company Limited	- School of The Oriental Hotel Apprenticeship Program or OHAP
Siam Flight Services Company Limited	- Catering service to international airlines at Suvarnabhumi Airport for passengers, such as Lufthansa Airlines, etc.

In 2022, 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 make rooms reservation through the hotel's website and order products and food from the hotel restaurants, including the hotel's shops at the shopping malls through a variety of online channels, such as Lineman, Line MyShop, 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 via MegaTix, a self-service platform allowing the customers to purchase tickets for the hotel tickets for the hotel products and services through a new 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. This policy is the first priority of the Mandarin Oriental Hotel Group.

The hotel business started to rebound in 2022 after Thailand announced easing of Covid restrictions on international arrivals; restrictions were finally lifted in the last quarter. The hotel welcomed APEC leaders and delegations who participated in the Asia-Pacific Economic Corporation meeting during 21-22 November for which Thailand was the host country. The event was considered the highlight of the year.

In 2022, the hotel continued its commitment to outstanding service and excellence by offering a wide variety of best-performing rooms packages; in the International Markets the "One More Night" package exhibited the strongest performance followed by "Bed & Breakfast" package. For the domestic staycation market, "Experience the Legend" package continued to attract local customers throughout the year. This encouraged repeat stays and successfully increased margins in the highly competitive hotel market including maintaining its strong position. Sustainably maintain its current position with novel and luxurious rooms in classic and Thai style. The hotel clearly differentiates itself from competitors in the same market. Moreover, the hotel continued to be most attractive to leisure customers, especially international travellers including our regular customers, during the festive season i.e. Loy Krathong, Christmas, and New Year.

Customers and target group

In 2022, the hotel's customers remained from all walks of life, mainly international travellers, 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 to stay and dine and use facilities such as banqueting, sport centre and wellness spa. The bookings could be made directly from the hotel's website as well as through travel agents worldwide.

Apart from that, customers were from associated companies, mainly the international airlines from around the world that transit at Suvarnabhumi Airport, Bangkok; these airlines order in-flight catering for inbound and outbound passengers.

Sales and distribution channels

The Company has staff who are responsible for room, restaurant, and banquet reservations as well as restaurants reservation through online channels including room reservations 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 online marketing in order to increase sales channels for food & beverage as well as 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 offering exclusive vacation experiences at affordable prices through online channels for special promotions.





(3) Competition within the industry

The Company is in the hotel and tourism industry. The important factor for business success is 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 travellers and businesspeople entering the country, which can create opportunities with the hotel receiving customers but at the same time the city's luxury hotels market could get 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 closure. Nonetheless, the Hotel continues to be successful in maintaining its highest room rate strategy, including increasing revenue with a satisfactory market share.



The airline catering service business, which is the Associate company, has recovered well in 2022 after Covid-19 restriction measures were lifted which led to a significant increase in number of passengers and airlines stopping at Suvarnabhumi Airport. The growth of associated companies in the airline business showed signs of improvement when compared to normal conditions in the preceding year during the coronavirus situation. The fact that the competition in the airline catering service business is not so intense, is because the competitors are only three companies: Thai Catering Company Limited, Bangkok Air Catering Company Limited, and LSG Sky Chefs (Thailand) Company Limited - the first company that has operated this type of business, becoming the world's largest airline catering business.

(4) Business cycle

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

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



(5) Procurement of products and services

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

Raw materials and raw material suppliers

The main sources of the finest raw materials used in the hotel are from local producers, such as vegetables, fruits, dried food, fresh food and seafood. However, some raw materials, such as fresh food and seasonal fruits can easily spoil and this requires knowledge and expertise of Chefs to preserve, manage, search or substitute products so that it will not affect the operations. In addition, the Company also supports the purchase of products from the Royal Project, as well as 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 hotel 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 requirements are always met. Fire, Life, Health, Safety & Security ("FLHSS") is the hotel's safety and health guidelines that set every safety and security procedure for the hotel. The program called "WeCare" is also one of the health and safety measures relating to Covid-19.

Apart from that, Lloyd's Registers, the international accredited and certified external audit company, assesses and evaluates the hotel every year to ensure that related measures were accurately and appropriately implemented.

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



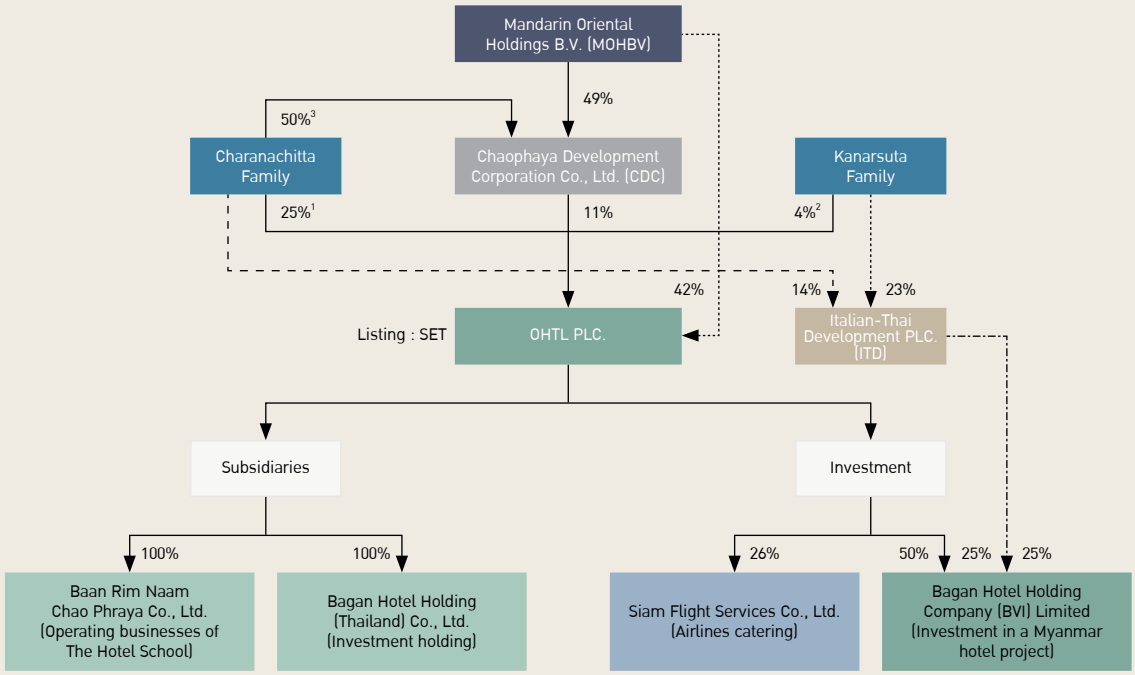
Impact on environment

The Company and Mandarin Oriental Hotel Group place importance on environmental conservation both inside and outside the hotel, as sustainable business is always our core value. The Company 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 implements 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. Many authorities perform regular inspections, such as the Ministry of Science, Technology and Environment, the Marine Department, the Bang Rak District Office, the Bangkok Cleaning Office, the Office of Policy and Environment, the Bureau of Health and Environment, and the Ministry of Public Health.





1.4 The Group's Shareholding Structure

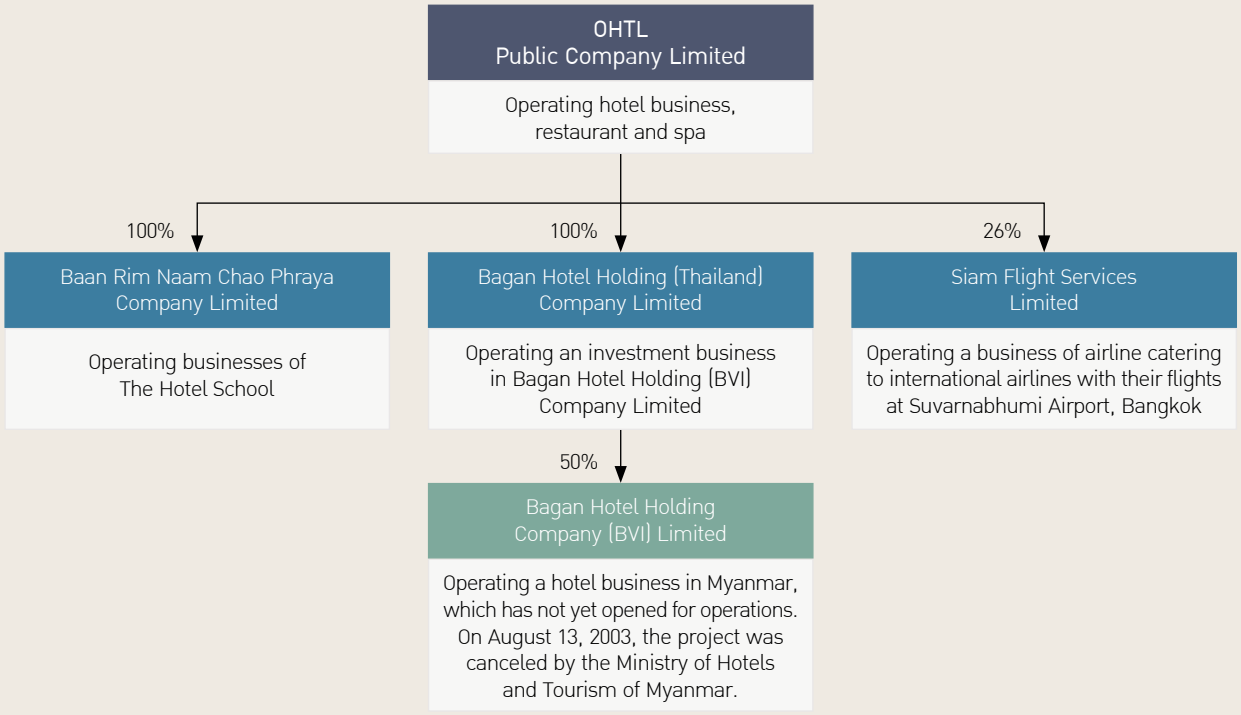


Note: 1. Charanachitta Family: Mrs. Nijaporn Charanachitta (23%) and Mr. Yuthachai Charanachitta (2%)
2. Karnasuta Family: Mr. Premchai Karnasuta (2%), Ms. Chamaimas Karnasuta (1%) and Mr. Piyachai Karnasuta (1%)
3. Charanachitta Group: Mrs. Nijaporn Charanachitta, Mr. Yuthachai Charanachitta, Ms. Valaithip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



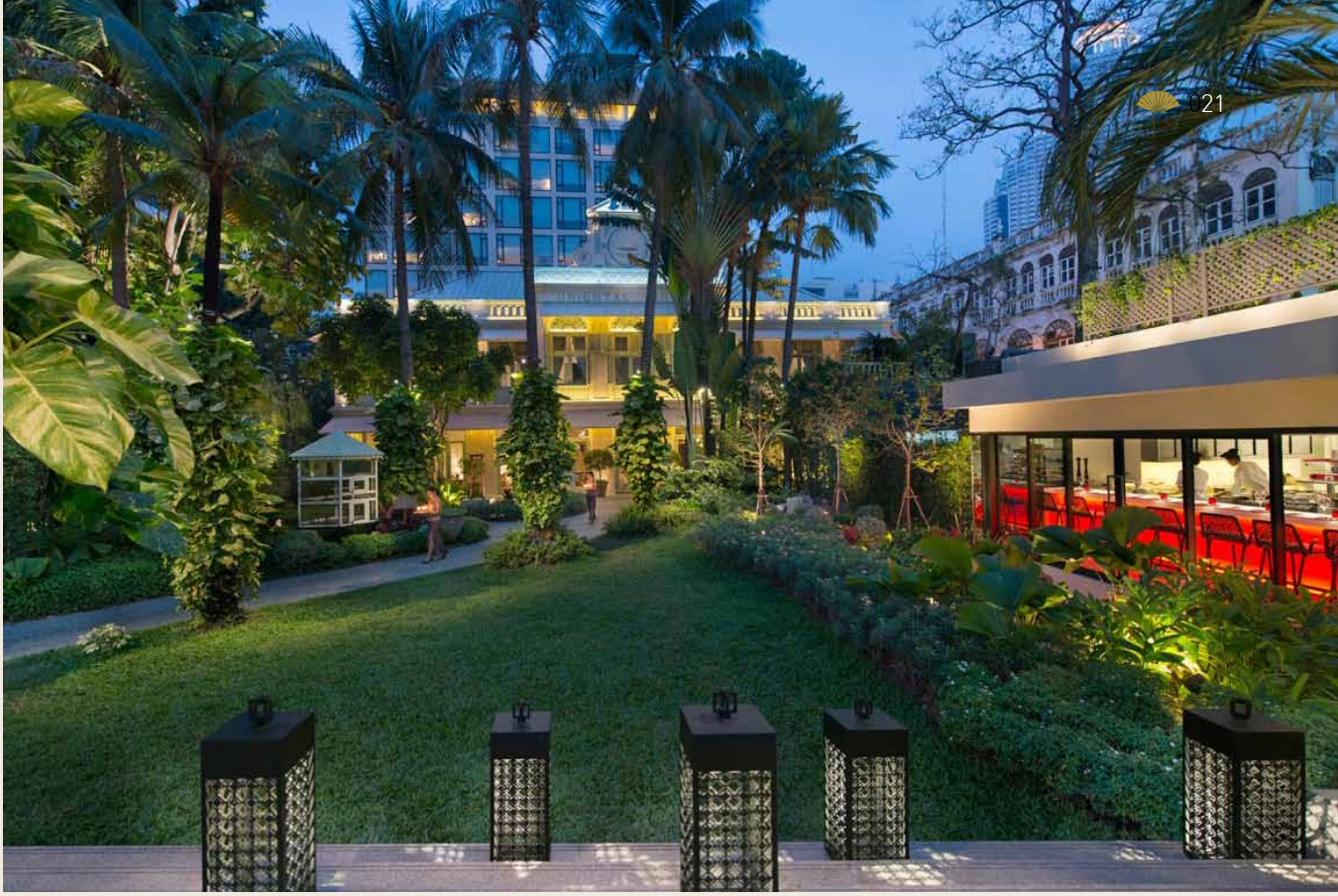


1.5 The Structure of Group's Investment



Note: The Company holds a 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 Company (BVI) Limited. Bagan Hotel Holding (Thailand) Company Limited, Mandarin Oriental Group, and Italthai Group hold 50:25:25 percentage investments, 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-years 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 13 August 2003, the hotel project was cancelled by the Ministry of Hotels and Tourism of the Union of Myanmar, of which the Company had already set aside the full amount of loss on such investment.





The Group's Investment

Company's Name	Head Office Address	Nature of Business	Paid-up Capital (%)	Equity Interest (%)	Capital (Million Baht)	Value of Investment (Million Baht)	Major Shareholder
Baan Rim Naam Chao Phraya Company Limited	Bangkok	The Hotel School	100.0	100.0	0.1	(196.2)	
Bagan Hotel Holding (Thailand) Company Limited	Bangkok	Investment holding	100.0	100.0	4.0	(56.8)	
Siam Flight Services Limited	Bangkok	Airline catering	100.0	26.0	9.5	-	LSG Catering (Thailand) Limited
Bagan Hotel Holding Company (BVI) Limited	Hong Kong	Inverstment in a Myanmar hotel project	100.0	50.0	40.6	-	





1.6 Dividend Payment Policy

The Company has the policy to pay dividends based on its operating results, at the approximate rate of 70 percent of its net profit after tax according to its separate financial statements subject to various factors for the benefit of shareholders, e.g. economic conditions, financial position and results of operation of the Company, investment plan, future necessity and appropriateness, reserve funds for the repayment of the loan or working capital of the Company, as considered appropriate by the Board, and in accordance with the relevant covenants under the loan agreement. Furthermore, the dividend payment amount must not exceed the retained earnings of the Company. In the event that the separate financial statements of the Company bear an accumulated deficit, the Company may consider not to declare dividend payment for the relevant year. Since 1988, the Company has paid dividends twice a year. However, the omitted dividend started in 2019 because the Company invested in hotel renovation. In 2020 and 2021, no dividends were paid due to losses of operating results due to the impact of the Covid-19 pandemic, and the 2022 results were closed with a cumulated deficit which led to the declaration of no dividend payment to the shareholders of the Company. The omitted dividend payment was in accordance with the Company's dividend payment policy.

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

Year	2018	2019	2020	2021	2022
Profit (loss) per share (Baht per share)	17.2	(24.6)	(31.8)	(41.1)	5.8
Dividend per share* (Baht per share)	17.0	-	-	-	-
Dividend payment ratio	99%	-	-	-	-

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

2. Risk Management

2.1 Risk Management Policy and Plan

In 2022, there were many kinds of risks caused by a variety of factors such as macroeconomic recession, the uncertainty of the Covid-19 pandemic, political situation, international safety, the possibility of natural disasters and terrorism. The hotel also faced higher competition risks due to an increasing number of luxury hotels in the city. Moreover, the Company has to deal with financial risks in many aspects, including the impact of changes in interest and foreign exchange rates.

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

Nevertheless, the Company commits to keeping the hotel in excellent condition. In particular, fire, life, health, safety and environmental protection are always the first top priorities 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 tourism cycle risk compared to other types of business operations. Consequently, the main factors affecting the operating results comprise tourism industry conditions in Thailand, especially Bangkok, the confidence of foreign tourists, the impact of the global economy, political situation in the country, natural disasters – both domestic and overseas – as well as the tourism season. All of these are 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 the present. The situation, however has improved since the 3rd quarter of 2022.

Risks from natural disasters, accidents and sabotage

For the past years, there have been many natural disasters around the world, such as hurricanes, wildfires, unrest in various countries, earthquakes, volcanic eruptions, and snowstorms. All of these can affect the number of international travellers who are the main target customers, and this is beyond 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 travellers

The Company's operating results are mainly based on revenues from rooms, food and beverages from foreign customers, accounting for more than 70% of all customers, which is considered as a high risk in the absence of those customers. This can affect the Company's main revenue as they are mostly high-spending power customers. However, the Company prepares to reduce such risk by emphasizing excellent customer services according to the policy of Mandarin Oriental Hotel Group, with prices close to the standards of other luxury hotels and maintaining the quality of services by the team and ingredients which have been carefully chosen by well-known chefs. Furthermore, the hotel endeavours to reduce the risk of relying on the foreign customers by expanding service to customers who are not Hotel guests by opening Mandarin Oriental Shop in four department stores within central Bangkok area, including Central Department Store, Chidlom Branch, The Emporium Department Store, Gaysorn Department Store, and Siam Paragon Department Store in order to generate more revenue from the Hotel's target group. Mandarin Oriental Shop offers a variety of bakery, cakes, tea, souvenirs and laundry services. In addition, the hotel participates in many fairs and trade shows organized by department stores and offers special promotions through various packages both online and offline channels. Plus, the hotel offers outside catering and spa treatment to diversify the risk of depending on 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 centre areas and along the Chao Phraya River in Bangkok. This makes the number of hotel rooms in the city and along the Chao Phraya River more than the number of guests, resulting in intense competition for both room prices and workforce in the hotel business. These factors may affect the revenues and operating results of the Company both directly and indirectly. However, the management is well aware of these issues and continues to focus on providing excellent services to customers 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 leadership position in the hotel business in terms of service excellence.



Financial risk

Risk of interest rate

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

Risk from foreign exchange rate

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

Risk from credits

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 limits 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 an individual customer or a particular industry.





3. Business Sustainability Development

3.1 Policy and Objective for Sustainability

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 a 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 the highest accountability across the Group and at the property-level.





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

Mandarin Oriental updated its sustainability governance, strategy and approach to implementation. The Company replaced the term used earlier 'Corporate Responsibility' with 'Sustainability', as the Company shifted its outlook from contributing to society out of responsibility to thoroughly reshaping our operational strategy for a more sustainable future. A four-tiered governance structure was created, composed of an Executive Advisory Panel, a Leadership Council, thematic Working Groups, and its former Corporate Responsibility Committees and Champions, 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 ("UN SDGs"), resulting in its commitment to the advancement of sustainability priorities, focused on reducing environmental impact, responsible procurement, increasing social impact, and diversity and inclusion.

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





3.2 Management of Environmental Sustainability

Environmental Policy and Guidelines

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

- Energy – 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 practical.

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

To achieve the Group's environmental goals, it is critical that goals are also set at each property and that the property management is held accountable for achieving these goals. Long 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/Room night	Water audits, benchmarking, and colleague engagement
Waste Diversion	% of total waste generated	Waste initiatives and benchmarking



3.3 Environmental Operating Performance

In compliance with Energy Management Program, 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 monitor key energy performance indicators measuring actual consumptions against individual baselines (Section C.02 and Section C.03 of the Energy Management Guidelines).

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

It should be noted that the Company is not required to set goals for GHG Emission Intensity (CO_2e/m^2). The reason is that future emission factors (the amount of GHG emissions for each kWh of electricity produced) cannot be easily assessed, and neither can they be directly impacted by the hotel. In general, electricity accounts for 80-85% of the property's energy consumption and hence its contribution to GHG Emissions is paramount.

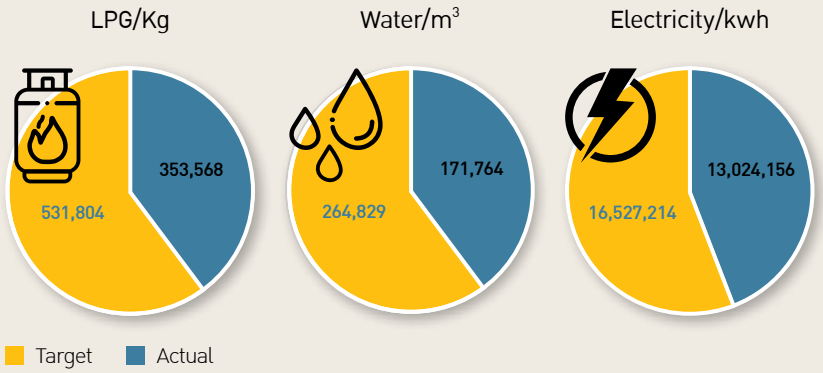
GHG Emission Intensity remains, however an important KPI for the Group target and will be continuously updated as emission factors evolve.





Energy Management

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



LPG:
Actual 353,568 kg VS Target 531,804 kg

Regular preventive maintenance greatly increased the overall efficiency of the steam traps in the Laundry, which significantly reduced LPG usage. Further reduction in LPG consumption was observed in the low season, whereby the laundry operating mode was adjusted and closed one day per week.



Water:

Actual 171,764 m^3 VS Target 264,829 m^3

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

Electricity:

Actual 13,024,156 kWh VS Target 16,527,214 kWh

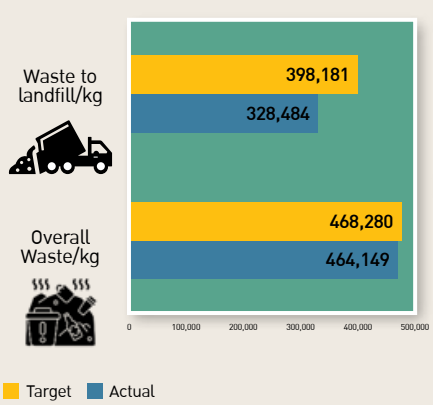
Chiller overhaul and chiller management system helped reduce energy consumption. Additionally, the hotel optimized energy saving during the first half of the year in the low season.





Waste management

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















Responsible procurement

Single-Use plastic elimination

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

Agricultural commodities

Mandarin Oriental, Bangkok always supports responsibly sourced agricultural commodities, starting with coffee, tea, vanilla, and cocoa, in an effort to make a positive environmental and social impact, as per MOHG Sustainability Goals. In 2022, the Company achieved 100% responsible procurement for agricultural commodities (coffee, tea, vanilla, cocoa) and paper as well as 100% compliance with MOHG's Endangered Seafood Avoid List (19 types) and verified.

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











Environmental and social initiatives

MOHG is committed to maximizing social and economic benefits for the communities where the Company operates, responsibly managing our environmental impact and fulfilling our social commitments within our operations and across our supply chains. Our colleagues are actively engaged in supporting and working with the local communities in which each hotel operates. The initiatives Mandarin Oriental, Bangkok implemented throughout 2022 are listed below.

Environmental initiatives

1. Chiller Plant Management System Optimization
2. The replacement of lights with LED
3. Changing Cooling Tower System in order to use fewer chemical such as chlorine
4. EV charger for electric vehicle supply equipment





Social initiatives in 2022

- **Blood Donation**: Total donation was 22,000 units.
- **Unused Stock Donation**: A donation of unused 18,300 stock items, such as take-away packaging and condiments, valued in an amount of Baht 62,977 were donated to Baan Nokkhamin Foundation.
- **MOgiving** | school and sports supplies as well as toys: the hotel received 426 items and donated to Ban Cha Khue School in Chiang-Rai Province and donated 3 used computers set to Sam-Bo School in Uttaradit Province.
- **River Cleaning** | Mandarin Oriental Bangkok participated in the River Cleaning campaign in August, September, and October: collected 2,850 kg of waste in the river.
- **Our Giving Back** | Turn the books to treasure for children: Total of 550 books were donated to The Mirror Foundation.









Managing the impact on stakeholders in the business value chain

Mandarin Oriental, Bangkok adheres to the importance of service quality, business operations with ethics, responsibility for the environment and society, and driving business for sustainability. This is an important principle that the hotel has upheld and practised for a long time to achieve its aspiration and vision of being the best luxury hotel in the world. In addition, the hotel has always 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.





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

Delighting our customer

The Hotel's vision and commitment to our fellow employees is to deliver happiness to customers through excellent services every single day, which is the unique character of Mandarin Oriental, Bangkok. One of our standards of service to customers is the Legendary Quality Experience Standard (LQE), which enhances our fellow employees to create satisfaction for customers at Mandarin Oriental, Bangkok. Additionally, from the survey of customer satisfaction, Mandarin Oriental, Bangkok managed to maintain high scores LQE in various aspects during the year 2022.

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 the 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 the midst of Covid-19 in 2022, the Hotel underwent its supplier audit according to the scheduled program of 72 suppliers.





Employer of choice

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

Colleague development

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

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





Bilateral projects

Mandarin Oriental, Bangkok has been collaborating with vocational institutions in the provinces by accepting students for internships in the bilateral projects on Hotel Management with the vocational certificate and diploma levels. The hotel provides support for accommodations, meals, and uniforms for 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 the knowledge gained and their experiences for the benefit of the community and society in which they live. From 2011 to the present, 455 students have participated in the projects from 13 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, Chetupon Commercial College and Khao Wong Technical College.







Respect for human rights

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

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

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

Business ethics

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

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

4. Management Discussion and Analysis: MD&A

4.1 The Operating Performance

Auditor's Report

Financial Year	Type of Report	Auditor
2020	Unqualified opinion	PricewaterhouseCoopers ABAS Limited
2021	Unqualified opinion	PricewaterhouseCoopers ABAS Limited
2022	Unqualified opinion	PricewaterhouseCoopers ABAS Limited

Statistical Information

	2022	2021	2020	2019	2018
	Million Baht	Million Baht	Million Baht	Million Baht	Million Baht
Balance Sheet					
Fixed assets	5,671.8	6,023.2	6,426.1	2,624.8	1,426.4
Net current liabilities	1,789.1	1,337.8	938.8	552.1	160.9
Non-current liabilities	2,244.6	3,155.1	3,434.1	2,088.7	654.2
Shareholder's funds	1,663.5	1,559.1	2,123.6	263.8	787.8
Profit (Loss)					
Profit (Loss) before financing charges and taxation	206.3	(586.5)	(495.4)	(444.6)	326.1
Profit (Loss) before taxation	89.1	(697.7)	(572.3)	(469.4)	317.3
Profit (Loss) attributable to shareholders	88.2	(620.6)	(480.1)	(370.9)	259.7
Dividends paid	-	-	-	135.9	241.7
Capital Stock					
Earnings (Loss) per share (Baht)	5.8	(41.1)	(31.8)	(24.6)	17.2
Dividend per share (Baht)	-	-	-	9.0	16.0
Total asset value per share (Baht)	405.6	417.5	446.6	212.0	123.8
Number of shares (Million shares)	15.1	15.1	15.1	15.1	15.1
Par value per share (Baht)	10.0	10.0	10.0	10.0	10.0

Subsidiaries and Associated Companies

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

Business Overview

The hotel reported a profit of Baht 88.2 million from operating results for 2022 compared to the net loss of Baht 620.6 million in the prior year which resulted from an increasing number of international travellers following the permission to enter the country and the relief from restrictions pertaining to Covid-19 control measures due to the decrease in the number of infected people and the severity impact. Tourism and hotel businesses recovered in Q3 and Q4.

Revenue

The Company recorded hotel revenue and other income of Baht 1,931.4 million in 2022, an increase of Baht 1,369.0 million or 243.4% when compared to 2021 of Baht 562.4 million. Room revenue increased by Baht 672.1 million or 591.6%. Food and beverage revenue increased by Baht 550.3 million or 199.4% compared to last year.



Revenue Comparison by Business Segment

(Unit: Million Baht)

Type of Business	Operated by	2022	2021	Increase (Decrease)
Hotel, Restaurant, and Spa	OHTL Public Company Limited			
	- Occupancy rate	33.6%	7.9%	25.7%
	- Revenue from rooms	785.7	113.6	591.6%
	- Revenue from foods and beverages	826.3	276.0	199.4%
	- Revenue from spa	46.1	16.1	186.3%
	- Revenue from outside shops	115.6	82.8	39.6%
	- Other revenues	156.0	70.0	122.9%
	Total revenue	1,929.7	558.5	245.5%
The Hotel School	Baan Rim Naam Chao Phraya Company Limited			
	- Revenue from The Hotel School	1.7	3.9	(56.4%)
	Total revenue	1.7	3.9	(56.4%)
Grand total		1,931.4	562.4	243.4%



Operating Expenses

The Company recorded cost of sales and services at Baht 1,193.1 million, increased by Baht 398.0 million or 50.1% which was in line with the increase of hotel income. However, the hotel has maintained effective cost control measures. Accordingly, the Company reported gross profit of Baht 734.7 million in 2022 while gross loss of Baht 233.1 million was reported in 2021. Operating expenses increased by Baht 219.0 million or 70.4% compared to last year which were in line with the increasing revenue of this year.

In 2022, finance cost increased by Baht 6.0 million or 5.4% compared to the prior year, mainly came from the interest rate of short-term and long-term loans increased during the year 2022.





4.2 Financial Status Overview

Assets

As of 31 December 2022, the Company's consolidated assets amounted to Baht 6,123.7 million, a decrease of Baht 179.3 million or 2.8% from Baht 6,303.0 million at the end of 2021 mainly due to property, plant and equipment decreased Baht 309.8 million and right-of-use assets decreased Baht 39.0 million from depreciation. While cash and cash equivalents increased by Baht 172.9 million, and trade and accounts receivable increased by Baht 53.7 million in line with hotel performance.

Liabilities

The Company's consolidated liabilities as of 31 December 2022 amounted to Baht 4,460.2 million, a decrease of Baht 283.7 million or 6.0% from Baht 4,743.9 million in 2021 mainly due to the long-term loan repayment totalling Baht 315 million made to the financial institution during the year 2022.

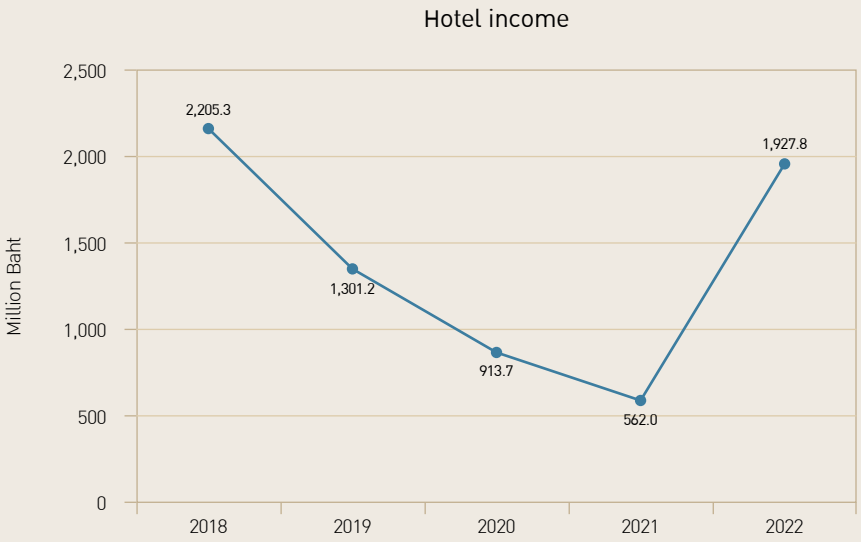
Shareholders' equity

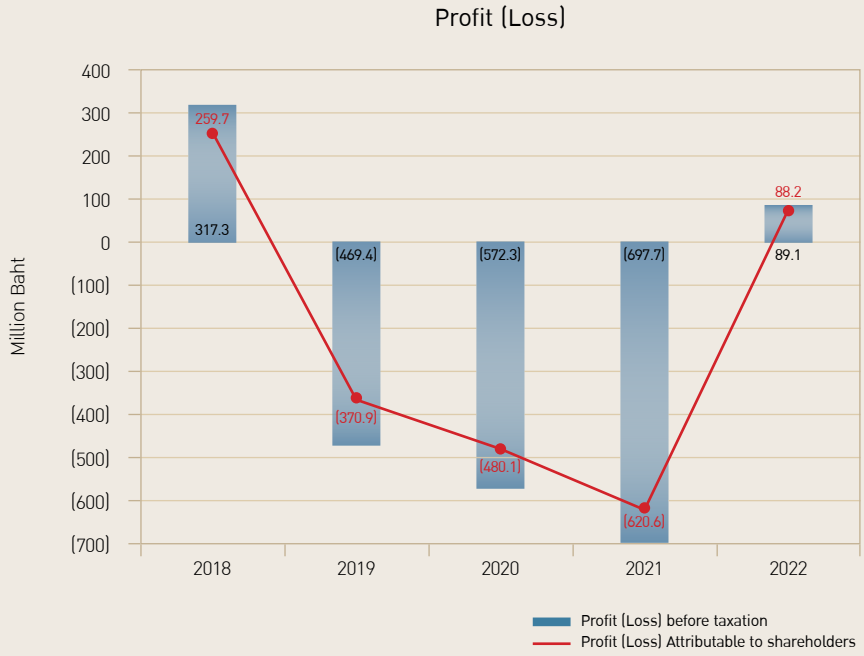
Shareholders' equity as of 31 December 2022 was Baht 1,663.5 million, an increase of Baht 104.4 million or 6.7% from Baht 1,559.1 million in 2021. This comprised the following factors:

1. Authorized share capital of Baht 151.0 million (2021: Baht 151.0 million)
2. Legal reserve of Baht 16.0 million (2021: Baht 16.0 million)
3. Deficits of Baht 911.6 million (2021: Baht 1,009.2 million)
4. Other components of equity of Baht 2,408.1 million (2021: Baht 2,401.3 million).

4.3 Financial Highlights

	2022	2021
	Million Baht	Million Baht
Hotel income	1,927.8	562.0
Other income	3.6	0.4
Profit (Loss) before taxation	89.1	(697.7)
Profit (Loss) attributable to shareholders	88.2	(620.6)





Financial Highlights

(Unit: Million Baht)

Significant Information	2022	%	2021	%	2020	%
Business Results						
Hotel income and other income	1,931.4	100.0	562.4	100.0	914.1	100.0
Operating expenses	(1,723.2)	(89.2)	(1,106.3)	(196.7)	(1,375.1)	(150.4)
Finance costs – interest expense	(117.2)	(6.1)	(111.2)	(19.8)	(76.8)	(8.4)
Share of profit (loss) of associates	(1.9)	(0.1)	(42.6)	(7.6)	(34.5)	(3.8)
Profit (Loss) before income tax	89.1	4.6	(697.7)	(124.1)	(572.3)	(62.6)
Income tax income (expense)	(0.9)	(0.0)	77.1	13.7	92.2	10.1
Profit (Loss) for the year	88.2	4.6	(620.6)	(110.3)	(480.1)	(52.5)
Profit (Loss) per share (Baht)	5.8		(41.1)		(31.8)	
Financial Status						
Total assets	6,123.7	100.0	6,303.0	100.0	6,742.1	100.0
Total liabilities	4,460.2	72.8	4,743.9	75.3	4,618.4	68.5
Total shareholders' equity	1,663.5	27.2	1,559.1	24.7	2,123.7	31.5
Cash Flow						
Generated from (used in) operating activities	559.4		(282.6)		(190.6)	
Generated from (used in) investing activities	(31.0)		(119.5)		(529.0)	
Generated from (used in) financing activities	(355.5)		396.4		717.3	
Net cash flow	172.9		(5.7)		(2.3)	
Financial Ratios						
Liquidity Ratio						
Current ratio (Times)	0.2		0.2		0.2	
Quick ratio (Times)	0.1		0.1		0.1	
Cash flow liquidity (Times)	0.3		(0.2)		(0.2)	
Accounts receivable turnover (Times)	27.7		16.4		21.1	
Collection period (Days)	13.2		22.3		17.3	
Inventory turnover (Times)	24.3		11.4		17.4	
Inventory turnover period (Days)	15.0		32.1		21.0	
Accounts payable turnover (Times)	13.5		12.3		8.9	
Payment period (Days)	27.0		29.7		41.0	
Cash cycle (Days)	1.3		24.7		(2.7)	
Profitability Ratio						
Gross profit margin	38.1%		(41.5%)		(6.8%)	
Net profit margin	4.6%		(119.4%)		(54.6%)	
Return on equity	5.3%		(39.8%)		(22.6%)	
Efficiency Ratio						
Return on total assets	1.4%		(9.8%)		(7.1%)	
Assets turnover (Times)	0.3		0.1		0.1	
Financial Policy Ratio						
Debt to equity ratio (Times)	2.7		3.0		2.2	
Interest coverage ratio (Times)	1.8		(5.3)		(6.5)	
Cash flow adequacy (Times)	0.8		(5.6)		(6.3)	
Dividend payout ratio	0.0%		0.0%		0.0%	

5. General Information and Other Important Information

5.1 Corporate Information

OHTL Public Company Limited

Address	48 Oriental Avenue, Soi Burapa, Charoenkrung Road, Bangrak Sub-district, Bangrak District, Bangkok 10500, Thailand
Telephone	+66 2659 9000
Registered number	0107536001028
Established	Year 1876
Registered and trade on the Stock Exchange of Thailand	Year 1988
Registered as a juristic person under the law governing public limited companies	15 September 1988
Type of business	Hotel, restaurant and spa
General enquiry	Company Secretary Tel: +66 2659 0450 E-mail: ubonwadee@mohg.com
Annual General Meeting	The 2023 Annual General Meeting of Shareholders will be held on 24 April 2023 at 10.00 hrs. via electronic means only (e-AGM).

5.2 Other Important Information

No other information that may significantly affect investor decisions.

5.3 Legal Dispute

As of 31 December 2022, the Company and its subsidiaries have no litigation that could affect the assets of the Company or a subsidiary at an amount higher than 5 percent of the shareholders' equity.





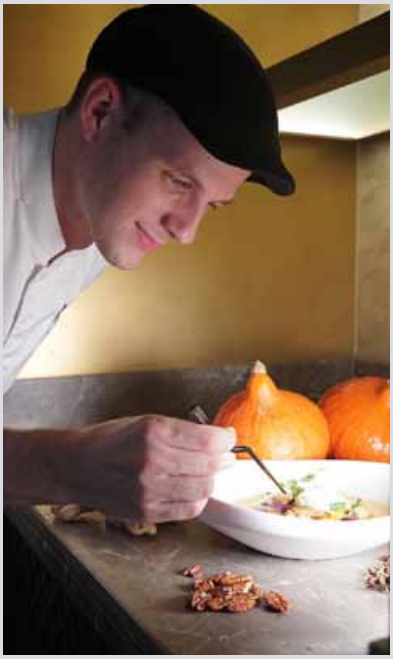
PART 2
CORPORATE GOVERNANCE

6. Corporate Governance Policy

6.1 Overview of Corporate Governance Policies and Practices

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





In 2022, 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 dividends declared by the Company, and obtaining sufficient and appropriate information. All shareholders are given the right to vote on important matters such as the election of Directors, the appointment of auditors and the matter that will affect the Company's operations, such as the distribution of dividends, the amendment of Articles of Association and Memorandum of Association, decrease or increase of capital, and approval of any special transaction, etc.

In 2022, the Company held an Annual General Meeting of shareholders at the Company's meeting Room, Mandarin Oriental, Bangkok, via electronic media (e-AGM), which was organized in compliance with standards for maintenance of security for electronic meetings prescribed by the Ministry of Digital Economy and Society taking into account the health and safety of all shareholders, stakeholders as well as to ensure all shareholders having the same rights.

Before the shareholders' meeting

The Company sent the 2022 notice of the shareholders' meeting together with the Annual Registration Statement / Annual Report 2021 in the form of QR Code, as well as the 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.

2022 Annual General Meeting of shareholders

The Company had all eleven directors attending the 2022 Annual General Meeting of shareholders, of which three 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 in person to answer questions, as well as take advice from shareholders to consider or take appropriate actions. The Company arranged to have independent persons from Baker & McKenzie Company Limited, the legal advisor, to inspect the vote casts in each agenda.

After the shareholders' meeting

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



Section 2 Equitable treatment of shareholders

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

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

Section 3 Stakeholders' role

The Company recognizes the rights of all groups of its stakeholders, including, but not limited to, its 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 information regarding the Company's share price. Information is disseminated via the Stock Exchange of Thailand. The Company has not established an investor relations section but has assigned the Company's Director of Finance to act as its representative in meeting with investors, shareholders as well as analysts and related government sectors as there are not many such activities. Investors can contact the Director of Finance for more information at Tel. +66 2659 0450 or e-mail: ubonwadee@mohg.com.

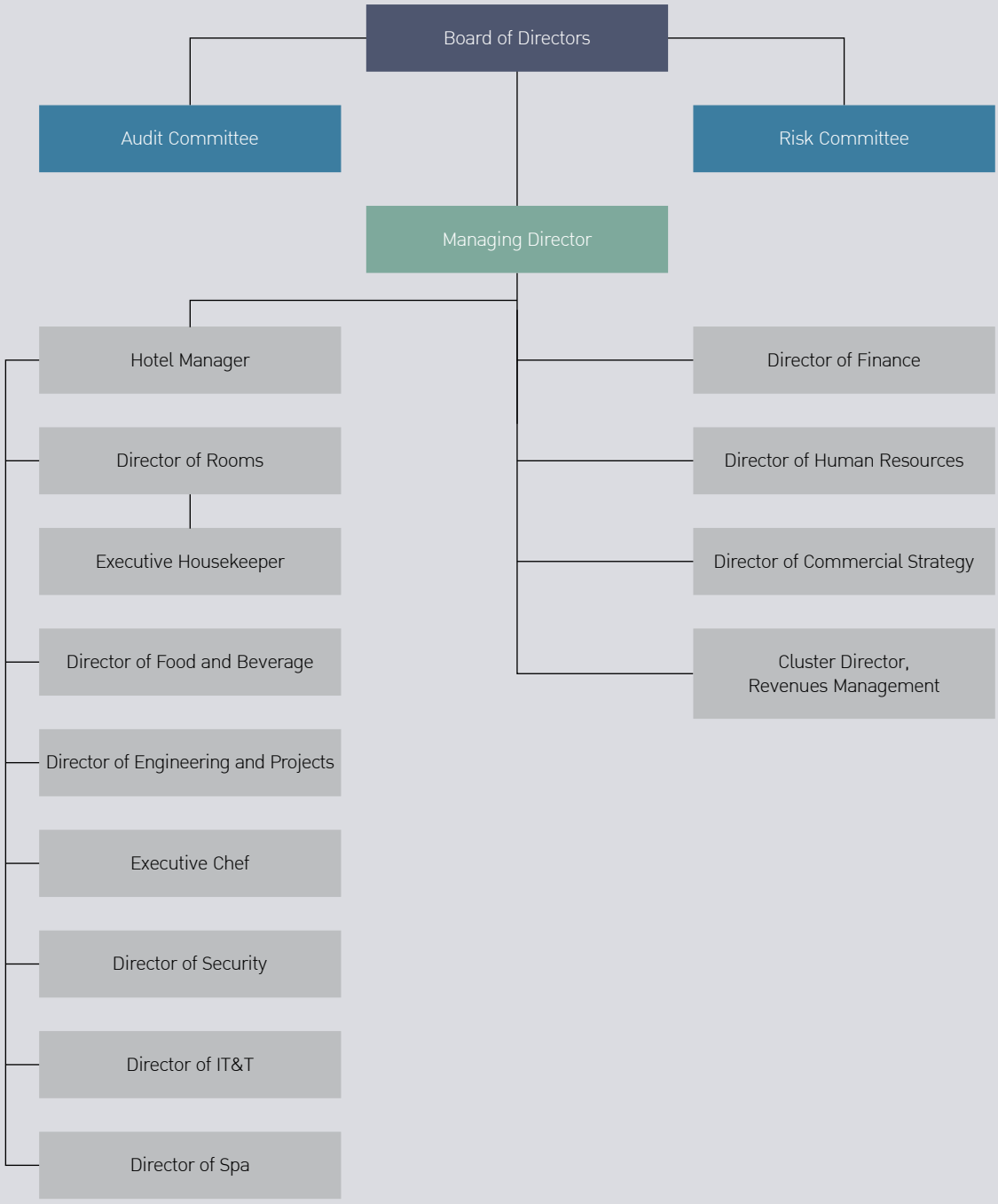


6.2 Business Ethics

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

Leadership and Vision

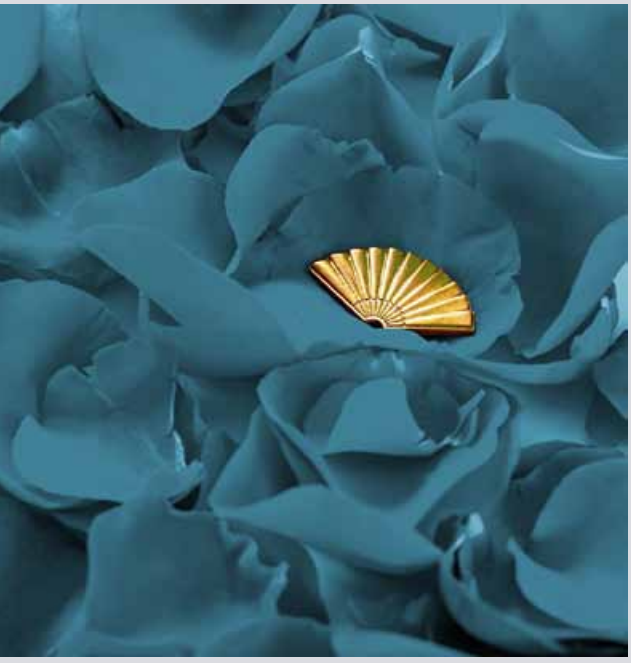
The Board of Directors is responsible for setting out the overall vision, policies, financial targets, business plans and budget for the Company. The Board of Directors monitors the Company's operations to ensure that the Company's operations management team implements the approach established by the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

Structure of the Board of Directors

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

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

1.	Mrs. Nijaporn Charanachitta	Chairwoman of Board of Directors
2.	Mr. Peter James Holland Riley	Director
3.	Mr. Syung Hwa Matthew David Bishop	Director
4.	Mr. Yuthachai Charanachitta	Director
5.	Mr. Bertram Edward Johnston Weatherall	Director
6.	Mr. Christoph Joseph Wilhelm Mares	Director
7.	Mr. Anthony John Tyler	Director and Managing Director
8.	Mr. Aswin Kongsiri	Independent Director
9.	Mr. Surachai Sirivallop	Independent Director
10.	Mr. William Zentgraf	Independent Director
11.	Mr. Sirichai Sombutsiri	Independent Director



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

The Company's Board of Directors consisted of 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 can supervise the Company's business. At least one person has experience in finance and banking as well as accounting and finance.

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

(1) five Directors from Mandarin Oriental Hotel Group consisting of Mr. Peter James Holland Riley, Mr. Syung Hwa Matthew David Bishop, Mr. Bertram Edward Johnston Weatherall, Mr. Christoph Joseph Wilhelm Mares and Mr. Anthony John Tyler, and
(2) two Directors from Italthai Group consisting of Mrs. Nijaporn Charanachitta and Mr. Yuthachai Charanachitta.

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

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

The Company's 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. Syung Hwa Matthew David Bishop, or Mr. Anthony John Tyler together with the Company's seal affixed."

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

Board of Directors' Responsibilities

The Board of Directors must hold a meeting at least once every three months. In 2022, there were four Board of Directors meetings. The Board of Directors reviews and comments on each annual budget prior to the beginning of each fiscal year and monitors the hotel's progress through a monthly financial report provided throughout the fiscal year. The General Manager of the hotel is also appointed as the Managing Director of the Company and, in that capacity, regularly reports on the progress of the hotel to the Board of Directors.

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

The 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.



Nomination of Persons for Appointment as a Director

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

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

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

Election of Directors

The election of a Director is voted by cumulative voting under section 70 of the Public Limited Companies Act. All shareholders shall have an equal right to vote for the election of a Director in accordance with the number of shares held in the Company. All 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 Directors to be appointed;
2. Each shareholder may exercise all the votes he has under (1) to appoint one or several persons as Directors. In the case of electing several persons as Directors, he may divide his votes for any such persons to any extent; and
3. The persons who received the most votes shall be appointed Directors to the set number of Directors of the Company. In the event of equal votes among the persons last so appointed, making the number exceed the set number of Directors of the Company, election shall be made by drawing lots so that the set number of Directors is achieved.

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

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

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

Qualifications of Independent Director

Independent directors must have all qualifications prescribed by the Stock Exchange of Thailand and the Securities and Exchange Commission (SEC) and be able to oversee the interests of all shareholders equally without causing any conflicts of interest. In addition, they have to attend the Board of Directors' meeting and express their opinions independently 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 relationship 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 providing or never provided professional services, legal consulting, nor financial consulting services to the company with a fee more than Baht 2 million per year[1]. 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.

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



Remuneration and shares held by Directors in the year 2022

As at 31 December 2022

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



7.3 Information about Sub-Committee

Sub-Committee

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

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

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

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

2.1 Monitor the process of preparation and disclosure of information in financial reports of the Company to be accurate, complete, and reliable by coordinating with the auditors and the management who are responsible for the quarterly and annual financial reports.

2.2 Ensure that the Company is having adequacy and effectiveness of internal control systems and internal audit functions.

2.3 To review connected transactions and prevent conflict of interests between the Company and related person.

2.4 To review documents for internal review when there is suspicion of corruption, or there are abnormal transactions in the internal control system and report to the Board of Directors.

2.5 To issue instructions and review documents when there is suspicion of not complying with laws or SET regulations, which may have an impact on the financial status and operational results of the Company in a significant way.

2.6 To take care of any other matter assigned to it by the Board of Directors, such as reviewing financial and risk management policies, and express opinion to the Board of Directors on the compliance of the management with regard to the business ethics. In addition, to review the disclosure of information which will be publicly disclosed to the shareholders according to the regulations i.e. Management Discussion and Analysis disclosed in the Annual Report.



3. Meeting
The Audit Committee meets regularly throughout the year and sets a clear agenda to consider various issues according to the assigned duties or holds an extra meeting as appropriate with clear minutes of the meeting. In 2022, 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 lawyers representing the Company's litigation to attend the Audit Committee's meetings from time to time to discuss legal issues.

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

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

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

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

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

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

14. Post-audit review

14.1 The Audit Committee acquires an explanation from the management on the significant changes in the financial statements compared to the prior year and finds that the information is in accordance with the management analysis disclosed in the annual report.

14.2 The Audit Committee seeks explanation from the Company's Director of Finance and external auditors on any changes in accounting standards or regulations implemented by relevant departments which is applicable to the business operations and may affect the Company's financial statements.

14.3 The Audit Committee requests the management and external auditors to report any significant financial report issues that need to be discussed during the accounting period. The management is required to respond whether the correction has been made.

14.4 The Audit Committee holds a private meeting with external auditors without the management being present to discuss with the external auditors on various issues in relation to the preparation of the financial statement and the disclosure of the information.

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

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



7.4 Information about Executives

Executives	Position
1. Mr. Anthony John Tyler	General Manager
2. Mr. Frank Droin	Hotel Manager (13/01/2016 - 16/07/2022)
3. Mr. Alex Huels	Hotel Manager (29/08/2022 - Present)
4. Ms. Ubonwadee Maneesai	Director of Finance
5. Mr. Geoffrey Webb	Director of Commercial Strategy
6. Ms. Patama Lerdwittayasakul	Director of Communications
7. Mr. Charles Aird	Director of Food & Beverage (08/04/2019 - 30/06/2022)
8. Mr. Edouard Combes	Director of Food & Beverage (15/07/2022 - Present)
9. 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 directors, signs together with another director to bind the Company. The policy to determine the scope of powers and duties with the amounts that can be approved by the Managing Director is as follows:

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

Remuneration of Directors and Executives

In 2022, total Directors 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. Syung Hwa Matthew David Bishop		•		200,000
4. Mr. Yuthachai Charanachitta		•		200,000
5. Mr. Bertram Edward Johnston Weatherall		•		200,000
6. Mr. Christoph Joseph Wilhelm Mares		•		200,000
7. Mr. Anthony John Tyler		•		200,000
8. Mr. Aswin Kongsiri	•	•	•	500,000
9. Mr. Surachai Sirivallop		•	•	400,000
10. Mr. William Zentgraf		•	•	400,000
11. Mr. Sirichai Sombutsiri		•		200,000

The total remuneration of the seven executives for 2022 was Baht 36,035,244. 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 the higher duties of the Audit Committee.



7.5 Information about Employees

Number of the Company's employees as of 31 December 2022 are as follows:

Business	Number of Employees (Persons)
Rooms	179
Food and Beverages	509
Others	250
Total	938

Employee remuneration for the year 2022 amounted to Baht 266.3 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 providing training and knowledge in various fields related to their work and daily life. The training is provided to employees from the lower level to the management level, both inside and outside the organization. They are also regularly sent for training abroad throughout the year.



7.6 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, Ms. Ubonwadee Maneesai, Director of Finance, has been appointed by the Board of Directors' meeting No. 5/2020 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, minutes of the meeting of the Board of Directors and an annual report of the Company;

1.3 a notice calling shareholders' meeting and minutes of the shareholders' meeting.

2. Keeping a report on interest under section 89/14 filed by a director or an executive and submit such report to the Chairman of the Board of Directors and the Audit Committee within 7 days from the date such report is received and

3. Performing any other act as specified in the notification of the Capital Market Supervisory Board.

8. Report on Key Performance of Corporate Governance

8.1 Summary of Board of Directors Performance

Board of Directors' Meeting

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

In 2022, the Board of Directors of the Company held a quarterly meeting at the Company's head office. The Chairperson of the Board sent notices to the Directors not less than 14 days prior to the date of the meeting. The Company Secretary prepared and circulated the agenda and relevant documents seven days before the meeting to allow each member of the Board of Directors time to consider and review information. Each meeting took about two to three hours. During each meeting, appropriate time was allocated for operations management presentations and comprehensive Directors' discussions. Persons attending the Board meetings included the Directors, the Company Secretary, the Hotel Manager and presenters of items on the agenda for the Board meeting. The Board of Directors regularly conducts a self-assessment of its performance as a whole and specifically on particular issues. Minutes of the meetings were recorded and endorsed by Directors so that can be checked by interested parties.

The Company held a total of four regular meetings in 2022. The attendance of Board of Directors' meeting for each Director can be summarized as follows:

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

Report of the Board of Directors

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

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

1. Conflict of interest

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

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

2. Use of internal information

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

3. Anti-corruption policy

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

<u>Bribery and unfair receipt/payment</u>

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



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

Gifts and personal contributions or rewards

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

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

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

Conflicts of interest

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

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

4. Whistleblowing

The Mandarin Oriental Hotel Group (MOHG) 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 Behaviour or Misconduct

The Board of Directors reviewed the internal control system and found that the control was effective and had confidence in the accuracy of Company's consolidated financial statements as of 31 December 2022.

8.2 Summary of Audit Committee Performance

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

1. The Audit Committee members are as follows:

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

2. The Audit Committee of the Company has the scope of duties and responsibilities, and reported to the Board of Directors during the year 2022 as follows:

2.1 Reviewed sufficiency, credibility and objectivity of the financial reports for the year 2022
2.2 Reviewed adequacy and effectiveness of internal control systems and internal audit functions
2.3 Reviewed adequacy and effectiveness of risk management policies and practices
2.4 Reviewed if there was any conflict of interest
2.5 Reviewed compliance with the Securities and Exchange Act, Regulations of Stock Exchange of Thailand, and any other relevant laws
2.6 Reviewed documents of internal audit to ensure there was no suspicion of or any corruption of any abnormal transactions in the internal control system

(Please refer to the Audit Committee Report.)



9. Internal Control and Connected Transactions

9.1 Control System and Internal Audit

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

Control of the Use of Internal Information

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



9.2 Connected Transactions

Monitoring the Operations of Subsidiaries and Associated Companies

The Company has invested in subsidiaries and associated companies of the same type of hotel business. Subsidiaries have been overseen by the Board of Directors, all of them are part of the Company's Board of Directors and the same policies which 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 oversee the policies and operations for the most benefit of the Company.



According to Note 30 to the financial statements, the necessity and reasonableness of the transaction is due to the Company and connected companies operating in the normal course of business as follows:

1. Transactions with subsidiaries

1.1 Income from providing services to subsidiaries

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

Size of transaction
In 2022: amounted Baht 0.6 million (In 2021: 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 2022: amounted Baht 38.6 million (In 2021: amounted Baht 38.8 million)

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

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

2. Transactions with connected companies

2.1 Income from providing services to connected companies

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

Size of transaction
In 2022: amounted Baht 0.3 million (In 2021: 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 and beverage price is the market price which is the same rate as other customers.

2.2 Expenses for receiving services from connected companies

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 2022: amounted Baht 154.2 million (In 2021: amounted Baht 47.3 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 that are paid in accordance with the agreement. In addition, certain wine purchases need to be made from the related person as they are the sole distributor in Thailand.

Pricing policy
Management fee is according to the mutual agreement.

Beverage purchase is the market price through annual bidding process.




The
Mandarin
Oriental
Shop















PART 3
FINANCIAL STATEMENTS

OHTL Public Company Limited

Consolidated and Seperate Financial Statements

31 December 2022

MANDARIN ORIENTAL
BANGKOK

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 2022, 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 2022;
- the consolidated and separate statements of comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the consolidated and separate financial statements, which include significant accounting policies and other explanatory information.

Basis for opinion

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

Key audit matters

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

Key audit matter	How my audit addressed the key audit matter

Impairment of property, plant and equipment and right-of-use assets
 	
Refer to Note 5.7 'Accounting policy - Property, plant and equipment' and Note 14 'Property, plant and equipment' and Note 15 'Right-of-use assets' to the consolidated and separate financial statements.
 	
At 31 December 2022, the Group and the Company had property plant and equipment of Baht 5,216 million and Baht 5,171 million, respectively and right-of-use assets of Baht 452 million and Baht 756 million, respectively. Property plant and equipment and right-of-use assets represented 93% of the total assets in the consolidated and separate financial statements.
 	
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.
 	
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.
	My key procedures in relation to reviews the impairment of property, plant, and equipment and right-of-use assets included:
	
	• Understanding and evaluating the Group management's valuation approach for assessing the impairment of property, plant and equipment by using the value in use method. I considered the approach to be appropriate in accordance with the Thai Financial Reporting Standards ("TFRS").
	
	• Evaluating the budgeting procedures upon which the cash flow projection are based, and assessed the principles of the Group management's discounted cash flow models.
	
	• Understanding key assumptions used in the discounted cash flow projection and assessing the probability of key assumptions.
	
	• Assessing the appropriateness of key assumptions used in the discounted cash flow projection based on information available at the time on:
	
	  • 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.
	
	I found the key assumptions in the recoverability assessment were supportable based on available evidence and appropriate in light of the current circumstances.

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
30 January 2023

OHTL Public Company Limited

Statement of Financial Position

As at 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
		Baht	Baht	Baht	Baht
Assets					
Current assets					
Cash and cash equivalents	10	275,639,568	102,754,168	253,745,409	100,832,736
Short-term investments		172,632	172,412	172,632	172,412
Trade and other receivables	11	120,809,904	67,103,174	120,693,538	66,949,038
Inventories		26,577,077	20,545,808	26,577,077	20,545,808
Other current assets		3,296,377	60,409,558	2,978,628	60,099,679
Total current assets		426,495,558	250,985,120	404,167,284	248,599,673
Non-current assets					
Investments in subsidiaries	13	-	-	100,000	100,000
Investments in associates	13	-	1,909,150	9,520,000	9,520,000
Property, plant and equipment	14	5,216,396,071	5,526,188,170	5,170,663,865	5,470,325,836
Right-of-use assets	15	452,260,465	491,219,916	756,419,995	816,134,567
Intangible assets	16	3,164,141	5,791,180	3,164,141	5,791,180
Other non-current assets		25,372,477	26,921,436	21,884,614	23,237,954
Total non-current assets		5,697,193,154	6,052,029,852	5,961,752,615	6,325,109,537
Total assets		6,123,688,712	6,303,014,972	6,365,919,899	6,573,709,210

Director _____ Director _____

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

	Notes	Consolidated financial statements		Separate financial statements	
		2022 Baht	2021 Baht	2022 Baht	2021 Baht
Liabilities and equity					
Current liabilities					
Short-term borrowings from financial instituitions	19	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000
Trade and other payables	18	344,898,467	294,506,211	429,637,345	363,803,742
Income tax payable		771,687	958,352	-	-
Current portion of lease liabilities	21	45,932,924	39,636,647	46,924,597	51,427,421
Current portion of long-term borrowings from financial institution	21	799,665,180	249,695,617	799,665,180	249,695,617
Other current liabilities		24,293,013	4,030,023	24,247,318	3,983,892
Total current liabilities		2,215,561,271	1,588,826,850	2,300,474,440	1,668,910,672
Non-current liabilities					
Derivative financial liabilities	20	1,298,716	10,799,360	1,298,716	10,799,360
Lease liabilities	21	631,791,471	666,659,495	807,014,410	858,133,391
Long-term borrowings from financial institution	21	1,198,660,719	2,063,094,566	1,198,660,719	2,063,094,566
Employee benefit obligations	22	97,783,980	105,095,326	97,783,980	105,095,326
Deferred tax liabilities	17	294,769,568	291,767,672	284,935,469	281,933,573
Other non-current liabilities		20,320,694	17,675,448	20,072,957	17,427,710
Total non-current liabilities		2,244,625,148	3,155,091,867	2,409,766,251	3,336,483,926
Total liabilities		4,460,186,419	4,743,918,717	4,710,240,691	5,005,394,598
Equity					
Share capital					
Authorised share capital					
Ordinary shares, 15,097,800 shares at par value of Baht 10 each	23	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	23	150,978,000	150,978,000	150,978,000	150,978,000
Retained earnings (deficits)					
Appropriated					
Legal reserve	24	16,000,000	16,000,000	16,000,000	16,000,000
Unappropriated		(911,586,626)	(1,009,205,941)	(919,409,711)	(999,987,584)
Other components of equity		2,408,110,919	2,401,324,196	2,408,110,919	2,401,324,196
Total equity		1,663,502,293	1,559,096,255	1,655,679,208	1,568,314,612
Total liabilities and equity		6,123,688,712	6,303,014,972	6,365,919,899	6,573,709,210

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 2022

	Notes	Consolidated financial statements		Separate financial statements	
		2022 Baht	2021 Baht	2022 Baht	2021 Baht
Hotel income	25	1,927,770,700	561,998,236	1,927,354,752	560,608,632
Cost of sales and services		(1,193,079,583)	(795,120,296)	(1,199,147,431)	(801,072,420)
Gross profit (loss)		734,691,117	(233,122,060)	728,207,321	(240,463,788)
Other income	26	3,627,490	369,193	4,176,826	918,376
Selling expenses		(88,396,657)	(45,217,695)	(88,396,657)	(45,217,695)
Administrative expenses		(441,702,045)	(265,886,557)	(451,445,401)	(265,700,437)
Finance costs - interest expense		(117,217,964)	(111,221,931)	(123,440,962)	(117,978,817)
Share of loss of associates	13 a)	(1,909,150)	(42,626,756)	-	-
Profit (loss) before income tax (expense) income		89,092,791	(697,705,806)	69,101,127	(668,442,361)
Income tax (expense) income	28	(885,253)	77,064,354	2,064,969	81,042,376
Profit (loss) for the year		88,207,538	(620,641,452)	71,166,096	(587,399,985)
Other comprehensive income:					
Items that will not be reclassified subsequently to profit or loss					
Gain on remeasurements of defined employee benefit obligations	22	11,764,721	60,682,767	11,764,721	60,682,767
Income tax on items that will not be reclassified subsequently to profit or loss	17	(2,352,944)	(12,136,553)	(2,352,944)	(12,136,553)
Total items that will not be reclassified subsequently to profit or loss		9,411,777	48,546,214	9,411,777	48,546,214
Items that will be reclassified subsequently to profit or loss					
Gain on cash flow hedges	20	8,088,562	6,519,572	8,088,562	6,519,572
Gain on cash flow hedges reclassified to profit or loss	20	1,412,082	1,900,889	1,412,082	1,900,889
Income tax on items that will be reclassified subsequently to profit or loss	17	(2,713,921)	(870,300)	(2,713,921)	(870,300)
Total items that will be reclassified subsequently to profit or loss		6,786,723	7,550,161	6,786,723	7,550,161
Other comprehensive income for the year, net of tax		16,198,500	56,096,375	16,198,500	56,096,375
Total comprehensive income (expense) for the year		104,406,038	(564,545,077)	87,364,596	(531,303,610)

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

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
		Baht	Baht	Baht	Baht
Profit (loss) attributable to:					
Owners of the parent		88,207,538	(620,641,452)	71,166,096	(587,399,985)
Non-controlling interests		-	-	-	-
		88,207,538	(620,641,452)	71,166,096	(587,399,985)
Total comprehensive income (expense) attributable to:					
Owners of the parent		104,406,038	(564,545,077)	87,364,596	(531,303,610)
Non-controlling interests		-	-	-	-
		104,406,038	(564,545,077)	87,364,596	(531,303,610)
Earnings (loss) per share					
Basic earnings (loss) per share	29	5.84	(41.11)	4.71	(38.91)

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 2022

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

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

	Separate financial statements						
				Other components of equity			
		Retained earnings (deficits)		Other comprehensive income			
	Issued and paid-up share capital Baht	Appropriated - legal reserve Baht	Unappropriated Baht	Gains on revaluation of land Baht	Cash flow hedges Baht	Total other components of equity Baht	Total equity Baht
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
Opening balance as at 1 January 2022	150,978,000	16,000,000	(999,987,584)	2,409,149,892	(7,825,696)	2,401,324,196	1,568,314,612
Transactions with owners during the year							
Total comprehensive income for the year	-	-	80,577,873	-	6,786,723	6,786,723	87,364,596
Closing balance as at 31 December 2022	150,978,000	16,000,000	(919,409,711)	2,409,149,892	(1,038,973)	2,408,110,919	1,655,679,208

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 2022

	Notes	Consolidated financial statements 2022 Baht	Consolidated financial statements 2021 Baht	Separate financial statements 2022 Baht	Separate financial statements 2021 Baht
Cash flows from operating activities					
Profit (loss) before income tax (expense) income		89,092,791	(697,705,806)	69,101,127	(668,442,361)
Adjustments for:					
Depreciation charge on property, plant and equipment	14	336,452,736	340,962,187	326,322,608	330,610,399
Depreciation charge on right-of-use assets	15	50,445,266	50,547,809	66,783,455	67,210,099
Amortisation charge on intangible assets	16	3,391,692	5,785,117	3,391,692	5,785,117
Gain on change in lease recognition		(7,090,001)	-	(10,191,088)	-
Gain on change in accounting record from waived rental from lessor		-	(7,515,883)	-	(7,515,883)
(Gain) loss on disposals of property, plant and equipment		(139,087)	8,305	(139,087)	(101,862)
Loss on write-off of property, plant and equipment	14	-	15	-	15
Expected credit loss for trade accounts receivable	11	175,994	-	175,994	-
Expected credit loss for amount due from a related party	11	-	-	583,863	644,173
Share of loss of associates	13 a)	1,909,150	42,626,756	-	-
Employee benefit expense	22	8,686,680	16,846,525	8,686,680	16,846,525
Interest income	26	(322,904)	(51,297)	(872,240)	(600,480)
Finance costs - interest expense		117,217,964	111,221,931	123,440,962	117,978,817
Changes in operating assets and liabilities					
- trade and other receivables		(53,882,724)	(20,747,656)	(53,954,944)	(20,891,316)
- inventories		(6,031,269)	(2,320,770)	(6,031,269)	(2,320,770)
- other current assets		59,612,495	13,276,082	59,620,366	13,145,462
- other non-current assets		(1,143,899)	(1,010,655)	(1,339,518)	(1,204,425)
- trade and other payables		50,840,925	(6,523,495)	66,282,272	14,785,706
- employee benefits paid	22	(4,233,305)	(7,120,814)	(4,233,305)	(7,120,814)
- other current liabilities		20,262,990	19,341	20,263,426	(26,790)
- other non-current liabilities		2,645,246	(3,653,662)	2,645,247	(3,653,663)
Cash generated from (used in) operations		667,890,740	(165,355,970)	670,536,241	(144,872,051)
Interest received		322,904	51,297	322,827	51,067
Interest paid		(105,813,611)	(112,617,763)	(115,930,218)	(119,374,649)
Receipt of refunded withholding tax		2,692,858	-	2,692,858	-
Income tax paid		(5,636,201)	(4,649,484)	(2,499,315)	(1,356,778)
Net cash generated from (used in) operating activities		559,456,690	(282,571,920)	555,122,393	(265,552,411)

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

	Notes	Consolidated financial statements		Separate financial statements	
		2022 Baht	2021 Baht	2022 Baht	2021 Baht
Cash flows from investing activities					
Increase in short-term investments		(220)	-	(220)	-
Purchases of property, plant and equipment		(31,193,823)	(119,206,804)	(31,193,823)	(119,206,804)
Purchases of intangible assets	16	-	(567,236)	-	(567,236)
Proceeds from disposals of property, plant and equipment		163,071	285,155	163,071	283,655
Net cash used in investing activities		(31,030,972)	(119,488,885)	(31,030,972)	(119,490,385)
Cash flows from financing activities					
Proceeds from short-term borrowings from financial institutions	19	-	335,000,000	-	335,000,000
Proceeds from long-term borrowings from financial institution	21	200,000,000	540,000,000	200,000,000	540,000,000
Repayments on short-term borrowings from financial institutions	19	-	(45,000,000)	-	(45,000,000)
Repayments on long-term borrowings from financial institution	21	(515,000,000)	(400,000,000)	(515,000,000)	(400,000,000)
Lease principal payments	21	(40,540,318)	(33,629,156)	(56,178,748)	(51,316,500)
Net cash (used in) generated from financing activities		(355,540,318)	396,370,844	(371,178,748)	378,683,500
Net increase (decrease) in cash and cash equivalents		172,885,400	(5,689,961)	152,912,673	(6,359,296)
Cash and cash equivalents at the beginning of the year		102,754,168	108,444,129	100,832,736	107,192,032
Cash and cash equivalents at the end of the year	10	275,639,568	102,754,168	253,745,409	100,832,736

Non-cash transactions

Significant non-cash transactions for the years ended 31 December 2022 and 2021 are as follows:

Other payables arising from purchases of property, plant and equipment		4,624,754	18,293,813	4,624,754	18,293,813

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, 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 30 January 2023.

2 Financial position

As at 31 December 2022, the Group and the Company have total current liabilities exceeding total current assets by Baht 1,789 million and Baht 1,896 million, respectively. However, the Group and the Company have profit for the year of Baht 88 million and Baht 71 million and positive cash flow from the operating activities of Baht 559 million and Baht 555 million, respectively. Management has prepared cash flow projection which was approved by the Board of Directors and was confident that the estimation can be achieved. In addition, the Group still has committed credit facility available 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.

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 8.

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

4 New and amended financial reporting standards

New and amended Thai Financial Reporting Standards effective for the accounting periods beginning on or after 1 January 2022 do not have material impact on the Group.

5 Accounting policies

5.1 Principles of consolidation and equity accounting

a) Subsidiaries

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

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

b) Associates

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

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

c) Equity method

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

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

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

d) Intercompany transactions on consolidation

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

5.2 Foreign currency translation

a) Functional and presentation currency

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

b) Transactions and balances

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

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

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

5.3 Cash and cash equivalents

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

5.4 Trade 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 present value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost.

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

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

5.5 Inventories

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

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

5.6 Financial assets

a) Classification

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

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

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

b) Recognition and derecognition

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

c) Measurement

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

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

d) Debt instruments

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

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

e) Impairment

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

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

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

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

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

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

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

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

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

5.7 Property, plant and equipment

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

Increases in the carrying amounts arising on revaluation of land are recognised in other comprehensive income and accumulated in 'Other 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.

5.8 Intangible assets

Acquired computer software

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

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

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

5.9 Impairment of assets

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

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

5.10 Leases

Leases - where the Group is the lessee

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

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

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.

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.

5.11 Financial liabilities

a) Classification

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

- Where the Group has an unconditional contractual obligation to deliver cash or another financial asset to another entity, it is considered a financial liability unless there is a predetermined or possible settlement for a fixed amount of cash in exchange of a fixed number of the Group's own equity instruments.

- Where the Group has no contractual obligation or has an unconditional right to avoid delivering cash or another financial asset in settlement of the obligation, it is considered an equity instrument.

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

b) Measurement

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

c) Derecognition and modification

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

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

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

5.12 Borrowing costs

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

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

5.13 Current and deferred income taxes

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

Current tax

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

Deferred income tax

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

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

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

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

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

5.14 Employee benefits

a) Short-term employee benefits

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

b) Defined contribution plan

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

c) Defined benefit plans

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

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

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

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

5.15 Provisions

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

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

5.16 Share capital

Ordinary shares are classified as equity.

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

5.17 Revenue recognition

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

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

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

Hotel

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

5.18 Dividend distribution

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

5.19 Cash flow hedges that qualify for hedge accounting

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

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

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

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

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

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

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

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

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

6 Financial risk management

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

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

6.1 Financial risk

6.1.1 Market risk

a) Foreign exchange risk

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

b) Cash flow and interest rate risk

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

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

	Consolidated and Separate financial statements			
	2022		2021	
	Baht	% of total borrowings	Baht	% of total borrowings
Variable rate borrowings	3,000,000,000	100	3,315,000,000	100
	3,000,000,000	100	3,315,000,000	100

Sensitivity

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

	Consolidated and Separate financial statements			
	Impact to net profit		Impact to other components of equity	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Interest rate - increase 0.25% (2021: 0.25%)*	4,053,040	6,792,200	(1,479,001)	(2,479,420)
Interest rate - decrease 0.25% (2021: 0.25%)*	(6,053,040)	(6,812,200)	1,479,001	2,479,420

* *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 13.33% (2021: 12.07%) of the variable loan principal outstanding. The fixed interest rates of the swaps are 2.03% (2021: 2.03%), and the variable rates of the loans are between 0.33% and 0.77% under THBFIX which was 0.77% (2021: 0.33%) at the end of the reporting period.

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

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

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

	Consolidated and Separate financial statements	
	2022 Baht	2021 Baht
Interest rate swaps		
Carrying amount (liability)	(1,298,716)	(10,799,360)
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	8,088,562	6,519,572
Change in value of hedged item used to determine hedge effectiveness	(8,088,562)	(6,519,572)
Weighted average strike rate for outstanding hedging instruments	2.03%	2.03%

6.1.2 Credit risk

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

a) Risk management

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

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

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

b) Impairment of financial assets

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

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

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

Trade receivables

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

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

6.1.3 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. At the end of the reporting period, the Group held deposits at call of Baht 276 million (2021: Baht 103 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	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Fixed rate				
Expiring within one year				
- Borrowings from shareholders	-	-	-	-
Expiring beyond one year				
- Borrowings from shareholders	300,000,000	300,000,000	300,000,000	300,000,000
Floating rate				
Expiring within one year				
- Borrowings from financial institution	-	-	-	-
Expiring beyond one year				
- Borrowings from financial institution	500,000,000	435,000,000	500,000,000	435,000,000
	800,000,000	735,000,000	800,000,000	735,000,000

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 2022					
Short-term borrowings from financial institutions	-	1,005,449,315	-	-	1,005,449,315
Trade and other payables	-	142,436,880	-	-	142,436,880
Lease liabilities	-	67,477,622	203,153,068	622,157,026	892,787,716
Long-term borrowings from financial institution	-	866,193,193	1,264,864,942	-	2,131,058,135
Other financial liabilities	-	-	-	20,320,693	20,320,693
Total financial liabilities that is not derivatives	**-**	**2,081,557,010**	**1,468,018,010**	**642,477,719**	**4,192,052,739**
Derivative financial instruments					
Interest rate swap					
- cash flow hedge					
- Cash inflows	-	3,058,557	697,418	-	3,755,975
- Cash outflows	-	(8,097,753)	(1,846,466)	-	(9,944,219)
Total derivatives	**-**	**(5,039,196)**	**(1,149,048)**	**-**	**(6,188,244)**
Total	**-**	**2,076,517,814**	**1,466,868,962**	**642,477,719**	**4,185,864,495**

	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 borrowings 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 borrowings from financial institution	-	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**

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

	Separate 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 borrowings 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 borrowings from financial institution	-	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**

6.2 Capital management

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

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

7 Fair value

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

	Consolidated financial statements			
	Fair value through profit or loss (FVPL) Baht	Amortised cost Baht	Total carrying amount Baht	Fair value Baht
As at 31 December 2022				
Financial assets not measured at fair value				
Cash and cash equivalents	-	275,639,568	275,639,568	275,639,568
Short-term investments	-	172,632	172,632	172,632
Trade and other receivables	-	97,557,542	97,557,542	97,557,542
Other non-current assets	-	14,909,003	14,909,003	14,772,854
	-	388,278,745	388,278,745	388,142,596
Financial liabilities measured at fair value				
Derivative financial liabilities	1,298,716	-	1,298,716	1,298,716
Financial liabilities not measured at fair value				
Short-term borrowings from financial institutions	-	1,000,000,000	1,000,000,000	1,000,000,000
Trade and other payables	-	142,436,880	142,436,880	142,436,880
Lease liabilities	-	677,724,395	677,724,395	677,724,395
Long-term borrowings from financial institution	-	1,998,325,899	1,998,325,899	1,998,325,899
Other non-current liabilities	-	20,320,694	20,320,694	19,555,644
	-	3,838,807,868	3,838,807,868	3,838,042,818

	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				
Financial assets not measured at fair value				
Cash and cash equivalents	-	102,754,168	102,754,168	102,754,168
Short-term investments	-	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
Financial liabilities measured at fair value				
Derivative financial liabilities	10,799,360	-	10,799,360	10,799,360
Financial liabilities not measured at fair value				
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 institution	-	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

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

	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				
Financial assets not measured at fair value				
Cash and cash equivalents	-	100,832,736	100,832,736	100,832,736
Short-term investments	-	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
Financial liabilities measured at fair value				
Derivative financial liabilities	10,799,360	-	10,799,360	10,799,360
Financial liabilities not measured at fair value				
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 institution	-	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

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	
	2022	2021	2022	2021	2022	2021	2022	2021
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 2022, the Group had no others assets or liabilities measured at fair value except land and derivative financial liabilities, please see note 14 and note 20, respectively. Disclosures of fair value measurements by level are:

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

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

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

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

8 Critical accounting estimates and judgements

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

a) Impairment of assets

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

b) Fair value of land

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

For financial assumption, the valuer uses selling land price adjusted with external environments of 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 22.

d) Deferred tax asset for carried forward tax losses

The Group has incurred the losses for many years due to COVID-19 pandemic. The loss related to the decreasing in number of guests especially the international customers which are the Group's main target and the temporarily closure of some hotel's facilities in accordance with the official announcement from the Government in mid-2021. The operation of the Group has recovered on the last quarter of 2022 but has not been back to the normal level yet. The deferred tax assets related to carried-forward tax losses of the Group which will be recoverable using the estimated future taxable income based on the approved business plans and budgets. It is expected that the losses carried forward will be utilised within 5 years.

e) Determination of lease terms

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

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

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

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

f) Determination of discount rate applied to lease liabilities

The Group determines the incremental borrowing rate as follows:

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

9 Segment information

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

Inter-segment pricing is determined on mutually agreed terms.

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

Business segments

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

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

Timing of revenue recognition

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

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

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

Business segment results in the consolidated financial statements for the years ended 31 December 2022 and 2021 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	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Revenue	785,723	113,599	826,303	276,044	115,590	82,842	200,330	89,688	-	-	1,927,946	562,173	(175)	(175)	1,927,771	561,998
Interest income	-	-	-	-	-	-	-	-	872	600	872	600	(549)	(549)	323	51
Other income	-	-	-	-	-	-	-	-	3,304	318	3,304	318	-	-	3,304	318
Total revenues	**785,723**	**113,599**	**826,303**	**276,044**	**115,590**	**82,842**	**200,330**	**89,688**	**4,176**	**918**	**1,932,122**	**563,091**	**(724)**	**(724)**	**1,931,398**	**562,367**
Cost of sales and services	(372,719)	(312,596)	(635,710)	(338,072)	(70,961)	(44,013)	(63,420)	(50,066)	(50,445)	(50,548)	(1,193,255)	(795,295)	175	175	(1,193,080)	(795,120)
Selling expenses	-	-	-	-	-	-	-	-	(88,397)	(45,218)	(88,397)	(45,218)	-	-	(88,397)	(45,218)
Administrative expenses	-	-	-	-	-	-	-	-	(441,702)	(265,886)	(441,702)	(265,886)	-	-	(441,702)	(265,886)
Total expenses	**(372,719)**	**(312,596)**	**(635,710)**	**(338,072)**	**(70,961)**	**(44,013)**	**(63,420)**	**(50,066)**	**(580,544)**	**(361,652)**	**(1,723,354)**	**(1,106,399)**	**175**	**175**	**(1,723,179)**	**(1,106,224)**
Share of loss of associates	-	-	-	-	-	-	-	-	(1,909)	(42,626)	(1,909)	(42,626)	-	-	(1,909)	(42,626)
Profit (loss) before finance costs and income tax (expense) income	**413,004**	**(198,997)**	**190,593**	**(62,028)**	**44,629**	**38,829**	**136,910**	**39,622**	**(578,277)**	**(403,360)**	**206,859**	**(585,934)**	**(549)**	**(549)**	**206,310**	**(586,483)**
Finance costs - interest expense	-	-	-	-	-	-	-	-	(139,251)	(133,808)	(139,251)	(133,808)	22,033	22,586	(117,218)	(111,222)
Income tax (expense) income	-	-	-	-	-	-	-	-	(885)	77,064	(885)	77,064	-	-	(885)	77,064
Profit (loss) for the year	**413,004**	**(198,997)**	**190,593**	**(62,028)**	**44,629**	**38,829**	**136,910**	**39,622**	**(718,413)**	**(460,104)**	**66,723**	**(642,678)**	**21,484**	**22,037**	**88,207**	**(620,641)**

10 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Cash on hand	3,497,425	1,397,000	3,497,425	1,397,000
Cash at banks				
- current accounts	21,554,330	1,349,681	347,229	116,903
- savings accounts	200,587,813	100,007,487	199,900,755	99,318,833
- fixed deposit account	50,000,0000	-	50,000,000	-
Total cash and cash equivalents	275,639,568	102,754,168	253,745,409	100,832,736

As at 31 December 2022, the interest rates of savings accounts were 0.01% to 0.40% per annum (2021: 0.05% to 0.13% per annum) and fixed deposit account was 0.60% per annum (2021: nil).

11 Trade and other receivables

11.1 Trade and other receivables

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Trade accounts receivable				
Trade accounts receivable - third parties	84,514,303	33,218,492	84,514,303	33,218,492
Trade accounts receivable - related party (Note 30 c))	2,989,452	-	2,989,452	-
Accrued income	2,686,896	9,634,598	2,686,896	9,634,598
Less Loss allowance	(175,994)	-	(175,994)	-
Trade accounts receivable, net	90,014,657	42,853,090	90,014,657	42,853,090
Amount due from related parties				
Amounts due from related parties (Note 30 c))	3,968,224	2,859,555	61,313,975	59,584,513
Less Loss allowance	-	-	(57,195,633)	(56,611,770)
Amount due from related parties, net	3,968,224	2,859,555	4,118,342	2,972,743
Other receivables				
Prepaid rental expenses	339,860	339,868	339,860	339,868
Prepaid insurance expenses	10,935,146	11,048,688	10,935,146	11,048,688
Other prepaid expenses	11,477,356	8,299,382	11,210,872	8,032,059
Others	4,074,661	1,702,591	4,074,661	1,702,590
Other receivables	26,827,023	21,390,529	26,560,539	21,123,205
Total trade and other receivables	120,809,904	67,103,174	120,693,538	66,949,038

11.2 Impairment of trade receivables

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

The loss allowance for trade receivables was determined as follows:

	Consolidated financial statements					
	Under 30 days Baht	31 - 60 days Baht	61 - 90 days Baht	91 - 120 days Baht	Over 120 days Baht	Total Baht
As of 31 December 2022						
Gross carrying amount						
- trade receivables						
- third parties	81,710,773	2,345,689	267,702	62,579	127,560	84,514,303
- related party	2,989,452	-	-	-	-	2,989,452
- accrued income	2,686,896	-	-	-	-	2,686,896
Loss allowance	(175,994)	-	-	-	-	(175,994)
	87,211,127	**2,345,689**	**267,702**	**62,579**	**127,560**	**90,014,657**
As of 31 December 2021						
Gross carrying amount						
- trade receivables						
- third parties	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**

	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 2022						
Gross carrying amount						
- trade receivables						
- third parties	81,710,773	2,345,689	267,702	62,579	127,560	84,514,303
- related party	2,989,452	-	-	-	-	2,989,452
- accrued income	2,686,896	-	-	-	-	2,686,896
Loss allowance	(175,994)	-	-	-	-	(175,994)
	87,211,127	**2,345,689**	**267,702**	**62,579**	**127,560**	**90,014,657**
As of 31 December 2021						
Gross carrying amount						
- trade receivables						
- third parties	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**

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

	Consolidated and Separate financial statements	
	2022 Baht	2021 Baht
Opening loss allowance as at 1 January	-	(2,427,335)
Increase in loss allowance recognised in profit or loss during the year	(175,994)	-
Receivables written off during the year as uncollectible	-	2,427,335
Closing loss allowance as at 31 December	(175,994)	-

11.3 Impairments of amounts due from related parties

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

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 2022						
Gross carrying amount - amounts due from related parties	3,968,224	-	-	-	-	3,968,224
Loss allowance	-	-	-	-	-	-
	3,968,224	**-**	**-**	**-**	**-**	**3,968,224**
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**

	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 2022						
Gross carrying amount - amounts due from related parties	4,408,806	-	-	6,700	56,898,469	61,313,975
Loss allowance	(290,464)	-	-	(6,700)	(56,898,469)	(57,195,633)
	4,118,342	**-**	**-**	**-**	**-**	**4,118,342**
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**

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

	Separate financial statements	
	2022 Baht	2021 Baht
Opening loss allowance as at 1 January	(56,611,770)	(55,967,597)
Increase in loss allowance recognised in profit or loss during the year	(583,863)	(644,173)
Closing loss allowance as at 31 December	(57,195,633)	(56,611,770)

12 Financial assets and financial liabilities

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

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Financial assets				
Financial assets at amortised cost				
Cash and cash equivalents	275,639,568	102,754,168	253,745,409	100,832,736
Short-term investment	172,632	172,412	172,632	172,412
Trade and other receivables	97,557,542	46,884,236	97,707,660	46,997,423
Other non-current assets	14,909,003	18,262,006	11,421,140	14,578,524
	388,278,745	168,072,822	363,046,841	162,581,095
Financial liabilities				
Financial liabilities at amortised cost				
Short-term borrowings from financial institutions	1,000,000,000	1,000,000,000	1,000,000,000	1,000,000,000
Trade and other payables	142,436,880	106,388,699	229,253,566	188,492,102
Lease liabilities	677,724,395	706,296,142	853,939,007	909,560,812
Long-term borrowings from financial institutions	1,998,325,899	2,312,790,183	1,998,325,899	2,312,790,183
Other non-current liabilities	20,320,694	17,675,448	20,072,957	17,427,710
Financial liabilities at fair value through profit or loss				
Derivative financial liabilities under hedge accounting	1,298,716	10,799,360	1,298,716	10,799,360
	3,840,106,584	4,153,949,832	4,102,890,145	4,439,070,167

12.1 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.

13 Investments in subsidiaries and associates

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

	Consolidated financial statements	
	2022 Baht	2021 Baht
Opening net book value	1,909,150	44,535,906
Share of loss of associates	(1,909,150)	(42,626,756)
Closing net book value	-	1,909,150

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

	Separate financial statements	
	2022 Baht	2021 Baht
Subsidiaries:		
Investments in subsidiaries, cost	4,100,000	4,100,000
Less Allowance for impairment of investments in subsidiaries	(4,000,000)	(4,000,000)
Investments in subsidiaries, net	100,000	100,000

	Separate financial statements	
	2022 Baht	2021 Baht
Associates:		
Investments in associates, cost	50,124,869	50,124,869
Less 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	Airline catering	Thailand	Shareholder	Baht
which has a subsidiary as follows:				
LSG Sky Chefs (Thailand) Limited	Airline catering	Thailand	Shareholder	Baht
Bagan Hotel Holding Company (BVI) Limited (invested by Bagan Hotel Holding (Thailand) Company Limited)	Investment in a Myanmar hotel project	British Virgin Islands	Shareholder	US Dollar

d) Carrying values of investments in subsidiaries

Company's name	Separate financial statements As at 31 December 2022 Paid-up capital Baht	Investment portion %	Cost method Baht	Dividend Baht
Subsidiaries				
Baan Rim Naam Chao Phraya Company Limited	100,000	100	100,000	-
Bagan Hotel Holding (Thailand) Company Limited	4,000,000	100	4,000,000	-
Total investments in subsidiaries			4,100,000	-
Less 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 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	-
Less 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 2022 Paid-up capital Baht	Investment portion %	Cost method Baht	Equity method Baht	Dividend Baht
Associates					
Siam Flight Services Limited	3,000,000	26	9,520,000	-	-
Bagan Hotel Holding Company (BVI) Limited	81,181,488	50	40,604,869	-	-
Total investments in associates			50,124,869	-	-
Less Allowance for impairment of investments in associates			(40,604,869)	-	-
Total investments in associates, net			9,520,000	-	-

Company's name	As at 31 December 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	-
Less Allowance for impairment of investments in associates			(40,604,869)	-	-
Total investments in associates, net			9,520,000	1,909,150	-

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	
	2022 Baht	2021 Baht
Current assets		
Cash and cash equivalents	59,417,251	90,588,137
Other current assets (excluding cash)	90,774,498	18,359,056
Total current assets	150,191,749	108,947,193
Non-current assets	134,885,963	179,085,401
	285,077,712	288,032,594
Current liabilities	295,805,328	274,287,783
Non-current liabilities	5,528,627	3,254,976
	301,333,955	277,542,759
Net assets	(16,256,243)	10,489,835

Summarised statement of comprehensive income

	For the years ended 31 December	
	2022 Baht	2021 Baht
Revenues	312,960,404	78,696,298
Other income	6,664,177	-
Cost of sales	(307,336,752)	(282,003,867)
Selling and administrative expenses	(31,649,386)	(19,935,061)
Depreciation and amortisation	(7,384,521)	(10,970,315)
Loss from continuing operations	(26,746,078)	(234,212,945)
Income tax expense	-	-
Total comprehensive expense	(26,746,078)	(234,212,945)

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

	2022 Baht	2021 Baht
Net assets as at 1 January	10,489,835	244,702,780
Loss for the year	(26,746,078)	(234,212,945)
Net assets as at 31 December	(16,256,243)	10,489,835
Non-controlling interests (30%)	4,876,873	(3,146,951)
Closing net assets attributable to owners of the parent	(11,379,370)	7,342,884
Interest in associate (26%)	-	1,909,150

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

14 Property, plant and equipment

	Consolidated financial statements								
	Land Baht	Buildings and building improvements Baht	Leasehold improvements and renovations Baht	Machinery and equipment Baht	Furniture and fixtures Baht	Vehicles and boats Baht	Hotel operating equipment Baht	Assets under construction and installation Baht	Total Baht
At 1 January 2021									
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 in (out)	-	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
Year ended 31 December 2022									
Opening net book amount	3,040,000,000	1,242,354,627	285,137,116	361,929,600	540,426,206	318,569	35,058,269	20,963,783	5,526,188,170
Additions	-	-	-	-	1,458,439	-	9,412,743	23,176,391	34,047,573
Disposals, net	-	-	-	(93)	(401)	(23,490)	-	-	(23,984)
Transfers in (out)	-	11,923,215	493,900	9,417,608	9,976,985	-	-	(32,576,361)	(764,653)
Adjustment	-	(6,598,299)	-	-	-	-	-	-	(6,598,299)
Depreciation charge	-	(77,919,112)	(68,811,981)	(65,623,110)	(87,329,283)	(213,747)	(36,555,503)	-	(336,452,736)
Closing net book amount	3,040,000,000	1,169,760,431	216,819,035	305,724,005	464,531,946	81,332	7,915,509	11,563,813	5,216,396,071
At 31 December 2022									
Cost	3,040,000,000	2,323,675,852	1,277,260,142	861,612,455	1,194,913,592	8,913,510	80,374,294	11,563,813	8,798,313,658
Less Accumulated depreciation	-	(1,153,915,421)	(1,060,441,107)	(555,888,450)	(730,381,646)	(8,832,178)	(72,458,785)	-	(3,581,917,587)
Net book amount	3,040,000,000	1,169,760,431	216,819,035	305,724,005	464,531,946	81,332	7,915,509	11,563,813	5,216,396,071

	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 2021									
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
Less 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 in (out)	-	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
Less Accumulated depreciation	-	(1,075,996,309)	(648,317,348)	(498,320,600)	(644,591,823)	(6,909,150)	(35,903,282)	-	(2,910,038,512)
Net book amount	3,040,000,000	1,242,354,627	229,068,063	361,929,600	540,632,928	318,566	35,058,269	20,963,783	5,470,325,836
Year ended 31 December 2022									
Opening net book amount	3,040,000,000	1,242,354,627	229,068,063	361,929,600	540,632,928	318,566	35,058,269	20,963,783	5,470,325,836
Additions	-	-	-	-	1,458,439	-	9,412,743	23,176,391	34,047,573
Disposals, net	-	-	-	(93)	(401)	(23,490)	-	-	(23,984)
Transfers in (out)	-	11,923,215	493,900	9,417,608	9,976,985	-	-	(32,576,361)	(764,653)
Adjustment	-	(6,598,299)	-	-	-	-	-	-	(6,598,299)
Depreciation charge	-	(77,919,112)	(58,681,853)	(65,623,110)	(87,329,283)	(213,747)	(36,555,503)	-	(326,322,608)
Closing net book amount	3,040,000,000	1,169,760,431	170,880,110	305,724,005	464,738,668	81,329	7,915,509	11,563,813	5,170,663,865
At 31 December 2022									
Cost	3,040,000,000	2,323,675,852	877,879,311	861,612,455	1,195,120,314	7,173,510	80,374,294	11,563,813	8,397,399,549
Less Accumulated depreciation	-	(1,153,915,421)	(706,999,201)	(555,888,450)	(730,381,646)	(7,092,181)	(72,458,785)	-	(3,226,735,684)
Net book amount	3,040,000,000	1,169,760,431	170,880,110	305,724,005	464,738,668	81,329	7,915,509	11,563,813	5,170,663,865

The Group made change in accounting policy in respect of land from measure at cost to fair value since 2020.

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

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 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 land carried at fair value, by valuation method.

	Quoted prices in active markets for identical assets (level 1) Baht	Significant other observable inputs (level 2) Baht	Significant unobservable inputs (level 3) Baht
Recurring fair value measurements			
Land	-	-	3,040,000,000
	-	-	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 similar to the assessment of land in level 2. However, for where similar sales data are limited in a local market and valuations are made using information that cannot be observed in the market, the external appraiser and the Company's appraiser has considered the information used to assess the fair value from location, size, and condition of land, and comparable items in the economy which assets are located.

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

Description	Fair value as at 30 June 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

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

The recoverable amount of hotel CGU, including properties, equipment and right-of-use assets, is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets covering a 5-year period. The assumptions based on the 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 2022 and the market analysis for the future situation which is forecasted that the COVID-19 would be significantly relieved in 2023. Additionally, the Group estimated revenue growth rate from 2024 onwards at 3% per annum and a discount rate of 11.60%. 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 2022.

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.

15 Right-of-use assets

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

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Right-of-use assets				
Retail stores	8,459,351	22,390,129	8,459,351	22,390,129
Buildings	-	-	89,240,546	94,064,359
Land	443,801,114	468,829,787	658,720,098	699,680,079
	452,260,465	491,219,916	756,419,995	816,134,567

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 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
Balance as at 1 January 2022	22,390,129	-	468,829,787	491,219,916
Addition	1,913,391	-	-	1,913,391
Lease modification and adjustment	494,231	-	9,078,193	9,572,424
Depreciation charge	(16,338,400)	-	(34,106,866)	(50,445,266)
Balance as at 31 December 2022	8,459,351	-	443,801,114	452,260,465

	Separate financial statements			
	Retail Stores Baht	Buildings Baht	Land Baht	Total Baht
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
Balance as at 1 January 2022	22,390,129	94,064,359	699,680,079	816,134,567
Addition	1,913,391	-	-	1,913,391
Lease modification and adjustment	494,231	-	4,661,261	5,155,492
Depreciation charge	(16,338,400)	(4,823,813)	(45,621,242)	(66,783,455)
Balance as at 31 December 2022	8,459,351	89,240,546	658,720,098	756,419,995

During the year 2022, the Group tested impairment of right-of-use assets. Please see note 14.

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	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Expense relating to leases of low-value assets	761,400	326,139	761,400	326,139
Expense relating to variable lease payments	8,200,464	6,045,878	8,200,464	6,045,878
Total cash outflow for leases	49,502,182	40,001,173	65,140,612	40,001,173

Variable lease payment

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

16 Intangible assets

	Consolidation and Separate financial statements
	Computer software Baht
At 1 January 2021	
Cost	98,398,722
Less 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 27)	(5,785,117)
Closing net book amount	5,791,180
At 31 December 2021	
Cost	98,702,675
Less Accumulated amortisation	(92,911,495)
Net book amount	5,791,180
Year ended 31 December 2022	
Opening net book amount	5,791,180
Transfers in	764,653
Amortisation charge (Note 27)	(3,391,692)
Closing net book amount	3,164,141
At 31 December 2022	
Cost	99,467,328
Less Accumulated amortisation	(96,303,187)
Net book amount	3,164,141

17 Deferred tax

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

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Deferred tax assets	307,517,905	310,519,801	317,352,004	320,353,900
Deferred tax liabilities	(602,287,473)	(602,287,473)	(602,287,473)	(602,287,473)
Deferred tax (net)	(294,769,568)	(291,767,672)	(284,935,469)	(281,933,573)

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

	Consolidated financial statements					
	Tax losses Baht	Lease liabilities Baht	Cash flow hedges Baht	Other allowances and provision Baht	Employee benefit obligations Baht	Total Baht
Deferred tax assets						
As at 1 January 2021	197,042,640	11,344,142	3,843,963	485,466	31,210,478	243,926,689
Credited (charged) to profit or loss	86,240,817	(6,926,233)	-	(485,466)	770,847	79,599,965
Charged to other comprehensive income	-	-	(870,300)	-	(12,136,553)	(13,006,853)
As at 31 December 2021	283,283,457	4,417,909	2,973,663	-	19,844,772	310,519,801
As at 1 January 2022	283,283,457	4,417,909	2,973,663	-	19,844,772	310,519,801
Credited to profit or loss	-	-	-	-	2,064,969	2,064,969
Charged to other comprehensive income	-	-	(2,713,921)	-	(2,352,944)	(5,066,865)
As at 31 December 2022	283,283,457	4,417,909	259,742	-	19,556,797	307,517,905

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

	Separate financial statements					
	Tax losses Baht	Lease liabilities Baht	Cash flow hedges Baht	Other allowances and provision Baht	Employee benefit obligations Baht	Total Baht
Deferred tax assets						
As at 1 January 2021	197,042,640	19,735,830	3,843,963	485,466	31,210,478	252,318,377
Credited (charged) to profit or loss	86,240,817	(5,483,822)	-	(485,466)	770,847	81,042,376
Charged to other comprehensive income	-	-	(870,300)	-	(12,136,553)	(13,006,853)
As at 31 December 2021	283,283,457	14,252,008	2,973,663	-	19,844,772	320,353,900
As at 1 January 2022	283,283,457	14,252,008	2,973,663	-	19,844,772	320,353,900
Credited to profit or loss	-	-	-	-	2,064,969	2,064,969
Charged to other comprehensive income	-	-	(2,713,921)	-	(2,352,944)	(5,066,865)
As at 31 December 2022	283,283,457	14,252,008	259,742	-	19,556,797	317,352,004

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

Deferred tax assets are recognised for tax losses and carry forwards only to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Group and the Company does not recognise deferred tax assets of Baht 49.19 million and Baht 48.51 million, respectively (2021: Baht 51.61 million and Baht 50.93 million, respectively) in respect of tax losses amounting to Baht 245.93 million and Baht 242.54 million (2021: Baht 258.06 million and Baht 254.65 million) which can be carried forward against future taxable profits.

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

	Consolidated financial statements Baht	Separate financial statements Baht
2023	645,532	-
2024	808,488	-
2025	748,865	-
2026	243,139,073	242,535,507
2027	584,052	-

18 Trade and other payables

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Trade accounts payable	80,372,440	39,011,515	80,372,440	39,011,515
Amounts due to related parties (Note 30 c))	33,342,807	23,724,497	120,258,279	105,926,685
Accrued expenses	96,303,263	89,670,784	95,624,455	77,448,912
Deposits from customers	105,476,848	97,774,811	104,077,848	97,190,811
Retention payable	965,503	16,604,921	965,503	16,604,921
Payable for purchase of assets	14,549,264	18,293,813	14,549,264	18,293,813
Other accounts payable	13,888,342	9,425,870	13,789,556	9,327,085
Total trade and other payables	344,898,467	294,506,211	429,637,345	363,803,742

19 Short-term borrowings from financial institutions

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

	Consolidated and Separate financial statements	
	2022 Baht	2021 Baht
Opening balance	1,000,000,000	710,000,000
Add Additions during the year	-	335,000,000
Less Repayments during the year	-	(45,000,000)
Closing balance	1,000,000,000	1,000,000,000

The short-term borrowings from financial institutions represent loans from the Revolving Facility Agreements which are denominated in Baht. The borrowings bear interest at the rates of 2.25% to 3.25% (2021: 1.71% to 3.00%).

The Group had uncommitted borrowing facilities totaling Baht 1,000 million (2021: Baht 1,000 million). As at 31 December 2022, the balance of drawdown is Baht 1,000 million, net of repayment during the year (2021: Baht 1,000 million).

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

20 Derivative financial liabilities

	Consolidated and Separate financial statements	
	2022 Baht	2021 Baht
Current interest rate swap	-	-
Non-current interest rate swap	1,298,716	10,799,360
Total interest rate swap	1,298,716	10,799,360

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 6.1.1 b).

The ineffective portion that arises from cash flow hedge amounts will be recognised in the profit or loss, however, since there is no ineffectiveness recorded for the year ended 31 December 2022, 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 2021	(15,375,857)
Less Change in fair value of hedging instrument recognised in OCI for the year	6,519,572
Less Reclassified from OCI to profit or loss	1,900,889
Add Deferred tax	(870,300)
Closing balance as at 31 December 2021	(7,825,696)
Less Change in fair value of hedging instrument recognised in OCI for the year	8,088,562
Less Reclassified from OCI to profit or loss	1,412,082
Add Deferred tax	(2,713,921)
Closing balance as at 31 December 2022	(1,038,973)

21 Borrowings

	Consolidated and Separate financial statements	
	2022 Baht	2021 Baht
Current liabilities		
Current portion of long-term borrowings from financial institution	799,665,180	249,695,617
Total current borrowings	799,665,180	249,695,617
Non-current liabilities		
Long-term borrowings from financial institution	1,198,660,719	2,063,094,566
Total non-current borrowings	1,198,660,719	2,063,094,566
Total borrowings	1,998,325,899	2,312,790,183

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

	Consolidated and Separate financial statements	
	2022 Baht	2021 Baht
Opening balance	2,312,790,183	2,172,254,467
Add Additions during the year	200,000,000	540,000,000
Less Repayments during the year	(515,000,000)	(400,000,000)
Add Amortisation for financial service fee	535,716	535,716
Closing balance	1,998,325,899	2,312,790,183

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 THBFIX plus some margins and will be repayable within 2026.

The fair value of certain long-term borrowings as at 31 December 2022 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 2022 Baht	31 December 2021 Baht	31 December 2022 Baht	31 December 2021 Baht
Minimum lease liabilities payments				
Not later than one year	67,477,622	63,069,524	74,325,051	81,247,844
Later than 1 year but not later than 5 years	203,153,068	205,590,532	262,685,965	272,613,462
Later than 5 years	622,157,026	685,710,916	793,693,700	867,549,133
Less Future finance charges on leases	(215,063,321)	(248,074,830)	(276,765,709)	(311,849,627)
Present value of lease liabilities	677,724,395	706,296,142	853,939,007	909,560,812
Present value of lease liabilities:				
Not later than one year	45,932,924	39,636,647	46,924,597	51,427,421
Later than 1 year but not later than 5 years	127,796,279	124,412,570	167,032,302	169,585,597
Later than 5 years	503,995,192	542,246,925	639,982,108	688,547,794
	677,724,395	706,296,142	853,939,007	909,560,812

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 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
Liabilities as at 1 January 2022	1,000,000,000	2,312,790,183	706,296,142	4,019,086,325
Cash inflows	-	200,000,000	-	200,000,000
Cash outflows				
- Principal	-	(515,000,000)	(40,540,318)	(555,540,318)
- Interest	-	-	(15,434,739)	(15,434,739)
Addition	-	-	1,913,391	1,913,391
Modification and adjustment	-	-	2,482,423	2,482,423
Amortisation for deferred interest	-	-	23,007,496	23,007,496
Amortisation for financial service fee	-	535,716	-	535,716
Liabilities as at 31 December 2022	1,000,000,000	1,998,325,899	677,724,395	3,676,050,294

	Separate financial statements			
	Short-term borrowings Baht	Long-term borrowings Baht	Lease liabilities Baht	Total Baht
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
Liabilities as at 1 January 2022	1,000,000,000	2,312,790,183	909,560,812	4,222,350,995
Cash inflows	-	200,000,000	-	200,000,000
Cash outflows				
- Principal	-	(515,000,000)	(56,178,748)	(571,178,748)
- Interest	-	-	(25,551,346)	(25,551,346)
Addition	-	-	1,913,391	1,913,391
Modification and adjustment	-	-	(5,035,596)	(5,035,596)
Amortisation for deferred interest	-	-	29,230,494	29,230,494
Amortisation for financial service fee	-	535,716	-	535,716
Liabilities as at 31 December 2022	1,000,000,000	1,998,325,899	853,939,007	3,852,264,906

22 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	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Present value of obligations	97,783,980	105,095,326	97,783,980	105,095,326
Liability in the statement of financial position	97,783,980	105,095,326	97,783,980	105,095,326

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

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
As at 1 January	105,095,326	156,052,382	105,095,326	156,052,382
Current service cost	6,854,521	14,461,525	6,854,521	14,461,525
Interest cost	1,832,159	2,385,000	1,832,159	2,385,000
Gain on remeasurements	(11,764,721)	(60,682,767)	(11,764,721)	(60,682,767)
Benefits paid	(4,233,305)	(7,120,814)	(4,233,305)	(7,120,814)
As at 31 December	97,783,980	105,095,326	97,783,980	105,095,326

The amounts recognised in profit or loss are as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Current service cost	6,854,521	14,461,525	6,854,521	14,461,525
Interest cost	1,832,159	2,385,000	1,832,159	2,385,000
Total	8,686,680	16,846,525	8,686,680	16,846,525

The amounts recognised in other comprehensive income are as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Gain from change in financial assumptions	(5,979,898)	(4,174,192)	(5,979,898)	(4,174,192)
Experience gain	(5,784,823)	(56,508,575)	(5,784,823)	(56,508,575)
Remeasurement in the year	(11,764,721)	(60,682,767)	(11,764,721)	(60,682,767)

The principal actuarial assumptions used were as follows:

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Permanent staff				
Discount rate	2.95%	1.99%	2.95%	1.99%
Salary increase rate	4.00%	4.00%	4.00%	4.00%
Temporary staff				
Discount rate	2.95%	1.99%	2.95%	1.99%
Salary increase rate	4.00%	4.00%	4.00%	4.00%

Sensitivity analysis for principal actuarial assumptions used were as follows:

	Consolidated and Separate financial statements				
		Impact on defined benefit obligation			
		Increase in obligation		Decrease in obligation	
	Change in assumption %	2022 Thousand Baht	2021 Thousand Baht	2022 Thousand Baht	2021 Thousand Baht
Discount rate	+1.0%	-	-	(5,791)	(6,779)
	-1.0%	6,605	7,791	-	-
Salary increase rate	+1.0%	4,020	4,673	-	-
	-1.0%	-	-	(3,601)	(4,161)

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 (2021: 13.0 years).

Expected maturity analysis of undiscounted retirement was as follows:

	Consolidated and Separate financial statements				
	Less than a year Baht	Between 1-2 years Baht	Between 2-5 years Baht	Over 5 years Baht	Total Baht
As at 31 December 2022					
Retirement benefits	26,462,480	7,673,947	17,385,018	70,664,850	122,186,295
As at 31 December 2021					
Retirement benefits	24,815,258	6,317,806	17,749,106	73,592,353	122,474,523

23 Share capital

	Consolidated and Separate financial statements	
	Number of authorised and issued shares Shares	Ordinary shares Baht
As at 1 January 2021	15,097,800	150,978,000
As at 31 December 2021	15,097,800	150,978,000
As at 31 December 2022	15,097,800	150,978,000

The total authorised number of ordinary shares is 15,097,800 ordinary shares (2021: 15,097,800 shares) with a par value of Baht 10 per share (2021: Baht 10 per share). All issued shares are fully paid-up.

24 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.

25 Hotel income

Hotel income for the years ended 31 December 2022 and 2021 comprise:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Room income	785,723,444	113,599,224	785,723,444	113,599,224
Food and beverage income	826,302,518	276,043,537	826,302,518	276,043,537
Other service income	315,744,738	172,355,475	315,328,790	170,965,871
Total hotel income	1,927,770,700	561,998,236	1,927,354,752	560,608,632

26 Other income

Other income for the years ended 31 December 2022 and 2021 comprise:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Interest income	322,904	51,297	872,240	600,480
Others	3,304,586	317,896	3,304,586	317,896
Total other income	3,627,490	369,193	4,176,826	918,376

27 Expenses by nature

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

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Staff costs	429,278,217	326,535,219	429,278,217	326,535,219
Depreciation charge on property, plant and equipment and right-of-use assets	386,898,002	391,509,996	393,106,063	397,820,498
Amortisation charge on intangible assets (Note 16)	3,391,692	5,785,117	3,391,692	5,785,117
Expense relating to leases of low-value assets	761,400	326,139	761,400	326,139
Repairs and maintenance	44,353,919	28,242,353	44,353,919	28,242,353

28 Income tax

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Current tax	2,950,222	2,535,611	-	-
Deferred tax (Note 17)	(2,064,969)	(79,599,965)	(2,064,969)	(81,042,376)
Income tax for the year	885,253	(77,064,354)	(2,064,969)	(81,042,376)

The tax on the Group's and the Company's profit (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	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Profit (loss) before income tax expense (income)	89,092,791	(697,705,806)	69,101,127	(668,442,361)
Tax rate	20%	20%	20%	20%
The result of accounting profit (loss) multiplied by tax rate	17,818,558	(139,541,161)	13,820,225	(133,688,472)
Tax effect of				
Associates' results reported net of tax	381,830	8,525,351	-	-
Expenses not deducted for tax purposes	465,201	6,723,286	2,011,952	5,538,639
Expenses that are deductible at a greater amount from actual expenses	(4,604,583)	(4,308,765)	(4,604,583)	(4,308,765)
Tax losses for which no deferred tax asset was recognised	116,810	51,051,468	-	50,930,755
Recognition of previously unrecognised deferred taxes	(13,292,563)	-	(13,292,563)	-
Deferred tax expense relating to the origination and reversal of temporary differences	-	485,467	-	485,467
Tax charge	885,253	(77,064,354)	(2,064,969)	(81,042,376)

29 Basic earnings (loss) per share

Basic earnings (loss) per share are calculated by dividing the net profit (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	
	2022	2021	2022	2021
Earnings (loss) attributable to shareholders of the Company (Baht)	88,207,538	(620,641,452)	71,166,096	(587,399,985)
Weighted average number of ordinary shares in issue (Shares)	15,097,800	15,097,800	15,097,800	15,097,800
Basic earnings (loss) per share (Baht)	5.84	(41.11)	4.71	(38.91)

There are no potential dilutive ordinary shares in issue during the years ended 31 December 2022 and 2021.

30 Related party transactions

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

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

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

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

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

a) Sales of goods and services

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Sales of goods and services rendered to:				
Subsidiary	-	-	360,000	360,000
Other related parties	286,000	-	286,000	-
	286,000	-	646,000	360,000

b) Purchases of goods and services

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Purchases of goods and services received from:				
Subsidiary	-	-	17,074,279	16,784,916
Other related parties	154,212,221	47,316,485	154,212,221	47,316,485
	154,212,221	47,316,485	171,286,500	64,101,401
Interest expense:				
Subsidiary	-	-	21,484,083	22,036,546
	-	-	21,484,083	22,036,546

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

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Trade receivables - related party:				
Other related party	2,989,452	-	2,989,452	-
Total	2,989,452	-	2,989,452	-
Amounts due from related parties:				
Subsidiaries	-	-	57,345,751	56,724,958
Other related parties	3,968,224	2,859,555	3,968,224	2,859,555
Total	3,968,224	2,859,555	61,313,975	59,584,513
Less Loss allowance	-	-	(57,195,633)	(56,611,770)
	3,968,224	2,859,555	4,118,342	2,972,743
Amounts due to related parties:				
Subsidiary	-	-	86,915,472	82,202,189
Other related parties	33,342,807	23,724,497	33,342,807	23,724,497
	33,342,807	23,724,497	120,258,279	105,926,686
Lease liabilities:				
Subsidiary	-	-	641,833,206	658,732,023
	-	-	641,833,206	658,732,023

d) Key management compensation

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

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Salaries and other short-term employee benefits	39,035,244	31,812,469	39,035,244	31,812,469
Post-employment benefits	150,280	(263,488)	150,280	(263,488)

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

31 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.

However, the Company has submitted the statement of defense to the Court on 24 March 2021 because 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. In this regard the Court has ordered the subcontractor to submit the withness statements on 18 October 2022, follow with the Company on 19 October 2022 and scheduled witness hearing on 26-28 October 2022.

On 19 October 2022, the Company has submitted the witness statements to the court. On 26 October 2022, the subcontractor submitted a petition to the court and requested for withdrawal of the complaint. It has been confirmed that the subcontractor will not further pursue this case against the Company which was acceptable and therefore the Company had no objection. Accordingly, the Court rendered the order allowing the subcontractor to withdraw the case as well as cancelling the Court hearing dates scheduled for 27 and 28 October 2022. Consequently, the Company has no contingent liabilities in the financial statements as at 31 December 2022.

32 Commitments

As at 31 December 2022, 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 38.37 million and Baht 38.37 million, respectively (2021: Baht 48.22 million and Baht 48.22 million, respectively).

33 Bank guarantees

As at 31 December 2022, 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 (2021: Baht 8.10 million and Baht 7.30 million, respectively).

Details of Directors, Executives, Controlling Persons and Company Secretary

Details of Directors, Executives, Controlling Persons and Company Secretary of OHTL Public Company Limited as of 31 December 2022

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 Chairwoman (Authorized Director) (13/05/2003 - Present)	71	- Master Degree in Business Administration, University of Wisconsin, USA - Bachelor Degree, Bachelor of Arts Chulalongkorn University - Directors Certification Program, Class 65/2005, Thai Institute of Directors (IOD)	23.22	Mother of Mr. Yuthachai Charanachitta	Present 1994 - Present	- Senior Executive Vice President - Chairwoman	- Italian-Thai Development Public Company Limited - Chaophraya Development Corporation Co., Ltd.
2. Mr. Peter James Holland Riley Director (Authorized Director) (28/04/2016 - Present)	61	- Bachelor Degree (Honous) in Geography, Durham University, United Kingdom	None	None	01/04/2016 Present 2007 - 2016 2005 - 2007	- Group Chief Executive - Group Finance Director - Chief Finance Director	- Mandarin Oriental Hotel Group, Hong Kong - Jardine Matheson Holdings Co., Ltd. - Jardine Matheson Holdings Co., Ltd.
3. Mr. Syung Hwa Matthew David Bishop Director (Authorized Director) (28/10/2021 - Present)	46	- Bachelor Degree in Law, LLB Law (Honors) 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 Matheson Motors Co., Ltd., United Kingdom
4. Mr. Yuthachai Charanachitta Director (Authorized Director) (24/04/2003 - Present)	44	- Bachelor Degree in Economics, Hamilton College Clinton, New York, USA - DCP Course, Class 34/2003, Thai Institute of Directors (IOD)	1.56	Son of Mrs. Nijaporn Charanachitta	Present Present	- Executive Chairman - Executive Chairman	- Italthai Industrial Co., Ltd. - Amari Estates Co., Ltd.

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
5. Mr. Bertram Edward Johnston Weatherall Director (24/10/2019 - Present)	33	- Bachelor Degree in Philosophy, Trinity College Dublin, Republic of Ireland - Eton College, United Kingdom	None	None	2021 - Present 2015 - 2021 2013 - 2015	- Commercial Manager - Manager - Manager	- DFI Retail Group, Jardine Matheson Group, Hong Kong - Delivery & Restaurant Solutions, Jardine Restaurant Group, Vietnam - Gammon Construction Ltd., Jardine Matheson Group
6. Mr. Christoph Joseph Wilhelm Mares Director (24/07/2020 - Present)	55	- Master Degree in Business Administration, RMIT University, Melbourne, Australia	None	None	2018 - Present 2012 - 2018 2009 - 2012	- Chief Operating Officer - Executive Vice President, Operations Europe, Middle East, Africa and India - Director of Operations Europe, Middle East, and Africa	- Mandarin Oriental Hotel Group, Hong Kong - Mandarin Oriental Hotel Group, London, United Kingdom - Mandarin Oriental Hotel Group, London, United Kingdom
7. Mr. Anthony John Tyler Director and Managing Director (Authorized Director) (01/10/2020 - Present)	51	- Bachelor Degree in Hotel Management Ecole Hôteliere de Lausanne (EHL), Switzerland	None	None	16/09/2020 - Present 2017 - 2020 2015 - 2017	- General Manager - General Manager - Hotel Manager	- Mandarin Oriental, Bangkok - Mandarin Oriental, Guangzhou, China - Mandarin Oriental, Pudong, Shanghai, China

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
8. Mr. Aswin Kongsiri Independent Director and Chairman of the Audit Committee (22/04/1999 - Present)	77	- Bachelor Degree in Philosophy, Politics and Economy, Oxford University, United Kingdom - Directors Certification Program Class 11/2001, Thai Institute of Directors (IOD)	None	None	Present Present 2011 - 2014	- Chairman - Chairman - Director	- A.K. Place Co., Ltd. - CH. Karnchang Plc. - Monetary Policy Committee
9. Mr. Surachai Sirivallop Independent Director and Audit Committee (30/10/2007 - Present)	81	- International Law, Albert Ludwig University, Freiburg, Germany - Bachelor of Laws, Thammasat University - DAP Course 18/2002, Thai Institute of Directors (IOD)	None	None	2011 - 01/2022 2006 - 2021 2002 - 2021 2016 - 2017	- Chairman - Chairman - Chairman - Director & Executive Chairman	- Thaire Actualrial Consulting Co., Ltd. - Thaire Services Co., Ltd. - EMCS Thai Co., Ltd. - Thai Reinsurance Plc.
10. Mr. William Zentgraf Independent Director and Audit Committee (22/04/1999 - Present)	82	- Juris Doctor, Harvard Law School, USA - A.B. Cum Laude, Harvard College, USA	None	None	2005 - Present	- Independent Director and Audit Committee	- Italian-Thai Development Plc.
11. Mr. Sirichai Sombutsiri Independent Director (29/04/2010 - Present)	69	- Master Degree in Business Administration (Finance), University of Southern California, USA - Bachelor of Accounting (Honors), Thammasat University - DAP Course 25/2004, Thai Institute of Directors (IOD) - Higher Diploma in AMP Management, Harvard Business School, USA	None	None	Present Present 2009 - 2013	- Chairman of Executive Director - Chairman - Senior Executive Vice President, Large-scale Business Customers	- Land and Houses Bank Plc. - Pre-Built Plc. - Siam Commercial Bank Plc.

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

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

Executives and Company Secretary

Attachment 1

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. Mr. Anthony John Tyler Director and Managing Director (Authorized Director) (01/10/2020 - Present)	51	- Bachelor Degree in Hotel Management Ecole Hôteliere de Lausanne (EHL), Switzerland	None	None	16/09/2020 - Present 2017 - 2020 2015 - 2017	- General Manager - General Manager - Hotel Manager	- Mandarin Oriental, Bangkok - Mandarin Oriental, Guangzhou, China - Mandarin Oriental, Pudong, Shanghai, China
2. Mr. Frank Droin Hotel Manager (13/01/2016 - 16/07/2022)	44	- Master Degree in Business Administration, Reims Management School, France - Bachelor of Hotel Management, Les-Roches Hotel Management School, Switzerland	None	None	13/01/2016 - 16/07/2022 2015	- Hotel Manager - General Manager	- Mandarin Oriental, Bangkok - Kempinski Hotel, Myanmar
3. Mr. Alex Huels Hotel Manager (29/08/2022 - Present)	39	- Master Degree in Business Administration, Towson State University, Maryland, USA	None	None	29/08/2022 - Present 2020 - 2022 2017 - 2020	- Hotel Manager - Director of Food & Beverage - Director of Food & Beverage	- Mandarin Oriental, Bangkok - Mandarin Oriental, Hong Kong - The Athenee Hotel, A Luxury Collection, Bangkok
4. Ms. Ubonwadee Maneesai Director of Finance (22/07/2019 - Present) Company Secretary (28/10/2020 - Present)	42	- Master Degree in Business Administration, Faculty of Commerce and Accountancy, Chulalongkorn University - Bachelor 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	22/07/2019 - Present 2016 - 2019 2014 - 2016	- Director of Finance - Financial Controller - Assistant Financial Controller	- Mandarin Oriental, Bangkok - Shangri-La Hotel, Chiang Mai - Shangri-La Hotel, Bangkok

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
5. Mr. Geoffrey Webb Director of Commercial Strategy (01/07/2019 - 31/12/2022)	59	- Higher Diploma Hotel Management and Food Science, Ryde College, Australia	None	None	01/07/2019 - 31/12/2022 2019	- Director of Commercial Strategy - Director of Sales	- Mandarin Oriental, Bangkok - The Peninsula, Bangkok
6. Ms. Patama Lerdwittayasakul Director of Communications (22/07/2019 - Present)	44	- Bachelor Degree, Faculty of Arts, German Language, Chulalongkorn University	None	None	22/07/2019 - Present 2019	- Director of Communications - Director of Marketing and Communications	- Mandarin Oriental, Bangkok - The Peninsula, Bangkok
7. Mr. Charles Aird Director of Food & Beverage (08/04/2019 - 30/06/2022)	42	- Bachelor Degree in Foreign Languages, University of Exeter, United Kingdom	None	None	08/04/2019 - 30/06/2022 2019	- Director of Food & Beverage - E.A.M. in Charge of F&B	- Mandarin Oriental, Bangkok - The Ritz-Carlton Hotel, Moscow
8. Mr. Edouard Combes Director of Food & Beverage (15/07/2022 - Present)	37	- Master Degree in Business Administration, IMHI-ESSEC, Paris, France	None	None	15/07/2022 - Present 2019 - 2022 2018 - 2019	- Director of Food & Beverage - Director of Food & Beverage - Director of Food & Beverage	- Mandarin Oriental, Bangkok - Mandarin Oriental, Barcelona, Spain - Mandarin Oriental, Tokyo, Japan

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
9. Mr. Dominique Bugnand Executive Chef (21/08/2017 - Present)	57	- Executive Development Program Food Management and Administration Cornell University School of Hotel Management - Culinary Certificate from Professional Chefs School, France	None	None	21/08/2017 - Present 2016 - 2017	- Executive Chef - Executive Chef	- Mandarin Oriental, Bangkok - Mandarin Oriental, Taipei

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

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

Details of Directors, Executives and Controlling Persons of OHTL Public Company Limited as of 31 December 2022

Name of Directors, Executives and Controlling Person / Companies	OHTL Plc.	Subsidiaries		Associated Company	Connected Companies			
		Baan Rim Naam Chao Phraya	Bagan Hotel Holding (Thailand)	Siam Flight Services	Mandarin Oriental Holdings B.V.	Chao Phraya Development Corporation	Bagan Hotel Holding Company (BVI)	LSG Sky Chefs (Thailand)
1. Mrs. Nijaporn Charanachitta	X	X	/			/	/	
2. Mr. Yuthachai Charanachitta	/	/				/		
3. Mr. Peter James Holland Riley	/				/	/		
4. Mr. Syung Hwa Matthew David Bishop	/	/	/		/	/	/	
5. Mr. Bertram Edward Johnston Weatherall	/							
6. Mr. Christoph Joseph Wilhelm Mares	/				/			
7. Mr. Anthony John Tyler	/, //	//	//	/		/		/
8. Mr. Aswin Kongsiri	/							
9. Mr. Surachai Sirivallop	/							
10. Mr. William Zentgraf	/							
11. Mr. Sirichai Sombutsiri	/							
12. Ms. Ubonwadee Maneesai	//							
13. Mr. Frank Droin (13/01/2016 - 16/07/2022)	//							
14. Mr. Alex Huels (29/08/2022 - Present)	//							
15. Mr. Geoffrey Webb	//							
16. Ms. Patama Lerdwittayasakul	//							
17. Mr. Charles Aird (08/04/2019 - 30/06/2022)	//							
18. Mr. Edouard Combes (15/07/2022 - Present)	//							
19. Mr. Dominique Bugnand	//							

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

Details of Directors of Subsidiaries

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

Note : X = Chairman / = Director

* 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.

Internal Control Audit

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

In 2022, an internal audit was conducted in February by GARM. The reviewed included regular audit scope, no special audit was made during 2022. The results of the review for the Company was found effective in all areas. The overall grading was assessed as "Effective" following the management's continuous efforts in strengthening and maintaining the controls of the hotel. Internal and audit reports clearly indicated that the Company's internal control were appropriate and proceeded systematically which covered all areas of risks.

Assets in Business Operations and Appraisal

Assets used in business operations

Assets	Ownership	Obligation	Book value as of 31 December 2022
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 Road, Bangrak Sub-district, Bangrak District, Bangkok	Company owned	No obligation	Baht 3,040 million according to the revaluation from historical cost of Baht 28.6 million.
2. Buildings, and building improvement of River Wing building, machinery, decorations and equipment of Mandarin Oriental, Bangkok	Company owned	No obligation	Baht 1,959.6 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 Sub-district, 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 from an unrelated company at a mutually agreed leasing rate, started from 1 July 2005 - 30 June 2041	-	-

Details about the property appraisal list

- None -

Policies and Guidelines for Corporate Governance and Business Ethics

Corporate Governance Policy

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

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

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

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

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

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

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

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

Section 1: Shareholders' rights

The Company 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 – the Annual General Meeting of shareholders at the Company's meeting Room, Mandarin Oriental, Bangkok. The Annual General Meeting held by electronic means (e-AGM) shall be organized in compliance with the standard and security in accordance with the Ministry of Digital Economy and Society, taking into account the health and safety of all shareholders, stakeholders as well as ensure that all shareholders have the same rights.

Before the shareholders' meeting

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

Annual General Meeting of Shareholders

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

After the shareholders' meeting

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

Section 3: Stakeholders' role

The Company recognizes the rights of all groups of its stakeholders including, but not limited to, its 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 information regarding the Company's share price. Information is disseminated via the Stock Exchange of Thailand. The Company has not established an investor relations section but has assigned the Company's Director of Finance to act as its representative in meeting with investors, shareholders as well as analysts and related government sectors as there are not many such activities. Investors can contact the Company Secretary for more information.

Business Ethics

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

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

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

Report of the Audit Committee

This report summarized the 2022's review issued by the Audit Committee. A total of four regular meetings were held quarterly last year in order to ensure that internal control processes were in place and in accordance with the regulations and rules of the Securities and Exchange Commission of Thailand.

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

The Audit Committee	Position	Attendance of Meeting in 2022
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

The Audit Committee reported to the Board of Directors of the Company as followed:

Review of the Company's Financial Information

The Audit Committee reviewed the auditor's report on the quarterly financial statements and financial statements for the year ending 31 December 2022. During the year, the Audit Committee had a meeting with external auditor without management being present. The regular review 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 2022 with top executives, the management, and auditors, such as significant financial transactions and Key Audit Matter, changes in accounting policies, and the appropriateness of the disclosed information before presenting the financial statements to the board of directors for approval.

The Audit Committee had the same opinions as the auditors that the Company's financial report for the year 2022 showed the financial position and operating results accurately and reliably in accordance with the financial reporting standards, as well as adequate and timely disclosure of information in the financial report for the benefit of investors or users.

Review of internal control and risk management

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

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

In addition, the Internal Audit team from Jardine Matheson Group Audit and Risk Management (GARM) in 2022 conducted an internal audit in February and reported the results of the internal control system of the Company was graded "Effective" and covered all areas of risks. The report issued by GARM indicated that the Company's internal control system was appropriate, continuously monitored and developed and therefore improved the operating system to have better quality throughout the year.

Review of connected transactions

The Audit Committee reviewed the Company's transactions with its subsidiaries and associated companies and found that the transactions were in accordance with normal business conditions, as well as having complete and adequate disclosure of information. The Audit Committee had the opinion that in 2022 there was no material transaction between the Company and its related persons.

Review of the performance according to relevant laws and regulations

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

Consideration of the appointment of auditors for the year 2023

Auditor's Remuneration

The Company has appointed Ms. Sinsiri Thangsombat, Certified Public Accountant No. 7352 and/or Mr. Paiboon Tankul, Certified Public Accountant No. 4298 and/or Ms. Sakuna Yamsakul, Certified Public Accountant No. 4906, from PricewaterhouseCoopers ABAS Limited as the Company's auditors, with the audit fee for the year 2022 of Baht 1,639,100 (2021: Baht 1,639,100) and no remuneration for any other services in 2022.

The Audit Committee considered and proposed to appoint auditors who audited the Company's accounts in 2022, as well as determined the auditor's fee by considering the auditor's independence, performance, and remuneration. The Audit Committee considered that auditors from the PricewaterhouseCoopers ABAS Limited to be independent and have sufficient knowledge and experience in performing the audit, as well as appropriate remuneration. Therefore, it was resolved to propose to the Board of Directors for approval at the Annual General Meeting of Shareholders to appoint auditor from PricewaterhouseCoopers ABAS Limited and determined the auditor's remuneration for the year 2023.

The results of the review showed that the Board of Directors and the executives continued to strengthen controls and procedures as well as have in place an efficient risk management system with emphasis on operating under good corporate governance that was improved operation efficiency throughout the year 2022.

Mr. Aswin Kongsiri
Chairman of the Audit Committee
30 January 2023



MANDARIN ORIENTAL
BANGKOK