



CENTARA
HOTELS & RESORTS



CENTRAL PLAZA HOTEL PUBLIC COMPANY LIMITED

ANNUAL REPORT
FORM 56-1 ONE REPORT

2020



THE PLACE TO BE

AWARDS 2020



Centara Hotels & Resorts Corporate

- Thailand Sustainability Investment (THSI)
- The State of Corporate Sustainability in 2020 Sustainability Disclosure Recognition
- The Outstanding Investor Relation Award 2020

Centara Grand & Bangkok Convention Centre at CentralWorld

- Centara Complete Care Certified
- EarthCheck Award 2020 - Gold Award
- Green Hotel Awards - Silver
- THAI STOP COVID-19
- Amazing Thailand Safety & Health Administration(SHA)
- Thailand MICE Venue Standard
- Thailand Sustainable Event Management Standard
- Thailand Hotel Standard Foundation



**Centara Grand at Central Plaza Ladprao
Bangkok**

- Centara Complete Care Certified
- Thailand MICE Venue Standard (TMVS)
- ASEAN MICE Venue Standard (AMVS)
- Green Hotel Standard
- ASEAN Green Hotel Standard
- Thailand Sustainable Event Management Standard (TSEMS)
- GMP and HACCP
- TripAdvisor - Travellers choice 2020 - CGLB
- Booking.com Guest review awards 2020 (8.5/10)
- Hotels.com - Love by guests award Winner 2020 (8.8/10)
- Amazing Thailand Safety & Health Administration (SHA)
- Clean Together (Clean Hotel COVID19 prevention)
- Spa COVID19 prevention standard
- N/A
- SGS COVID19 prevention standard
- ASEAN Spa Standard
- Bangkok Food Safety City 2020
- Low Emission Support Scheme (LESS)

**Centara Grand Beach Resort & Villas
Krabi**

- 2020 Best Panoramic Views - (Azzuri Mare restaurant)
- Amazing Thailand Safety and Health Administration: (SHA)
- Amazing Thailand Safety and Health Administration: (SHA) - KIDS CLUB
- Amazing Thailand Safety and Health Administration: (SHA) - Fitness
- Amazing Thailand Safety and Health Administration: (SHA) - Main Pool
- Amazing Thailand Safety and Health Administration: (SHA) - Ao Nang Meeting Room
- Clean Together
- Certificate of Registration HACCP 2013
- Traveller Review Award 2020
- Certificate of Excellence 2019

**Centara Grand Beach Resort
& Villas Hua Hin**

- Centara Complete Care Certified
- Amazing Thailand Safety & Health Administration (SHA)
- Thailand Tatler Best Restaurants Awards 2020
- Traveller Review Awards 2020
- TripAdvisor Certificate of Excellence 2020
- "Best Family Hotels 2020
(No.5 in Asia overall on Worldwide Reader Rankings)"
- 2020 Customer Review Awards 9.0

Centara Grand Beach Resort Phuket	<ul style="list-style-type: none"> • “Traveler’s Choice Awards 2020” Top 25 Hotels for Families. Rank no.5 in Thailand • Amazing Thailand Safety & Health Administration(SHA) • Traveller Review Awards 2020 (8.4 out of 10) • Certificate of Excellence • Thailand Hotel Standard for 5 Star Hotels • Hotels.com 8.6 Loved by Guest Award Winner 2020 • Best Resort Winners for 2020, featured in Holidays with Kids
Centara Grand Mirage Beach Resort Pattaya	<ul style="list-style-type: none"> • Centara Complete Care Certified • “Traveler’s Choice Awards 2020” Top 25 Hotels for Families. Rank no.8 in Thailand • Traveler’s Choice Awards 2020 • Amazing Thailand Safety & Healthy Administration (SHA) - Hotel, Accommodation and Meeting Place” • Amazing Thailand Safety & Healthy Administration (SHA) - Health & Beauty • Amazing Thailand Safety & Health Administration (SHA)
Centara Grand Island Resort & Spa Maldives	<ul style="list-style-type: none"> • Tripadvisor Travellers’ Choice 2020. 4.5/5 point • 2020 Luxury Island Resort, Continent winner - Indian Ocean Islands • 2020 Best Panoramic Views, Continent winner - Indian Ocean - Azzuri Mare Restaurant • 2021 Luxury Beach Resort Spa, Country winner - Maldives • Leading All Inclusive Resort – Maldives – 2020 Silver Winner
Centara Ras Fushi Resort & Spa Maldives	<ul style="list-style-type: none"> • 2020 Traverler’s Choise - TripAdvisor • 2020 Customer Review Award - Agoda • 2020 Luxury Lifestyle Award for Spa Cenvaree • 2020 Luxury Honeymoon Resort award - Continent winner - Indian Ocean • 2020 Luxury Romantic Destination Spa award - Continent winner - Indian Ocean • CHR winner of LRA 2020
Centara Muscat Hotel Oman	<ul style="list-style-type: none"> • Traveller Review Awards • Traveller’s Choice 2020
Centara Hotel Hat Yai	<ul style="list-style-type: none"> • Green Hotel Awards - Silver • EarthCheck Gold Certified • Amazing Thailand Safety & Health Administration(SHA) • Thailand MICE Venue Standard • a model business place for payment of contributions to the Social Security Fund • Centara Complete Care Certified • Tripadvisor Certificate of Excellence
Centara Karon Resort Phuket	<ul style="list-style-type: none"> • Centara Complete Care Certified • Tourism Accommodaton Health and Safety Technical Guide by ABTA - The Travel Association and Federation of Tour Operators (FTO) • “Traveler’s Choice Awards 2020” Top 25 Hotels for Families. Rank no.3 in Thailand • Tripadvisor Certificate of Excellence 10 years in a row • Amazing Thailand Safety & Health Administration(SHA) • Earthcheck Gold Certified
Centara Kata Resort Phuket	<ul style="list-style-type: none"> • “Traveler’s Choice Awards 2020” Top 25 Hotels for Families. Rank no.9 in Thailand • Tripadvisor Traveler’s Choice Best of the Best 2020 • Amazing Thailand Safety & Health Administration(SHA)

Centara Villas Samui	<ul style="list-style-type: none"> • Green Hotel Awards - Silver • Booking.com Traveller Review Award 2020 • Agoda.com 2020 Customer Review Awards • Amazing Thailand Safety & Health Administration(SHA) • Travellers Choice 2020
Centara Villas Phuket	<ul style="list-style-type: none"> • Amazing Thailand Safety & Health Administration(SHA) • Booking.com Traveller Review Awards 2020 • Tripadvisor - Travelers' Choice 2020
Centara Anda Dhevi Resort & Spa Krabi	<ul style="list-style-type: none"> • Green Hotel Awards - Silver
Centara Chaa Talay Resort & Villas Trat	<ul style="list-style-type: none"> • Amazing Thailand Safety & Health Administration(SHA)
Centara Hotel & Convention Centre Udon Thani	<ul style="list-style-type: none"> • Amazing Thailand Safety & Health Administration(SHA) • Thailand MICE Venue Standard • TripAdvisor Certificate of Excellence 2020 • N/A
Centara Watergate Pavillion Hotel Bangkok	<ul style="list-style-type: none"> • Amazing Thailand Safety & Health Administration(SHA) • Customer Review Awards • Traveller Review Awards • Travellers' Choice Winner
Centara Pattaya Hotel	<ul style="list-style-type: none"> • Travellers' choice award 2020 • Amazing Thailand Safety & Health Administration(SHA)
Centara Nova Hotel & Spa Pattaya	<ul style="list-style-type: none"> • Travellers' choice award 2020 • Amazing Thailand Safety & Health Administration(SHA)
Centara Azure Hotel Pattaya	<ul style="list-style-type: none"> • Amazing Thailand Safety & Health Administration(SHA)
Centara Sonrisa Residences & Suites Sriracha	<ul style="list-style-type: none"> • Centara Complete Care Certified • Amazing Thailand Safety & Health Administration(SHA) • Resort Standard 4 Star
Centara Q Resort Rayong	<ul style="list-style-type: none"> • Amazing Thailand Safety & Health Administration(SHA)
Centara Ao Nang Beach Resort & Spa Krabi	<ul style="list-style-type: none"> • Amazing Thailand Safety & Health Administration(SHA)
Centara Koh Chang Tropicana Resort	<ul style="list-style-type: none"> • Amazing Thailand Safety & Health Administration(SHA) - SPA CENVAREE
Khum Phaya Resort & Spa, Centara Boutique Collection	<ul style="list-style-type: none"> • Traveller Review Awards 2020 • Tripadvisor Travellers' Choice 2020 • Amazing Thailand Safety & Health Administration(SHA)
Maikhao Dream Villa Resort & Spa, Centara Boutique Collection	<ul style="list-style-type: none"> • Amazing Thailand Safety & Health Administration(SHA)

Centara West Bay Hotel and Residences Doha	<ul style="list-style-type: none"> • Centara Complete Care Certified • “2020 Tripadvisor Travellers’ Choice Award Top 10% of Hotels Worldwide” • Traveller Review Awards 2020 • 5 star rating certificate from QNTC • Qatar Clean Programme Certificate
Centra by Centara Government Complex Hotel & Convention Centre Chaeng Watthana	<ul style="list-style-type: none"> • Traveller Review Awards 2020 • Tripadvisor Travellers’Choice 2020 • Amazing Thailand Safety & Health Administration(SHA) • The Excellent Establishment on Labour Relations and Welfare 2020
Centra by Centara Maris Resort Jomtien	<ul style="list-style-type: none"> • Centara Complete Care Certified • “Traveler’s Choice Awards 2020” Top 25 Hotels for Families. Rank no.7 in Thailand • Moral Business Award 2020 • Winner of GOP Achievement • Winner of Non Operating Expense Control Achievement • Hotel of The Year Award • Amazing Thailand Safety & Health Administration(SHA)
Centra by Centara Phu Pano Resort Krabi	<ul style="list-style-type: none"> • Amazing Thailand Safety & Health Administration(SHA)
Centra by Centara Avenue Hotel Pattaya	<ul style="list-style-type: none"> • Amazing Thailand Safety & Health Administration(SHA)
Centra by Centara Cha-Am Beach Resort Hua Hin	<ul style="list-style-type: none"> • Amazing Thailand Safety & Health Administration(SHA)
Centra by Centara Hotel Mae Sot	<ul style="list-style-type: none"> • The Excellent Establishment on Labour Relations and Welfare 2020 (National Level) • Labour Productivity 2020 STEM Workforce Towards SME4.0 (Skill Development Department) • CHR-Winner of Room Preventive Maintenance Target Achievement • Amazing Thailand Safety & Health Administration(SHA) • Thailand MICE Venue Standard
COSI Samui Chaweng Beach	<ul style="list-style-type: none"> • Amazing Thailand Safety & Health Administration(SHA)
COSI Pattaya Wong Amat Beach	<ul style="list-style-type: none"> • Centara Complete Care Certified
Maikhao Hotel, managed by Centara	<ul style="list-style-type: none"> • Amazing Thailand Safety & Health Administration(SHA)



**Central Restaurants Group
Co., Ltd.**

- CRG continuously win award for over 7 years on 2020 from Ministry of Social Development and Human Security for hiring disability staff and support those staff in terms of career path, wellbeing in their personal life and also provide initiate, implement projects to improve their working skills

**Central Restaurants Group
International Co., Ltd.**

- CRGI receive award from Ministry of Social Development and Human Security for hiring disability staff and support those staff in terms of career path, wellbeing in their personal life and also provide initiate, implement projects to improve their working skills.

Mister Donut

- During 2017-2020 Mister Donut received The No.1 Brand Thailand Award for the 4th consecutive year by Marketeer Research as holding first place in the donut category in Thailand for the year

KFC

- KFC Thailand in partnership with Our 3 Franchisees RD,CRG,QSA has received 2 awards in October on CSR! It was a very heartfelt moment for all of us during this time of COVID Era. First of, CSR Excellence given by the Ministry of Social Development and Human Security on our Harvest & Colonel's kitchen program that we do with various destitute homes (homeless with mental disability). It is the very first award since we launch Harvest & Colonel's kitchen program here in Thailand.
- Second award goes to Excellence in Thai Development of the same projects where we show the true sustainability support to the communities. This one has been given by AMCHAM (American Chamber of Commerce). When Covid hit the country, visitors has been restricted to pay visit to these homes.. their food sponsors has been limited and only us KFC who can still stand by their side and provide them with our surplus products, a high quality of protein meat to all homes. But more grateful than that is that they have the Colonel's kitchen where they can prepare food in a much hygienic way for the better quality of life for the Thai communities.

Thai Terrace

- Thai Terrace receive award "Thai SELECT UNIQUE" (Domestic Only) During 2018-2020 Thai Terrace Restaurant has been awarded the Seal of Approval for Thai Cuisine. Granted to restaurants in Thailand that offer Thai food local uniqueness such as Southern Thai food, Northern Thai food, and etc.



CENTARA FAMILY HOTEL BUSINESS



Centara Grand & Bangkok Convention Centre
at CentralWorld



Centara Grand at Central Plaza Ladprao Bangkok



Centara Grand Beach Resort & Villas Krabi



Centara Grand Beach Resort & Villas Hua Hin



Centara Grand Mirage Beach Resort Pattaya



Centara Grand Beach Resort Phuket



Centara Grand Island Resort & Spa Maldives



Centara Villas Samui



Centara Villas Phuket



Centara Kata Resort Phuket



Centara Karon Resort Phuket



Centara Chaan Talay Resort & Villas Trat



Centara Hotel Hat Yai



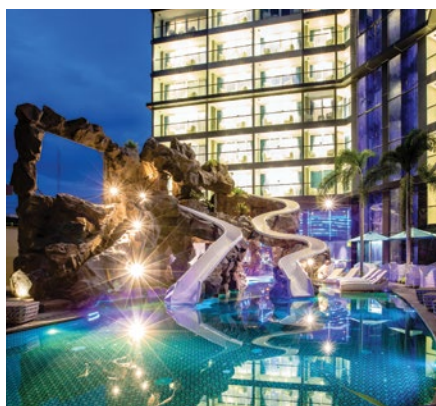
Centara Hotel & Convention Centre Udon Thani



Centara Anda Dhevi Resort & Spa Krabi



Centara Watergate Pavillion Hotel Bangkok



Centara Azure Hotel Pattaya



Centara Pattaya Hotel



Centara Q Resort Rayong



Centara Koh Chang Tropicana Resort



Centara Nova Hotel & Spa Pattaya



Centara Ao Nang Beach Resort & Spa Krabi



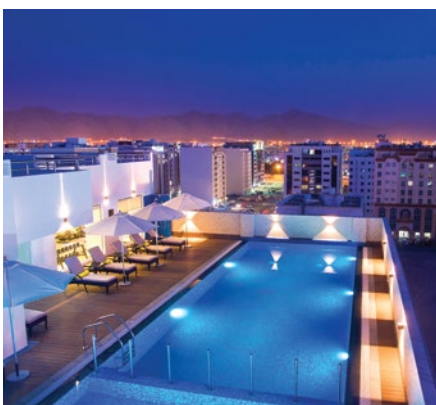
Centara Ras Fushi Resort & Spa Maldives



Centara Ceysands Resort & Spa Sri Lanka



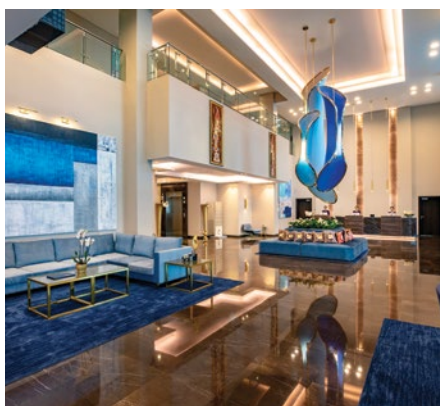
Centara Sandy Beach Resort Danang



Centara Muscat Hotel Oman



Waterfront Suites Phuket by Centara



Centara West Bay Hotel and Residences Doha



Centara Sonrisa Residences & Suites Sriracha



Khum Phaya Resort & Spa,
Centara Boutique Collection



Maikhao Dream Villa Resort & Spa,
Centara Boutique Collection



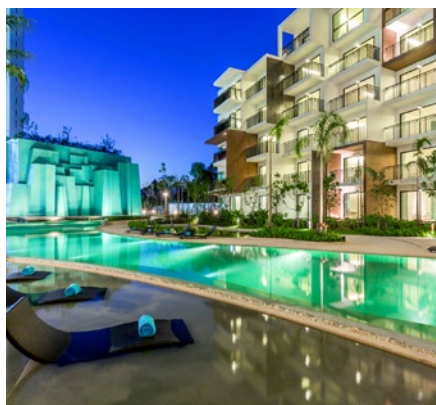
Roukh Kiri Khao Yai,
Centara Boutique Collection



Centra by Centara Government Complex Hotel
& Convention Centre Chaeng Watthana



Centra by Centara Coconut Beach Resort Samui



Centra by Centara Maris Resort Jomtien



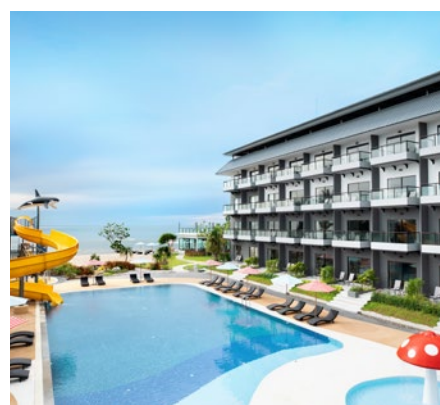
Centra by Centara Avenue Hotel Pattaya



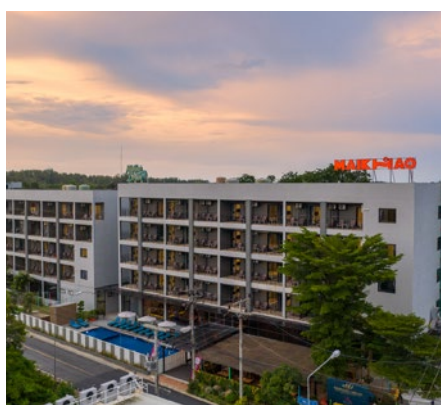
Centra by Centara Phu Pano Resort Krabi



Centra by Centara Hotel Mae Sot



Centra by Centara Cha-Am Beach Resort Hua Hin



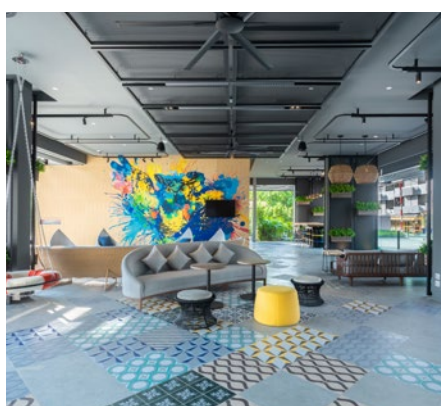
Maikhao Hotel, Managed by Centara



Muscat Dunes Hotel, Managed by Centara



COSI Samui Chaweng Beach



COSI Pattaya Wong Amat Beach



COSI Krabi Ao Nang Beach



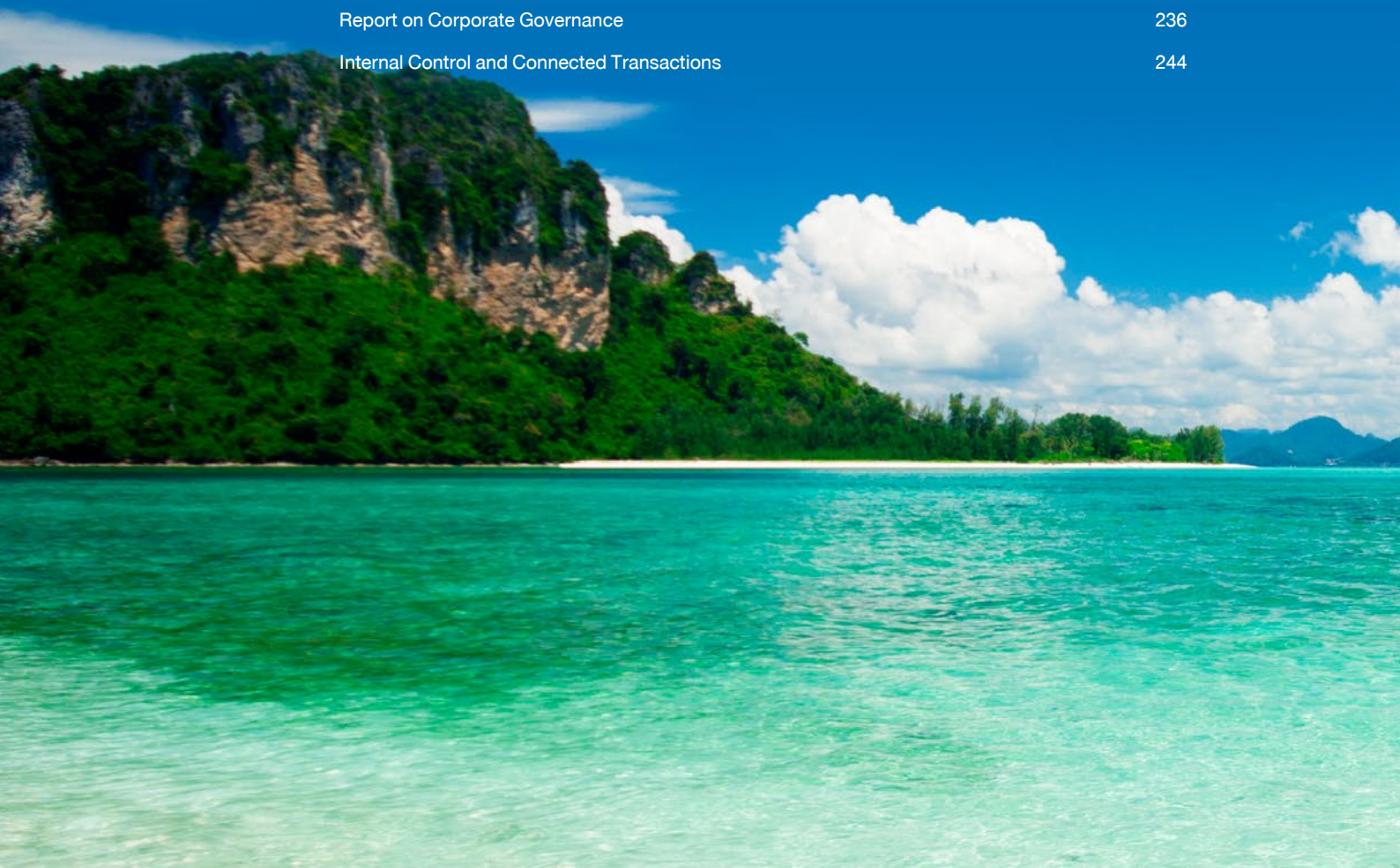
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ENCLOSURE

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Details of Directors, Executive, Controlling Person, Person in charge of Finance and Accounting, Head of Controller and Company Secretary

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Details of the Directors of the Subsidiaries

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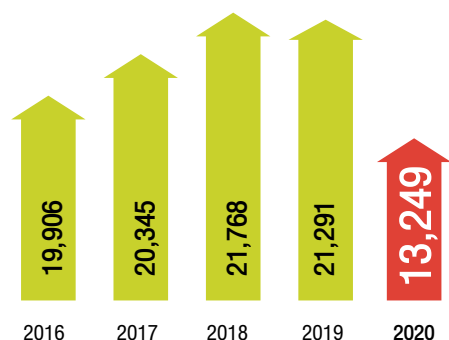
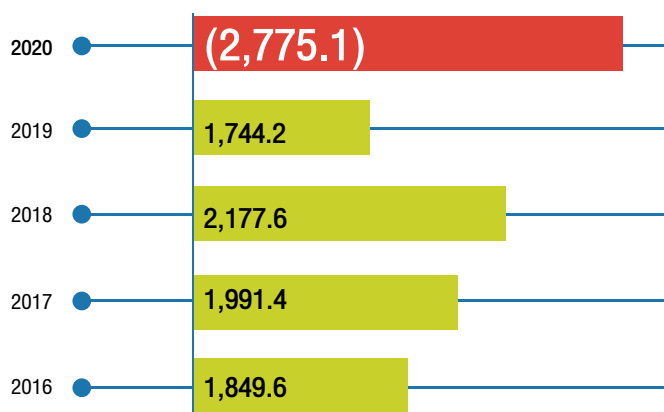
Operating Assets and Details of Asset Assessment

Enclosure 4	404
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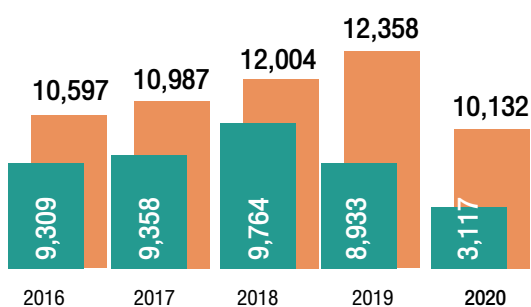
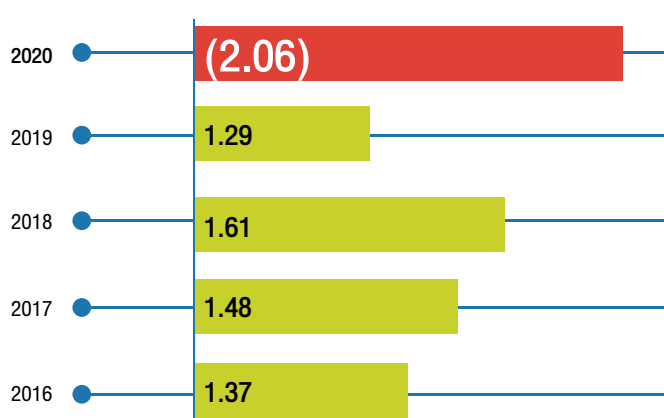
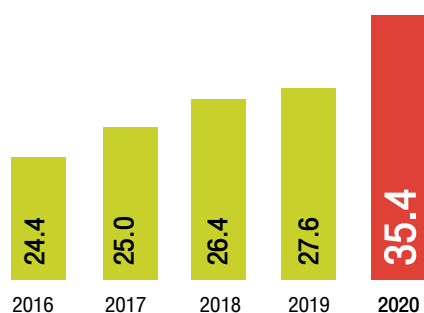
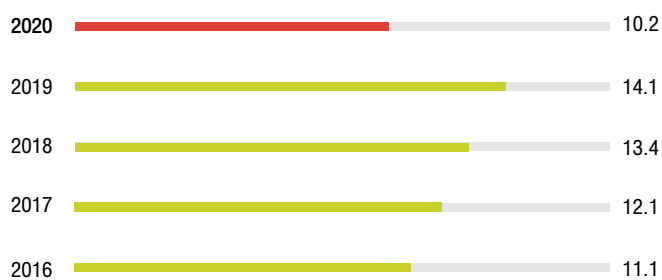
Corporate Governance Policy, Code of Business Ethics and Charters

General Information of Business Held by the Company 10% upward	447
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TOTAL CONSOLIDATED REVENUE
 (Baht Millions)

NET PROFIT (LOSS) AFTER TAX
 (Baht Millions)

HOTEL AND FOOD REVENUE
 (Baht Millions)

■ HOTEL
■ FOOD


TOTAL : 13,249
EARNINGS (LOSS) PER SHARE
 (Baht)

TOTAL CONSOLIDATED ASSETS
 (Baht Billions)

SHAREHOLDERS EQUITY
 (Baht Billions)


FINANCIAL HIGHLIGHTS

	(Unit : Million Baht)		
	2020	2019	2018
	Consolidated	Consolidated	Consolidated
Operating Results			
Revenues from Sales	12,892.7	20,622.7	21,263.0
Total revenues	13,249.4	21,291.0	21,768.2
Gross profit ⁽¹⁾	6,486.9	11,437.0	11,957.2
Earnings (Loss) before interest expenses and income tax	(2,664.1)	2,304.0	2,917.7
Net profit (Loss)	(2,775.1)	1,744.2	2,177.6
Financial Position			
Total assets	35,350.1	27,589.6	26,447.4
Total liabilities	25,134.6	13,446.0	13,027.8
Interest bearing debts ⁽²⁾	22,254.1	7,717.2	7,075.8
Shareholders' equity	10,215.6	14,143.6	13,419.7
Retained earnings ⁽³⁾	7,541.0	11,318.1	10,451.3
Weighted Average Number of ordinary shares (million shares)	1,350	1,350	1,350
Key Financial Ratios			
Net profit (Loss) margin (%)	-20.9%	8.2%	10.0%
Return on assets (%)	-8.8%	6.5%	8.5%
Return on equity (%)	-22.8%	12.7%	17.1%
Interest bearing debts / Equity (times)	2.2	0.5	0.5
Interest bearing debts (excluding lease liabilities) / Equity (times)	1.1	0.5	0.5
Total liabilities / Equity (times)	2.5	1.0	1.0
Earnings (Loss) per share (Baht)	(2.06)	1.29	1.61
Book value per share (Baht)	7.57	10.48	9.94

(1) Gross profit calculated from revenues from sales less direct cost excluding depreciation, maintenance expense and rental expense.

(2) FY/2020 Interest bearing debts include lease liabilities.

(3) Retained earnings include appropriated retained earnings for legal reserve.

BOARD OF DIRECTORS



MR. SUTHIKIATI CHIRATHIVAT
CHAIRMAN OF THE BOARD



MR. SUTHICHAIR CHIRATHIVAT
VICE CHAIRMAN



MR. THIRAYUTH CHIRATHIVAT

- CHIEF EXECUTIVE OFFICER
- MEMBER OF RISK MANAGEMENT AND CORPORATE GOVERNANCE COMMITTEE

CENTRAL PLAZA HOTEL PUBLIC COMPANY LIMITED

**MR. SUDHISAK
CHIRATHIVAT**

- DIRECTOR

**MR. SUDHITHAM
CHIRATHIVAT**

- DIRECTOR
- CHAIRMAN OF NOMINATION AND COMPENSATION COMMITTEE
- MEMBER OF RISK MANAGEMENT AND CORPORATE GOVERNANCE COMMITTEE

**MR. PRIN CHIRATHIVAT**

- DIRECTOR
- MEMBER OF NOMINATION AND COMPENSATION COMMITTEE
- MEMBER OF RISK MANAGEMENT AND CORPORATE GOVERNANCE COMMITTEE

**MR. BHISIT
KUSLASAYANON**

- INDEPENDENT DIRECTOR
- MEMBER OF AUDIT COMMITTEE
- MEMBER OF NOMINATION AND COMPENSATION COMMITTEE

**MS. SOPAWADEE
LERTMANASCHAI**

- INDEPENDENT DIRECTOR
- CHAIRMAN OF AUDIT COMMITTEE

**MR. VICHIE
TEJAPIBUL**

- INDEPENDENT DIRECTOR
- MEMBER OF AUDIT COMMITTEE
- MEMBER OF NOMINATION AND COMPENSATION COMMITTEE

**MR. GERD KURT STEEB**

- INDEPENDENT DIRECTOR

**MR. NORACHIT
SINHASANI**

- INDEPENDENT DIRECTOR
- MEMBER OF AUDIT COMMITTEE
- MEMBER OF NOMINATION AND COMPENSATION COMMITTEE

**MRS. CHINTANA
BOONYARAT**

- DIRECTOR

**MRS. SIRIKATE
CHIRAKITI**

- DIRECTOR



MESSAGE FROM CHAIRMAN OF THE BOARD

Dear Shareholders,

On behalf of the Board of Directors, I am pleased to present the Annual Report of Central Plaza Hotel Pcl for the year ending 31 December 2020.

Each year brings its own set of challenges, but 2020 was unprecedented due to the global COVID-19 pandemic. Despite the obstacles, we were able to sustain a healthy Balance Sheet and effectively manage our financial liquidity to steer the company through the extremely difficult year by exercising caution and applying swift and effective cost controls.

Heading into 2021, the company has made careful preparations to ensure appropriate financial liquidity management amid continuing uncertainties. Given the travel landscape, we continue to exercise prudence particularly with regard to our investments while successfully meeting our strategic goals to expand our footprint in both domestic and international markets.

In 2020, we grew our Centara Boutique Collection, Centra by Centara and COSI brands with four impressive new hotel openings, and also signed 10 new hotel management agreements domestically and internationally. We increased our presence both in and outside Thailand, and also entered some

inspiring new destinations, including Khao Yai and Bangkok in Thailand, Mui Ne and Cam Ranh in Vietnam, Hpa-An and Mandalay in Myanmar, Muscat in Oman and Vang Vieng in Laos.

Also in Vietnam, we are broadening our theme park resort brand, Centara Mirage, with the opening of Centara Mirage Resort Mui Ne, located in a popular getaway destination for residents of Ho Chi Minh City. We are also expanding into the UAE with the opening of Centara Mirage Beach Resort Dubai.

Thanks to such bold yet well planned growth, we remain positive and excited to begin the new year with a clear focus on delivering exceptional customer experience. We already have a number of highlights to look forward to in 2021, including the opening of Centara Reserve Samui, a stunning flagship property for our luxury brand.

As for the retail food business, Central Restaurants Group (CRG) demonstrated continuous growth and revenue despite measurements to prevent the spread of COVID-19, the slowdown in the Thai economy and domestic consumption, as well as fierce business competition. CRG expanded its sales channels with special focus on food delivery and takeaway, which in turn significantly increased revenue contributions in the past year. In order to sustain long-term growth, CRG continued to

expand with new branches and brands. At the end of 2020, the CRG portfolio comprised 17 brands with 1,120 outlets including franchised brands, owned brands and joint venture brands.

It's especially important during such testing times to have the solid support of our shareholders, business partners, suppliers and staff. For that, I want to express my sincere gratitude. Thank you for your dedication and hard work leading up to this point, and for continuing on the journey with us as we strive to build a future that fully leverages our strengths and fulfills our commitment to long term success.



Mr. Suthikiati Chirathivat
Chairman of the Board



MESSAGE FROM CHIEF EXECUTIVE OFFICER

CENTARA HOTELS & RESORTS

Despite the disruption caused by the ongoing global pandemic, Centara remains committed to its ambitious expansion plans, which will ensure the company remains in a strong position and can confidently face the challenges that lie ahead.

During 2020, we signed ten new hotel management agreements, which brings our portfolio to 84 properties, either operating or in development, in Thailand 14 other countries internationally. Across our hotels and resorts, Centara Complete Care – our certified and enhanced health, hygiene and safety programme – continues to provide guests total peace of mind on their travels. The extensive programme was devised in partnership with ECOLAB, the global leader in hygiene technologies, and SGS, the world's leading inspection and verification specialists.

We received the Outstanding Investor Relations Award from the Stock Exchange of Thailand (SET), which attests to the strategic management that allowed the company to maintain robust financial health with a good liquidity ratio. It is the second straight year we have been awarded this prestigious accolade and further solidifies Centara's reputation of care for our employees, guests and investors.

We also continue to put into practice sustainable practices, operational innovations, and apply supply chain management efficiencies. Our company was awarded Thailand Sustainability Investment (THSI) status for the third consecutive year in recognition of our outstanding performance across

Environmental, Social and Governance (ESG) practices. Our sustainability performance also received praise from Thaipat Institute, from whom we received the Sustainability Disclosure Recognition Award 2020.

We continue to reduce our environmental footprint while fostering innovation to sustain our industry competitiveness, these efforts saw the total elimination of single-use plastic in 2019. More recently, we implemented “Journey to Zero”, a waste and environmental impact initiative that includes plastics reduction, waste separation management, and food waste reduction programme. We also installed solar cells and EV charger stations at several Centara properties, and made significant improvements to our water resource management while increasing green spaces at the same time.

Looking back at the milestones we achieved in the last 12 months, I am encouraged by our steady progress, and remain optimistic for the year ahead. There is much to look forward to, including welcoming a new era of experiential luxury hospitality with the opening of Centara Reserve Samui. We are also excited to expand our popular family-themed resort brand with the opening of Centara Mirage Beach Resort Dubai in the UAE and Centara Mirage Resort Mui Ne in Vietnam.

I look forward to driving this progress in 2021, as we ensure Centara remains The Place to Be for our guests around the globe.



Mr. Thirayuth Chirathivat
Chief Executive Officer
Centara Hotels & Resorts



MESSAGE FROM DEPUTY CHIEF EXECUTIVE OFFICER

CENTARA HOTELS & RESORTS

As of 31 December 2020, Centara was either operating or developing 84 hotels and resorts with 17,358 rooms across 14 countries. This represents growth in rooms of 17.6% compared with the same time last year, and positions the company well towards achieving its target to expand to more than 170 hotels and resorts by 2024.

We continue to identify exceptional management, acquisition and investment prospects, and are also nearing the completion of renovations and a complete upgrade of Centara Grand Beach Resort Samui. The hotel will reopen as Centara Reserve Samui and will mark the group's entry into the luxury segment. Centara Reserve Samui will be the first luxury resort to open under the Centara Reserve brand, which was launched last year.

When this stunning addition opens in Q2 2021, Centara Reserve Samui will comprise 184 brand-new luxury rooms, pool suites and beachfront pool villas, with the higher room categories attended by "Reserve Hosts", our unique take on private butler services.

We will also be expanding our presence in the Middle East with Centara Mirage Beach Resort Dubai, an appealing addition to our family-themed resort brand, which follows the success of the first Centara Mirage that opened in Pattaya in 2009 and is still widely regarded as Thailand's no. 1 family resort today.

In addition to these exciting new hotel openings, we signed ten new hotel management agreements in 2020. Together these represent significant new inventory and revenue for the company.

Finally, we are continuing to upgrade our technology platforms and architecture, which include Property Management System (PMS), Central Reservations System (CRS) and Revenue Management System (RMS). This ongoing transformation of our technology platforms will enable us to generate direct revenue, improve room rate yields and grow the company's REVPAR (revenue per available room) substantially.

As we continue to focus on sustainable growth for the company, your ongoing support remains sincerely appreciated.



Markland Blaiklock
Deputy Chief Executive Officer
Centara Hotels & Resorts



MESSAGE FROM PRESIDENT

CENTRAL RESTAURANTS GROUP CO., LTD.

The unexpected COVID-19 pandemic crisis throughout the year 2020 has severely struck both the economy and society at national and global scale, resulting in drastic economic and social changes not to mention emerging challenges faced by the business sector and other sectors. Although Central Restaurants Group Company Limited was also directly and indirectly affected by the COVID-19 situation, the company managed to adjust its business strategies and operating plans to quickly recover its business as much as possible amidst the ongoing economic downfall and weakening buying power of consumers.

The company has adjusted its business plan to enable more flexibility by focusing on seeking new sales channels, both online and offline, to raise additional income to compensate for current losses such as delivery service and O2O online-offline channel, focusing on adding more distribution channels through e-commerce and leading online shopping platforms, developing new sales model like Line OA so that restaurant staffs can directly accept online orders from customers provided with support system, and developing products to match delivery service requirements as well as ready-to-eat products and ready-to-heat products to enable more convenience for customers at home. Additionally, the company appropriately managed and controlled all the costs and expenses in line with its sales and implemented upskill-reskill to bring out the potential of employees by demonstrating through their works and enable them to perform wider range of tasks.

Furthermore, the changing customer behavior has demanded higher caution in terms of opening new stores as well as port adjustment to match the changing consumer demand. The company also launched a new business-friendly model which included delivery and omni-channel such as Delco, Cloud Kitchen, Mini Store, Kiosk, and Stand Alone stores, etc.

Meanwhile, various types of technology were adopted in food business to satisfy the requirements of new normal lifestyle, enhance service performance, and bring new customer experiences such as Robot Service, QR Menu which customers can directly order food without the need to contact with a staff, Self Pick-up which customers can order food via the application and pickup at the store, and Cashless Payment.

The company strictly followed COVID-19 preventive measures through implementation of 3C Plan which is applied among all restaurants operated by CRG nationwide. The plan comprises of 1) Cleanliness Procedure which includes strict screening and cleanliness in every process; 2) Consideration of Social Distancing Measures; and 3) Contactless Service to raise customer confidence in terms of safety when using our food service.

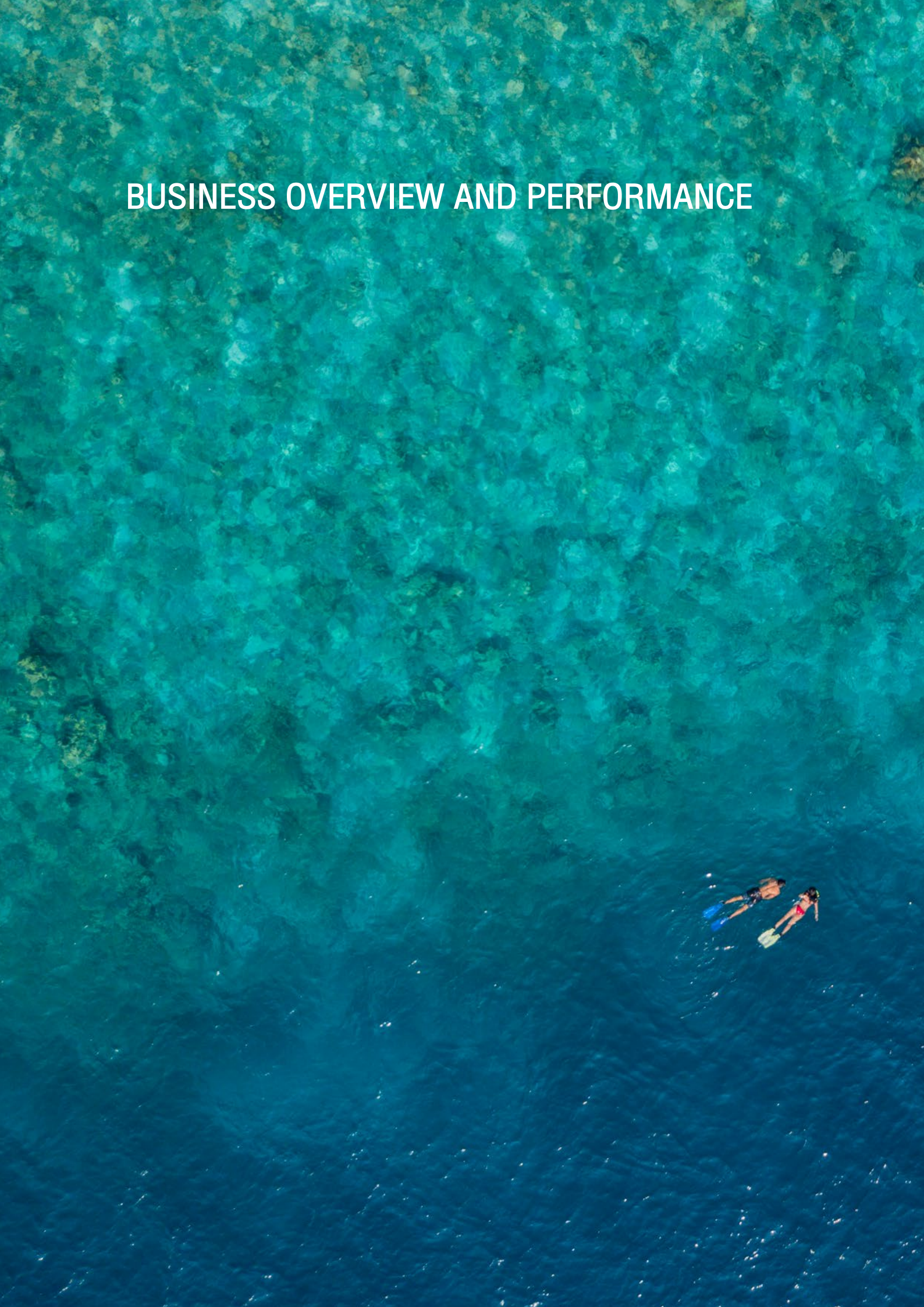
On behalf of the executives and employees of the Central Restaurants Group Company Limited, I would like to thank the shareholders, customers, business partners, business alliances, and stakeholders for their

trust and confidence in our capabilities as well as extended support which was integral in driving the company to achieve its goals. We promised to continue operating business in adherence to good corporate governance principle, transparency, and with responsibility toward the society, community, and the environment while moving our business forward with growth and sustainability.



Mr. Nath Vongpanich
President
Central Restaurants Group Co., Ltd.

BUSINESS OVERVIEW AND PERFORMANCE







1. STRUCTURE AND OPERATION OF THE COMPANY GROUP

Policy and business overview

vision, objectives, goals or operating strategies of the company

Hotel Business

Vision

To be the leading global hospitality group of Thai origin.

Mission

To provide locally-relevant, Thai-inspired experiences in each of our global destinations, delighting guests through a blend of innovation, authentic family values and the unique passion of Centara's people, whilst maintaining a commitment to sustainability.

Business Operation Goal

The hotel business has established a business growth strategy to allow Centara Hotels and Resorts to take on a prominent role in the region under the business framework as follows - expanding the current investment portfolio to double, pioneering and seeking new business opportunities and building important infrastructure.

Food Business

Vision

To be the #1 restaurant business in Thailand in the hearts of our consumers, leading with innovations and delivering value-for-money for all occasions

Mission

To deliver delicious and affordable meals to all our customers and always providing our service warmly from our hearts. We strive to create product innovations and store experiences that respond to our customer's ever-evolving lifestyles in order to provide a truly memorable dining experience. All this in support of, and serving as CRG's long-term commitment to the community around us and our unwavering commitment to sustainable growth.

Business Operation Goal

CRG strives to achieve its goal of becoming a leader in food business by delivering delicious menus with sincere service to all customers at valuable prices and continuously creating innovation to better satisfy the modern consumer lifestyle in hope to bring the best customer experience and drive sustainable business growth which in turn will enable the company to meet its business goal. Throughout the year 2020, the company continuously added new products such as wholewheat donuts and ready-to-eat menus for delivery like Chabutong gyoza, including offering promotions for customers ordering meals using online platforms of our business alliances which enable more convenience for the customers during COVID-19 situation.

Additionally, the company is planning to add more branches to the existing brand covering all regions nationwide with aim to enlarge customer base and offer more choices for the customers in Bangkok and Municipality as well as other provincial areas. Our goal is to maintain high product quality standard and consistent new product development. The company also plans to add new brands into its Portfolio to address the diverse consumer requirements and at the same time seek new sales channels to expand its customer base and generate higher revenue and profits in the future.

Thailand's Tourism Industry Overview

The year 2020 saw unprecedented challenges for the travel and hospitality industry with the devastating effects of the COVID-19 pandemic affecting countries around the world.

In Thailand, tourist arrivals dropped to 6.69 million in the first quarter of 2020, representing a 38% decrease compared with the same period in 2019 which saw 10.79 million visiting from overseas. In March 2020 alone, tourist arrivals totalled just under 820,000, compared to over 3.47 million in March 2019.

At the end of March, a state of emergency was declared, closing off Thailand's borders to foreign visitors, a lockdown that lasted for seven months with no tourists arriving during the second and third quarters of 2020. International arrivals started trickling in from the end of October with the Special Tourist Visa, under special quarantine and preventative measures. A total of 10,822 international travellers arrived in Thailand during October, November, and December combined.

Following a 10% gain against the U.S. Dollar in 2019, the Thai baht stabilised in 2020. Using the average exchange rate of USD 1 to THB 31.282 in 2020, tourism income for the year ending December 2020 totalled USD 10.61 billion, a decrease of 82.77% compared to the year before.

The reduction in tourism income in 2020 resulted in a 9.22% drop in Thailand's gross domestic product (GDP) for 2020, estimated at USD 501.8 billion.

Despite the challenges faced by the industry in 2020, there are some encouraging signs for recovery. Thailand ranked fourth of 98 countries evaluated for its robust COVID-19 response in a ranking compiled by independent think tank The Lowy Institute, behind just New Zealand, Vietnam, and Taiwan.

Based on a number of criteria and analysis of different metrics, the European Centre for Disease Prevention and Control (ECDC) also singled out Thailand as the world's safest travel destination during the COVID-19 pandemic based on a number of criteria.



Performance Highlights

At the end of 2020, Centara Hotels & Resorts was either operating or developing 84 owned and managed hotels, with nearly 17,400 rooms across 14 countries under six brands: Centara Reserve, Centara Grand, Centara, Centara Boutique Collection, Centra by Centara, and COSI. Revenue from our hotel business in 2020 totalled THB 3,117 million, of which THB 2,855 million was from our 18 company-owned hotels.

The main contributing factor that affected the overall performance was the global COVID-19 pandemic which severely hurt Thailand's tourism-dependent economy. In March 2020, the kingdom's borders were closed for all foreign nationals with a few exceptions and following strict quarantine measures. The conditions were made more challenging with prolonged protests in the Thai capital in Q4 2020 and a second COVID wave that emerged at the end of the year.

The drop in demand and reduced spending led to significant price reductions and value-added promotions to attract the limited demand from the domestic markets. Domestic travel stimulus schemes launched by the government further helped to spur domestic travel from Thais and resident foreigners.

With the start of the vaccine roll-out in Thailand and around the world, as well as the gradual lifting of travel restrictions, we remain optimistic about the resilience and revival of the hospitality industry.

Despite having faced unprecedented challenging conditions in 2020, Centara had a number of encouraging achievements at its hotels and resorts.

Hotels within driving distance of Bangkok fared the best, including Centara Grand Mirage Beach Resort Pattaya which achieved total revenue of THB 521 million and ended the year with a 41% occupancy. The resort remained one of the top hotels for families in Thailand from Traveller's Choice Awards 2020 by TripAdvisor, and was awarded the Amazing Thailand Safety & Health Administration (SHA) certification for its hygiene and safety measures.

Less than half a year since it first opened in 2019, COSI Pattaya Wong Amat Beach closed for three months in Q2 2020, reopening in July and ending the year with THB 7.62 million revenue.

In Bangkok, Centra by Centara Government Complex Hotel & Convention Centre Chaeng Watthana secured a yearly revenue of THB 136 million from key corporate group accounts despite restrictions on mass gatherings. In 2020, Thailand Convention & Exhibition Bureau (TCEB) certified the hotel's Special Event Venue Standard for Auditorium and Thailand MICE Venues Standard in recognition of its international meetings and conference facilities and provisions.

The company's flagship Centara Grand & Bangkok Convention Centre at CentralWorld achieved annual revenue of THB 485 million during 2020. The hotel's The World Restaurant was completely renovated and transformed as VENTISI, and 85% of total room renovations were completed by the end of the year.

Also in the capital, Centara Grand at Central Plaza Ladprao Bangkok achieved THB 307 million in revenue in 2020, despite its three month closure from April to June.

In the traditionally more tourist-reliant south, Centara Grand Beach Resort & Villas Krabi finished the year with a THB 190 million revenue. In line with lowered pricing to attract the domestic market, the resort was able to achieve average room rates of THB 5,669, just slightly lower compared to the previous year.

A similar pattern of lower occupancy but higher average room rate was recorded at Centara Kata Resort Phuket, which achieved THB 43.6 million in revenues until April 2020, when it was closed to focus on profitability and lost control.

Like Phuket and the rest of the country, Samui also felt the impacts of the pandemic. After a good start to the year, COSI Samui Chaweng Beach was also closed in April, and remained shuttered for the rest of the year. Total revenue for the year was THB 11.79 million.

Centara's two owned resorts in the Maldives showed resilience despite a 67.4% decrease in overall tourist arrivals to the Maldives compared to the same period in 2019. India emerged as a main source market due to its travel bubble agreement with the Maldives government.

Centara Ras Fushi Resort & Spa Maldives's extended 7-month closure from 1 April to 1 November 2020 resulted in a lower occupancy in 2020, though average room rates of USD 387 represented a 6% increase compared to 2019. Several noteworthy awards achieved in 2020 included the TripAdvisor Traveller's Choice, Agoda Customer Review Award, and Luxury Lifestyle Award for Spa Cenvaree. The resort was also named the Luxury Spa Awards continent winner in the Luxury Honeymoon Resort and the Luxury Romantic Destination Spa Awards categories.

Average room rates also increased for Centara Grand Island Resort & Spa Maldives, which finished the year with USD 6.86 million in revenue despite an 8-month closure from April to November 2020. The resort was recognised as the World Luxury Hotel Awards continent winner for Luxury Island Resort, as well as the Silver Winner for Leading All Inclusive Resort in the Maldives in the South Asian Travel Awards Travel Awards 2020. The resort's Azzuri Mare Restaurant was also voted the World Luxury Restaurant Awards continent winner in the Best Panoramic Views category.





Hotel Business Group History

About Centara Hotels & Resorts

Centara Hotels & Resorts is a leading Thailand-based hotel chain. The company is owned by Central Plaza Hotel Public Company Limited, which was founded in 1980. Initially the company operated under the brand name of Central Hotels & Resorts until rebranding as Centara Hotels & Resorts in 2007.

Central Plaza Hotel Pcl is a division of Thailand's largest retail conglomerate, Central Group, which is owned by the Chirathivat family. The Company has received a Royal Warrant of Appointment from His Majesty King Bhumibol Adulyadej, the first hotel company in Thailand to receive this honour.

History

Centara Hotels & Resorts has its origins in a venture that began in the late 1970s by Central Group at a large plot of land in Bangkok's Chatuchak district. Here, the company had a plan to develop a megamall, five-star hotel, and convention centre – a first of its kind in Thailand. At the time, with the Thai – and global – economy having been in some turmoil throughout most of the decade, the venture was viewed as a considerable risk.

The hotel and convention centre comprised a significant portion of the masterplan anchored by the Central Plaza shopping complex, a project championed by Samrit, the oldest brother of the Chirathivat family. Construction of the entire project was being carried out in near simultaneous fashion, and the success of each element was inextricably interconnected. By this time, Central had become an increasingly familiar retail name with Thai consumers, and shoppers could choose from five Central Department Store branches in Bangkok – Wang Burapar, Rachaprasong, Silom, Chidlom and Lad Ya.

Elsewhere across the city, small shops were still pervasive, and this was especially the case with the Ladprao district, a growing residential and business

suburb on the northern side of Bangkok. For the Chirathivat family, the new Ladprao shopping mall was a bold bet that the city's shoppers would embrace an entirely new retail model.

Construction of a hotel with a minimum of 600 rooms, plus a convention centre, had been part of the terms during the land purchase. This represented a move in a challenging new direction for the Chirathivat family, who had no experience in hotels or convention centres. They did, however, have confidence that the tourism sector was on its way to becoming one of the country's largest revenue earners.

The Chirathivat family founded Central Plaza Hotel Pcl to handle this project, and the doors opened for the first time at what was initially the Hyatt Central Plaza, Bangkok and Bangkok Convention Centre on 23 April 1983. The name of the hotel was later changed to the Sofitel Centara Grand Bangkok, before again rebranding to its present name of Centara Grand at Central Plaza Ladprao Bangkok on 1 January 2012.

In 1986 the family, urged by the fifth sibling, Suthikiati Chirathivat, decided to expand its hotel interests by acquiring the Railway Hotel in Hua Hin, which was being offered for leasehold tender by the State Railway. The Railway Hotel was steeped in history, having originally opened in October 1922 when the newly-laid railway line from Bangkok to Malaysia turned the village of Hua Hin into Thailand's first beach resort.

Hua Hin had become a preferred destination for the Thai royal family and the country's aristocracy, and the hotel was an elegant architectural achievement regarded as one of the classic hotels of Asia. That gave Suthikiati a reason to believe Central Group should pursue the bid. He was convinced the company was capable of doing what was needed to restore the hotel to its former glory, and following a successful bid, the process of renovating the Railway Hotel began.

Today branded as Centara Grand Beach Resort & Villas Hua Hin, and still with the elegance of the railway era, the historic property is considered one of



Asia's leading heritage hotels. Hua Hin itself has also transformed into one of Thailand's preferred tourism destinations for domestic and foreign travellers, noted for its air of quiet charm.

In 1990, at a time when tourism generated enormous demand for hotel rooms in Thailand, the company listed on Stock Exchange of Thailand and embarked on further expansion. One of the most dramatic developments was the five-star hotel which opened on Chaweng Beach in Samui in 1995.

Samui had until then been primarily a backpacker destination, and Centara Grand Beach Resort Samui, located on a prime position along Chaweng Beach, became one of the main catalysts for change. The hotel's success was followed by three other Centara resorts on the island — Centara Villas Samui, Centara by Centara Coconut Beach Resort Samui and COSI Samui Chaweng Beach.

In mid-2019, Centara Grand Beach Resort Samui closed for a full renovation and transformation. The beachfront retreat will reopen in 2021, completely reimagined as Centara Reserve Samui, the first in the Centara Reserve collection of luxury resorts, inviting guests to discover a new era of sophisticated, story-driven hospitality.

The group had progressed until this time as Central Hotels & Resorts, and had been a hotel-owning company. The success of the group attracted the interest of other hotel owners, and the group soon evolved into a hotel management company, expanding through the acquisition of management contracts from other owners. In 2007, it was thought the name "Central" would not be fitting for secluded resorts, and thus the decision was made for the company to rebrand to Centara Hotels & Resorts.

Late in 2009, Centara opened its first overseas hotel, Centara Grand Island Resort & Spa Maldives. This marked the beginning of a strategic expansion that extended the Centara footprint to destinations across ASEAN, China, the Indian Ocean and the Middle East, while continuing to add to its portfolio in Thailand.

Centara's growing Middle East presence includes operating properties in Oman with Centara Muscat Hotel Oman and the Muscat Dunes Hotel and

Qatar with Centara West Bay Hotel & Residences Doha. In 2017, Centara inked a joint venture agreement for its first hotel in the UAE, the 607-room Centara Mirage Beach Resort Dubai, opening in 2021. This marks the first Mirage themed resort outside of Thailand and follows the huge success of the iconic and family-centric Centara Grand Mirage Beach Resort Pattaya. A third Mirage property – the 984-key Centara Mirage Beach Resort Mui Ne in Vietnam – will also open in 2021.

Representing the company's first foray into Japan is the 515-room upper upscale Centara Grand Osaka, scheduled to open in 2023.

One of Centara's newest brands, COSI, will be prominent in the group's expansion roadmap. Catering to the modern traveller, COSI is an affordable lifestyle brand offering flexibility, connectivity, and value for money. The first COSI property, COSI Samui Chaweng Beach opened in 2017, followed by COSI Pattaya Wong Amat Beach in 2019, and COSI Krabi Ao Nang Beach in 2020. Additional projects also in development in Chiang Mai and Vientiane.

With Centara's popularity increasing, the company launched its loyalty programme in 2013. CentaraThe1 members earn points when staying at designated properties in Thailand and overseas, as well as when dining at Centara's restaurant outlets or indulging at the award-winning spa facilities. The points can then be redeemed for free room nights at Centara's hotels and resorts, with no blackout periods, throughout the year. Members receive a guaranteed 15% off the best available online rates when booking direct with Centara and can also earn double points when booking direct at centarahotelsresorts.com, fast-tracking through the Silver, Gold and Platinum Elite tiers.

Centara Hotels & Resorts closed the year with a portfolio of 61 managed and 23 owned properties in 14 countries: Thailand, Vietnam, Indonesia, Laos, Cambodia, Myanmar, Japan, Sri Lanka, Maldives, China, Qatar, Oman, UAE and Turkey. Of the total 84 properties, 45 properties are in operation whilst 39 are under development.

Hotel Business Group History

1983

- Hyatt Central Plaza, Bangkok and Bangkok Convention Centre officially opened



1986

- HRH. Princess Somsawali graciously presided over the grand opening ceremony
- Opened and fully-renovated Sofitel Central Hua Hin Resort



1990

- Listed on Stock Exchange of Thailand



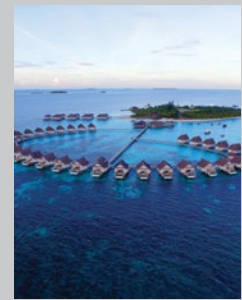
2007

- In March, the board approved name change for the Company's hotel division to CENTARA HOTELS AND RESORTS
- Opened Bangkok Convention Centre at Centara Grand at CentralWorld



2009

- Centara Grand Mirage Beach Resort Pattaya a first themed hotel in Thailand, 5-star property on Wong Amat Beach had its Grand Opening on November 3
- The Centara Grand Island Resort Maldives opened its mainly overwater villas being the first overseas property of Centara Hotels & Resorts



1983	<ul style="list-style-type: none">• Opens Hyatt Central Plaza, Bangkok and Bangkok Convention Centre	2009	<ul style="list-style-type: none">• Opens Centara Grand Mirage Beach Resort Pattaya on 3 November as Thailand's first themed hotel• Opens Centara Grand Island Resort Maldives, the group's first overseas property	King Bhumibol Adulyadej The Great, the first hotel company in Thailand to receive this honour
1986	<ul style="list-style-type: none">• Opens Sofitel Central Hua Hin Resort with a grand opening ceremony presided over by HRH Princess Somsawali			<ul style="list-style-type: none">• Rebrands hotel in Phuket as Centara Blue Marine Resort Phuket
1988	<ul style="list-style-type: none">• Enters into Hotel Management Agreement for Central Wong Amat Beach Resort	2010	<ul style="list-style-type: none">• Opens Centara Grand Beach Resort Phuket, on 3 November	<ul style="list-style-type: none">• Opens Centra by Centara Avenue Hotel Pattaya, a managed hotel in Pattaya
1990	<ul style="list-style-type: none">• Listed on Stock Exchange of Thailand• Acquired Central Mae Sot Hotel	2011	<ul style="list-style-type: none">• Acquires 11 managed hotels & resorts in Thailand• Acquires 12 managed hotels & resorts overseas, including new locations in Bali, Sri Lanka, China and Mauritius	<ul style="list-style-type: none">• Acquires 3 hotel management contracts in Thailand• Acquires 8 hotel management contracts in Lao, Indonesia and Oman
1995	<ul style="list-style-type: none">• Opened Central Sukhontha Hotel, Hat Yai			2015 <ul style="list-style-type: none">• Reopens (Centara Q), a managed hotel in Rayong, after an extensive renovation
1996	<ul style="list-style-type: none">• Opens Central Samui Beach Resort with a grand opening ceremony presided over by HRH Princess Somsawali	2012	<ul style="list-style-type: none">• Opens Centra Government Complex Hotel & Convention Centre Chaeng Wattana• Acquires 3 hotel management contracts in Thailand• Acquires 2 hotel management contracts in Vietnam and Maldives	<ul style="list-style-type: none">• Acquires 1 hotel management contract and rebrands 1 convention centre in Thailand• Acquires 3 hotel management contracts in China• Acquires 4 hotel management contracts in Vietnam, Turkey, Doha and Cuba• Invests in COSI hotel in Samui
1998	<ul style="list-style-type: none">• Rebrands as Central Hotels & Resorts			
1999	<ul style="list-style-type: none">• Opens Central Karon Village, Phuket			
2003	<ul style="list-style-type: none">• Opens ZICO's Brazilian Grill and Bar in Samui	2013	<ul style="list-style-type: none">• Opens Centara Ras Fushi Resort & Spa Maldives, the second owned hotel in the Maldives• Opens Centara Seaview Resort Khao Lak, a managed hotel in Phang Nga• Acquires 8 hotel management contracts in Thailand• Acquires 2 hotel management contracts in Ethiopia and Qatar• Owned and joint venture total 15 hotels and resorts in Thailand and Maldives	2016 <ul style="list-style-type: none">• Opens Centra by Centara Maris Resort Jomtien• Opens Centra by Centara Phu Pano Resort Krabi• Opens Centara Azure Hotel Pattaya• Signs 1 hotel management contract in Thailand• Signs 1 hotel management contract in Doha, Qatar• Signs JV investment contract for hotel in Dubai, United Arab Emirate• Signs investment agreement for COSI hotel in Pattaya, Thailand
2006	<ul style="list-style-type: none">• Opens Central Krabi Bay Resort on 12 November 2006 with a grand opening ceremony presided over by HRH Princess Ubonrattana			
2007	<ul style="list-style-type: none">• Rebrands as Centara Hotels and Resorts• Opens Bangkok Convention Centre at Centara Grand at CentralWorld			
2008	<ul style="list-style-type: none">• Opens Centara Grand at CentralWorld and Bangkok Convention Centre (BCC), the new flagship of the company, with an official grand opening on 2 December in the presence of HRH Princess Ubonrattana	2014	<ul style="list-style-type: none">• Central Plaza Hotel Plc receives a Royal Warrant of Appointment from His Majesty	

2014

- Central Plaza Hotel Plc has received a Royal Warrant of Appointment from His Majesty King Bhumibol Adulyadej, the first hotel company in Thailand to receive this honour



2016

- Opened Centra by Centara Maris Resort Jomtien
- Opened Centra by Centara Phu Pano Resort Krabi



2017

- Opened Centara Muscat Hotel Oman
- Opened COSI Samui Chaweng Beach



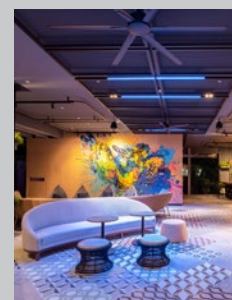
2018

- Opened Centara West Bay Residences & Suites Doha



2019

- Opens COSI Pattaya Wong Amat Beach
- Opens Centara Ao Nang Beach Resort & Spa Krabi
- Opens Centara Sonrisa Residences & Suites Sriracha
- Opens Maikhao Hotel, Managed by Centara
- Opens Maikhao Dream Villa Resort & Spa, Centara Boutique Collection



- 2017**
- Opens Centara Muscat Hotel Oman
 - Opens COSI Samui Chaweng Beach
 - Signs 1 hotel management contract in Thailand
 - Signs 1 hotel management contract in the Maldives
 - Signs 1 hotel management contract in Pakse, Laos
 - Signs 1 hotel management contract in Phnom Penh, Cambodia
 - Investment 2 Centara hotels in Maldives
 - Investment Centra by Centara hotel in Bangkok, Thailand
 - Investment Centara Grand hotel in Samui, Thailand

- 2018**
- Opens Centara West Bay Residences & Suites Doha
 - Signs 6 hotel management contracts in Thailand
 - Signs 3 hotel management contracts in Laos
 - Investment 1 COSI hotel in Chiangmai, Thailand

- 2019**
- Opens COSI Pattaya Wong Amat Beach
 - Opens Centara Ao Nang Beach Resort & Spa Krabi
 - Opens Centara Sonrisa Residences & Suites Sriracha
 - Opens Maikhao Hotel, Managed by Centara
 - Opens Maikhao Dream Villa Resort & Spa, Centara Boutique Collection

- Signs 1 hotel management contract in Laos
- Signs 2 hotel management contracts in Qatar
- Signs 1 hotel management contract in Myanmar
- Signs 4 hotel management contracts in Thailand
- Investment Centara Grand hotel in Osaka, Japan

2020

Opens 4 new hotels in Thailand

- Centra by Centara Cha Am Beach Resort Hua Hin
- COSI Krabi Ao Nang Beach
- Roukh Kiri Khaoyai
- Muscat Dunes Hotel

188 keys
142 keys
12 keys
71 keys

Signs 2 hotel management contracts in Vietnam
Signs 1 hotel management contract in Oman
Signs 3 hotel management contracts in Myanmar
Signs 2 hotel management contracts in Thailand
Signs 2 hotel management contracts in Laos

2,258 keys
71 keys
307 keys
182 keys
292 keys

As of 31 December 2020, we own and operate 18 hotels and resorts in Thailand (16) and 2 in the Maldives. We also have five projects in the pipeline; 1 Centara Reserve hotel in Thailand, 1 COSI hotel in Thailand, 1 Centara Mirage in United Arab Emirates, 2 Centara resorts in the Maldives and 1 Centara Grand hotel in Japan.

6,006 Keys

For managed business, we operate 27 hotels and resorts in Thailand, Vietnam, Sri Lanka, Oman and Qatar. We also have 34 hotels and resorts in the pipeline including in Thailand, Indonesia, Cambodia, Myanmar, Laos, China, Qatar, the Maldives and Turkey.

11,352 Keys

Total portfolio 84 hotels and resorts

17,358 Keys

Restaurant Business Overview

The outbreak of COVID-19 pandemic in 2020 has forced restaurant operators to face with many challenges resulting from lower spending by consumers due to economic instability, decreasing tourism trend, and more aggressive market competition in restaurant business sector due to the rising trend of street food and online food stores which led to the decrease in daily average number of dine-in customers. As a result, restaurant businesses are faced with declining revenue despite the rising cost arising from business modification to support additional revenue generation channels or cost related with cleaning equipment. These impacts are expected to occur with nearly every types of restaurant.

Meanwhile, the changing business environment coupled with the increasing use of online and delivery services among consumers have caused many restaurant operators to quickly adapt to the new normal condition to be able to continue operating its business in a manner which matches the changing consumer demand.

As a result, many restaurants today have become more compact in size with high management flexibility to enable quick adaptation such as food truck, cloud kitchen, kiosk, etc., all of which has the advantage of requiring less advance investment and working capital in comparison to medium to large-sized restaurants and at the same time able to target customers quickly and comprehensively.

Performance Highlights

In 2020, Thailand's economy was severely struck by the outbreak of COVID-19 pandemic which initially originated from Wuhan, China since the end of 2019 before it later transformed into a global pandemic. Today, the severity of COVID-19 crisis continues and therefore causing significant economic impact at both national and global scale. The successful development of COVID-19 vaccine has paved way for the possibility that this global pandemic situation could somehow improve in the near future.

The ongoing COVID-19 pandemic has significantly impacted the food business in Thailand since March 2020. It forced the government to declare a state of emergency which led to the closing down of many department stores nationwide and dine-in restaurants in order to control the virus outbreak. It wasn't until later when the situation seemed to be under control that the government once again allowed department stores and restaurants to resume their services. The outbreak of COVID-19 in Thailand can be divided into two phases: March – May and the end of December. Despite the fact that Thailand's actions to control the virus outbreak seemed to be relatively effective in comparison to other countries, the virus outbreak nevertheless tremendously lowered consumer confidence and severely impacted Thailand's economy. As a result, the growth rate of the overall food business in 2020 has declined when compared to the previous year. In 2020, Central Restaurant Group Company Limited ("CRG") achieved a total revenue of THB 10,132 million, a decrease of 17.6% compared to the prior year, mainly due to the declining growth of Same-Store-Sales (SSS) which dropped by as high as 21.5%. This year CRG achieved relatively low net branch expansion in comparison to the previous year by having a total of 1,094 branches (excluding joint ventures brand) as of 31 December 2020, a net growth of 30 branches or 2.8% compared to year 2019. Currently, CRG operates a total 15 brands.

In respect to profit margin in 2020, CRG faced a total loss of THB 55 million. This mainly resulted from the impact of COVID-19 pandemic which drastically lowered the number of sales especially among dine-in restaurants. Additionally, the company's financial reporting in accordance with Thai Financial Reporting Standards 16: Leases ("TFRS 16") which became effective in 2020 has caused the company's profit to decrease by THB 154 million (as per the previous accounting standard before the adoption of Thai Financial Reporting Standards 16: Leases ("TFRS 16"), CRG achieved a total net profit of THB 99 million).

In spite of facing many difficult business challenges during COVID-19 situation, CRG managed to seek new business opportunities by focusing on diversifying its sales channel especially in terms of food delivery service which has grown dramatically in 2020. Furthermore, CRG placed great emphasis on a more efficient cost management practice to be in line with the decreasing sales especially in terms of personnel related cost. The company also made negotiation to adjust its rental rate structure so that it matches the declining sales. In respect to future business plan, CRG continues to focus on adding more sales channels to better satisfy the emerging consumer demands such as delivery and online services which has tremendously grown over the past year and is expected to continuously increase in the future. As for branch expansion, CRG is planning to shift its focus to non-mall sector to support new sales channels as well as new location and formats of restaurants to better address the requirements of different customer group of each brand and ensure stable and continuous profit growth and success of its food business.



Restaurant Business Group History

As a franchisee with extensive professional experience of over 40 years in managing quick restaurant service, CRG has currently gained confidence among franchisors and operates multi-brand quick restaurant service covering a wide selection of food products as follow:

1978

Introduce Mister Donut to Thai customers and is considered as the origin of franchise food business in Thailand.

1984

Introduce KFC Fried Chicken, which is one of the world's strong brands accepted by customers around the world, to Thailand's food market.

1998

Penetrate the segment of the Light Snack market by introducing Auntie Anne's pretzel products which are widely popular snacks in the United States.

2007

Introduce Pepper Lunch brand, a Japanese-style steak store, with the copyright from Japan, to the market.

2010

- Get a license of Chabuton Ramen Restaurant, the best ramen winner in 2002 TV Champion Program
- Get a license of Cold Stone Creamery from the United States
- Manage Thai Terrace Restaurant



Brand	Branches
Mister Donut	375
KFC	289
Auntie Anne's	188
Pepper Lunch	46
Chabuton	17
Cold Stone Creamery	17
The Terrace	10
Yoshinoya	19
Ootoya	47
Tenya	14
Katsuya	39
Aroi Dee	22
Kowlune	7
Brown Cafe (Joint venture brand)	11
Every Food	4
Salad Factory* (Joint venture brand)	11
Cafe Amezon - Vietnam* (Joint venture brand)	4
Total	1,120

* Presented as joint ventures in Financial Statement



2011

- Get a license of Yoshinoya brand, the best original Japanese rice bowl
- Get a license of Ootoya brand, a premium Japanese restaurant

2013

- Get a license of Tenya brand, the No.1 tempura rice bowl from Tokyo.

2014

- Launch Katsuya brand, a Tonkatsu restaurant with authentic Japanese flavor from Japan.

2019

- Launch Aroi Dee brand, the street fast food with valuable price
- launch Kowlune brand, the original and luxurious Chinese restaurant with affordable price from China
- launch Salad Factory brand, the salad shop for health

2020

- launch Brown Café brand.



Performance Highlights of Subsidiaries in Quick Restaurant Service Group are as follow:

- 1993** Launch the manufacturing of premium ice cream under brand name “Baskin – Robins (Thailand) Company Limited which later changed its name to B-R (Thailand) Company Limited under joint venture between Central Hotel Management Company Limited and Allied Domecq Retailing International at 50:50 ratio.
- 1994** Launch fast food service business by acquiring the shares of Thai Franchising Company Limited which is the franchisee of Mister Donut brand, Central Fast Food Group Company Limited which is the franchisee of KFC brand, and Central Ice Cream Company Limited which is the franchisee of Baskin-Robbins brand.
- 2001** Expand fast food service business by acquiring the shares of Food Novelty Company Limited which is the franchisee of Auntie Anne’s brand and Central Pizza Company Limited which is a franchisee of Pizza Hut brand.
- 2003** Modify investment structure in fast food service business by changing investment proportions of the five subsidiaries to 84% and having one subsidiary, which is Central Pizza Company Limited, acquire the shares of the remaining four subsidiaries and operate business by a single company under the name of Central Restaurant Group Company Limited to raise overall management efficiency and implementing the same business management policy among the five brands.
- Modify investment structure in premium ice cream manufacturing business by increasing shareholding in B-R (Thailand) Company Limited from 50% to 100%.
- 2005** Modify investment structure in fast food service business by increasing shareholding in Central Restaurant Group Company Limited from 84% to 100%.
- Modify investment structure in group companies by having Central Restaurant Group Company Limited acquire 100% shareholding in B-R (Thailand) Company Limited.
- 2007** Become a franchisee of Pepper Lunch brand and launch the first branch in November.
- 2008** Become a franchisee of Beard Papa’s brand in November.
- 2009** Become a franchisee of Chabuton and Cold Stone Creamery brands which are scheduled to open in 2010 together with Ryu Shabu Shabu, a brand created and developed by the company.
- Close down Pizza Hut brand since 1 May 2009.
- Start closing down Baskin – Robins branches since Q3 of 2009 and completely closed down all branches on 31 December 2009.
- 2010** Launch Chabuton and Cold Stone Creamery brands in March followed by the launch of RYU Shabu Shabu, a brand developed by the company. In addition, the company bought a copyright for trademark, production formula, management, and license to expand branches in and outside of the country under a brand named “The Terrace”, including being an outsource for the management of The Terrace restaurant operated by CDS Restaurant Company Limited, and launching Café Donun, the first Japanese-style coffee and donut shop in Thailand.
- 2011** Launch Yoshinoya brand in August and acquire Ootoya brand and license to operate every branch of Ootoya brand in Thailand and license to launch new branches of Ootoya brand in Asia Region. Start to operate Ootoya brand in Thailand in September 2011 and launch The Terrace brand under the management of Central Restaurant Group Company Limited (CRG) in October 2011.
- 2012** The company generates revenue growth totaling THB 8,258 million, an increase by 27.1% from 2011 which is considered the highest growth, with a total of 677 branches.
- 2013** Launch the first branch of Tenya brand in October.
- 2014** Become a franchisee of Katsuya brand and launch the first branch in July.
- 2015** The company generates revenue growth totaling THB 10,098 million, an increase by 2.0% from 2014, with a total of 792 branches.

2016	The company adapts to various economic conditions by focusing on efficiency enhancement and brand expansion to full potential which in turn enable the company's to achieve total revenue of THB 10,529 million in 2016, an increase by 4.3% compared to prior year, with a total of 830 branches. The company closes down Ryu Shabu Shabu since 1 January 2016.
2017	The company generates total revenue of THB 10,884 million, an increase by 3.4% compared to prior year, with a total of 889 branches. Throughout the year 2017, a total of 99 new branches are launched.
2018	The company generates total revenue of THB 11,892 million, an increase by 9.3% compared to prior year, with a total of 956 branches. Throughout the year 2018, a total of 91 new branches are launched.
2019	The company generates total revenue of THB 12,184 million, an increase by 2.5% compared to prior year, with a total of 1,064 branches. Throughout the year 2019, a total of 133 new branches are launched.

The company develops and launches four new brands including:

- Aroi Dee brand, the first branch launched in January
- Suki House brand, the first branch launched in April
- Soft Air brand, the first branch launched in September; and
- Kowlune brand, the first branch launched in November

Additionally, the company enlarges its healthy food business through joint investment by having shareholding of 51% in Green Food Factory Company Limited, which operates Salad Factory restaurant, with a total of 7 branches as of the end of December.

2020	This year the company generates a total revenue of THB 10,037 million, a decrease by 18% or THB 2,147 million compared to prior year, with a total of 1,094 branches as at the end of December (excluding joint ventures brand). Throughout the year 2020, the company launches a total of 80 new branches and closes 50 branches but due to COVID-19 situation the company has to temporarily close down 2 brands including:
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- Soft Air brand which suspended service in March
- Suki House brand which suspended service in all branches in November

In the same year, the company expands its bubble tea business through joint investment by having a shareholding of 51% in Brown Dessert Company Limited, which operates a business of dessert, bakery, and beverages under brand name of Brown Café. However, Brown Dessert Company Limited operates a business of manufacturing and distribution of food, dessert, bakery, and beverages under brand name of Brown Café and owns a total of 11 branches and 1 franchise branch.

The impact resulting from COVID-19 pandemic and state measures in controlling the virus outbreak, such as the closing down of public places that have high risk of COVID-19 spreading and lockdown measure, have prevented many restaurants operated by the company to provide dine-in service during Q1 – Q2 of 2020. Nevertheless, the company added takeaway and home delivery services as alternative options to compensate for existing revenue losses. Following the ease of state lockdown measure during Q3 of 2020, however, the company continued to witness a positive sign of sales recovery to nearly the same level as before the virus outbreak. Nevertheless, the challenges faced throughout this year has made the company operate its business with high caution especially in terms of investment capital spending.

Spending Objectives Progress

(1) Spending of proceeds generated from equity or debenture offering

Debenture	Spending	Estimated Spending	Estimated Duration	Details /Spending Progress
CENTEL218A	1. Proceeds from debenture offering to be used for loan repayment	THB 768 million	within 1 month	Proceeds fully spent as loan repayment as per stated objective
	2. Proceeds to be used as working capital for operating business of the company	THB 212 million	within 1 year	Proceeds fully spent as working capital for operating business of the company as per stated objective
CENTEL229A, CENTEL239A and CENTEL269A	Proceeds from debenture offering to be used for repayment of dues bonds	THB 2,500 million	within 1 month	Proceeds fully spent as repayment for dues bonds as per stated objective
CENTEL 240A	Proceeds from debenture offering to be used for loan repayment	THB 600 million	within 1 month	Proceeds fully spent as loan repayment as per stated objective

(2) Laws applied: all Thai laws

Obligations the Company Stated in the Registration Statement to Offer for Sale of Securities

The issuer must have interest bearing debt to equity ratio not exceeding 2:1 as at the end of the accounting period of each year and must be calculated from the audited consolidated financial statements.



Nature of Business

Revenue Structure

(Unit : Million Baht)

Business		2020		2019		2018	
		Amount	%	Amount	%	Amount	%
Hotel	Centara Grand Hotels & Resort ⁽¹⁾	2,203.4	16.6	6,516.2	30.6	7,288.5	33.5
	Centara Hotels & Resorts	479.3	3.6	1,552.0	7.3	1,671.0	7.7
	Centra Hotels & Resorts	153.1	1.2	324.8	1.5	352.9	1.6
	Cosi Hotels	19.4	0.1	45.6	0.2	51.6	0.2
	Total	2,855.2	21.5	8,438.6	39.6	9,364.0	43.0
Food	Top 4 brands	8,653.1	65.3	10,376.7	48.7	10,235.7	47.0
	Other brands	1,367.2	10.3	1,605.2	7.5	1,497.1	6.9
	Other sales revenues	17.2	0.1	202.2	0.9	166.2	0.8
	Total	10,037.5	75.7	12,184.1	57.1	11,899.0	54.7
Other income ⁽²⁾		356.7	2.8	668.3	3.3	505.2	2.3
Total revenues		13,249.4	100.0	21,291.0	100.0	21,768.2	100.0

Note:

(1) Centara Grand Beach Resort Samui has been closed for renovation since 1 June 2019.

(2) Other income comprised hotel management fee, rental and service fee, marketing support fund and subsidy, and insurance claim etc.

Hotel Business

Characteristics of products and services

Company and Subsidiary, operates a hotel business which currently has a total of 18 hotels, providing room service. Restaurants and Bars Banquet rooms, meeting rooms and other services such as laundry, fitness center, spa, swimming pool, currency exchange and more, which the hotel has been operating from 1983 to 2020 are:

1. Centara Grand at Central Plaza Ladprao Bangkok
2. Centara Grand Beach Resort & Villas Hua Hin
3. Centara Reserve Samui (REBRANDING from Centara Grand Beach Resort Samui) Closed for renovations from June 2019, expected to open for business in May 2021.
4. Centara Villas Samui
5. Centara Villas Phuket
6. Centara Hotel Hat Yai
7. Centra by Centara Hotel Mae Sot
8. Centara Grand Beach Resort & Villas Krabi
9. Centara Karon Resort Phuket
10. Centara Kata Resort Phuket
11. Centara Grand & Bangkok Convention Centre at CentralWorld
12. Centara Grand Mirage Beach Resort Pattaya
13. Centara Grand Beach Resort Phuket
14. Centara Grand Island Resort & Spa Maldives
15. Centara Ras Fushi Resort & Spa Maldives
16. COSI Samui Chaweng Beach
17. Centra by Centara Government Complex Hotel & Convention Centre Cheang Watthana
18. COSI Pattaya Wong Amat Beach

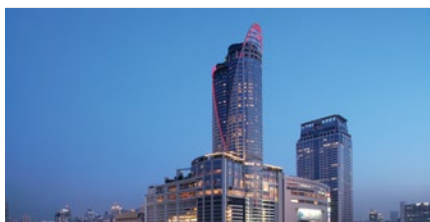
In addition, the company has managed the hotel (Hotel Management Agreements), both domestically and internationally,

1. Centara Anda Dhevi Resort & Spa Krabi
2. Centra by Centara Coconut Beach Resort Samui
3. Centara Chuan Talay Resort & Villas Trat
4. Centara Sandy Beach Resort Danang
5. Centara Koh Chang Tropicana Resort
6. Centara Pattaya Hotel
7. Centara Hotel & Convention Centre Udon Thani
8. Centara Watergate Pavillion Hotel Bangkok
9. Khum Phaya Resort & Spa, Centara Boutique Collection
10. Centara Nova Hotel & Spa Pattaya
11. Waterfront Suites Phuket by Centara
12. Centara Ceysands Resort & Spa, Sri Lanka
13. Centara Q Resort Rayong
14. Centra by Centara Avenue Hotel Pattaya
15. Centara Azure Hotel Pattaya
16. Centra by Centara Maris Resort Jomtien
17. Centra by Centara Phu Pano Resort Krabi
18. Centara Muscat Hotel
19. Centara West Bay Hotel & Residences Doha
20. Centara Ao Nang Beach Resort & Spa Krabi
21. Centara Sonrisa Residences & Suites Sriracha
22. Maikhao Dream Villa Resort & Spa
23. Maikhao Hotel
24. Centra by Centara Cha Am Beach Resort Hua Hin
25. COSI Krabi Ao Nang Beach
26. Roukh Kiri Khaoyai
27. Muscat Dunes Hotel



Centara Family

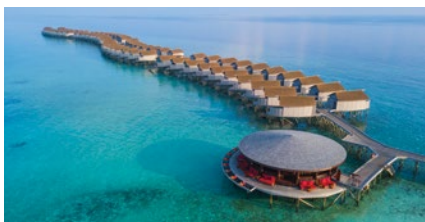
As of the end of 2020, there are six hotel brands, two Spa brands and a loyalty programme within the Centara family.



CENTARA GRAND

CENTARA GRAND HOTELS & RESORTS

Set in prime city and beachfront locations, all hotels and resorts in the Centara Grand category are five-star, offering outstanding facilities and service to delight our guests. Each Grand hotel has a number of restaurants, a luxurious SPA Cenvaree and a fitness centre, along with sports and games facilities.



CENTARA

CENTARA HOTELS & RESORTS

Enjoying premium settings in city centre locations and beach and island destinations, our core range of hotels and resorts are all of four-star rating and provide a memorable experience in both facilities and service.



CENTARA

RESIDENCES & SUITES

CENTARA RESIDENCES & SUITES

Conveniently located to attract the corporate and the leisure long-stay guest, these spacious serviced apartments offer value and provide a moderate level of facilities and services.

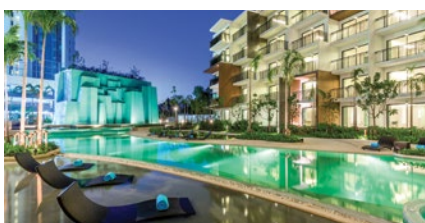


Centara

BOUTIQUE COLLECTION

CENTARA BOUTIQUE COLLECTION

Many people planning a luxury holiday in an exotic setting are looking for a hotel or resort other than the larger properties, somewhere that will reflect their own independence of mind, their own preferences for style and ambience, and their own needs for privacy. Our Boutique Collection is a series of distinctive properties designed to an intimate scale, imparting a residential quality.



centra

by CENTARA

CENTRA BY CENTARA

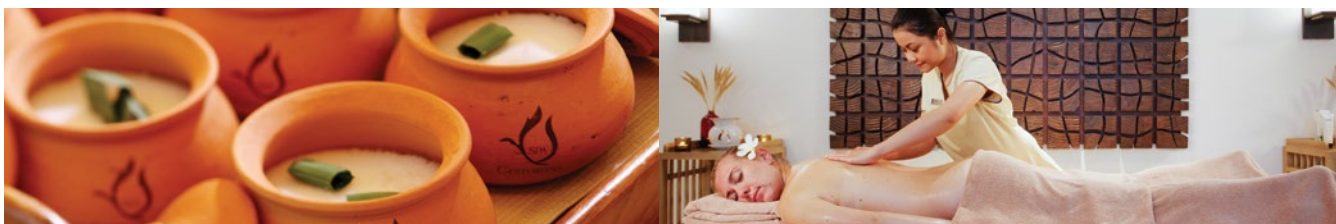
The Centra by Centara brand offers quality, value hotels in the most convenient locations. The service is warm and friendly and the experience and facilities are designed to meet and exceed expectations without over-delivering to a point superfluous to guest needs.



COSI

COSI

The latest brand from Centara, COSI, offers affordable lifestyle hotels for the tech-savvy, smart-minded traveller. The hotels offer their young-at-heart customers a seamless and efficient stay experience, and always in tune with their local environment, they provide the perfect base from which to explore and experience the surroundings



SPA CENVAREE / CENSE BY SPA CENVAREE

Experience the touch of Thailand with the award-winning SPA Cenvaree and Cense by SPA Cenvaree. Operated and owned by Centara Hotels & Resorts, spa therapies draw from the innate healing traditions of Thailand, as well as other South East Asian Countries. SPA Cenvaree prides itself on offering guests the highest-standard therapies by the best-trained therapists. Therapists undergo an extensive training programme incorporating anatomy, physiology, guest service techniques and over 40 styles of spa treatments.



CENTARA THE1



With Centara's loyalty programme, CentaraThe1, members earn points when staying at our designated properties in Thailand and overseas. The more points you earn, the higher you will progress through the membership levels, and the range of benefits available are enhanced at each level. Members also have the privilege of getting 10 % off all our best available online rates. For more information, please visit our website at www.centarathe1.com

Details of each hotel owned by the company are as follows:

1) Centara Grand at Central Plaza Ladprao Bangkok

Category	5 Star Hotel	
Location	Chatuchak, Bangkok	
Room	<u>Type</u>	<u>Number of rooms</u>
	Deluxe room	286
	Premium Deluxe	68
	Deluxe Suite	44
	Premium Suite	12
	Club Deluxe	108
	Club Deluxe Suite	14
	Premium Deluxe Suite	19
	Studio Suite	4
	Executive Suite	6
	Plaza Suite	2
	Royal Suite	2
	Total	565
Restaurant	<u>Venue & Type of cuisine</u>	<u>Capacity (Seats)</u>
	Don Giovanni/ Type of Cuisine: Italian	90 seats with 1 Private room.
	Dynasty/ Type of Cuisine: Chinese	262 seats and 13 Private rooms.
	Hagi/ Type of Cuisine: Japanese	110 seats and 10 private rooms.
	Le Danang/ Type of Cuisine: Vietnamese	100 seats.
	Suan Bua / Location: Pool Area / Type of Cuisine: Thai	120 seats with 2 private room.
	Chatuchak Café/ Type of Cuisine: International	198 seats
	Zing/ Type of Cuisine: Coffee, Tea, and Baked Goods	20 seats.
	Lobby Lounge/ Type of Cuisine: Snack and Bar	100 seats.
	Blue Sky/ Type of Cuisine : French & Bistro	Restaurant 100 seats & 45 indoor seats, 90 outdoor seats & 2 private rooms
Meeting & Events	<u>Venue</u>	<u>Capacity (Seats)</u>
	Vibhavadee Ballroom A	300
	Vibhavadee Ballroom B	500
	Vibhavadee Ballroom C	300
	Vibhavadee Ballroom Combination of ABC	1,000
	Rangsit 1	40
	Rangsit 2	20
	Rangsit 3	20
	Rangsit 4	20
	Combination of Rangsit 2+3	40
	Phaholyothin	50
	Ladprao 1	40
	Ladprao 2	40
	Ladprao 3	40
	Ladprao 4	40
	Ladprao 1+2	80
	Ladprao 3+4	80

	Ladprao Suite Combination of Ladprao 1234	160
	Krungthep 1	60
	Krungthep 2	140
	Krungthep 3	40
	Krungthep 4	80
	Horvang 1	40
	Horvang 2	40
	Horvang 3	40
	Horvang 4	40
	Horvang 2 + 3	90
	Business Centre A	Available – 1 Shap fix for 8 seats
	Business Centre B	Available – 1 Shap fix for 6 seats
Facilitie& Services	Spa Cenvaree	
Open	1983	

2) Centara Grand Beach Resort & Villas Hua Hin

Category	5 Star Hotel	
Location	1 Damernkasem Road, Hua Hin	
Room	<u>Type</u>	<u>Number of rooms</u>
	Deluxe Room	87
	Premium Deluxe room	71
	Premium Deluxe Club	20
	Junior Suite	10
	Deluxe Suite	8
	Duplex Suite	10
	2 Bedroom Duplex	2
	Crystal Suite	1
	Deluxe Spa Villa	4
	Deluxe Pool Villa	16
	Premium Deluxe Pool Villa	22
	Total	251
Restaurant	<u>Venue & Type of cuisine</u>	<u>Capacity (Seats)</u>
	Railway Restaurant/ International and Thai food	226
	Coast/ fusion cuisine and seafood fine dining	168
	Suan Bua Restaurant/ Authentic Thai cuisine	100
	Hagi Japanese Restaurant/ Authentic Japanese cuisine	90
	The Museum Coffee & Tea Corner/Morning coffee& afternoon tea, freshly baked pastries.	60
	Elephant Bar/Drinks & snacks	46
	The Club / serving drinks & snacks	119
	Rajpruek Lounge, Pool Bars / Drinks & Snack (For private functions only)	60
Meeting & Events	<u>Venue</u>	<u>Capacity (Seats)</u>
	Board room	12

	Hua Hin Hall I	40
	Hua Hin Hall II	40
	Colonial Hall I	120
	Colonial Hall II	150
Facilitie& Services	Spa, Business center	
Open	1986	

3) Centara Villas Samui

Category	4 Star Hotel	
Location	Samui	
Room	<u>Type</u>	<u>Number of rooms</u>
	Garden Villa	31
	Deluxe Villa	20
	Deluxe Villa Ocean View	10
	Deluxe Spa Villa	23
	Deluxe Pool Villa	11
	Deluxe Pool Villa Ocean View	5
	Premium Deluxe Pool Villa	1
	Family Deluxe Pool Villa	1
	Total	102
Restaurant	<u>Venue & Type of cuisine</u>	<u>Capacity (Seats)</u>
	The Reef Café / International Cuisine	146
	The Papillion Lounge / Cocktails, Winer & Drinks	43
	The Coral Bar & BBQ / Drinks, BBQ Seafood, and Meats	45
Meeting & Events	<u>Venue</u>	<u>Capacity (Seats)</u>
	Meet at the Reef	80
Facilitie& Services	Spa	
Open	1998	

4) Centara Villas Phuket

Category	4 Star Hotel	
Location	Karon Beach, Phuket	
Room	<u>Type</u>	<u>Number of rooms</u>
	Villa	72
	Total	72
Restaurant	<u>Venue & Type of cuisine</u>	<u>Capacity (Seats)</u>
	The Cliff Restaurant	120
	Bayview Restaurant	80
Facilitie& Services	Spa	
Open	1999	

5) Centara Hotel Hat Yai

Category	4 Star Hotel	
Location	Hat Yai, Songkhla	
Room	Type	Number of rooms
	Superior	60
	Deluxe	120
	Deluxe Premium	47
	Apartment Small	3
	Apartment Medium	2
	Apartment Large	3
	One-bedroom Apartment	3
	Executive Suite	10
	Total	248
Restaurant	Venue & Type of cuisine	Capacity (Seats)
	Sky light Lounge / Cocktail & Live Music	60
	Cappuccino Corner / Coffee, Tea, Fruit Juice and Bake Goods	15
	Saneha Café Restaurant / Authentic Thai & Selected Int'l Cuisine	178
	Ginger Restaurant / Japanese Cuisine	110
	Roti corner	30
Meeting & Events	Venue	Capacity (Seats)
	Sukhontha Hall (A+B+C)	300
	Pre function (A+B+C)	100
	Sukhontha A	60
	Sukhontha B	60
	Sukhontha C	60
Facilitie& Services	Spa, Business Center	
Open	1995	

6) Centra by Centara Hotel Mae Sot

Category	3 Star Hotel	
Location	Mae Sot	
Room	Type	Number of rooms
	Superior Double	28
	Superior Twin	43
	Deluxe Double	12
	Deluxe Twin	24
	Junior Suite	4
	Executive Suite	2
	Total	113
Restaurant	Venue & Type of cuisine	Capacity (Seats)
	River Moei Coffee Shop – International	110
	Bamboo – Pool Bar	24
Meeting & Events	Venue	Capacity (Seats)
	Mae Sot Ballroom	300

	Pha Charoen	30
	Sob Moei	80
Facilitie& Services	Swimming pool, gym, tennis court	
Open	1986	

7) Centara Grand Beach Resort & Villas Krabi

Category	5 Star Hotel	
Location	Krabi	
Room	<u>Type</u>	<u>Number of rooms</u>
	Deluxe Garden View	35
	Deluxe Ocean Facing	32
	Premium Deluxe Ocean Facing	57
	Spa Deluxe Garden View	17
	Spa Deluxe Ocean Facing	42
	1 Bedroom Beachfront Villa	4
	1 Bedroom Ocean Facing Villa with Pool	1
	2 Bedrooms Beachfront Villa	3
	2 Bedrooms Royal Pool Villa	1
	Total	192
Restaurant	<u>Venue & Type of cuisine</u>	<u>Capacity (Seats)</u>
	Lotus Court / Thai and International	195
	Suan Bua / Seafood and Thai	145
	Hagi / Japanese	40
	On The Rocks / Beach bar & grill	80
	In Room Dining / Thai and international	-
Meeting & Events	<u>Venue</u>	<u>Capacity (Seats)</u>
	Ao Nang Suite A+B	140
	Ao Nang Suite A	87
	Ao Nang Suite B	28
Facilitie& Services	Spa Cenvaree	
Open	2003	

8) Centara Karon Resort Phuket

Category	4 Star Hotel	
Location	Phuket	
Room	<u>Type</u>	<u>Number of rooms</u>
	Superior	58
	Superior Ocean	66
	Deluxe Honeymoon Spa Suite	4
	Deluxe	81
	Deluxe Family Studio	9
	Premium Deluxe	97
	2 Bedroom Premium Deluxe	1
	1 Bedroom Pool Cabana	18

	2 Bedroom Pool Cabana	1
	Total	335
Restaurant	<u>Venue & Type of cuisine</u>	<u>Capacity (Seats)</u>
	Lotus Restaurant, Thai and International	182
	Azure, Modern Italian	144
	The Mix Bar, Snacks and Refreshment	30
	Pool Bar: Tropix / Lagoon / Terrace, Snacks and Refreshment	118 / 102 / 99
	In-Room dining / Thai and International	-
	Beer Garden	42
Meeting & Events	<u>Venue</u>	<u>Capacity (Seats)</u>
	Andaman (Type: Class room, U-shape, Cocktail, Banquet, Cabaret)	80 / 40 / 80 / 60 / 56
	Similan (Type: Class room, U-shape, Cocktail, Banquet)	30 / 25 / 60 / 40
	Tarutao I (Type: Class room, U-shape, Cocktail, Banquet)	50 / 35 / 60 / 40 / 37
	Tarutao II (Type: Class room, U-shape, Cocktail, Banquet)	25 / 20 / 40 / 30
Facilitie& Services	Cenvaree Spa	
Open	2003	

9) Centara Kata Resort Phuket

Category	4 Star Hotel	
Location	Kata Beach, Phuket	
Room	<u>Type</u>	<u>Number of rooms</u>
	Deluxe room / King	61
	Deluxe room / Twin	18
	Deluxe room / Family	37
	One bedroom	43
	Two bedroom	4
	Total	163
Restaurant	<u>Venue & Type of cuisine</u>	<u>Capacity (Seats)</u>
	Seasons Restaurant	96
	Waves Pool Bar	48
	Emerald Pool Bar	40
Meeting & Events	<u>Venue</u>	<u>Capacity (Seats)</u>
	Kata Meeting Room	
	- Classroom	18 seats
	- U - Shape	16 seats
	- Theatre	30 seats
	- Cocktail	20 seats
Facilitie& Services	Spa, Business Center	
Open	2006	

10) Centara Grand & Bangkok Convention Centre at CentralWorld

Category	5 Star Hotel	
Location	Bangkok	
Room	<u>Type</u>	<u>Number of rooms</u>
	Superior World	75
	Deluxe World	255
	Premium World	30
	World Club Executive	26
	World Club Deluxe	68
	World Club Premium	14
	Executive Suite	14
	World Executive Suite	6
	Royal suite	1
	Total	505
Restaurant	<u>Venue & Type of cuisine</u>	<u>Capacity (Seats)</u>
	Red Sky/ Chic urban bistro dining, wine bar and Martini bar	160
	Red Sky bar/ 360° AI Fresco Bar	130
	UNOMAS/ Mediterranean food	130
	CRU bar/ 360° AI Fresco Bar	70
	Dynasty / Cantonese Chinese restaurant	140
	The World/ International and themed dinners	220
	Lobby Lounge/ Afternoon tea, pastries and refreshments	65
	Zing/ Pastries and refreshments	65
	Poolside bar/ Light meals and refreshments	60
Meeting & Events	<u>Venue</u>	<u>Capacity (Seats)</u>
	Convention Centre	7,000
	Convention Centre A1	2,200
	Convention Centre B1	4,800
	Convention Centre A2 or B2	3,500
	World Ballroom	1,200
	World Ballroom A/ C	300
	World Ballroom B	600
	Lotus Suite 1 -4	550
	Lotus Suite 1/ 2/ 3 /4	120
	Lotus Suite 5-7	550
	Lotus Suite 5/ 6	120
	Lotus Suite 7	250
	Lotus Suite 8	30
	Lotus Suite 9	100
	Lotus Suites 10	140
	Lotus Suites 11	150
	Lotus Suites 12	110
	Lotus Suites 13/ 14	40
	Lotus Suites 15	20

	M1 & M2 at M23	100
	M1	44
	M2	64
	M3	36
	M4	120
	My Foyer	40
	My Kitchen	60
	My terrace	60
	My Lawn	120
Facilitie& Services	Spa Cenvaree, Fitness centre and Business Centre	
Open	Bangkok Convention Centre 2007	
	Hotel 2008	

11) Centara Grand Mirage Beach Resort Pattaya

Category	5 Star Hotel	
Location	Pattaya	
Room	<u>Type</u>	<u>Number of rooms</u>
	Deluxe Ocean Facing	166
	Deluxe Family Ocean Facing	128
	Deluxe Spa Ocean Facing	24
	Premium Deluxe Ocean Facing	115
	Deluxe Family Residence	21
	Club Mirage	76
	Club Mirage Suite	18
	Grand Mirage Suite	1
	Grand Mirage Duplex Suite	5
	Royal Suite	1
	Total	555
Restaurant	<u>Venue & Type of cuisine</u>	<u>Capacity (Seats)</u>
	Oasis / International buffets and themed dinners	387
	Acqua / Modern Italian and seafood	84
	Vistas / Snacks and refreshments	65
	Waves / Snacks, cocktails and refreshments	30
	Oceans Beach Club / Coastal and cocktails	250
	In-Room dining / Thai and International	-
Meeting & Events	<u>Venue</u>	<u>Capacity (Seats)</u>
	Mirage Grand Ballroom	Classroom 500, Theatre 1,200, Banquet 650, Cocktail 1,000
	Section A	Classroom 150, Theatre 250, Banquet 180, Cocktail 200,
	Section B	Classroom 250, Theatre 350, Banquet 250, Cocktail 300,
	Section C	Classroom 150, Theatre 250, Banquet 180, Cocktail 200,

Facilitie& Services	Aurora Suite	Classroom 70, Theatre 100, Bamqest 100, Cocktail 100,
	Utopia Suite 1	Classroom 50, Theatre 80, Bamqest 80, Cocktail 80,
	Utopia Suite 2	Classroom 50, Theatre 80, Bamqest 80, Cocktail 80,
	Fantasia Suite	Classroom 80, Theatre 80, Bamqest 80, Cocktail 80,
	Mythica Suite	Classroom 80, Theatre 120, Bamqest 100, Cocktail 100,
	Spa Cenvaree	
	Fitness Centre and tennis courts, Kid's Club, Camp Safari, E-Zone for teenagers. Games room. Water park, monsoon Island and water sport activities Shop: Accessories and swim wear, Fabric and souvenir, Tailor, Art De Charme, Jewelry, Scuba Diving and snorkeling.	
Open	2009	

12) Centara Grand Beach Resort Phuket

Category	5 Star Hotel	
Location	Phuket	
Room	<u>Type</u>	<u>Number of rooms</u>
	Deluxe Ocean Facing	67
	Premium Deluxe Ocean Facing	37
	Spa Deluxe Ocean Facing	15
	Premium Spa Deluxe	18
	Deluxe Pool Suite	46
	Luxury Pool Suite	14
	One Bedroom Pool Villa The Club	6
	Two Bedroom Pool Villa The Club	3
	Royal Villa-The Club	1
	Deluxe Sea View	25
	Spa Deluxe Sea View	30
	Total	262
Restaurant	<u>Venue & Type of cuisine</u>	<u>Capacity (Seats)</u>
	The Cove (Asian and International)	247 seats
	Mare (Authentic Italian)	262 seats
	COAST Beach Club & Bistro (Mediterranean)	120 seats
	Luna (Lounge bar and night entertainment)	129 seats
	Lobby Lounge (Cocktail and refreshments)	28 seats
	Splash (Swim-up bar with light snacks and refreshments)	21 seats
	Ripples (Light snacks and refreshments)	26 seats
	In-room dining (Thai and international)	-

Meeting & Events	Venue	Capacity (Seats)
	Phuket Grand Ballroom	- Class room 360 persons Theatre 780 persons U-Shape 115 persons Banquet 450 persons Cocktail 720 persons
	Phuket Ballroom 1, 2	- Class room 198 persons Theatre 364 persons U-Shape 63 persons Banquet 220 persons Cocktail 300 persons
	Colombus	- U-Shape 12 persons
	Madalena and Santiago	- Class room 12 persons Theatre 32 persons
	Marco Polo and Vera Cruz	- Class room 24 persons Theatre 56 persons U-Shape 15 persons
Facilitie& Services	-	
Open	Soft opening 2010, Grand opening February 2011	

13) Centara Grand Island Resort & Spa Maldives

Category	5 Star Hotel	
Location	Maldives	
Room	Type	Number of rooms
	Beach Suite - Twin Bed	6
	Beach Suite - King Bed	36
	Deluxe Water Villa - Twin Bed	3
	Deluxe Water Villa - King Bed	15
	Luxury Sunset Ocean Water Villa	14
	Luxury Sunset Ocean Pool Villa	20
	Luxury Beachfront Pool Villa - One Bedroom	4
	Luxury Beachfront Pool Villa - Two Bedroom	4
	Deluxe Family Water Villa	10
	Total	112
Restaurant	Venue & Type of cuisine	Capacity (Seats)
	Reef: Asian & Western Cuisine	207
	Lotus: Thai Cuisine	74
	Azzuri Mare: Italian Cuisine	54
	Coral: Cocktails, Wines, Bar & Lounge	120
	Aqua: Over Water Bar with Snacks, & Drinks	66
	Island Club: Exclusive Club Lounge & Refreshments	59
Facilitie& Services	Spa, Business Center	
Open	2009	

14) Centara Ras Fushi Resort & Spa Maldives

Category	4 Star Hotel	
Location	Maldives	
Room	<u>Type</u>	<u>Number of rooms</u>
	Ocean front Beach Villa (King)	19
	Ocean front Beach Villa (Twin)	1
	Deluxe Ocean front Beach Villa (King)	10
	Deluxe Water Villa (King)	45
	Deluxe Water Villa (Twin)	5
	Deluxe Spa Over Water Villa (King)	20
	Premium Sunset Spa Water Villa (King)	12
	Premium Sunset Spa Water Villa (Twin)	2
	Deluxe Sunset Water Villa (Twin)	23
	Deluxe Sunset Water Villa (King)	3
	Total	140
Restaurant	<u>Venue & Type of cuisine</u>	<u>Capacity (Seats)</u>
	Ocean Restaurant	130
	Suan Bua Restaurant	44
	La Breaaz Restaurant	42
	Alkhalma Restaurant	34
	Viu Bar	88
	Wave Bar	14
	Lobby Bar	20
Meeting & Events	<u>Venue</u>	<u>Capacity (Seats)</u>
	-	-
Facilitie& Services	Spa	
Open	2013	

15) COSI Samui Chaweng Beach

Category	3 Star Hotel	
Location	Samui	
Room	<u>Type</u>	<u>Number of rooms</u>
	COSI Plus	4
	COSI Room	146
	Total	150
Restaurant	<u>Venue & Type of cuisine</u>	<u>Capacity (Seats)</u>
	WYSIWYG (What you see is what you get)	61
Meeting & Events	<u>Venue</u>	<u>Capacity (Seats)</u>
	-	-
Open	2017	

16) Centra by Centara Government Complex Hotel & Convention Centre Cheang Watthana

Category	3 Star Hotel	
Location	Cheang Watthana, Bangkok	
Room	<u>Type</u>	<u>Number of rooms</u>
	Superior Room	176
	Deluxe Room	32
	Junior Suite	2
	CENTRA Plus Suite	2
	รวมห้อง	212
Restaurant	<u>Venue & Type of cuisine</u>	<u>Capacity (Seats)</u>
	BISTRO 4 (International and Thai Cuisine)	330 seats
	MIX	30 seats
	MEZZ	50 seats
	AFTER PARK	80 seats
Meeting & Events	<u>Venue</u>	<u>Capacity (Seats)</u>
	Vayupak Grand Ballroom	1200 (Banquet)
	Vayupak Hall	6140 (Banquet)
	Circle Building (1st Floor)	250 (Banquet)
	Auditorium	250 (Auditorium only)
	BB-201 / BB-202 / BB-203 / BB-204 / BB-205	240 (Banquet)
	BB-206	40 (U-Shape only)
	BB-207 / BB-208 / BB-209 / BB-210 / BB-211 / BB-212	200 (Banquet)
	BB-401 / BB-402 / BB-403 / BB-404 / BB-405 / BB-406	240 (Banquet)
Facilitie& Services	-	
Open	2017	

17) COSI Pattaya Wong Amat Beach

Category	3 Star Hotel	
Location	Pattaya Wong Amat Beach	
Room	<u>Type</u>	<u>Number of rooms</u>
	COSI Plus	7
	COSI Room	275
	Total	282
Restaurant	<u>Venue & Type of cuisine</u>	<u>Capacity (Seats)</u>
	WYSIWYG (What you see is what you get)	80 seats
Meeting & Events	<u>Venue</u>	<u>Capacity (Seats)</u>
	Vayupak Grand Ballroom	1200 (Banquet)
Facilitie& Services	-	
Open	2019	

Marketing and Competitive Circumstances of Hotel Business

Policy on Investment and Business Administration

Structure of the Company's hotel and resort business operation is currently divided into two types as follows.

1. Self-directed investment and administration under the trademark "Centara"; the trademark "Centara" has been well recognized in domestic and international markets and enables the Company to earn higher returns.
2. Hotel management company under the trademark "Centara"; this type of business operation produces income for the Company by relying on reputation, experience and expertise in hotel management without bearing the burden of hotel development costs, including popularising the trademark for the Company.

Group Marketing Summary

After a positive start to the year, the COVID-19 pandemic gripped the hospitality industry from March onwards, forcing border closures, hotel closures and a fundamental shift in positioning and focus for Centara Hotels & Resorts. New travel requirements, trends and behaviours were adopted or expedited, and extreme agility was required to pivot, innovate, drive new revenue streams and contain costs in a vastly reduced marketplace. With forecasts changing dramatically in correlation with the evolving situation, the objective was recalibrated to capture market share, continue to occupy positive customer mindshare and prepare for the recovery by laying the organisational and technological foundations to drive success when global travel resumes. To that end, Centara succeeded in delivering an RGI (Revenue Generation Index) of 1.24 across its owned hotel portfolio, demonstrating its ability to outperform competitors even in the toughest of circumstances.

Total revenues for 2020 amounted to Baht 2,855 million, a sharp decline from prior year driven predominantly by reduced occupancy in 2020. The Maldives and Thailand were affected despite the Maldives seeing the return of some international business towards the end of the year. Rooms and F&B revenues experienced declines whilst the convention centre and spa business fell at more significant rates – the result of greater restrictions imposed around large group gatherings as well as health and hygiene concerns from the contact element of spa therapies, forcing prolonged spa closures. With domestic business being the key driver of revenues, hotels within driving distance of Bangkok fared best, with Centara Grand Mirage Beach Resort and Centara Grand Beach Resort & Villas Hua Hin securing full year occupancies of 41% and 38%. Centra by Centara Government Complex also saw occupancy levels of 41% thanks to some key corporate group accounts whilst conversely, destinations that typically rely heavily on international business such as Samui and Phuket, suffered the most, with occupancy levels of just about 20%.

Some of the most significant changes brought on by the pandemic helped shape the focus of the commercial initiatives in 2020. There was very clear reliance on domestic business, driven by travel restrictions; the shift from offline to online consumer buying behaviours was expedited; and there was a greater tendency towards using direct booking channels, a result of the assurances brands provide around booking flexibility and cancellation policies. Additionally, the importance and assurances of health and hygiene measures became a prominent factor in guest travel decisions; consumers became more cost-conscious amid economic uncertainty, and trends emerged that saw increased demand for wellness travel as well as secluded accommodations such as private villas.

Centara adopted a phased approach to its sales and marketing strategy, reflecting the status of the pandemic. With strict travel restrictions in place, the first phase saw the company demonstrate resilience and resolve. The focus was on maintaining relationships with customer audiences through social media by providing entertaining "Centara at Home" content, supporting the local communities and frontline workers through charitable offers and free accommodation, and generating new revenues through food delivery services. As the restrictions began to lift, the efforts pivoted towards the development and communication of the certified Centara Complete Care health and hygiene programme, in order to provide assurances to guests on the safety of its hotels; as well as a series of impactful promotions and packages which were centred on guest needs. These included flexible and cancellable offerings, wellness stays and private villa offers, as well as discount flash sales and participation in the government's 40% travel subsidy programme. These promotions contributed over 500m Baht to total revenues.

The shift towards online saw 40% of total revenue driven through online channels in 2020, versus 29% in 2019, whilst the Centara brand website contributed 17% of total rooms revenue in 2020 versus 10% in 2019. This growth was generated through a robust online pricing strategy, impactful promotions and highly targeted online advertising and social media efforts, coupled with an aggressive member marketing and communication strategy through the Centara The 1 loyalty platform. Despite the significant year-on-year total occupancy and revenue shortfalls driven by the loss of inbound business, the Centara website still delivered a 2.4% increase in bookings from the prior year, with 47,887 reservations completed, of which 89% were consumed by Centara The 1 members.

The strategic longer-term focus of commercial activities in 2020 entailed laying the foundations for a strong business rebound and ongoing future success of the organisation. The revenue pricing model was rebuilt to facilitate greater rate and RevPar optimisation, and a deal was finalised with the industry-leading vendor to launch a new Central Reservations System (CRS) comprising enhanced channel management, customer profile management and website booking engine capabilities. This will be launched in 2021 and will enable dynamic rate connectivity to a vast number of online travel partners as well as improved booking conversion functionalities. Fully integrated to the CRS, the rollout of the new Customer Contact Centre (CCC) also commenced. This centralised and high-tech operation will handle all reservations and customer service enquiries across the group via a 24/7 multi-language central team and will comprise communication through voice, email, messaging services and chatbots. The CCC will drive cost efficiencies, improved customer service, consistent on-brand experience and increased revenue generating opportunities through cross- and up-selling. It will fully launch in early 2021. The new website and mobile experience launch also began in 2020, with the new COSI site the first to be released and the remaining sites to be launched by the middle of 2021, all contributing to a best-in-class user experience. Finally, the

commercial manning model was redesigned, and will also be implemented within 2021. The revised organisational structure will see the commercial resources refocused towards the highest revenue-generating business areas and is designed to drive optimal business in a post-COVID-19 norm.

From a brand development perspective, company expansion continued despite the challenging climate, as confidence in the recovery and future success remained firm. Centara Reserve, Centara's new luxury brand was launched to the market in 2020, in advance of the opening of Centara Reserve Samui in 2021, which will be the first property in the collection. Furthermore, Centara commenced operation of four additional managed hotels in 2020. This included three new properties in Thailand - Centra by Centara Cha-Am Beach Resort Hua Hin; the company's third COSI hotel, in Ao Nang, Krabi; and the latest Centara Boutique Collection property, Roukh Kiri Khao Yai - all of which achieved strong early business results considering the challenging operating environment at time of opening. The fourth property to join Centara's network of operating hotels was the group's second in Muscat, Oman - Muscat Dunes Hotel.

In an extraordinary year, the commercial division demonstrated great agility to realign its focus, innovate and develop ground-breaking new initiatives to continue to build brand awareness, drive customer engagement and capitalise on all opportunities to maximise revenues from available customer groups. At the same time, the strategic pillars were firmly planted to position Centara prominently front of mind for customers and business partners, and ready to rebound with speed and dynamism when global travel resumes.



The company operates the marketing strategies for each hotel as follows.

1) Centara Grand at Central Plaza Ladprao Bangkok

Number of room	: 565 rooms
Target customers and competitive strategy	<p>: Due to the COVID-19 crisis which originated in China then causing the global impact including Thailand, the Government has announced nationwide lockdown measures banning entry to foreign nationals since April, this caused Centara Grand at Central Plaza Ladprao Bangkok to temporarily shut down for three months during April to June 2020 resulting in the hotel's having no income during the particular period. The hotel reopened in July 2020, the impact of COVID-19 pandemic brought about living the New Normal among customers and sectors. That is, organising a seminar required more space to maintain social distancing resulting in the income from each seminar organisation less than the Hotel had aimed. As regards to the hotel room, because foreign customers could not fly in and out of Thailand freely as a result of the COVID-19 pandemic which impacted other countries more or less than Thailand, the Hotel had no customers from travel agents, airlines, international MICE and so forth due to the restrictions.</p> <p>When the hotel reopened in July 2020, we have solely welcomed domestic customers for accommodation, meeting, or seminar in which price and length of stay could not compensate for the missing income from international customers.</p> <p>The COVID-19 crisis has impacted the global tourism industry and companies or private sector extensively, therefore the Company's expense budget for meeting, seminar, or party was limited.</p> <p>Nevertheless, during July to December 2020 (mid-month) the Hotel had welcomed a moderate number of customers for domestic seminars until another outbreak of COVID-19 arose and froze everything once again.</p>
Competition	: Very high as demand is less While the supply is more
Competitor	: Swissotel Bangkok Ratchada; Royal Orchid Sheraton Hotel & Towers; Amari Don Muang Airport Bangkok; Ramada Plaza Menam Riverside; Novotel Bangkok IMPACT
Proportion of domestic /abroad customers	<p>: 90 % : 10 %</p> <p>In January - March 2020, there are still foreign customers arriving.</p>

2) Centara Grand Beach Resort & Villas Hua Hin

Number of room	: 251 rooms
Target customers and competitive strategy	<p>: It focuses on the target group who requires high service quality by setting strategies which highlight customer satisfaction, aim for keeping the existing customer base and a new one having no price sensitivity, and maintain the hotel identity integrated with superb service under Centara's standards in order to promote business operation in the long run and consolidate the hotel group under Centara.</p>
Competition	: High
Competitor	: Hyatt Regency Hua Hin, Intercontinental Hua Hin, Hilton Hua Hin, Anantara Hua Hin, Marriott Hua Hin, Sheraton Hua Hin
Proportion of domestic /abroad customers	: 44 % : 56 %

3) Centara Villas Samui

Number of room	: 102 rooms
Target customers and competitive strategy	: The target market consists of European customers largely making the booking via agencies and websites; important procedures and strategies are setting the target and adjusting the price rate up or down to suit the competitors and customer booking trends.
Competition	: High
Competitor	: Paradise Beach Resort, The Passage Resort, Samui Buri, Avani
Proportion of domestic /abroad customers	: 6 % : 94 %

4) Centara Villas Phuket

Number of room	: 72 rooms
Target customers and competitive strategy	: Foreign tourists, especially Europe and Asia, including Germany, Russia, UK, Australia, USA, China
Competition	: Very high, especially in low season
Competitor	: Metadee Resort and Villas, Sawasdee Village Kata, Secret Cliff Villa, The Beyond Resort Phuket, The Front Village
Proportion of domestic /abroad customers	: 6 % : 94 %

5) Centara Hotel Hat Yai

Number of room	: 248 rooms
Target customers and competitive strategy	: The target market comprises customers from neighbouring countries such as Malaysia which is particularly the main target, Singapore and Indonesia, travelling for recreation and business in the region, as well as domestic customers including common travelers, conference or seminar participants, government officials, and other business persons operating a business in the region and neighbouring countries because of static Ringgit exchange rate, Big project cancellation, and unrest in three southern provinces. The hotel's current competitive strategic procedures are based on compensatory effort to include a domestic customer base that is conference or seminar participants as the target group in both public and private sectors. Besides, the hotel has invested in room renovation and superb service quality to all customer groups, building a good service image evidently perceived by neighbouring countries and hotel customers as prominent among other hotels in Hat Yai, regarded as the hotel sustainable selling point.
Competition	: High
Competitor	: Lee Garden Plaza, Regency, Buri Sripu
Proportion of domestic /abroad customers	: 32 % : 68 %

6) Centra by Centara Hotel Mae Sot

Number of room	: 113 rooms
Target customers and competitive strategy	: It focuses on the target group who requires a place for organising a conference or seminar particularly a customer group of government officials from local and neighbouring organisations; this includes companies and stores within the area under Centara's standards. Additionally, we welcome travellers who prefer tranquility and an escape from chaos at work and travel around different attractions.
Competition	: High
Competitor	: Eco Inn, Hopp Inn, J2, Queen Palace, Wattana Village
Proportion of domestic /abroad customers	: 80 % : 20 %

7) Centara Grand Beach Resort & Villas Krabi

Number of room	: 192 rooms
Target customers and competitive strategy	: The main market emphasis is on the sale of room, organising a small party, and a beach wedding; the key travellers are a combination of Europeans and Asians based on a season. The key feature is the seaside location with a private beach, near a shopping hub of Ao Nang Beach, which has been well received.
Competition	: High
Competitor	: Amari Vouge Krabi, Aonang Villa, Dusit Thani Krabi Beach and Resort, Tubkaak Krabi
Proportion of domestic /abroad customers	: 50 % : 50 %

8) Centara Karon Resort Phuket

Number of room	: 335 rooms
Target customers and competitive strategy	: Marketing factor: this year the business has a lot of challenges due to the impact of the main markets' lower turnover. That is, the Australian market has greatly reduced and tends to veer to other destinations but Thailand, as well as the baht's appreciation, decrease in the Chinese market as there was no series of group tours this year. Also, the impact of the boat accident last year attracted criticism from social media in China causing a negative image towards tourism in Phuket; this led to a boycott against Phuket attractions as regards to standards and safety. The English market has significantly decreased as a result of the Brexit concern and the baht's appreciation, meanwhile the Russian market has been lowered than the previous year partially caused by reduction in guaranteed reservation of a hotel room, the currency depreciation and the baht's appreciation.
Competition	: High
Competitor	: Novotel Phuket Karon, Novotel Phuket Kata, Deevana Plaza Patong, Ramada Phuket Southsea
Proportion of domestic /abroad customers	: 2 % : 98 %

9) Centara Kata Resort Phuket

Number of room	: 163 rooms
Target customers and competitive strategy	: Value for money such as a room package including free daily breakfast and dinner, an all-in-one room package including daily breakfast, lunch, dinner, and refreshment for the French market, boosting the sales of food and beverage by daily themed dinner

	promotion, consistent training to hotel staff to deliver good service and memories to guests, and keeping good quality of product functions available for sales. Further, the hotel's environmentally-friendly practice has become a competitive strategy over competitors, launching a promotion to attract agencies and online travel agents' reservations ahead of time.
Competition	: High
Competitor	: Alpina Phuket Nalina, Easin Yama Phuket, Kata Beach Resort, Phuket Orchid
Proportion of domestic /abroad customers	: 1 % : 99 %

10) Centara Grand & Bangkok Convention Centre at CentralWorld

Number of room	: 505 rooms
Target customers and competitive strategy	: Due to the COVID-19 pandemic which began in Thailand in January 2020, international customers were restricted to travel and international conferences and seminars were postponed. Consequently, the hotel has mainly aimed to extend the base to the domestic customers such as a conference-focused group from public and private sectors, organising packages for Thai travellers and foreign nationals residing in Thailand who are interested in staying at the hotel fully equipped with facilities and amenities and five-star service at an exclusive price, a customer group interested in specific services such as food, beverage, and spa to whom the hotel planned to extend owing to their purchasing power in the domestic market, and coupling with the government "Rao Tiew Duay Gan" tourism stimulus to encourage domestic travellers to support the tourism industry amidst this crisis.
Competition	: The competition is very high due to the smaller customer group, Only Thai or foreign customers residing in the country, there are new hotels that have been added in the past 2020 in the same district, with government orders. Can not hold a conference, seminar or banquet, or can be held for a limited time only.
Competitor	: Bangkok Marriott Marquis Queen's Park Bangkok, The Athenee Hotel- A luxury collection Hotel, Royal Orchid Sheraton Hotel & Towers, Renaissance Bangkok Ratchaprasong, Anantara & Avani Riverside Bangkok Resort
Proportion of domestic /abroad customers	: 95 % : 5 %

11) Centara Grand Mirage Beach Resort Pattaya

Number of room	: 555 rooms
Target customers and competitive strategy	: It focuses on the target group consisting of family, conference participants, wedding, and those who require high service quality by setting strategies which highlight customer satisfaction, aim for keeping the existing customer base and a new one having no price sensitivity, and maintain the hotel identity integrated with superb service under Centara's standards in order to promote business operation in the long run and consolidate the hotel group under Centara.
Competition	: High
Competitor	: Avani, Dusit, Amari, Pullman, Cape Dara
Proportion of domestic /abroad customers	: 63 % : 37 %

12) Centara Grand Beach Resort Phuket

Number of room	: 262 rooms
Target customers and competitive strategy	: Group of tourists from Europe, Russia, Australia, and China.
Competition	: High Due to the increasing baht fluctuation in the second quarter onwards, customer's decision and behaviour have significantly changed particularly among European and Australian markets leading to evident reduction in the number of guests. Additionally, increasing new hotels gave rise to more price competitiveness.
Competitor	: Le Meridian Phuket Beach Resort, Westin Siray Bay Resort & Spa Phuket, Dusit Thani Laguna Phuket, Movenpick Resort & Spa Karon Beach Phuket
Proportion of domestic /abroad customers	: 5 % : 95 %

13) Centara Grand Island Resort & Spa Maldives

Number of room	: 112 rooms
Target customers and competitive strategy	: In 2020, the global impact of COVID-19 caused the hotel to close down during April to November 2020 and to reopen in December the same year; the main market is Indian customers owing to the established travel bubble with Maldives government. There was uncertainty about market-based pricing strategy and booking was deferred among guests in 2020 namely UK, China, India, and Russia respectively.
Competition	: High
Competitor	: Lux Maldives, Dusit Thani, Anantara Dhiu
Proportion of domestic /abroad customers	: 0 % : 100 %

14) Centara Ras Fushi Resort & Spa Maldives

Number of room	: 140 rooms
Target customers and competitive strategy	: It focuses on the target group who requires high service quality by setting customer satisfaction-focused strategies, aiming to keep the existing customer base and a new one having no price sensitivity, and maintaining the hotel identity integrated with superb service under Centara's standards in order to promote business operation in the long run and consolidate the hotel group under Centara.
Competition	: High
Competitor	: Sheraton Full Moon, The Sun Siyam, Kurumba, Paradise Island
Proportion of domestic /abroad customers	: 0 % : 100 %

15) COSI Samui Chaweng Beach

Number of room	: 150 rooms
Target customers and competitive strategy	: The target market consists of single traveller, couple traveller, group of friends and shopper; the hotel is located in the city centre, near the airport, Chaweng Beach, shopping hub, and Central Festival Samui department store. The emphasis is on travel convenience, comfortable room, and modern design, suiting the customer who prefers using social media and modernity.
Competition	: High
Competitor	: Ibis Samui, Samui Verticolour, The Avenue and Nora Chaweng, The Teak Wing Hotel Samui
Proportion of domestic /abroad customers	: 29 % : 71 %

16) Centra by Centara Government Complex Hotel & Convention Centre Cheang Watthana

Number of room	: 212 rooms
Target customers and competitive strategy	: An easy commute into one of North-Bangkok business districts and The Government Complex. A short drive away from IMPACT Muang Thong Thani. The hotel & convention recognized as an International mid-scale brand, cater to MICE business especially government sectors, offer great services by professional event team with flexibility and valuable experiences to all guests as committed from every member of employee.
Competition	: High
Competitor	: Amari Don Muang Airport Bangkok Hotel, Best Western Plus Wanda Grand Hotel, Ibis Bangkok Impact, Novotel Bangkok Impact
Proportion of domestic /abroad customers	: 100 % : 0 %

17) COSI Pattaya Wong Amat Beach

Number of room	: 282 rooms
Target customers and competitive strategy	: The target market is composed of single traveller, couple traveller, group of friends and shopper; the hotel is located in the city centre, near Wong Amat Beach, with emphasis on travel convenience, comfortable room, and modern design, suiting the customer who prefers using social media and modernity.
Competition	: High
Competitor	: Ibis, Red planet, Holiday Inn express, Mercure
Proportion of domestic /abroad customers	: 69 % : 31 %

Products and Services

The global crisis of COVID-19 pandemic made a critical impact on the tourism industry including Thailand, resulting in the Company's adjustments to hotel expansion including sales and marketing strategies. The adjusted strategies are based on individual customer group needs including distribution channels and communications which focus on service safety provided at Centara's hotel group in accordance with international health regulations. The Company has prepared the future operational planning as follows.

1. Communication via all channels on guest and hotel healthcare under "Centara Complete Care" adopting the same standards in all Centara Hotel Group
2. With focus on product and service development to suit the market needs during COVID-19 pandemic
3. Information technology and mobile application development to support online communication in accordance with the New Normal policy on communication between customer and staff
4. Emphasis on domestic sales channels by partnering with other domestic companies to promote the direct sales and sales via B2C and B2B
5. Developing the website: www.centarahotelsresorts.com for customers and guests to make a reservation and an enquiry directly to the hotel and offering the best discount privilege for those making the hotel's direct bookings including opening for Centara The One membership in direct reservations added with discount and privilege in accumulating points
6. Providing international standards-based services and developing the hotel personnel in accordance with hotel individualistic identity
7. Seeking novel sales channels by offering privileges to personnel of public sector and private one in which there are greater than 500 members and employees, such as members of Government Pension Fund, employees under Private Company Limited affiliates and so on.
8. Among hotel groups in Thailand, emphasis is on MICE market owing to eligibility for Government's tax-deductible expense in organising domestic seminars and price flexibility based on customer budget due to the pandemic for cost reduction.
9. To implement the marketing via all social media channels based on behavioural trends among Asians and Thais and set the goal to increase new member via this channel by 100 to 500 percent minimum

10. Continuous monthly marketing and sales strategy and campaign for guests and customers to enjoy the service continuously

11. Sales and marketing strategy in Centara's international hotel group, we have opened for international customers in a particular country overseas where the local government's policy allows travels such as affiliated hotels in Maldives which have serviced international guests.

12. Sales, catering, food sales, or delivery service with price appeals and five-star quality

13. Providing incentive or commission for agents who have achieved the sales target agreed with Centara's hotels such as Centara Maldives offering the commission to Indian and Russian agents

Pricing Policy

- Setting the room pricing by monthly campaigns based on key factors such as festivals or seasons, competitive pricing, sales promotion, types of consumers, economic conditions, political circumstances, and hotel operational costs, and participating in the government's campaign among affiliated hotels in Thailand in which the government offers 40 percent cashback to Thai travellers for stays at domestic hotels

- Appealing pricing package is based on the marketing situation in each customer segment, providing food and beverage services, and spa, together with hotel room or group tours. Details about average room rate and average occupancy rate of each individual hotel in 2020 are the following.

	Average Room Rate (baht)	Average Occupancy Rate (percentage)
Bangkok	2,061	27.9%
Provincial Regions	2,868	27.3%
Maldives	16,037	23.2%
Average	3,105	27.5%

Sales and Sales Channels

The Company's key sales channels are as follows:

1. Sales to B2B customers, largely the domestic market owing to the COVID-19 pandemic including FIT and Group segments

2. Sales via the website: www.centarahotelsresorts.com by direct bookings with discount privileges including Centara The One membership affiliated with The One under Central Group for jointly accumulating and redeeming points, allowing the customers to redeem the points for promotional items at all Central Group-affiliated companies in accordance with Synergy Concept policy, leading to the continuous growth of customers who make reservations via Centara's website due to better pricing than other channels and continuously increasing booking rate via this channel

3. Co-marketing with online travel agents or B2C via online platforms such as Agoda, Booking.com, Expedia, and Ctrip

4. Sales to general customers via travel and tourism exhibitions and media such as printings and billboards, and direct sales via exhibition booth at tourism trade fairs

5. Sales promotion with partners such as airlines, credit card providers, magazines, banks and so on by offering special discounts to members of particular organisations

6. Sales via online sellers regarding hotel room and service-related products

7. Sales via social media such as Facebook, Instagram, and LINE



Food Business

Central Restaurant Group Family

Currently, we have 15 brands under the Central Restaurants Group Co.,Ltd.



1. Mister Donut

A leading donut brand in Thailand that delivers fresh donuts with premium delivery service to hands of customers.



2. KFC

The largest quick service restaurant with global popularity that offers delicious fried chicken menu with a unique identity and superior quality to customers.



3. Auntie Anne's

The leader of Soft Pretzel in Thailand that has maintain strong brand identity in terms of flavor, texture, freshness, shape, smell, and unique pretzel menu.



4. Pepper Lunch

The one and only Japanese-style hot plated steak restaurant in Thailand that serves every hot plate dish at a perfect temperature so customers can enjoy the delicious taste of their favorite menus to the very last bite. The restaurant offers a wide range of steak and rice pepper menus delicately crafted from premium quality raw materials imported from the US and Australia served with organic vegetables on the side.

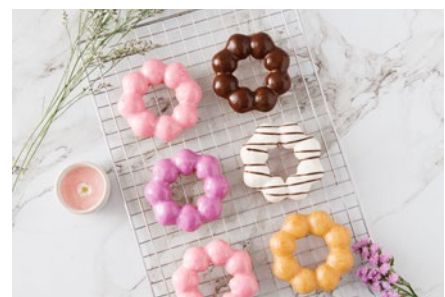


ちゃぶ屋とんこつらぁ麺
CHABUTON



5. Chabuton Ramen

The original Japanese ramen brand guaranteed by TV Champion that offers uniquely delicious flavor of authentic concentrated Japanese soup served with soft and chewy noodles in pale yellow color and tender sliced pork chashu.



6. Cold Stone Creamery

A super premium mix-in ice cream with creatively American-style unique flavors made from meticulously selected raw materials combined with creative mix-ins on a frozen granite stone to offer a wide array of customer selection.



7. Thai Terrace

An authentic Thai restaurant that allows customers to closely experience Thai culture through various traditional Thai cuisine that has been passed down from one generation to the next for more than 40 years. Each homemade menu is carefully crafted to strengthen the warmth and bond among family members and global community.



8. Yoshinoya

The original Japanese beef bowl (gyudon) have history more than 120 years with over 2,200 branches worldwide. Our beef bowl (gyudon) with premium ingredient import from U.S. and we're have variety menus with Japanese rice bowl (Donburi). For our standard is "Tasty, cheap and fast"



9. Ootoya

A premium Japanese restaurant under the concept of Japanese Home Cooking Style Restaurant that is meticulous in the selection of premium quality raw materials with freshness and authentic Japanese flavor as well as healthy for customers.



10. Tenya

No.1 Japanese tempura restaurant, originated from Asakusa, Tokyo, that serves authentic tempura rice bowl with Tenya's secret tempura sauce. We are well-selected premium and fresh ingredients and consisted our quality by an Japan-imported automatic fryer. All the tempura are golden crisp with light texture and non-greasiness. This uniqueness will enhanced every taste to be the best moment of joy.



11. Katsuya

Tonkatsu No.1 from Japan : original recipe from Tokyo ,serving Tonkatsu with authentic taste. We select best-quality and fresh ingredients. Now available all over Japan with more than 400 branches. Serve the Japanese authentic Tonkatsu, Katsudon and Curry Rice serving exquisite Tonkatsu menu made from fresh and high quality ingredients with high quality at affordable price.



12. Aroi Dee

The source of delicious Thai street food that offers an array of menus at value prices including providing convenience and timely meals cooked by the original Thai recipe that has been developed for more than 40 years.



13. Kowlune

An authentic Chinese restaurant in Cantonese style with secret's recipe from Hong Kong's Chef that was developed from the Dynasty restaurant at Centara Grand Hotel. With legendary deliciousness, we selected the best raw materials presented in Hong Kong Style that will let you to get an experience's taste more closely in original style. We serve a food at affordable price with easy and cozy feeling that you can enjoy everyday!

14. Salad Factory (Joint Venture)

A healthy salad restaurant that is attentive in selecting premium quality raw materials from the source of safe and healthy food for customers. Apart from salad menus that are creatively crafted and served with homemade salad dressings and sauces, the restaurant offers more than 200 menus that are vegetable salad and non-vegetable menus such as steak, spaghetti, rice dishes, etc., at affordable prices with a wide range of selection for all family members

15. Brown (Joint Venture)

Brown Café is a unique Japanese dessert restaurant under the concept of "A friendly dessert for your health" that attentive in delivering the warmth and delicacy of each menu to offer the best culinary experience for customers.

Food Chain Industry

Product and Service Description

Central Restaurants Group Company Limited (CRG) aims to become the number one consumer-preferred leader in the restaurant industry, equipped with innovation and delivery of value-for-money meals to consumers for any occasion. CRG values creation and development of new menu items to offer diverse alternatives for consumers, innovation management for reducing costs, expanding distribution channels, sales promotion to achieve consumer satisfaction, continuous branch expansion with novel store types to suit the new generation lifestyles. Our vision is that "We are to be the number one consumer-preferred leader in the restaurant industry, equipped with innovation and delivery of value-for-money meals to consumers for any occasion."

CRG as the current franchisee and holder of company owned rights, has been recognized by franchisors for administration and management competency in the food chain industry with multi-brand stores including nearly all food types in the industry. For the past years, CRG was continuously entitled to renew the agreements of each brand. Management of individual food brands under CRG are listed as follows.

Brand	Segment	Right	Branches
Mister Donut	Donut	Exclusive*	375
KFC	Fried Chicken	Non-exclusive**	289
Auntie Anne's	Soft Pretzel	Exclusive*	188
Pepper Lunch	Steak Japanese style	Exclusive*	46
Chabuton	Ramen	Franchise Agreement	17
Cold Stone Creamery	super premium mix-in ice cream	Exclusive*	17
Thai Terrace	Thai restaurant	Company Owned***	10 management restaurant "The Terrace" for C.D.S. Restaurant Co., Ltd.
Yoshinoya	Japanese beef bowl (gyudon)	Exclusive*	19
Ootoya	Japanese Home Cooking Style Restaurant	Exclusive*	47
Tenya	Japanese tempura restaurant	Exclusive*	14
Katsuya	Japanese Fried Pork with Rice	Exclusive*	39
Aroi Dee	Thai street food	Company Owned	22
Kowlune	Chinese restaurant	Company Owned	7
Brown café	Food, Beverage, Dessert, Bakery	Company Owned	11 company owned 1 Franchise
Every Food	Cloud Kitchen	Company Owned	4

Note: *Exclusive Right – CRG has the exclusive right to operate the product brand.

** Non-exclusive Right – CRG earns the right to operate the product brand with the franchisor Yum Restaurants International (Thailand) Co., Ltd. who still has the right to appoint additional franchisees into the territory.

*** Company Owned – CRG bears the brand ownership rights.

CRG has plans for continuous expansion of the franchised brands in addition to business expansion by developing the existing products and brand effectiveness, and introducing new brands to offer diverse alternatives to consumers in order to meet demands and modern lifestyles of consumers, subject to constant change.

On 31 December 2020, CRG had the total of 1,094 branches in Bangkok and regional areas (excluding Brown cafe, own investment in 11) comprising 4,840 employees and 4,241 full-time equivalent employees or approximately 9,081 in total.

Product descriptions of the company's 15 existing brands are as follows.

1) Mister Donut

Brand	Mister Donut
Segment	Donut
Right	Exclusive Right
Branches	Company Owned 375 branches
Service model	1. Dine In 2. Take Away 3. Delivery 4. Catering
Target Market	Teenagers, family, kids and working persons with modern lifestyles enjoying convenience and promptness
Brand Key Features	Mister Donut places importance on fresh quality donuts and on the delivery method to keep the best quality for customers.

2) KFC

Brand	KFC
Segment	Fried Chicken
Right	Non-Exclusive Right
Branches	Company owned 289 branches
Service model	1. Dine In 2. Take Away 3. Delivery 4. Self- Pick Up at store & at car
Target Market	Teenagers, family, kids and working persons with modern lifestyle enjoying convenience and promptness
Brand Key Features	The biggest fast food restaurant popular around the world serves uniquely delicious quality fried chicken to customers.

3) Auntie Anne's

Brand	Auntie Anne's
Segment	Soft Pretzel
Right	Exclusive Right
Branches	Company Owned 188 branches
Service model	1. Dine In 2. Take Away 3. Delivery 4. Catering
Target Market	Teenagers, family, kids and working persons with modern lifestyle enjoying convenience and promptness
Brand Key Features	Auntie Anne's is unique in terms of flavor, dough texture, freshness, shape, and sweet smell; the product is unique and different.

4) Pepper Lunch

Brand	Pepper Lunch
Segment	Steak Japanese style
Right	Exclusive Right
Branches	Company Owned 46 branches
Service model	1. Dine In 2. Take Away 3. Delivery 4. Food court
Target Market	Students and working persons with modern lifestyle enjoying novelty, convenience, and promptness
Brand Key Features	Pepper Lunch is notable for its unique hot plate meals with self-cook hot plate innovation heating up to 260 Celsius degrees.

5) Chabuton

Brand	Chabuton
Segment	Ramen
Right	Franchise Agreement
Branches	Company Owned 17 branches
Service model	1. Dine In 2. Take Away 3. Delivery
Target Market	Teenagers and working persons, both Thai and Japanese, with modern lifestyles enjoying Japanese food particularly original ramen from Japan
Brand Key Features	Chabuton presents the original taste of Japanese ramen, guaranteed by Michelin Guide Award.

6) Cold Stone Creamery

Brand	Cold Stone Creamery
Segment	Super premium mix-in ice cream
Right	Exclusive Right
Branches	Company Owned 17 branches
Service model	1. Dine In 2. Take Away 3. Delivery 4. Catering
Target Market	Middle – high-end customers who are teenagers, working persons, family, and foreigners with modern lifestyles enjoying novelties
Brand Key Features	Cold Stone Creamery is super-premium mix-in ice cream known for its unique American-style intense flavors with select material mixed in on a frozen granite stone; customers can enjoy personalized ice cream flavors and ingredients.

7) Thai Terrace

Brand	Thai Terrace
Segment	Thai restaurant, Thai dessert, and beverage
Right	Company Owned
Branches	Management restaurant "The Terrace" for C.D.S. Restaurant Co., Ltd. 6 branches Company Owned 10 branches
Service model	1. Dine In 2. Take Away 3. Delivery 4. Catering, buffet, boxed meals and snacks
Target Market	Customers aged 30 and above, working age group and family enjoying authentic Thai food and desserts.
Brand Key Features	"Thai Terrace", the authentic Thai restaurant with terraced design, offers Thai food-dessert heritage by local wisdom passed down through generations over 40 years with the same meticulousness as family home cooking in order to build the bond and warmth within the family and community forever.

8) Yoshinoya

Brand	Yoshinoya
Segment	Beef bowl (gyudon) and various Japanese-style rice bowls (donburi)
Right	Exclusive Right
Branches	Company Owned 19 branches
Service model	1. Dine In 2. Take Away 3. Delivery
Target Market	Teenagers, working persons and family with modern lifestyles enjoying the savour of Japanese beef bowl, Gyudon and Japanese rice-bowl dish, Donburi
Brand Key Features	"Yoshinoya" is well known for its original Gyudon recipe dating back over 120 years and Donburi dishes, with worldwide expansion to over 2,200 branches such as the United States, Hong Kong, Malaysia, the Philippines, Singapore, China, Japan, Shanghai, Taiwan, and Indonesia. Yoshinoya's strength is the quality of imported beef from the United States and premium select material, standard consistent taste, quick service, and value for money.

9) Ootoya

Brand	Ootoya
Segment	Japanese Home Cooking Style Restaurant
Right	Exclusive Right
Branches	Company Owned 47 branches
Service model	1. Dine In 2. Take Away 3. Delivery
Target Market	Working persons and family with modern lifestyles enjoying the taste of authentic Japanese cuisine which is palatable, fresh, clean, and nutrient-rich
Brand Key Features	Ootoya is a premium Japanese home cooking-style restaurant, with stress on Japanese authenticity in the meticulous selection process of high-quality raw material, freshness, authentic Japanese flavors, and health benefits.

10) Tenya

Brand	Tenya
Segment	Tendon and Tempura
Right	Exclusive Right
Branches	Company Owned 14 branches
Service model	1. Dine In 2. Take Away 3. Delivery
Target Market	Teenagers, early working age group, and family with modern lifestyles enjoying the savour of Japanese-style tempura and tempura rice bowls
Brand Key Features	Tenya is Japan's number one tempura restaurant, with the secret recipe from Asakusa Tokyo serving traditional delectable tempura rice bowls. The restaurant selects quality fresh material such as extra jumbo graded shrimp tempura with crisp, airy, and nonoily crunch enhancing the unique eating experience of tempura rice bowls together with Tare sauce specially created for Tenya going well with all tempura rice bowls.

11) Katsuya

Brand	Katsuya
Segment	Tonkatsu / Katsudon, Japanese Style Fried Pork
Right	Exclusive Right
Branches	Company Owned 39 branches
Service model	1. Dine In 2. Take Away 3. Delivery
Target Market	Teenagers, school and university students, and early working age group with modern lifestyles enjoying value-for-money Japanese cuisine particularly original Tonkatsu (Japanese pork cutlet)
Brand Key Features	Katsuya, a leading fast food restaurant in Japan well known for its number one popular Tonkatsu and Katsudon, has served a superb value-for-money menu consisting of Tonkatsu, Katsudon, and Curry Rice. Over 400 branches are available in Japan and around the world. In Thailand, an extensive menu of appetizing side dishes and desserts is available such as Shiitake Spinach Salad, Cheesy Sticks, Gyoza, Chicken Karaage, and importantly Green Tea Ice Cream with Red Bean Toffee. Katsuya's strength focuses on Japanese standard selection of high-quality raw material, the recipe secret lies in selecting quality never-frozen pork and fresh bread crumbs along with deep-frying process by automatic fryer yielding consistent quality and breading technique making the breaded fried pork golden, crisp and crunchy on the outside and tender on the inside, ready for serving value-for-money authentic and original Japanese taste.

12) AROI DEE

Brand	AROI DEE
Segment	Thai fast food restaurant brands
Right	Company Owned
Branches	Company Owned 22 branches
Service model	1. Dine In 2. Take Away 3. Delivery
Target Market	Office employees, self-employed business owners aged 25 to 45 years enjoying palatable Thai cuisine
Brand Key Features	“Aroi Dee”, a brand of Thai fast-food restaurant under CRG, first operated in 2019 with determination to deliver Thai food under the concept of “Familiar Flavor, Meal Satisfaction, and Choice for All Meals”. We select quality raw material and operate in your nearby area.

13) Kowlune

Brand	Kowlune
Segment	Dishes such as steamed buns, dim sum, soups and porridge, and herbal drinks
Right	Company Owned
Branches	Company Owned 7 branches
Service model	1. Take Away 2. Delivery
Target Market	All genders and age groups with a hustling lifestyle are encouraged to try out at Kowlune for a meal or a snack during the day especially those who enjoy the Chinese cuisine flavor at a grand restaurant, and are health-conscious with purchasing power.
Brand Key Features	“Kowlune”, a deluxe original Chinese restaurant with Cantonese-style secret recipes, was developed by Dynasty Chinese Restaurant at Centara Grand Hotel with legendary tastes, meticulous selection of raw material, Hong Kong-style design making you experience superb tastes more closely yet keeping original quality and identity of Dynasty Restaurant at an affordable price.

14) Every Food

Brand	Every Food
Segment	Cloud Kitchen / Ghost Kitchen
Right	Company Owned
Branches	Company Owned 4 branches
Service model	1. Take Away 2. Delivery
Target Market	All genders and ages, a new generation of people who live in a hurry. They want convenience, speed, travel, and want to consume delicious and quality food.
Brand Key Features	Covid 19, has changed consumer behavior, has resulted in the New Normal being seen in many industries, including restaurant businesses where Cloud Kitchen or Ghost Kitchen has become a trend. It has been rapidly spreading popularity. The kitchen that does not have an area in front of the store to sit and eat, only the kitchen to cook. Customers can order products directly through various channels. At the restaurant there, orders will run directly to the ready-made Cloud Kitchen and delivered via Delivery. CRG has developed a cloud kitchen format to support the delivery service. That have continued to grow It is a central kitchen hub that unites restaurant brands in one place to diversify and differentiate in the market. Customers can order food through the app. Increase the opportunity to reach the target audience easier and more according to the style of the new generation who convenience, speed, travel, consume delicious and quality food.

15) Brown Café

Brand	Brown Café
Segment	Food, Beverage, Dessert, Bakery
Right	Company Owned
Branches	Company Owned 11 branches, 1 franchise branch
Service model	1. Dine In 2. Take Away 3. Delivery
Target Market	Students, students, working people of all genders and ages enjoy the flavor of bubble tea and enjoy dessert as a snack between meals.
Brand Key Features	Brown Dessert Co., Ltd. was incorporated on 19 February 2020. Its nature of business is operating the dessert café named "Brown Café". At present, the company's major revenue streams are from 12 dessert café in Thailand, 11 of which are owned and operate by the company, whereas the other 1 is operated by a franchisee.



Marketing and Competitive Circumstances

In 2020, food chain restaurants had a 43 percent share in the food restaurant industry', worth 165,000 million baht; in the same year the restaurant industry experienced several negative effects from the COVID-19 pandemic, Thai and foreign tourist contractions, and weak purchasing power. It was in turn projected that the 2020 restaurant industry sales contract by ten percent from the previous year.

Table to compare the market share of networked food businesses in Market segment in Thailand.

Revenue (million baht)	2020 (estimate)	
	Revenue	%
Fast food restaurant	41,543.96	25%
Coffee shop cafe	33,037.61	20%
Suki-Shabu Restaurant	20,599.16	12%
Japanese restaurant	19,372.89	12%
Thai restaurant	12,137.58	7%
Bakery	9,181.79	6%
Ice cream	7,392.82	4%
Charcoal grill restaurant	6,793.42	4%
Donut	3,555.78	2%
Other country chain restaurants	11,384.99	7%

Note: The food chain restaurant market consists of full-service restaurants, fast-food restaurants, self-service restaurants, and kiosks, each of which has ten branches and above.

Source: Estimated from CRG, Kasikorn Research Center, Ministry of Commerce, and Annual Report

The COVID-19 pandemic has impacted on the restaurants' net income amidst the ever changing environment including increasing expenses to regain credibility and changing consumer behavior having more familiarity with online services and home delivery.

The situation gave rise to limitations on income generation among consumers who are yet able to re-establish their capacity, total personal purchasing power weakened by an economic slowdown and contracted tourism sector, and the issue of competitive intensity in the restaurant industry causing part of the restaurants was forced to shut down.

Kasikorn Research Center projected that the food delivery market in 2020 could be worth 35,000 million baht or grow by 19 to 21 percent from 2019.

Also, the changing business environment required restaurant operators in all categories to quickly adapt their business operations to the New Normal in order to suit the customer's changing needs.

In 2020, the food industry of Central Restaurants Group Company Limited "CRG" had sales of 10,037 million baht, a 18 percent decline from 2019, and the net loss of 155 million baht, a 108 percent drop from 2019. The company in fact opened 80 new branches thus having 1,094 branches in total (excluding joint ventures brand).

Competitive Strategy

After the COVID-19 restrictions ease during 2020, restaurant operators still faced daunting challenges to cope with as consumers became more cautious about spending, leading to decrease in the average servers per day, and the purchase value per meal was also prone to contraction, causing an impact on the operator's earnings as in the operating costs increased by implicit costs caused by adjusting a business model in order to support additional income sources or cleaning equipment costs and so forth. Nevertheless, the mentioned impacts were predicted to be on nearly all restaurant types, but the severity dimension of impact might vary by types of service that individual restaurants deliver.

Central Restaurants Group Company Limited aims to become the leader in the food industry by achieving the following.

1. Rebranding the existing products to grow firmly by introducing quality items including new menu items along with promotional campaigns to increase purchase frequency, product development to suit new sales methods, expanding customer base and ongoing novel trends such as food delivery, Grab & Go, meal kits, MRE, while the new customer base includes catering services.
2. Branch expansion by considering several factors such as the primary market, price, lifestyles or local consumer behaviors, store remodeling by downsizing the branches for liquidity, and modernizing the store design to suit consumer tastes throughout Thailand, offering alternatives for customers within Bangkok regions, adjacent provinces, and regional areas.
3. Expanding the food delivery market by offering more ways of ordering food via service providers by phone or online platforms namely websites and mobile applications developed by the company and partners and by introducing more products for delivery to satisfy changing customer needs
4. Expanding into international markets with focus on maintaining the high standards of product quality and developing new products consistently
5. Adding novel brands into the company portfolio and expanding Aroi Dee and Kowlune business by franchising
6. Focusing on augmenting efficiency in all aspects and cost management and control over costs of sales and service for augmented profits
7. Integrating technology into customer service tools to meet diverse needs and lifestyles of all customer groups comprehensively by delivery service, online service, QR code ordering system, augmenting efficiency of restaurant business operations and generating new business opportunities by access to the partners' customer base

Location

Thai retail industry in 2020 experienced one of the most daunting challenges in the decade impacted by the COVID-19 crisis, stores and shopping center operators were required to adapt and adopt e-commerce to survive. The impact of the government prevention measures against COVID-19 ordering temporary closure of shopping malls caused indefinite postponement to new shopping mall construction projects and renovation plans. In addition, the malls had to modify lease agreements offering more flexibility to existing lessees and new ones, to reduce and cancel the rent payments for stores that could not operate. Also, the income from the operating areas such as restaurants and banks in which the number of customers sharply declined particularly shopping centers which are tourist destinations in full-scale primary and secondary tourism cities namely Chiang Mai, Chiang Rai, Pattaya, and Phuket, is impacted by nearly an entire drop of foreign tourists.

As for the rented shops, the restaurant business in particular was impacted by the temporary closure measures or prescribed to offer take home meals solely during 22 March to 30 April 2020 particularly for sit-down restaurants such as Barbecue, Sukiyaki, and Shabu-Shabu restaurants and fine dining restaurants with focus on good taste and atmosphere. As a result, all restaurants had to embrace the delivery service instead; however, the income gained via delivery service could not compensate for the income that could have been earned via sit-down service delivery.

Similar to other restaurants, the restaurant operations under Central Restaurants Group Company Limited also felt the impacts. However, since 2018 the company had sought new locations for branch expansion including novel business operations to suit new consumer shopping habits by branching outside of shopping malls and increasing delivery effectiveness continuously and therefore the damage done could not cause much impact. Additionally, in 2020 the company invested in expanding novel restaurant businesses which were different from the past years in Bangkok regions and provincial regions as follows.

1. The company has focused on branching out restaurants into smaller different sizes according to the regions for the most efficiency and the extensive number of branches more accessible by consumers; novel restaurant types are Hybrid Cloud, Cloud Kitchen, Container Pop-up, Food Truck, Drive Thru, and so on.
2. The company has aimed for branching restaurants outside of large-scale shopping malls in the stand-alone form, partnership with leading petrol stations and hospitals, and Thailand's category killers such as Thai Watsadu and so on.
3. The company has branded the company-owned new restaurants continuously, that is, in 2020 the company increased the number of branches earnestly for "Kowlune" which is the new dim sum Chinese restaurant with focus on branch extension to non-mall locations over shopping malls or along the skytrain or subway lines, office buildings, petrol stations, hospitals, exhibition centers and so forth with reasonable rents.
4. The company has started franchising, offering the franchise business opportunity for the public to invest with the company by introducing the potential company-owned "Aroi Dee" brand for business investment from small investors who are interested, with focus on branch extension to non-mall localities with reasonably-priced rents such as residential, office, school, community and so forth.
5. The company has partnered with other restaurant categories offering new products and services; one of them is Brown Café bubble tea store.
6. The company has furthered doing business online with increased ratio through partnership with Thailand's leading delivery service provider such as Grab for Cloud Kitchen service with emphasis on delivery service to consumers in densely populated community locality in Bangkok as the first phase.
7. The company has done the branch expansion of Japanese restaurants in the Hybrid Cloud form within 30 - 50 square meters around outer community districts of Bangkok, offering both dine-in and delivery services.

In spite of the fact that the majority of retail businesses in 2020 were impacted by the COVID-19 crisis, affecting the expected business expansion plans most of which aimed at opening less branches or increasing a few. The company has continuously expanded by 80 branches,

resulting in on 31 December 2020, the company had an extensive total number of 1,094 branches countrywide (excluding joint ventures brand), growing from 2020 by approximately 2.8 percent.

For branch expansion in 2021 and years to come, the company will still have plans to continuously increase the number of affiliated restaurant branches in all categories like the past years by seeking new locations, moving away from traditional business models, and finding new business models to create opportunities for further branch expansion and income production from diverse sources.

Product Development

CRG's continuous introduction of new products and menu items is based on research information, especially the ones on the target market needs and behaviors for the purpose of prominence and distinction from other brands in the market. Marketing and Research and Development (R & D) sectors are in charge of research and development of new products by conducting research on new product development as follows.

1. Concept Screening Test for seeking ideas for new product development
2. Concept and Product Test for selecting the new products by tastings
3. Consumer Reaction for consumer feedback on the new product feasibility
4. Consumer Research such as a focus group to find consumer needs in individual groups

After the R & D team has developed the new products, plans are made for production, material purchasing, marketing, and yearly product pre-launch.

In 2021, the R & D sector has developed new products to meet novel sales methods, to expand the consumer base and to keep up with ongoing new trends such as delivery products, Grab & Go items, and meal kits, extending to new consumer groups such as catering services, Ready-to-Eat products and so on.

Service and Training

The company gives priority to personnel development; in 2020 the employee development plan was done with consideration for business needs, business trends, and employee needs through diversity of learning styles. Nevertheless, the COVID-19 pandemic caused the company to adapt the training delivery methods to become online even more by a 40 percent ratio of the entire training and development process.

This year employee performance development accordingly aims to grow employee resilience and agility by designing the Leadership Agility program with external expert institutions and implementing it to executive level employees who determine vision and drive change to operation level employees who are the important force driving change in the company.

Additionally, we still place importance on innovation development coupling with consideration for customer focus by providing personnel development on innovation creation through the Design Thinking program in which expert lecturers have been giving advice until an innovation project is actually implemented for operation. The program has brought about 20 employee-created innovation projects for competition in Innovation Convention events which have been continuously held for three years. The projects were created by Operations and Support Center employees with focus on improving operational efficiency, increasing sales, and reducing costs to gain a competitive advantage and to keep us up to date with the changes in all aspects of current business operations.

Restaurant Decor and Atmosphere

Restaurant decor and atmosphere are also important components in the competition in order to make the brand always stay modern and added with unique design standing out from competitors yet fulfilling current changing consumer behaviors; this also reflects individual brand personalities. Marketing section is responsible for determining the theme of each brand and supervising the design and decor of every restaurant branch to conform to the prescribed primary patterns which include considerations on store layout, color tones, brightness, types and quality of tables and chairs as restaurant decor and so on.

Descriptions of Product Marketing and Competition of the company's 15 brands are as follows.

1) Mister Donut

Mister Donut aims for continuous product creation through effective marketing communication. This puts emphasis on strengthening consumer's brand awareness as well as effective consumer accessible advertising and public relations plans and aiming for nationwide branch expansion to reach out to new consumers the most. Mister Donut thus received the consumer choice award No.1 Brand Thailand 2019 - 2020 in the donut category from Marketeer Research for its fourth consecutive win. Mister Donut aims to fulfill consumer needs aptly by creating fresh donuts from kitchen branches nationwide to serve fresh and toothsome donuts every day.

Throughout our business operations, what Mister Donut has always upheld is "Innovation Donut continuous development" with focus on value for money by developing new products preferred by consumers into the market consistently. It is full with deliciousness by "Mister Donut Strawberry Deever" campaign with special fruit-mixed donuts in six different styles and flavors, the give-back campaign to customers after going through COVID-19 crisis under the concept "Want to See You Smile" with 50% off when buying 12 donuts in order to assist customers in paying less during this COVID-19 pandemic, and "Mister Donut Footlong Twist" campaign which highlights extra donut length than its original size. In addition, in order to suit the rushed lifestyles of the new generation with one filling toothsome donut, Mister Donut presented "Mister Donut Coffee D Craft" campaign with six different coffee donuts which are flavorsome in every bite. Also, Mister Donut added a new cute gimmick to the product by "Mister



Donut Animal Farm” campaign presenting cute appetizing animal donuts made of special Fuwa Karu flour imported from Japan, and finished the year-end celebration with “Mister Donut Christmas Dough” campaign offering redesigned donuts decorated like Santa Claus, a reindeer, a snowman, a Christmas tree and so on in eight different styles and flavors to customers to enjoy their year-end happiness and to buy the donuts for their loved ones.

In 2020, a new model “Delco” was introduced to pilot location extension by mobile stores; this model helped expand the delivery service to be more extensive and reachable including the mobile stores rotating to different target locations especially petrol stations, large communities, and outer areas for more customer accessibility apart from colorful, modern and eye-catching design helping create the product distinction and more sales opportunities; Mister Donut thus has a total of 375 outlets extending to over 75 provinces. As for advertising, the focus is on digital marketing which includes notifications on information and news updates, promotions to quickly and thoroughly reach out to consumers. Moreover, Mister Donut still continued to develop the official website, www.misterdonut.co.th and social media platforms namely Facebook (Mister Donut Thailand), Line Official Account, Twitter, and Instagram in order to keep winning over the hearts of customers and brand loyalty. Apart from that, in order to expand the consumer base, Mister Donut has organized the promotional campaign with partners, strengthening the brand awareness to consumers even more.

2) KFC

KFC, one of the world's biggest and most popular fast food restaurants, was founded by Colonel Harland Sanders in 1952, aiming for seasoning and serving fried chicken with unique good taste and top quality to customers who love fried chicken. The first KFC restaurant in Thailand opened in 1985 at Central Ladprao; there are currently 854 KFC outlets countrywide (updated in December 2020). The brand is operated and franchised by Yum Restaurants International (Thailand) Company Limited, while KFC outlets are operated by three franchisees such as Central Restaurants Group Company Limited which was the first partner with KFC brand importer into Thailand. The KFC restaurant under administration and operation by Central Restaurants Group Company Limited has expanded the outlets to regions throughout the country; there are currently over 289 of our affiliated KFC outlets in Thailand. (*updated in December 2020)

As for the KFC brand in Thailand, it has been regarded as the number one long-standing fast food restaurant brand with continuous growth.

Furthermore, with changing consumer behaviors, more convenience-oriented and fast-moving, the brand has expanded the service and accessibility methods as follows.

- Cashless counter service payment for store-based service nationwide and trial on self-ordering kiosk at the branch at Central Pinklao
- Purchase via KFC application for home delivery method and the latest service “Self Pick-up” that customers can order online and choose the pick-up time at the store or at the car so no need to be in queue and to wait at the restaurant anymore, also compatible with cashless payment
- Home delivery extension with the major partners namely GrabFood, Foodpanda, Lineman and Gojek in order to serve the consumers more quickly and extensively

KFC Thailand aims to develop the unique original fried chicken recipe for customers to enjoy just like KFC community members who are socially responsible caring for the social service along with business operation by organizing social enterprise namely Harvest Program and Colonel's

Kitchen Program.

KFC Harvest Program has provided surplus chicken which is of quality and can be further processed by standard delivery to the needy in the society so they get quality nutrients and protein. This program started in July 2017 at Metta protection center for helpless persons in Nakhon Ratchasima province.

Moreover, in order to uplift the living quality of helpless persons, KFC Thailand developed an initiative to build a standard kitchen by employing KFC strength on world class standard kitchen development which has been used at KFC restaurant for over several decades for beneficial application to the kitchen at the participating welfare or protection centers. The program aims for raising awareness and understanding the importance of food safety and standards starting from clean food preparation area to standard food preparation, cooking, and storage, from which Colonel's Kitchen Program originated continuing from Harvest program.

Additionally, KFC Thailand serviced the society with CSP in COVID-19 Crisis Special Project to support medical personnel at hospitals in remote areas, which received less attention from leading brands in the private sector; the service also spread the most support to 26 regional hospitals in 22 provinces for 2,431 medical persons in addition to well-known hospitals in Bangkok. Further, to support 50 volunteer firefighters for wildfire service in Chiang Mai province during the wildfire crisis simultaneously occurring along the COVID-19 pandemic, KFC Thailand collaborated with other three franchisees in 64 restaurants to provide 2,481 sets of KFC The Box. KFC under Central Restaurants Group Company Limited has 19 participating outlets supporting 13 hospitals.

KFC brand has been recognized by several awards in 2020 as follows.

1. No.1 Brand Thailand 2019-2020 Award for No.1 popular brand in Fast Food from Marketeer
2. Social Development Excellence Awards from MSDHS Minister Juti Krairiksh in CSR Excellence in the private sector, 18 private corporates received the award from Ministry of Social Development and Human Security who is responsible for social development for helpless persons, nominated KFC Thailand and awarded us from excellent CSR service in Harvest & Colonel's Kitchen programs.
3. CSR Special Awards in The Thai Development Award from submitting Harvest & Colonel's Kitchen programs to compete against AM-CHAM (American Chamber); KFC Thailand was the winner among other nominated eight finalists in this category.

The aforementioned awards have proved KFC potentials and achievements in branding through outstanding comprehensive marketing strategies and communications in addition to maintaining good taste and food safety standards to make the brand recognized and impressed upon KFC customers. (Follow more on KFC Thailand updates at www.kfcthailand.com)

3) Auntie Anne's

A leader of the soft pretzel market in Thailand still maintains the brand identity firmly under the “Freshly Baked” concept, Auntie Anne's has a total of 188 branches extending to regional major cities, petrol stations, and hospital networks.

For the past 22 years in Thailand, Auntie Anne's essential recipe for success is the continuous new menu creation every two month for both savory and sweet pretzels and drinks. Within one year, Auntie Anne's basically presents no less than 8 to 15 new menu items to customers and has developed no less than 100 menu items for the past 22 years. More, Auntie Anne's has expanded into a novel Grab & Go Product line under the To-Go-Together concept to suit the modern consumer lifestyles in fun, convenience, and deliciousness, and has been available in diverse sales methods. For the past year, success in terms of sales and achievement has been recognized by domestic and international markets.

Furthermore, extension into new sales methods is embraced such as the delivery service in Own Platform Food Hunt and Food Aggregator especially partnered GrabFood in addition to effective and continuous advertising and public relations via different media, promotional campaigns with partners to extend the consumer base, social service activity with brand members to create the brand loyalty and catering service. Also, Auntie Anne's brand is ranked second of Food Tracker in brand equity in the bakery and cake category.



4) Pepper Lunch

Pepper Lunch, a Japanese hot plate steak restaurant, in 2020 consisted of 46 branches in total, divided into 37 restaurant-based branches, five Express Plus-style branches, three Express Food Counter-style branches and one Hybrid Cloud-style branch; the branch operation in 2020 had the novelties as follows.

1. Opening a small-sized branch in the format of a 24-square meter counter service restaurant at The Mall Ngamwongwan with only seating for ten customers.
2. Collaborative branch opening with other three affiliated Japanese brands in the format of a Hybrid Cloud restaurant by delivery at Tesco Lotus (Pracha Uthit Branch)
3. Opening the first branch in Chiang Mai province at Maya Shopping Center Chiang Mai

Due to 2020 COVID-19 crisis, delivery service plays a vital role so Pepper Lunch extended the delivery service to most branches except Food Court by creating new Donburi menu items such as Teriyaki Saba Don, Beef Yakimiku Don, and Cut Steak Don to offer alternatives to customers along with continuous promotions via delivery service. In 2020, the ratio of delivery service-based sales accounted for 16 percent.

Furthermore, new recipes were developed every two month to serve new flavors and dishes on Pepper Lunch-style hot plate to customers such as Mexican BarBQ, Dice Cut Steak (premium beef tenderloin from Australia known for its unique taste and tenderness, served with quality at affordable price), Japanese Teriyaki-Style with Saba (quality Saba from Japan served in Pepper Lunch-style Donburi and Pepper Lunch steak), Sizzling Kaprao (special recipe for holy basil stir fried dish with Pepper Lunch secret onion sauce recipe giving authentic Thai intense flavors), and Mala menu which received positive feedback from the existing and new target markets.

As regards to product quality, Pepper Lunch still emphasizes the quality of the main menu item, Beef Pepper Rice made from premium quality beef from corn-fed cattle entirely imported from America, making Beef Pepper Rice flavorful with superb beef taste. Also, premium import steak from Australia has continuously been an impressive dish for Pepper Lunch beef-loving customers.

Moreover, Pepper Lunch has continuously reinforced the branding serving premium quality value-for-money food to suit market groups namely teenagers and early working age by adopting promotions for students in “Student Meal” campaign and for the working market in “Lunch Set” campaign, offering novel alternatives to the target market.

Regarding brand image and public relations, continuous efforts have been put to create promotions with partners, activities with customers on Facebook, year-round public relations via online media. Also, Pepper Lunch is ranked twelfth of Food Tracker in brand equity in the main meal category.

5) Chabuton

Central Restaurants Group Company Limited was the first introducing CHABUTON brand, an original ramen taste from Japan, to the market in Thailand on 13 March 2010. The superb ramen originated from Mr. Yasuji Morizumi who is a famous Japanese TV Champion-winning chef serving ramen with top quality and taste; he was the first and only ramen chef got published in ZAGAT LA. and Michelin Guide LA., a popular guide book in the USA. Also, Mr. Yasuji Morizumi was recognized as “Ramen Master” at the 8th Tokyo One Week Ramen Grand Prize event; Chabuton Ramen is ranked seventh of Food Tracker in brand equity in the Japanese food category.

Chabuton Ramen offers an original ramen menu available in six different styles namely Tonkotsu Ramen offering the most intense flavor with its unique flavorful pork bone-broth simmering over 16 hours according to authentic traditional Shabuya recipe, Katsu-O-Bushi Ramen offering the most mellow taste of premium ingredients in one bowl with special broth recipe of pork bone and salt simmering to get the mellow subtle tastes, Katsu-O-Bushi Ramen offering the most healthy taste from Katsubushi or bonito flakes broth with wholesome nutrients (very popular among the Japanese) and enhancing the flavor of your ramen, Yotun Ramen offering the most aroma of original ramen with aromatic broth like Yotun Ramen added with stir fried minced garlic, spices, and black pepper making the ramen stand out giving flavorful and aromatic impressions, Shoyu Ramen offering the mildest taste of a best-selling menu item with flavorful and mild Shoyu broth as its prominent feature, and Tom Yum Kung Ramen offering the hottest fusion tastes between Tokyo-style ramen and Thai intense flavors complemented with firm giant tiger prawn and other toppings to go with the ramen.

Currently, 17 branches are available, divided into 16 operating in Bangkok and the other one operating at Central Festival Chiang Mai. In 2020, Chabuton focused on the original taste slogan to the target market coupling with creating snacks as an alternative and increasing the sales and adapting menu items to be available via delivery service, sharing a 12 percent increase of sales ratio in 2020.

6) Cold Stone Creamery

Cold Stone Creamery is America’s first super-premium mix-in ice cream known for its unique American-style intense flavors and unique serving techniques leading to its very success and fame around the world. The company operated the first Cold Stone Creamery branch in Thailand on 14 March 2010 at Central World department store; in 2020 Cold Stone Creamery had 15 branches in total and two Grab Kitchen units. The company has planned multiple strategies for next year such as brand and new product development in order to suit more diverse markets and festival trends-spotting such as Valentine’s Day, Mango Festival, Vegetarian Festival, and Christmas and New Year Festive Season, including more accessible product



development to the target market, making the purchase at Cold Stone Creamery not difficult anymore. Moreover, ice cream novelties were developed to extend the target group to the delivery service and to create a variety of delivery-based menu items such as Grab & Go Ice Cream and Ice Cream Sandwich and so on. The brand also made menu recommendations for customers to order more simply with more appealing product images at a less expensive price yet keeping good product quality standards in order to appeal more customers and adapt to suit the modern lifestyles. Meanwhile, the brand adjusted the strategy to reach out to more consumers by offering tastings at tasting booths and special events such as birthday parties, office parties and so forth. The aforementioned strategies were projected to increase the sales, to make Cold Stone Creamery brand recognized and impressive after the tasting, and to extend the market for the brand greatly obtaining positive customer feedback. More, with focus on social network marketing via the official accounts including famous bloggers and influencers to augment brand awareness to the target market. Cold Stone Creamery is ranked seventh of Food Tracker in brand equity in the ice cream category.

7) Thai Terrace

Central Restaurants Group Company Limited acquired the trademark rights of “The Terrace” to be operated by CRG in 2010 consisting of total six branches within Central department stores. CRG developed the brand by redesigning the image, logo, restaurant design, uniform, and menu card under the “Feel the Greenery” concept.

In 2016, despite the fact that Thailand experience the recession as caused by both internal and external socioeconomic and political problems, The Terrace still grew by 1.5 per cent from the service provision than the previous year with total 18 available branches offering full-service type, Thai food stall service at Central Chidlom Food Loft and Zen department store, and snack stall service at Aqua Park, Central Bangna serving freshly cooked dishes.

In 2019, The Terrace underwent rebranding to reach customers who love authentic Thai food and desserts under the concept of “The Terrace Touch of Thai” experiencing Thai food-dessert heritage by local wisdom passed down through generations over 40 years, currently available in 16 branches.

Currently, The Terrace has changed the trademark to “Thai Terrace” under the concept of “Touch of Thai Cuisine” with the happiness on the dining table for everyone in the family. In addition, Thai Terrace has continuously extended to new sales methods via delivery, aggregator, and catering, coupling with emphasis on takeaway, and take-me-home service. The brand is ranked eleventh of Food Tracker in brand equity in the Japanese food category.

8) Yoshinoya

Central Restaurants Group Company Limited operated the Yoshinoya brand on 28 August 2011 at Central Plaza Ladprao. Yoshinoya is well known for its original beef bowl and Japanese rice bowl. Yoshinoya serves the beef bowl or so-called “Gyudon” which is the oldest beef bowl in Japan originating in 1899 during the Meiji period. Currently, over 2,100 branches are globally available in 11 countries namely Japan, United States, Indonesia, Singapore, the Philippines, China, Taiwan, Hong Kong, Cambodia, Malaysia, and Thailand. In Thailand, 19 operating Yoshinoya restaurants are available (updated in December 2020), that is, 17 branches in Bangkok and adjacent provinces and the other two at Central Festival (Chiang Mai) department store and Central Plaza Salaya. The restaurant presents a variety of menu items made from quality material: US beef and premium raw ingredients along with diverse menu recommendations such as Udon, Curry Rice, Suki Nabe, and Teishoku Set in order to satisfy Thai consumers-preferred flavor, and to deliver value-for-money and appealing promotional campaigns. Besides, Yoshinoya provides the delivery service to offer more convenience to customers. In 2020, the Yoshinoya brand expanded to delivery service-based Cloud Kitchen restaurants due to the current situation.



9) Ootoya

Ootoya is a premium Japanese home cooking-style restaurant with the company philosophy that goes “We are determined to promote mental and physical wellness by offering good food and service to achieve optimal benefits for customers and for human development overall.” Ootoya has over 350 branches in Japan and over 90 branches in foreign countries such as Thailand, Singapore, Hong Kong, Indonesia, Taiwan, China, and the United States. In 2020, Ootoya developed the grand menu and seasonal one by adding new items to offer diversity yet keeping Japanese standards and flavors. This is to emphasize the identity of the authentic Japanese home cooking restaurant by communicating with Ootoya customers via different public relations methods such as billboards, digital advertising display, and social media, and collaborating with key partners such as major campaigns with banking networks, The One Card, and so on to widen the consumer base. The brand has also planned to open new branches in Bangkok and regional big cities to reach more customers. Currently, Ootoya has a total of 47 branches in Thailand and has plans to extend the delivery service to more branches, and to offer more catering service in Bangkok and regional major cities.

10) Tenya

In order to meet the needs of the market and Japanese food consumers, Central Restaurants Group Company Limited acquired the exclusive right to introduce Tenya brand from Japan to Thai consumers by operating the first branch at Central Plaza Bangna on 11 October 2013. Tenya is the leader in the Tendon Tempura Rice Bowl market and the number one popular brand from Japan. There are currently over 216 branches in Tokyo and adjacent provinces.

Tenya’s key features are the quality of select raw material, seasoning and frying techniques based on Japanese standards, and main material import from Japan to deliver the authentic and original taste such as Udon noodles, Soba noodles, scallops, and Tare sauce with the Tokyo secret recipe, making Tenya’s Tendon Tempura Rice Bowls uniquely savory.

Tenya is a famous brand in Japan particularly in Tokyo specializing in “Tendon” or Tempura Rice Bowls made from premium raw ingredients, making the tempura fresh and crisp; Tenya in turn achieves the highest sales in Japan.

Tenya in Thailand is currently available in 14 branches at Central Plaza Bangna, Central Plaza Ladprao, Siam Square One, Central Plaza Westgate, Central Plaza Grand Rama 9, Gateway Ekamai, Central Plaza Pinklao, Chamchuri Square, Whizdom 101, Gateway Bangsue, Central Chiang Mai 2, Samyan Mitrtown, Terminal 21 and Imperial World Samrong, and has plans to open more branches in 2021 continuously.

11) Katsuya

In 2014, Central Restaurants Group Company Limited introduced a new Japanese food brand to consumers and acquired the exclusive right of the “Katsuya” brand, the number one Tonkatsu and Katsudon restaurant popular in Japan well known for its Tonkatsu / Katsudon (Japanese-style pork cutlet) and being a leading fast food restaurant in Japan guaranteed by over 400 branches in Japan and around the globe.

Katsuya’s first branch in Thailand operated at Siam Square One in July 2014 and has continuously expanded to the current total of 39 branches (updated in December 2020). As to continuous yearly growth in popularity by 15 - 20 percent of Japanese cuisine, it is believed that the Katsuya brand will fulfill all lifestyle groups such as school and university students, early working age, and family. Katsuya’s key features are value for money and meal satisfaction by quality raw material and meticulous production to serve a superb menu consisting of value-for-money Tonkatsu, Katsudon, and Curry Rice, and to deliver the authentic and original Japanese taste. Additionally, the restaurant recommends certain menu items such as wholesome salad like Shiitake Spinach Salad, popular appetizers like Cheesy Sticks and Gyoza, and appetizing desserts like Green Tea Ice Cream with Red Bean. In 2020, the Katsuya brand extended to Cloud Kitchen branch to support the delivery service more due to the current situation.

12) Aroi Dee

Central Restaurants Group Company Limited introduced the new restaurant brand, “Aroi Dee” in 2019 available in 22 branches under the vision to become internationally recognized for the Thai restaurant chain delivering convenience and good living quality, and the mission to create innovation for sustainable growth with community and society, bringing CRG operating in the food industry for 42 years to line expansion plans to Aroi Dee fast food restaurant for the target market - office employees, self-employed business owners aged 25 to 45 years enjoying palatable Thai food, looking for convenient stops to fill them up in a rush hour according to the slogan “Familiar Flavor, Meal Satisfaction, and Choice for All Meals.”

Currently, the Aroi Dee brand is ready to announce franchise partnership opportunities for brand expansion divided into the company-owned branches and franchisee-owned branches at target locations such as non-mall, residential area, and standalone. The company operated 22 branches in the first year and has aimed to open ten new branches annually in the second to fifth year, whereas the franchisees’ had 35 branches in the first year and are aimed to extend to 45 branches in the second to fourth year, and to 54 branches in the fifth year; the total of 300 branches will be available countrywide.

Aroi Dee’s key features are 1. being an affiliated brand under Central Restaurants Group Company Limited having operated in the food industry for 42 years 2. being a fast food restaurant delivering Thai food with familiar flavor, meal satisfaction, and choice for all meals by quality material at convenient locations 3. being a food hub of diverse brands such as Je Kiang Joke Kong Prab, Tokyo Bowl, and Je Kiang Fried Pork and Soft Sticky Rice and so on. It is worth noting that during the COVID-19 crisis, Aroi Dee was slightly impacted thanks to the majority of sales gained via the delivery service by over 70 percent, the branch location at gas stations by 53 percent, and availability via Grab kitchen and Cloud Kitchen by 16 percent.

13) Kowlune

“Kowlune” presents Chinese dim sum with the five-star taste as offered at Dynasty Chinese Restaurant, Centara Grand Hotel, a five-star hotel having operated for over 37 years as the secret recipe was developed by a Hong Kong chef working there. The key features are original signature items such as steamed buns with smooth and soft texture made from Hong Kong-style sourdough, offered in filling varieties such as barbecue pork, minced pork, and salted egg lava, and Szechuan thick soup, a best-selling item, which has a slight sour flavor with aroma of chilli oil and bamboo shoot, maintaining the original Hong Kong-style taste under the concept “Five-Star Taste at an Affordable Price”. Therefore, Kowlune’s menu is created by the five-star cooking standards, offering diverse delicious and healthful dishes for all meals at an affordable price. The brand puts emphasis on extensive branch expansion to reach more consumers such as hospitals with full service, and hypermarkets with six to ten square meter kiosks with focus on diverse target markets and Grab & Go service to suit the modern lifestyles.

14) Every Food

Covid 19, has changed consumer behavior, has resulted in the New Normal being seen in many industries, including restaurant businesses where Cloud Kitchen or Ghost Kitchen has become a trend. It has been rapidly spreading popularity. The kitchen that does not have an area in front of the store to sit and eat, only the kitchen to cook. Customers can order products directly through various channels. At the restaurant there, orders will run directly to the ready-made Cloud Kitchen and delivered via Delivery. CRG has developed a cloud kitchen format to support the delivery service. That have continued to grow It is a central kitchen hub that unites restaurant brands in one place to diversify and differentiate in the market. Customers can order food through the app. Increase the opportunity to reach the target audience easier and more according to the style of the new generation who want convenience, speed, reduce travel, consume delicious and quality food.

15) Brown Café

Brown Dessert Co., Ltd. was incorporated on 19 February 2020. Its nature of business is operating the dessert café named “Brown Café”. At present, the company’s major revenue streams are from 12 dessert café in Thailand, 11 of which are owned and operate by the company, whereas the other 1 is operated by a franchisee.

Product Supply and Services

CRG operates a majority of business in food production and distribution through over 1,094 branches; this makes it difficult for the company to measure the direct capacity. Thus, the total capacity relies on the annual sales or the customer purchases of food products.

Raw Materials and Sources

The partnered supplier capability is evaluated in terms of internationally recognized production and quality standards. CRG's production raw materials are divided into two types as follows.

1. Fresh and frozen materials namely fresh chicken, vegetables, fruit, frozen potatoes, frozen processed chicken, cheese, sausages, frozen vegetables, seafood, and so on
2. Dried materials namely flour, oil, sauce, spices, canned food, coffee, sugar, packaging, and so on

Each type of raw material is derived from two sources as follows.

- Domestic sources such as fresh chicken, sausages, flour, palm oil, rice, vegetables, fruit, sugar, ice cream toppings, beverage, packaging and so forth account for approximately 92.62 percent of the total materials.
- Imported sources such as pretzel mix, frozen processed potatoes, mashed potatoes, imported beef, spices, cheese, and so forth account for approximately 7.38 percent.

The main raw materials for individual brand product production are as follows.

1. Mister Donut: The main materials are flour, fillings, and toppings, chocolate coatings purchased from domestic suppliers.
2. KFC: The main materials are fresh chicken, processed chicken, flour, frying oil purchased from different domestic suppliers; the imported materials consist of spices, and frozen processed potatoes based on KFC unique recipes and standards.
3. Auntie Anne's: The main materials are pretzel flour directly purchased from the franchisor in the USA and partially purchased from domestic suppliers.
4. Pepper Lunch: The main materials are beef, pork, chicken, rice, sauce purchased from domestic suppliers; beef and certain types of spices are imported.
5. Cold Stone Creamery: The main material is ice cream purchased from a CRGM affiliated factory; partial production materials are imported from the overseas franchisor in order to maintain Cold Stone Creamery standard recipes.
6. Chabuton: The main materials are noodles and pork Chashu purchased from domestic suppliers, and broth from the original concentrate purchased from the franchisor in Japan.
7. Thai Terrace: The main materials are rice, beef, prawn, squid, chicken, pork, vegetables, and vegetable oil purchased from multiple domestic suppliers.
8. Yoshinoya: The main materials are imported premium beef from the USA, rice, pork, chicken, and vegetables purchased from domestic suppliers.
9. Ootoya: The main materials are beef, pork, chicken, fresh fish and certain types of fish and seasoning sauce are imported from the franchisor in Japan.
10. Tenya: The main materials are prawn purchased from domestic suppliers and original seasoning sauce is imported from the supplier in Japan.
11. Katsuya: The main materials are pork, chicken, prawn purchased from domestic suppliers and original seasoning sauce imported from the supplier in Japan.
12. Aroi Dee: The main materials are rice, meat, eggs, and vegetables purchased from multiple domestic suppliers.
13. Kowlune: The main materials are dim sum, steamed buns, soup, Cantonese-style food cooked under supervision of Dynasty Chinese Restaurant based on the original recipes.
14. Every Food : Modern restaurant without storefront (Cloud Kitchen), which focuses on main ingredients such as rice, meat, seafood, vegetables, condiments, etc., which are ordered from many manufacturers in Thailand.
15. Salad Factory (Joint Venture): The main materials are a variety of vegetables washed by ozonated water reducing the number of microbes by 99.99 percent, and served with salad dressing freshly made from the central kitchen in compliance with safety standards including premium meat purchased from domestic suppliers based on quality, hygiene, and safety standards.
16. Brown Café (Joint Venture), a famous café in Chiang Mai province: The main materials are premium genuine fresh milk served with original bubble jelly and imported materials such as green tea powder from Japan and so on.

Warehouse and Distribution of Raw Materials

Central Restaurants Group Company Limited has efficiently established the warehouse and distribution management system into the branches countrywide based on the recognized standards, audited annually by the NSF, an internationally recognized auditing agency. Further, CRG has practised the preventive measures against COVID-19 by screening the body temperature of all employees operating in the warehouse and incoming suppliers, regular hand washing, wearing face masks at all times when in the warehouse, and adjusting working shifts to keep social distancing. Should there be any suppliers coming from high-risk areas, we kindly request not to accept or to postpone the order until later.

The products under supervision of CRG are classified into 3 categories as follows.

1. Dry goods
2. Chilled materials
3. Frozen materials

The warehouse management consists of two distribution centers controlled by Warehouse Management System: WMS to monitor the over-all processes from receiving, putting away, to picking and replenishing the products to arrange the distribution to the branches throughout the country efficiently. The WMS assists in controlling the distribution processes via FIFO (First in, first out) and FEFO (First expired, first out) in order to monitor the product expiry and appropriate quantity of stock items, ensuring sufficient stock and restaurant needs. Also, the Traceability System allows the accurate, precise, and rapid recall when any damaged product is found.

As regards to the product transportation management system, product and raw materials distribution to the restaurant branches is controlled by Transportation Management System: TMS to administer the product delivery from origin to destination efficiently, and reliably for the most cost-effective product transportation. That is, the system automatically selects the vehicle type and size to suit the product quantity and the destination hub, writes a review, and optimizes the delivery routes by quarter for the most efficient operations at the least transportation costs.

Production

Central Restaurants Group Company Limited (CRG) has divided the food production process into two stages as follows.

1. Production at Point of Purchase
2. Production at affiliated factory and Central kitchen such as the ice cream factory under supervision of CRG Manufacturing Company Limited and Central Kitchen

The product production of each restaurant brand is prescribed by individual franchisors' specified quality control regulations in all production processes coupling with training the employees to be equipped with standards, efficiency, and continuous development to keep up with the global trends. Moreover, the quality control system for production consistency ensures that the products delivered to customers are of consistent quality, safety, and standards countrywide.

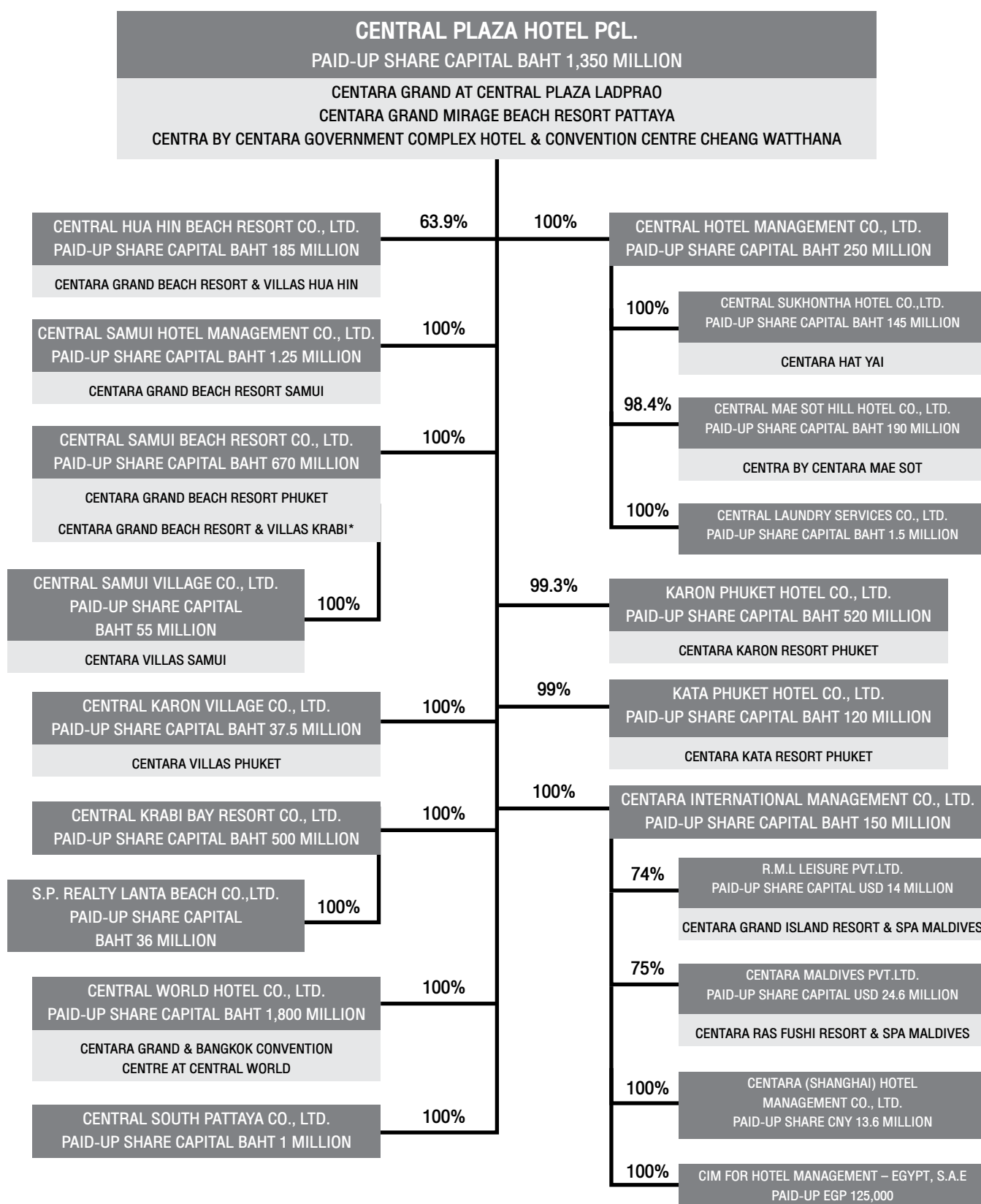
Environmental Impact and Waste Disposal

Regarding the environmental impacts, CRG has the policy on reusable packaging without using foam products except for cool temperature-controlled packaging only.

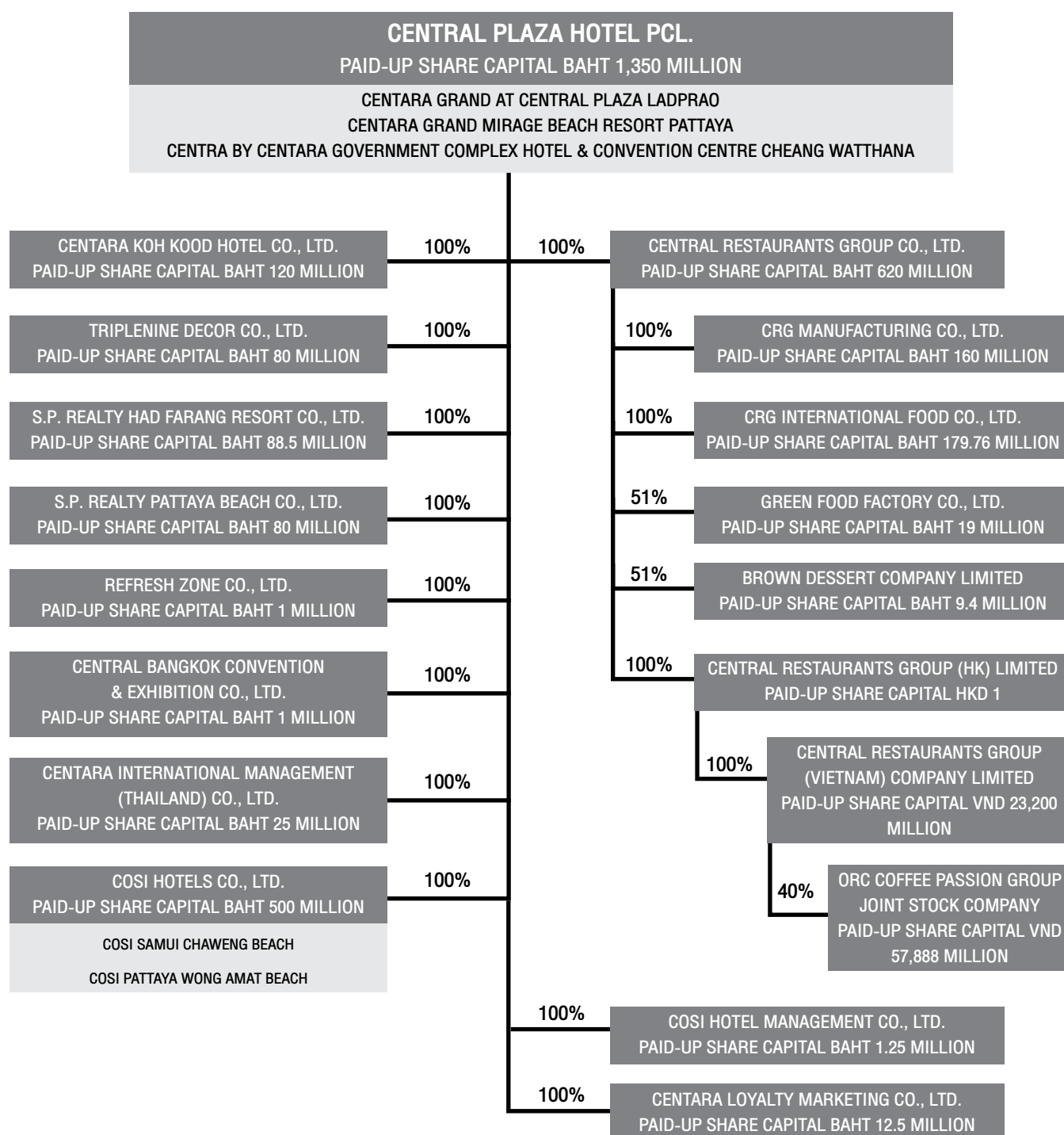
For the residual waste or materials disposal procedures, all branches of each individual brand have the sanitary drainage system and grease traps and interceptors before leaving the wastewater to flow into the sanitary sewer in order to cause no environmental impact. Furthermore, certain types of food processing residuals such as used oil which can later be sold to other business operators for further production such as soap, biodiesel under the terms and conditions that require the used oil buyer to have the original purchase and sale transaction document specifying the name of sub-purchaser. CRG has also checked the transaction randomly with the plant of destination every two to three months per each check request for the purchase and sale transaction from the plant of destination in order to prevent the used oil from reaching the consumer market.

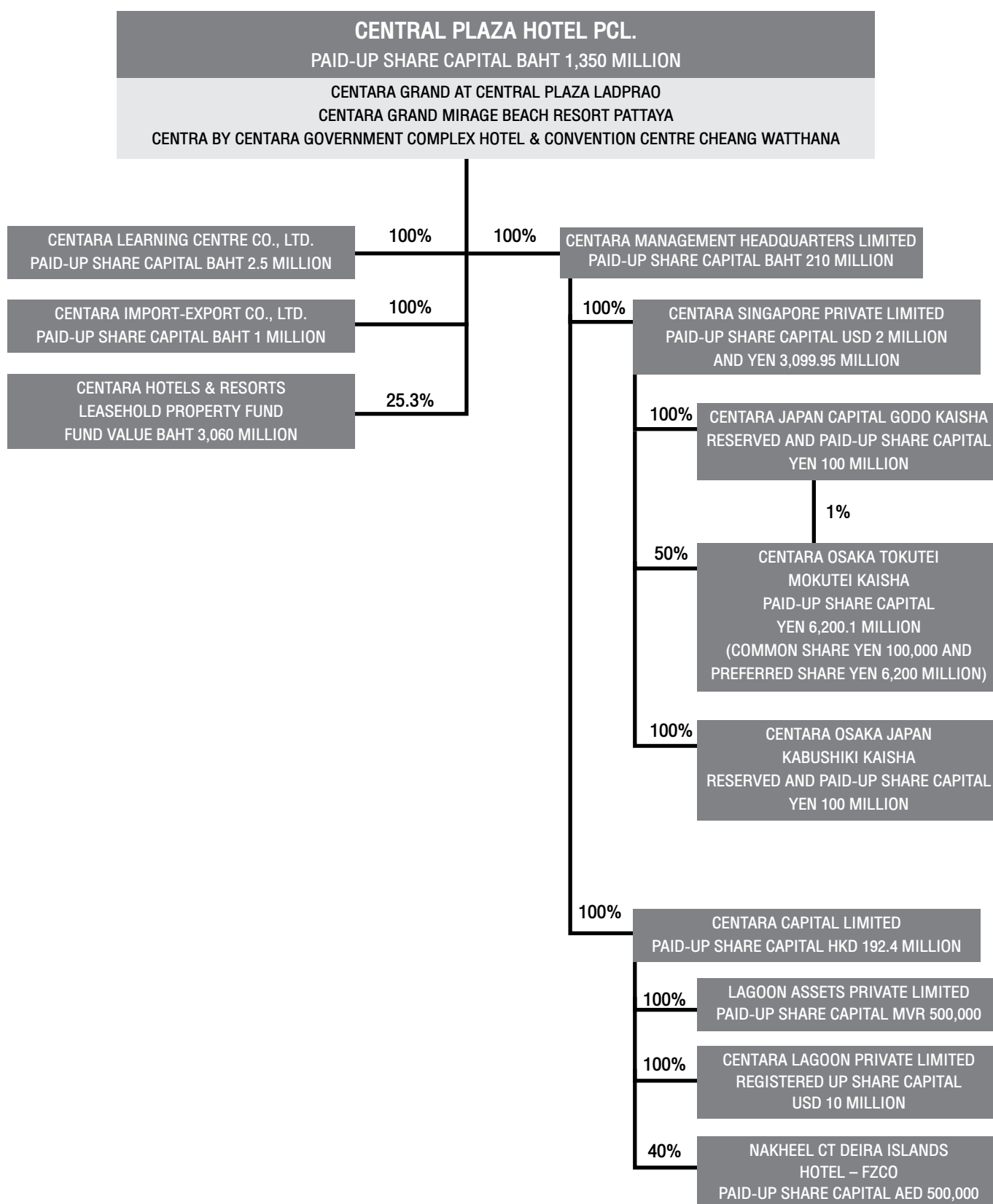
With regards to the wastewater produced from the ice cream processing at the affiliated factory of CRG Manufacturing Company Limited, it undergoes a treatment by anaerobic digestion then activated sludge process. The treated wastewater is then sent for quality standards examination; the result is in the excellent criteria in accordance with the prescribed standards. That is, the treatment ponds can hold the wastewater to 80 cubic meters per day then the treated wastewater is sent to the central treatment system of Nava Nakhon Industrial Zone before being later discharged into the public waterways.

BUSINESS STRUCTURE



*OWNED BY CENTRAL KRABI BAY RESORT CO., LTD.





Shareholders

The top 10 of majority shareholders as of 30 December 2020*, as follows

Major Shareholders	Number of Shares	%
Tiang Chirathivat Co.,Ltd	67,523,190	5.00
Thai NVDR Company Limited	42,104,351	3.12
Mr. Niti Ostanukrau	41,314,611	3.06
Mr. Suthikiati Chirathivat	31,170,141	2.31
Mr. Prin Chirathivat	29,263,374	2.17
Mr. Tos Chirathivat	28,976,874	2.15
DBS BANK LTD	23,000,000	1.70
Deutsche Bank AG Singapore PWM	22,963,360	1.70
SOUTH EAST ASIA UK (TYPE C) NOMINEES LIMITED	20,122,862	1.49
Mrs. Ratana Norpanlob.	19,879,058	1.47

Note : The Chirathivat Group holds a total of 62.7% of the paid-up share capital of CENTEL

* The top 10 shareholders are ranked by Thailand Securities Depository Co., Ltd.

Capital Detail

Share capital as of 31 December 2020

Registered: Baht 1,350,000,000, comprising of 1,350,000,000 ordinary shares at par value of Baht 1 per share

Issued and fully paid: Baht 1,350,000,000, comprising of 1,350,000,000 ordinary shares at par value of Baht 1 per share

Debenture

Debenture as of 31 December 2020 as follows

- Debentures of Central Plaza Hotel Public Company Limited No. 2/2016

Debenture Name	:	CENTEL 218A
Total value	:	Bath 980 Million
Registrar	:	CIMB THAI BANK PCL
Tenor	:	5 years
Registered Date	:	11 August 2016
Maturity Date	:	11 August 2021
Interest Rate	:	2.45 percent per annum

- Debentures of Central Plaza Hotel Public Company Limited No. 3/2016 series 1

Debenture Name	:	CENTEL 229A
Total value	:	Bath 1,000 Million
Registrar	:	CIMB THAI BANK PCL
Tenor	:	6 years
Registered Date	:	29 September 2016
Maturity Date	:	29 September 2022
Interest Rate	:	2.78 percent per annum

- Debentures of Central Plaza Hotel Public Company Limited No. 3/2016 series 2

Debenture Name	:	CENTEL 239A
Total value	:	Bath 1,000 Million
Registrar	:	CIMB THAI BANK PCL
Tenor	:	7 years
Registered Date	:	29 September 2016
Maturity Date	:	29 September 2023
Interest Rate	:	2.97 percent per annum

- Debentures of Central Plaza Hotel Public Company Limited No. 3/2016 series 3

Debenture Name	:	CENTEL 269A
Total value	:	Bath 500 Million
Registrar	:	CIMB THAI BANK PCL
Tenor	:	10 years
Registered Date	:	29 September 2016
Maturity Date	:	29 September 2026
Interest Rate	:	3.39 percent per annum

- Debentures of Central Plaza Hotel Public Company Limited No. 1/2019

Debenture Name	:	CENTEL 240A
Total value	:	Bath 600 Million
Registrar	:	CIMB THAI BANK PCL
Tenor	:	5 years
Registered Date	:	31 October 2019
Maturity Date	:	31 October 2024
Interest Rate	:	2.44 percent per annum

Dividend payment policy

Dividend payment policy of the Company and its subsidiaries are not less than 60% of net profit unless the company has the business expansion.

Details of dividend payment are as follow:

	2016	2017	2018	2019
Basic earnings per share	0.71	0.70	0.88	0.79
Dividend payment per share	0.55	0.60	0.65	0
Dividend Payout Ratio ⁽¹⁾ (%)	77.46%	85.71%	73.86%	n/a

(1) Dividend payout ratio is calculated as dividends per share divided by basic earnings per share.





2. RISK MANAGEMENT

Central Plaza Hotel Public Company Limited is committed to promoting risk management to be an important part of corporate culture by creating a risk management policy framework to be used as a guideline for formulating corporate strategy and business operations to ensure sustainable returns in the long term for all stakeholders in the hotel and food business groups. All risks that may affect the company in achieving its objectives and strategies must be identified in a timely manner and assessed risk level both in terms of probability and impact. Then, the cost and benefit of controlling and managing the risks at the acceptable level or lowering the risks through appropriate measures will be considered to ensure that the company has prevented unacceptable losses and has continuously monitored the company's risk management to ensure that business risks are properly handled.

Apart from this, the company also announced sustainability development policies covering the economic, social, and environmental dimensions, determined the integrated risk management structure and sustainability development, and appointed the committee with clearly specified duties and responsibilities to regularly report to the board of directors.

The company is well aware that uncertainty tends to increase in every dimension, and it may inevitably affect the business of the company as can be seen from the severe economic crisis resulting from the outbreak of COVID-19 pandemic in 2020 which had struck the business of the company and other businesses worldwide. For this reason, the company prioritizes organizational development through policy reviews and use of appropriate risk management tools in a timely manner.

The company has continuously carried out its sustainability operation under sustainability development framework. Currently, the hotel business has piloted the adoption of Centara Sustainability Programme in collecting and analyzing data to optimize operational performance efficiency and is expected to be subsequently implemented with food business. The company also regularly provided trainings on corporate sustainability development for the executives and employees to ensure they are able to apply the knowledge learned in improving and developing their work performance and which in turn will pave way for organizational sustainability in the long run. In 2020, the company was chosen to be included in the list of Thailand Sustainability Investment (THSI) for the third consecutive year and was listed on the SET THSI INDEX, SET Well-Being Index (SETWB), and was presented with Sustainability Disclosure Recognition from Thaipat Institute.

Furthermore, the company has announced a good ethics policy for employees at all levels and those involved in the business chain on the enhancement of corporate culture in conducting business transparently and fairly with all parties and created a channel for complaints for anyone seeking fairness or to report fraudulent behavior of people in the organization.

The company has established preparatory measures following the government's introduction of the Personal Data Protection Act 2019, which shall come into effect from June 2021 onwards.

BUSINESS RISK FACTORS

1. Strategic Risk

The company has in place both short-term and long-term strategies to ensure business balance and sustainable success and requires regular review of those strategies to ensure that the company's business operations do not face risks arising from inappropriate strategic planning

or implementation that is inconsistent with the changing situation. In 2020, the company's hotel business was severely impacted the outbreak of COVID-19 pandemic. Hence, the company adjusted its strategy by focusing more on providing high standard of hygiene and safety in service, including cost and expenditure reduction, capital expenditure reduction, seeking additional income during crisis, liquidity management, and shifting focus from revenue to cost and expenditure control.

Due to the ongoing rapid and dramatic changes such as COVID-19 situation, the company therefore pays attention to data collection process for systematic analysis, identifies appropriate indicators for strategic planning, allocates resources in accordance with the strategic plan, communicates the strategic plan to ensure understanding across the organization, develops clear and appropriate operational plans, and monitors the progress following the action plan. Business strategic risks faced by the company are as follows:

1.1 Domestic Investment Risk

Domestic investment risk includes undesirable returns on investment, project launch success, change in investment value, contractual obligations, compliance with relevant laws and regulations, and political instability. To minimize these risks, the company set up a specific investment team to be responsible for examining and analyzing investment projects status, including studying the feasibility of the project in detail, and conducting joint project planning with sales and marketing department, operation department, design and technical department, as well as advisors and external specialists if needed.

The company set up an investment committee consisting of executive members of the company to be responsible for auditing and analyzing the overall investment project and seeking advice from directors prior to making appropriate investment decisions based on approval levels.

Following the launch of each investment project, the company will periodically monitor project performance in terms of occupancy rate, average room rates, average income per room, growth rate of original branch, profit margins and yields relative to estimates and / or targets to measure the success of investment project. With careful work process and investment philosophy, the company was able to efficiently manage its domestic investment risk. In 2020, all guest rooms and the main dining rooms of Centara Grand & Bangkok Convention Center at Central World have been renovated. In addition, the company also renovated Centara Grand Beach Resort Samui and rebranded it to Centara Reserve Samui, which is expected to open in mid-2021.

1.2 Foreign Investment Risk

In striving to become a Thai hotel group at the international level, the company has expanded investment to the countries in the ASEAN Economic Community (AEC), Indian Ocean, the Middle East, and popular tourist destinations to promote existing businesses and future business growth in the long run. Currently, the company owns and manages two hotels in Maldives, namely Centara Grand Island Resort and Spa Maldives and Centara Ras Fushi Resort and Spa Maldives. At the same time, the company is under process of expanding its hotel business in Maldives through lagoon leasehold investment under which two new upscale resort projects are expected to be developed with 310 rooms availability in the first phase. Also, the company is currently working on projects development in Dubai and Osaka.

Apart from having careful work process in handling domestic investment, the company also takes into account specific risks in each country, world political geography, macroeconomic overview, industrial situation, social and environmental conditions, culture, tax system, laws and regulations, and exchange rate risk prior to making investment decision. In addition, the company has entered into joint venture agreements with business partners that have in-depth knowledge in the area and extensive experience as a way to jointly develop business and strengthen foreign investment expansion. This includes Centara Deira Islands Dubai which is scheduled to open in Q4 2021 and Centara Grand Osaka which is scheduled to open in mid-2023, both of which are examples of joint ventures with leading foreign developers. These risk management measures have helped to reduce foreign investment risk faced by the company.

1.3 High Competition Risk

Hotel Business

Although the company has been affected by the COVID-19 epidemic situation, causing foreign tourists to be unable to travel and use the hotel services in Thailand. However, the government policy has supported the hotel business under the project “We travel together” to stimulate the economy by giving Support to Thai people to travel and use domestic hotel accommodation. Therefore, the tourism industry can still operate. Hotels nationwide therefore competed through special (discounted) offers to attract local tourists. Apart from this, consumer spending behavior has also changed by focusing more on good price deal and selecting those hotels that joined the campaign and able to offer relaxation with family.

The company understands that for the hotel business to achieve its goals, it is not only important to create value for financial investment, but also maintain business sustainability as these are the keys of creating customer satisfaction and building trust among the society and all related stakeholders.

As such the company has a strategy to develop direct customer engagement in several ways, including the Centara Privilege Club and Centara The1 program, coupled with a comprehensive marketing strategy to enhance the brand in order to gain broader reach and penetration globally.

Food Business

Today, the restaurant business is highly competitive, and existing operators continue to expand branches and acquire new food businesses to grow their existing businesses. This also includes with new entrepreneurs who seek to expand their business to the food industry on the grounds that it is an easily competing market when comparing with the hotel industry and resulting in yielding more entrepreneurs. However, the company plans to maintain its leading position in the restaurant business by launching new products, improving its stores to meet consumer needs, adjusting its business plan, expanding sales channel through delivery and online services, and improving customer services to better respond to customer needs given the changing consumer behavior which requires convenience and speed. Moreover, the company has a clear plan to increase the variety of restaurants so the food business can meet the needs of consumers and sustainably grow despite the changes.

1.4 Economic Risk

Due to the sluggish domestic economy continuing from the previous year together with the drastic declining number of foreign tourists

as a result from COVID-19 pandemic, the company was unable to achieve its operational goals. To mitigate undesirable impact on the company's business, various measures will be adopted to strengthen business operations by creating a variety of brands to cover all potential markets.

1.5 Climate Change and Natural Disaster Risk

Current climate change and global warming have led to seasonal uncertainty, extreme and more frequent natural disasters such as earthquakes, heat waves, wildfires, droughts, storms, and dust particles. These factors can affect the entire value chain. Hence, the company closely monitors these inevitable risks to minimize business impact and has established the Business Continuity Management Plan (BCM) and Business Continuity Plan (BCP) for the entire organization. Furthermore, such plan is regularly reviewed and obtain appropriate insurance.

1.6 Risk of Inability to Acquire Desired Business Location

The restaurant business has become increasingly competitive and a good location is considered as a crucial factor in the restaurant business, making the entry into the competition for rental space in department stores and good locations more difficult and challenging. The company might consequently not acquire new leased areas or not able to renew rental contracts under the same conditions. Nevertheless, the company has a business alliance with many rental space operators in both Bangkok and other provinces. Moreover, the company is a leading restaurant operator in the country and offering popular products and services which are in demand among consumers. With this, it helps attract customers to the department stores or shopping centers. Additionally, the company has had good relationships with the landlords for a long time, has a good payment record, always abides by the lease agreements without any issues with the landlords and has consistently received contract extension. More importantly, the restaurant business has presently expanded its market beyond department stores through delivery service. As a result, the company considers that such risk has no material impact on the company's business operations.

2. Financial Risk

The company has a policy to maintain continuous growth both in the hotel and food business. To achieve this goal, the company has the following relevant financial risks:

2.1 Liquidity Risk

The company closely monitors the liquidity of the business and manages both short and long-term liquidity. In 2020, the company had a current ratio 0.6 times, a decrease compared to 2019. To support necessary expenditure of the company during COVID-19 situation as well as business growth plan through investment of several projects having strategic significance at an appropriate liquidity risk level, the company received financial support from several commercial banks in a form of both short and long-term loans in 2020 for liquidity management and by which appropriate interest-bearing debt to equity ratio has been considered. At the end of 2020, the company had interest-bearing debt (excluding lease liabilities) to equity ratio of 1.1 times, which is lower than the level specified in the terms and conditions of the debentures and the terms of the loan contracts at 2.0 times. The company also diversified risk from concentration of funds using financial instruments and financial institutions. At the end of 2020, the company had outstanding loans with nine banks and had a well-allocated schedule to redeem the debentures.

In addition, the company regularly prepared cash flow projections to evaluate the cash flow status and ensure that there are sufficient funds to conduct business and expansion of several investment projects having strategic significance amidst the ongoing crisis which has forced temporary service shut down.

2.2 Foreign Exchange Risk

The company and its affiliates have certain income in foreign currencies such as income from hotel management in other countries, dividends received from hotels in other countries, and income from travel agents in other countries. The income varies according to the foreign exchange rate. The company has certain expenses in foreign currencies such as franchise fees for the express restaurant services, the payment for certain ingredients purchased from manufacturers and distributors abroad. In general, the company and its affiliates use best efforts to offset the net foreign currency amount to reduce the effect of foreign exchange rate fluctuations. In the case of the hotel business, the company has set its own room rates using Thai baht as the primary currency for hotels in Thailand.

In expanding business to foreign markets, the company and its subsidiaries are exposed to foreign exchange risk through the currency that its foreign businesses use in operations. Regarding the investment, the company will borrow in the same currency as the expected cash flow from operations of the foreign businesses to naturally reduce the risk of foreign exchange rate fluctuations (Natural Hedge). The company continuously monitors exchange rate fluctuations of major currency and is prepared to implement management measures if there is a dramatic change in exchange rate by adjusting its work processes and/or using financial instruments to prevent the risk if necessary.

2.3 Interest Rate Risk

To reduce the risk of interest rate fluctuations, the company has utilized both debentures in the capital market and loans from financial institutions with fixed interest rates that are appropriate to the financial structure in a relatively low interest rate environment. At the end of 2020, the company has a fixed interest-bearing debt ratio of approximately 51 percent of total interest-bearing liabilities, which is a management strategy to reduce the risk from interest rate changes.

3. Operational Risk

3.1 Risk Associated with the Recruitment of Talented Personnel with Positive Attitude

At the end of 2020, the company has a total of 42 operating hotels (7,624 rooms) and over 1,000 restaurant branches in Bangkok and other provinces which require a large number of operational staffs.

The company has always recognized the importance of its employees. Regarding the ongoing COVID-19 pandemic in 2020, many hotel services have to temporarily close down for cost saving purpose, the company continued to consider the wellbeing and safety of its employees as well as impact on their incomes by implementing human resource measures to have the least impact on employees including continuously having a policy to help employees. The company also has in place the policy to assist its employees namely financial aids during COVID-19 crisis and assist the employees in receiving financial aids from the government such as social security money and reduction of provident fund contribution to ensure the employees have sufficient income and able to survive during

the shutdown of hotel service. The employees fully cooperated with the company, allowing the company to retain competent employees and at the same time raised employees' loyalty for the organization. Although this year had been a challenging year, the company and its employees still managed to survive. Despite decreasing demand to recruit new employees in 2020, the company continued to develop its current human resources by implementing work from home schedule and providing online trainings so that they can develop new knowledge and enhance competency from home in order to further optimize performance efficiency.

Moreover, the company maintains its corporate culture by treating personnel as if they were family members, continuously communicating with them regarding how to prevent COVID-19 infection during severe outbreak and issuing policy to look after personnel who are at risk of COVID-19.

These factors are vital to retaining employees at the company and at the same time continuously and sustainably build employees' loyalty.

3.2 Information Management and Cyber Risks

To enhance the service capacity in the future, it is necessary to apply digital technology that can reach consumers through various channels quickly and completely and provide useful information for decision making. However, technological advancement can also increase security risks of a more complex information system.

The company and its affiliates therefore provide measures to prevent and manage cybercrime risk. This may be the act of criminal groups, which are likely to increase, or it could be the actions of the company's own employees. The company has appointed the Data Protection Committee, determined the structure for managing data and important documents, and given the rights to access information or documents only to those with authority or relevant parties. Apart from that, the company also invested in a new operating system provided by a well-known software company in the hotel industry for speed, modernity, and ability to handle various types of cybercrime. The company also determined policy and process for preventing and handling cyber threats in efficient manner in accordance with ISO27001 which is an international standard for safety of information technology system.

3.3 Technological Change Risk

Owing to the COVID-19 situation, the needs of both individuals and corporate customers are increasingly driven through online purchasing channels within the hotel business. This has led to the shift of partners from traditional businesses to flexible pricing methods which contribute to the rise in demand for sales, system connection, and technological capabilities.

The company recognizes the importance of system connection and customer communication and has therefore invested in the new technological architecture throughout the organization starting from modifying its website in 2020 which is scheduled to be completed in 2021. This will not only improve the image of Centara but also enhance the customer experience especially in terms of income. The new company's website has been improved with the Search Engine Optimistic (SEO) which will enable to the larger number of users, quicker access, and higher booking rate. Other additional functions have emerged such as price offers, better performance, royalty connection, personalized customer information, and connection with modern booking system to allow wider online access.

The company plans to apply the new technological architecture in other hotels in 2021. This would include hotel management system among managed hotels, central reservation system, communication system, and revenue management system. These are expected to systematically improve work performance, enable more efficient database management, and maintain customer base by promoting reuse of service. In respect to customer experience, the company will adopt customer relationship management system which comprehensively integrates the website, hotels, room reservations, and one-to-one communication system to enable data personalization and marketing automation. These factors are expected to create a better customer experience and therefore maintain customer base in the long run.

For the food business, disruption comes from the growth of the food delivery service, which has experienced tremendous growth in the past years. The company realizes that the growth of food delivery service is a good business opportunity and channel to reach more consumers even if doing so will increase the number of players and competition in the market. Currently, the company is working closely with online food delivery service providers and is in the process of developing its own online food ordering and delivery system along with a new point of sale system to meet the increasing demand for food delivery.

3.4 Risk of Not Being Able to Renew the Contract and Changes in Important Terms and Conditions of the Contract

The franchise contracts that the company has entered into with the franchisors have a duration of 10 to 20 years. If the company's contracts are not renewed, the company will be unable to operate under the brand. However, in selecting franchisees, franchisors will consider the readiness of franchisees including their financial status, reputation, and past performance to ensure that the franchisees will be able to bring the brands to success. In considering the renewal of the franchise contracts, the franchisors' decisions will be based on the same principle. From past records, the company has been able to meet the terms and conditions of the franchisors. This is proven by the company's ability to successfully manage various brands and become the market leader in the food business in Thailand. The company also conducts business by strictly discussing with the franchisors; therefore, it can be sure that the franchisors' products which reach consumers' hands will have the quality that meets the standards as specified by the franchisors. From the reasons mentioned above, the company is confident that the company has a great opportunity to receive franchise contract renewals. Additionally, the company plans to introduce their own brands in the future.

3.5 Risk of Raw Material Price Fluctuations

The price of raw materials used in the food business can be changed by many factors including weather conditions, labor issues, and spread of communicable diseases in animals or plants. If the company is unable to handle the risk, it may have a significant impact on the company's operations. The company has planned to prevent such risk to continuously control the cost of raw materials to be at an appropriate level by planning raw material procurement in advance according to the company's annual sales plan, categorizing the types of raw materials, and purchasing each type of raw materials with an aim of increasing the purchase quantity and bargaining power in price. Moreover, the company has entered into contracts to purchase raw materials in advance with manufacturers or distributors that the company trusts with price, quantity, and delivery time clearly specified in the contracts.

3.6 Risk of the Disease Outbreak in Plants or Animals

The spread of diseases in plants or animals is considered a risk factor that is difficult to control. Since disease outbreak affects consumers' confidence and the company's revenue, the company has a strict procedure for selecting manufacturers of raw materials. Every raw material must pass the production and transportation process standard and receive an internationally recognized production certificate. During the selection process, the company and the franchisors jointly select the manufacturers to ensure that the raw materials used will be of good quality, clean, safe, contamination-free, and meet the same standard as other franchises around the world. Additionally, the company plans to diversify its manufacturers of raw materials to prevent such risk.

3.7 Environmental Impact Risk

The company commits itself to operating business in environmental-friendly manner and considers all work-related environmental impacts. Hence, the company has determined a guideline on environmental impact risk covering from optimal use of resources, work process improvement, technology adoption for environmental management, development of data collection system for energy consumption, water consumption, water treatment, systematic waste and hazardous waste management, and analyzing related data for further improvement of work process to ensure all business operations carried out by the company are on the basis of environmental care and preservation and minimize environmental impact in both short and long run. This also includes reduction of greenhouse gas emission resulting from business operation which is the main cause of climate change and protecting biodiversity of the areas where the company's business takes place.

3.8 Human Rights Risk

The company recognizes equal value and dignity as human being of every individual and therefore prioritizes the protection of human rights of all stakeholders namely customers, employees, business partners, community, society, and the environment. The company has in place a policy framework and guideline concerning human rights which demonstrates equal respect and treatment as well as avoidance of human rights violation. This is reflected through various policies and practices of the company such as corporate governance policy, code of conduct, personal information policy, code of conduct and practices of business partners, procurement practice, and anti-corruption policy. Additionally, the company has in place prevention and mitigation measures as well as remedial measures in the event of human rights violation, including following up on and reporting operating results to the management.

4. Compliance Risk

4.1 Legal Compliance Risk

Legal compliance risk involves failure to understand and comply with the regulations, laws, policies, and requirements of the Stock Exchange of Thailand and the Securities and Exchange Commission, which are ever changing. The company and its subsidiaries focus on systematic operations, determine the responsibility of those involved, and conduct regular monitoring. The company's Secretariat is responsible for coordinating with the Stock Exchange and the SEC to ensure understanding of new regulations and communicating with business units accurately in accordance with good corporate governance.

4.2 Fraud and Corruption Risk

Corruption is a systemic problem; therefore, no single organization is able to cope with the problem alone but rather the problem requires cooperation from all sectors in the society.

Accordingly, the company has joined Thailand's Private Sector Collective Action Coalition Against Corruption (CAC), which is driven by the Institute of Directors (IOD) that reviews and issues certificates to companies that have policy and guideline to fight against corruption in accordance with the criteria set by the committee and determine to put those policy and guideline into practice. The company has conducted various risk assessments regarding fraudulent conduct and established various measures that are required to be implemented. Furthermore, the company has specified operational guideline which consists of an operational procedure which has sufficient details and requires an internal control system to ensure that the anti-corruption policy is both effective and efficient. The company also provides various communication channels that are safe for whistleblowers or complainants.

5. Emerging Risk

5.1 Risk of COVID-19 Pandemic

The outbreak of COVID-19 pandemic since the start of 2020 has been directly affecting the company by forcing many hotels and restaurants in department stores to temporarily suspend service until the government announced for the ease of lockdown measures. Before resuming the service, the company had considered the adoption of New Normal protocol in its service provision of maintaining cleanliness of public areas, accommodation, and restaurants; social distancing; and taking temperature of customers. Furthermore, the company's marketing strategy has also shifted from foreign tourists who were once the largest customer for the group to be Thai tourists by supporting the government campaign of "Let's Travel Together" which aims to promote local tourism industry and domestic consumption.

5.2 Risk of Macro Economy and Political Instability

The operating results and development plan of the company may be impacted by uncontrollable external factors namely global economic situation, lower domestic consumption, and political instability. As a result, the company implemented various measures to prevent potential risks and adverse impact that may affect the company's business which are but not restricted to the following:

- Optimize sale channels and sale proportion for both hotel and food businesses.
- Strengthen work performance and operation system and diversify the brand to widen access to potential markets.
- Focus on asset light business growth with fee income such as hotel management contract and asset right through investment in potential assets, including expanding investment to countries in the ASEAN Economic Community (AEC), Indian Ocean, the Middle East to spread the risk.
- Establish the Business Continuity Management Plan (BCM) and Business Continuity Plan (BCP) both for the entire organization and at the department level. These plans are to be regularly reviewed and equipped with a database system for essential information and appropriate insurance.

5.3 Risk of Compliance with Personal Data Protection Act (PDPA)

Personal Data Protection Act B.E. 2562 (2019) was scheduled to become effective in Thailand in May 2020. However, the enforcement of this law was postponed for a further year. Since the company deals with personal data of various groups of stakeholders such as customers, business partners, employees, etc. The company has therefore reviewed the work process related to personal data and only collect personal information that is necessary and beneficial to the customers. The company also notified business partners regarding its personal data policy and strict compliance with such policy. Meanwhile, all employees are required to attend training on compliance with Personal Data Protection Act to determine related measures, adjust work procedure and IT system, and change policy on relevant legal documents to ensure compliance with the Personal Data Protection Act before



**CORPORATE SOCIAL RESPONSIBILITY
& SUSTAINABLE DEVELOPMENT**



3. CENTEL SUSTAINABLE DEVELOPMENT

“Operating a sustainable business is a challenging task which requires co-operation from all parties including our executives and employees. We intend to operate ethically and sustainably across our entire portfolio. We are committed to sustainable practices throughout our operations, whilst delivering an exceptional level of Thai hospitality for our customers. Companies that respond effectively to the challenges of sustainability can gain a competitive advantage and increase share value. We strive to develop sustainable hospitality strategies and encourage sustainability wherever we operate.”

Mr. Thirayuth Chirathivat

Chief Executive Officer

Vision and Mission

VISION AND MISSION	
<p>HOTEL BUSINESS</p> <p>Vision</p> <p>To be the leading global hospitality group of Thai origin</p> <p>Mission</p> <p>To provide locally-relevant, Thai-inspired experiences in each of our global destinations, delighting guests through a blend of innovation, authentic family values and the unique passion of Centara's people, whilst maintaining a commitment to sustainability.</p>	<p>FOOD BUSINESS</p> <p>Vision</p> <p>To be the Number one restaurant business in Thailand in the hearts of our consumers, leading with innovations and delivering value-for-money for all occasions</p> <p>Mission</p> <p>To deliver delicious and affordable meals to all our customers and always providing our service warmly from our hearts. We strive to create product innovations and store experiences that respond to our customer's ever-evolving lifestyles in order to provide a truly memorable dining experience. All this in support of, and serving as CRG's long-term commitment to the community around us and our unwavering commitment to sustainable growth.</p>

Hotel Business Strategy

The company has developed a business growth strategy to step up its role in the region under a business framework which involves a next five-year plan (2019-2023), doubling the expansion of domestic and overseas investment portfolios, pursuing new business opportunities outside its historic hotel and resort core, and improving key infrastructure to become a top 100 global hotel operator.

Food Business sStrategy

The strategy to make Central Restaurant Group's restaurant business the industry leader is to deliver delicious and affordable meals through heartwarming services of CRG and commitment to create innovations that meet consumer lifestyles to provide truly memorable dining experience and ensure sustainable business growth in order to achieve business goals. The company plans to expand its existing brand's branches throughout Thailand to expand the customer base and alternatives for customers in Bangkok and other provinces with a focus on maintaining high product standards and constantly developing new products. Apart from that, the company plans to add new brands to its portfolios to meet the increasingly diverse needs of consumers. Furthermore, the company plans to expand its sales channels to broaden the customer base and create opportunities to generate higher income and profits in the future.

Core Values

The role of promoting sustainability in the organization is embedded in the company's operations under the "I•CARE" concept as we care about conducting business in harmony with employees, customers, business partners, society, and community. The concept is incorporated in the company's business practices operating our hotel and food businesses responsibly and to serve as a framework for moving the organization towards sustainability.



Innovation
to create new ideas

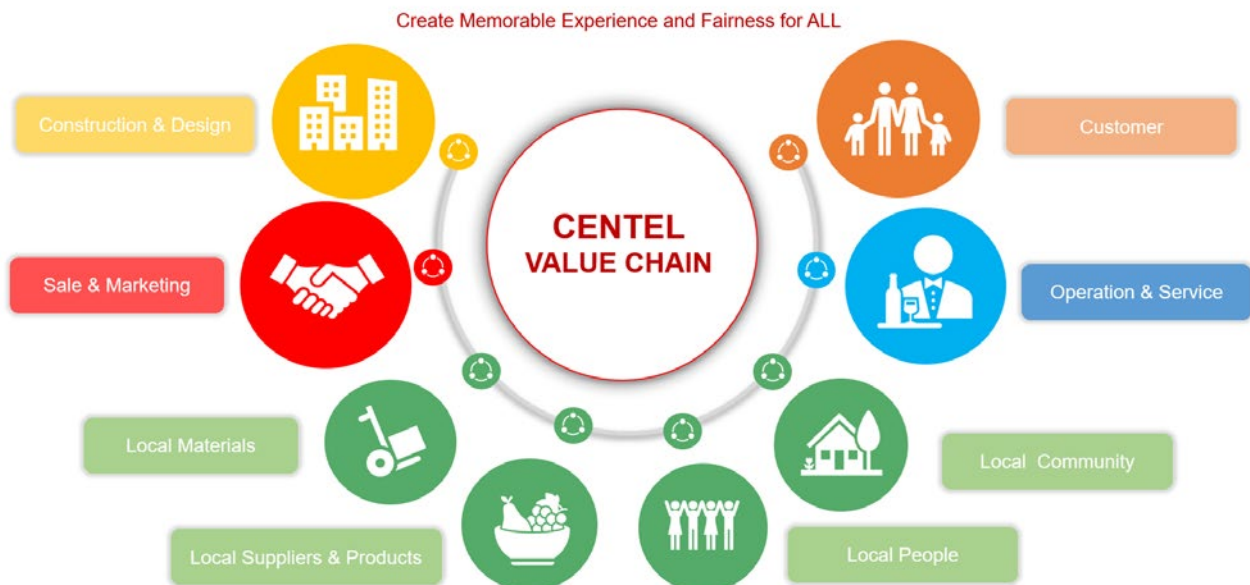
Customer
to provide excellence in customer service

Alliance
to progress together across all business groups

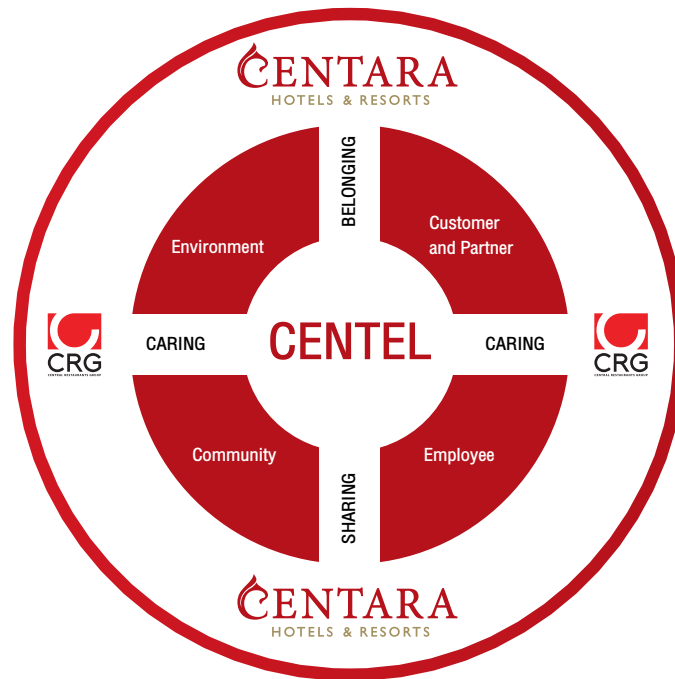
Relationship
to have a bond and to support each other

Ethic
to possess work ethics

Sustainability Management



Sustainability Policies and Management Goals



CENTEL has established a sustainability development policy as a guideline for sustainable business growth covering economic, social, and environmental dimensions using the sustainability development concept as the pillar for all our operating processes, instilled in our operational lines and operational plans to ensure connectedness, create a balance in economic, social and environmental dimensions throughout the supply chain, and achieve the goals of sustainability development, bringing the greatest benefits to all stakeholders. The company has set up the Working Team on Sustainability Development consisting of working members from both the hotel and food businesses to transform executives' policies into sustainable operation guidelines for all divisions, promoting sustainability approaches at the employee level across the organization. The working team has established the framework and goals for sustainability in the three following dimensions:

Economic Dimension	Social Dimension	Environmental Dimension
<ul style="list-style-type: none"> • Operate business based on corporate governance • Improve the quality of services and products to meet the needs of all customer groups • Manage risks efficiently • Manage supply chain • Create quality personnel for the tourism industry 	<ul style="list-style-type: none"> • Treat all employees fairly and equally • Enhance employees' competencies • Create jobs and career to distribute income to the community • Improve the quality of life of the community in the society 	<ul style="list-style-type: none"> • Conduct business in an environmentally friendly way and reduce the impact on the environment • Use resources efficiently • Systematically manage waste • Focus on climate change and reduce greenhouse gas emissions

For more information on the company's sustainability policy:

<https://investor.centarahotelsresorts.com/th/sustainability/corporate-governances-document>

Sustainability Structure

CENTEL has established a sustainability operational structure with the Chief Executive Officer and the President as the leaders to drive integrated sustainable operations. The Working Group on Sustainability Development co-ordinates with various departments of the hotel business and food businesses to report operating results in the economic, social, and environmental dimensions to the Risk and Governance and Sustainability Development Committee which is responsible for supporting and overseeing sustainable operations. Meeting is held every three months to review and follow up on the company's operations to achieve the goals as determined in the company's business practices and sustainability policies which will lead to the achievement of sustainability development in economic, social, and environmental dimensions following the Sustainable Development Goals (SDGs) of the United Nations



Awareness of Sustainable Operations

In 2020, the company continues to strive to create an understanding of sustainability among employees in the organization by providing training on corporate sustainability for high-level executives with instructors who are experts from the Sustainable Business Development Institute (SBDI) working with the Stock Exchange of Thailand to talk about sustainability in order to enable the management of the organization to apply the principles in management to ensure sustainability in the organization. The company also provides basic sustainability knowledge training for operational personnel at each hotel. Aside from that, the company has developed the Centara Sustainability Management Program to manage all hotels' environmental and social data collection and is preparing to expand the data collection to the food business.

Stakeholders Engagement in Corporate Value Chain

CENTEL has identified various groups of stakeholders and provided communication channels to listen to their feedback and expectations which will help improve processes in response to stakeholders' feedback and expectations.

Stakeholder group	Engagement and Communication Channels	Interests and Expectations	Responses and Actions
Customers	<ul style="list-style-type: none"> Customer satisfaction survey after using the service Customer interaction while providing the service Customer complaints through various complaint channels Online customer communication 	<ul style="list-style-type: none"> Service quality during the COVID-19 pandemic Service variety to meet customer needs Up-to-date, complete, and accurate information 	<ul style="list-style-type: none"> Offer satisfying services with the unique Thai hospitality Deliver a variety of products to provide customized services to customers Organize the Centara Complete Care program to ensure trust in our cleanliness and safety during the COVID-19 pandemic Provides accurate information about our services and products Develop technology to provide customers with efficient services and quick and easy access to services Prioritise customers' security and privacy Create a strict plan to support and manage the security and privacy of customers' information
Suppliers	<ul style="list-style-type: none"> Annual business partners meeting Channels for receiving complaints Business partner needs survey 	<ul style="list-style-type: none"> Sustainable business partnership Joint development of innovation for business partnership Business partner relationship during the COVID-19 pandemic 	<ul style="list-style-type: none"> Implement the one-item-one-price ordering system Transparent, fair, and verifiable procurement process Create manuals and guidelines on business partnership based on the ESG sustainability concept Provide support to suppliers and business partners within the support framework for the COVID-19 pandemic
Employees	<ul style="list-style-type: none"> Orientation for new employees Townhalls to allow executives to closely interact with employees Annual employee satisfaction survey Establishment of the employee welfare committee Relationship building activities to promote employee engagement 	<ul style="list-style-type: none"> Career advancement Work-life balance Appropriate compensation and welfare Opportunities to provide feedback Measures to support employees during the COVID-19 pandemic 	<ul style="list-style-type: none"> Develop a plan to enhance the skills, knowledge and competency of employees Review the compensation and welfare of employees to ensure appropriateness and fairness Treat employees as family to build loyalty to the organization through various activities Determine measures to support employees affected by the COVID-19 pandemic Improve the work environment according to the occupational health criteria Analyze the data from the employee satisfaction survey to create a plan to meet employee needs Adjust the operational system to be in line with measures to prevent the spread of COVID-19.

Stakeholder group	Engagement and Communication Channels	Interests and Expectations	Response
Communities and society	<ul style="list-style-type: none"> Community relations activities through volunteer activities Listen to the opinions of the communities and society through various channels 	<ul style="list-style-type: none"> Create jobs, career, and value for the communities and society Develop the community for sustainable growth Support activities for the communities 	<ul style="list-style-type: none"> Promote, enhance, and build good relationships with the communities and society to be able to live together in a sustainable way Share knowledge to allow the communities to grow together with the company's business Generate income for the communities, both directly and indirectly, for the growth of the community's economy
Environment	<ul style="list-style-type: none"> Survey and assess the direct and indirect environmental impacts from business operations 	<ul style="list-style-type: none"> Reduce environmental impact both in the short and long terms Take care and preserve the environment around the community 	<ul style="list-style-type: none"> Monitor and manage natural resource use for maximum benefits Improve business processes to reduce environmental impact on a regular basis Adopt innovation and technology to help in operation processes Promote and create environmental knowledge for employees and communities Support actions to reduce greenhouse gas emissions
Shareholders	<ul style="list-style-type: none"> Investor relations activities Annual General Meeting Company website, online media, and publications Channels for receiving notifications of investor relations information 	<ul style="list-style-type: none"> Cost-effective business performance with steady and sustainable growth Readiness for dealing with crises that affect business Business recovery plan after being affected by the COVID-19 pandemic 	<ul style="list-style-type: none"> Participate in providing feedback on business operations Organize activities to meet investors and shareholders regularly Listen to suggestions from shareholders equally Present the organization's information on operational results as well as direction and business plans
Overall stakeholders	<ul style="list-style-type: none"> Company website Complaints through various complaint channels 	Transparent and accountable business operations	<ul style="list-style-type: none"> Oversee business based on good governance according to the requirements and laws Disclose business information regularly

Materiality Assessment Processes



1. Identifying material aspects

CENTEL analyzed and compared significant risks in the hotel and food businesses and important issues from stakeholder groups from the engagement process with sustainability issues of the hotel and food businesses around the world. All the issues identified as important are presented to the group's executives.

2. Prioritization

The company together with relevant agencies analyzed and examined information about the key sustainability issues identified by stakeholders as well as key issues for the company's operations, totaling 13 issues which can be divided into three main groups comprising economic, social, and environmental aspects, and prioritized those into two areas: issues that are important to the organization's business operations and issues that stakeholders view as important.

3. Reviewing significant issues and following up and reporting the operating results

In 2020, CENTEL reviewed the significant sustainability issues by considering the priority of the sustainability issues on business progression. The working group proposed to raise the importance level of the issue since during the COVID-19 epidemic in 2020, the hotel and food businesses were greatly affected. Business operation plans to cope with the situation new business opportunities to respond to the new ways of living were presented to the Risk and Governance and Sustainability Development Committee for approval as well as the operational plan, which was approved by the group's executives and has been regularly monitored on performance.

Sustainable Materiality Matrix












Material Issues

Material Issues	Scope of Impact (In/Outside Organization)	Aspects Stated in the Report
1. Business Progression	All departments / Customers, Business partners, Shareholders	Market and competition
2. Guest Satisfaction	All departments / Customers	Customer relationship management
3. Supply Chain Management	All departments / Business partners, Communities	Supply chain management
4. Corporate Governance	All departments / Customers, Business partners, Shareholders	Corporate Governance
5. Data Privacy	All departments / Customers	Personal data protection and privacy
6. Technology disruption	All departments / Customers	Market and competition
7. Human Rights	All departments / Business partners	Human resource management
8. Human Capital Development	All departments / Customers	Competency and skill enhancement for employees
9. Well-Being	All Departments / Communities	<ul style="list-style-type: none"> Human resource management Social and community development
10. Safety and Security	All departments / Customers, Communities	Occupational health and safety
11. Climate Change Management	All departments / Customers, Communities	Environment Dimension
12. Waste Management	All departments / Customers, Communities	Environment Dimension
13. Water Management	All departments / Customers, Communities	Environment Dimension

Sustainability Performance

CENTEL is committed to sustainable development throughout its supply chain to create business stability, meet customers' and business partners' needs with excellent products and services, develop and build the organization's personnel to have skills, the ability to work efficiently, support and strengthen communities and society in improving the quality of life, and contribute to environmental stewardship by conducting business in connection with the United Nations' Sustainable Development Goals (SDGs).

Project / Method of operation	Operating results	UN SDGs
CRG bilateral education project, internship programs, and program to develop training program on hotel business for people with disabilities	<ul style="list-style-type: none"> Developed 2,354 quality person for the service industry 	 Target 4.3 / Indicator 4.3.1
Human rights and equality in employment and fair compensation and Non-discrimination against age, gender, nationality, language, and disability	<ul style="list-style-type: none"> 59 % female employees 535 female executives in middle management level, 6 % of the total 193 employees who are people with disabilities or senior people 35 nationalities employees 	 Target 5.1 / Indicator 5.1.1, Target 5.5 / Indicator 5.5.2

Project / Method of operation	Operating results	UN SDGs
Establish policies to reduce greenhouse gas emissions in business processes and seek ways to improve operational methods for greater efficiency	<ul style="list-style-type: none"> 60.66 KT Co₂-e greenhouse gas emission in business processes reduce greenhouse gas emissions by 3,292 KT Co₂-e in total up to 80 % of all light bulbs to LED light bulbs Install automatic lighting system in hotel rooms Install solar heating system in 11 hotels for energy saving 	  Target 9.4 / Indicator 9.4.1, Target 13.3 / Indicator 13.3.1
<ul style="list-style-type: none"> Clearly specify the work processes of waste management Educate staff on how to properly dispose waste Adopt technology and innovation 	<ul style="list-style-type: none"> 348,612.5 kilograms of landfill waste 43.11% of recyclable waste 2,000 kilograms of organic waste were turned to fertilizers and bio-fermented water 	  Target 11.6 / Indicator 11.6.1, Target 12.5 / Indicator 12.5.1
Food donation programme for underprivileged people through Scholars of Sustenance Foundation (SOS)	<ul style="list-style-type: none"> Reduced 69,318 kilograms of food waste 253,482 quality meals distributed to underprivileged people Organized a project to reduce food waste from the "Champion 12.3" preparation process 	 Target 12.3 / Indicator 12.3.1
Beach Cleaning projects of all hotels that located near the beach	Undertaken every month to reduce the amount of plastic waste brought to the sea	 Target 14.1 / Indicator 14.1.1
<ul style="list-style-type: none"> To be a member of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) Encourage business partners to participate in the project and provide trainings on anti-corruption for the company's employees 	<ul style="list-style-type: none"> Renewed the membership on 25th August 2019 95.85 % of all employees received the training 	 Target 16.5 / Indicator 16.5.1

Economic Dimension

Corporate Governance Based on Good Governance Principles

The company puts a great emphasis on corporate governance to build trust and credibility among its stakeholders. As a result, the company is committed to managing the organization based on good corporate governance and recognizing the importance of good corporate governance. The corporate governance structure consists of a board that oversees and operates with transparency according to the framework for good corporate governance policy. The board also focuses on the management of risks caused by internal and external factors to ensure that the organization can continue to operate using risk identification and risk management process that covers sustainability issues throughout the supply chain and supports the risk culture so that all employees across the organization have the knowledge and understanding of risk management.

(More details in the Management Structure and Corporate Governance topic in One Report)

Corporate Governance Report Assessment of Thai Listed Companies

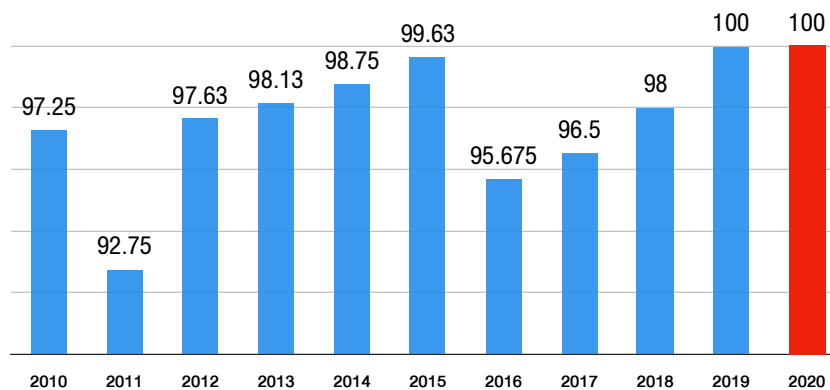
Long-term goal	"Excellent" corporate governance every year
2020 Goal	"Excellent" corporate governance from the assessment
2020 Results	"Excellent" result from the Corporate Governance Report of Thai Listed Companies (CGR) 2020 of the Thai Institute of Directors (IOD) supported by the Stock Exchange of Thailand (SET)



Quality Assessment of Annual General Meeting of Shareholders

Long-term goal	100% assessment result every year
2020 Goal	100% result from annual general meeting assessment from the quality assessment of annual general meeting of shareholders
2020 Results	100% result consecutively for the second year from the 2020 annual general meeting assessment of companies listed on the Stock Exchange of Thailand by the Thai Investment Promotion Association

Quality Assessment of Annual General Meeting of Shareholders



Business Ethics



At the heart of business operations is adherence to ethics including fairness and morality in conducting business with all stakeholders. The Board of Directors has established the principles and guidelines for directors, executives, employees and all stakeholders as follows:

- The company operates with honesty, integrity, and ethics, and enhances its business for continuous and sustainable growth
- Realize the importance of customer satisfaction and develop services and products that effectively meet the needs of customers at all times
- Treat business partners equally with regard to the company's best interest and based on fair compensation for both parties to avoid situations that may lead to conflicts of interest
- Treat employees fairly, respect individuality and human dignity, avoid discrimination in terms of opportunities, rewards, promotion, and relocation as well as enhance the potential and knowledge of employees
- Conduct business that is beneficial to the economy and society and focus on environmental conservation as well as the local traditions of the communities in which the company operates
- Co-operate with the government to strictly comply with the rules and regulations regarding business operations

Membership of Associations

The company has become a member of organizations or agencies which work towards economic and social goals. Additionally, the company's management has joined as a committee of various organizations or agencies as follows:

1. Thai Hotels Association
2. Thai Spa Association
2. Thai Chamber of Commerce
3. Thai Listed Companies Association
4. The American Chamber of Commerce in Thailand (AMCHAM)
5. British Chamber of Commerce Thailand (BCCT)
6. Pacific Asia Travel Association Thailand Chapter (PATA)
7. Thailand Incentive and Convention Association (TICA)
8. The Tourism Council of Thailand (TCT)
9. The Thai Institute of Directors Association (IOD)
10. Collective Action Coalition -Thailand's Private Sector Collective Action Coalition Against Corruption: (CAC)
11. Sustainability Disclosure Community (SDC)
12. Thailand Responsible Business Network (TRBN)

Anti-corruption



The company values and adheres to transparent and honest business operations that strictly comply with the law. The company Realizes that corruption not only affects its operations, reputation, and image, but is also an obstacle to its sustainable growth. Therefore, the company has established the anti-corruption policies and measures as a code of conduct. Directors, executives, and employees who fail to comply are subject to internal investigation and consideration following the company's regulations and relevant laws. Additionally, the company will not demote, punish, or take any adverse actions against the directors, executives, and employees who refuse to involve with corruption even though the company will lose business opportunities. The company has performed the following actions:

1. The company has assessed various risks regarding fraudulent conducts and set measures to be enforced with the aim of preventing and stopping fraud which is part of good internal control system.
2. The company has established operational guidelines consisting of operational procedures with sufficient details in accordance with the anti-corruption policy and that is able to prevent any fraud in business operations which includes charitable donations, corporate sponsorships, gift giving or receipt, hospitality (recreation), granting of money or benefits, and political support.
3. The company has established an internal control system to ensure that the anti-corruption policy is both efficient and effective, covering documentation for financial transactions, accounting processes, human resource system, and other systems related to the company's business.
4. The company has provided secure communication channels for whistleblowers, claimants, and collaborators in investigations to ask for confidential advice and submit requests, suggestions, information/reports or any complaints relating to actions that are alleged to be fraud as well as various relevant measures to protect those reporting fraud, taking into account the safety of the whistleblower, claimant or collaborator in investigations.
5. The company has communicated about the anti-corruption policy, both internally and externally, to ensure successful implementations of the policy with wide impacts such as by publishing the anti-corruption policy on the company's website and by creating public relations signage in order for directors, executives, and employees to learn about, understand, and follow regularly. Letters are also sent out to all business partners to ensure that each part of the business can be transparently carried out based on the anti-corruption measures that have been enforced.
6. The company has arranged orientations and trainings for employees to promote knowledge and understanding of the anti-corruption policy that have been enforced and has provided several examples for employees to apply.

As we conduct our business as part of the society with a commitment to make Thailand corruption-free, the company joined Thailand's Private Sector Collective Action Coalition Against Corruption (CAC), a project co-created by the Thai Institute of Directors (IOD), the Thai Chamber of Commerce, foreign chambers of commerce, Thai Listed Companies Association, the Thai Bankers Association, the Federation of Thai Capital Market Organizations, the Federation of Thai Industries, and the Tourism Council of Thailand on 1st September 2011 and was certified as a member on 22 April 2016 and renewed its membership on 5 August 2019.

The company has established the "Anti-Corruption Measures" as a guideline for all employees to adhere to and to promote the company's commitment and business guidelines among stakeholders. The company has published the anti-corruption policy on the company's website <http://centel-en.listedcompany.com/cg.html> and sent letters to business partners so that business operations are conducted honestly and transparently under the established measures. The company has invited business partners to participate in Thailand's Private Sector Collective Action Coalition Against Corruption.

Long-term goal	All stakeholders have an understanding of various activities that are not associated with corruption.
2020 goal	Review the understanding of anti-corruption using an online approach to allow all employees convenient access to anti-corruption information
2020 Result	The company organized anti-corruption trainings for 205 new employees and reviewed the knowledge of anti-corruption for all employees who have received the trainings through an online system which is accessible via computers, smartphones, and tablets to allow easy access anywhere anytime. In 2020, 95.85 % of all employees participated in the review and the no gift policy was introduced as part of the anti-corruption policy and the anti-corruption measures of the company. The company also provided corporate ethics training for high-level executives for the year 2020 and conducted an evaluation with 64 executives from the hotel business and 57 executives from the food business passing the evaluation, resulting in a 100% completion.

Reporting and Receiving Complaints

The company has set up the whistle-blowing policy and provided channels for all stakeholders to report clues, complaints, concerns, suspected conducts that violate or do not comply with the law, regulations or ethics, and malpractices and to submit evidence to relevant agencies. There will be an audit committee to investigate the facts and report to high-level management, the board of directors, and related parties, and consider the penalty in case of a violation of the law or the company's regulations. The company also established measures to protect the rights of the persons who report or submit complaints.

In 2020, the number of significant complaints received via the whistle-blowing channel for both the hotel and food businesses was 0.

Complaint Channels At <https://investor.centarahotelsresorts.com/en/sustainability/whistleblowing> or contact the following channels:

- **Office of the Secretary of the Audit Committee**

Tel: (02) 769-1234 ext. 6658 Email Address: whistleblower_centel@chr.co.th

Mailing Address: Audit Committee
Central Plaza Hotel Public Company Limited 999/99, Rama 1, Pathumwan, Pathumwan district,
Bangkok 10330

If you have any question regarding policies and measures to fight corruption, please contact:

- **Office of the Secretary of the Company**

Tel: (02) 769-1234 ext. 6131 Email Address: co.secretary_centel@chr.co.th

Mailing Address: Office of the Secretary of the Company
Central Plaza Hotel Public Company Limited 999/99, Rama 1, Pathumwan, Pathumwan district,
Bangkok 10330

Risk Management and Risk Management Structure

The company focuses on risk management to ensure steady business operations and sustainable growth, and risk management is a tool to help executives identify and manage risks more efficiently and effectively. As a result, the board of directors has established the risk management policy in accordance with the principles of good corporate governance which allows the company to separate the risk management function from departments that cause the risk. To ensure efficient and effective risk management, the Risk Management Committee has been appointed and the risk management unit has been established to be responsible for evaluating the risk level both in terms of the probability of occurrence and the potential impact to present to the management and the board of directors in a timely manner which allows them to manage such risks by considering the costs and benefits of controlling the risks to be at an acceptable level, minimising the risks or crises that are likely to reduce operations or cause disruptions in business, and following up on risk management continuously to ensure that those risks are appropriately handled and performance is evaluated.



In addition, the Risk Management Committee and the Risk Management Unit carefully review the risk policy and the scope of the risks associated with the hotel business and food business on an annual basis to analyze the effects of changes in factors related to business operations including new risks that are expected to affect business operations and to establish guidelines for managing new risks that may arise.

Long-term goal	The company is committed to becoming an organization with integrated risk management that allows the company to manage operating costs and to recognize relevant risks in business processes. Aside from this, the company aims to increase its market analysis capabilities, competitiveness, and sustainable business returns
2020 goal	The company is committed to cultivating learning culture for risks and uncertainties in various dimensions ranging from changing consumer behaviors, society, new technology, and innovation that are emerging in the business world to other external factors, especially new changes resulting from the COVID-19 pandemic.
2020 result	The company promotes the risk management culture in all departments to ensure effective and timely decision making at all risk levels. The company's personnel are more aware of the risks and uncertainties that affect the organization and are able to deal with them more effectively. During the COVID-19 pandemic, the management has established the Emergency Responsible Team (ERT) or an emergency team consisting of the Chief Executive Officer, Deputy Chief Executive Officer, Senior Vice President for Administration and Finance, Vice President of Marketing, Sales Department, Human Resources Department, Operational Department, Project Department, and Procurement Department who participate in meetings every morning including on weekends to assess the situation, follow up on action plans from the public sector, and request each agency to co-operate in complying with the announcements and regulations as well as consider the financial plan, cost reduction, work plan of each department, and the summary report for the Board of Directors.

The operational strategy from risk management under the COVID-19 pandemic is the “6R” strategy which consists of:

Reduce	Relay	Renovate	Recovery	Restructure	Resilient
Reduce and control costs for maximum efficiency	Establish a plan to delay spending on long-term contracts	Implement a plan to renovate during the closure	Plan the recovery of each business to return to normal as soon as possible and ways to generate additional income	Conduct business restructuring, develop AI systems, and increase access to customers	Establish a flexible strategy to achieve business sustainability

Supply Chain Management

The company emphasizes the importance of doing business with its partners transparently, honestly, and along with sustainable business operations in accordance with the company's supply chain management policy, covering economic, social and environmental dimensions. The company also focuses on safety and occupational health issues with the goal of directly and indirectly supporting, promoting, and enhancing suppliers and business partners who are directly or indirectly associated with the company to collectively create a supply chain management that is socially responsible in the long term. The company has created the code of conduct and guidelines for business partners and suppliers which highlights business ethics and Labor treatment in accordance with human rights principles, occupational health and safety, environmental sustainability, efficiency improvement, product and service innovation development in order for suppliers and business partners to follow the guidelines and apply the principles to their organizations. All suppliers and business partners are informed about the company's code of conduct and guidelines for suppliers and business partners. The company has developed a sustainable procurement policy which will be introduced in 2021.

The company has created a suppliers registration to analyze and classify suppliers as follows:

Number of Business Partners	Hotel Business	Food Business
Total suppliers	1,046	1,426
Key suppliers	131	150
Other suppliers	120	300
New suppliers (%)	1.5	18
Ratio between domestic procurement and overseas procurement (%)	99:1	93:3

In 2020, the hotel business held meetings on BEE SCM Procurement System (Bee Portal), which is a system for one-item-one-price ordering, for suppliers in the Bangkok area with 97 suppliers attending. Moreover, the company held 2 additional meetings with suppliers to create understanding about food safety and cleanliness of delivered products and inform about the hotel's preventive measures for COVID-19 with 29 key suppliers attending.

The food business held meetings with the suppliers to listen to their opinions and strengthen trade co-operation. The meetings were held 50 times with the main and other suppliers, both online and offline with important issues covering business idea exchange, innovation development, and negotiations of price or conditions.

In 2020, the company expanded the BEE SCM Procurement System to be used in 17 hotels. 33.5% of the suppliers signed and acknowledged the code of conduct for suppliers. The company plans to have 100% of all suppliers sign and acknowledge the code of conduct. In 2020, the food business began meeting with suppliers and had 17 suppliers sign and acknowledge the code of conduct.

Suppliers Evaluation

The company has determined the 5 aspects for suppliers evaluation which includes:

1. Price potential – offer price that allows the company to gain maximum benefit, reduce cost, support the company's promotion to cut prices, and negotiate on credit terms.
2. Quality and reliability – make products that meet the quality or standards as well as the market demand, deliver products on time and in full, and have satisfying after-sales service and reliable logistics system
3. Potential and production hygiene – reliable production process and management, sufficient production capacity to meet demand, good production hygiene flexible production, standard certifications (GMP, HACCP, ISO), and potential for solving production issues
4. Potential for development – frequency of introducing new quality products at better price, adoption of information system for customer service, potential for developing personnel to increase efficiency, and creativity in enhancing product value
5. Business relationship status – responsibility and responsiveness to requests and problems, response to urgent matters or emergencies, effort and commitment in reducing risks for the company, honesty and integrity for conducting business, effort in maintaining good relationship, and ability to work as a team with the company

In 2020, only eight suppliers were examined and 11 suppliers passed the questionnaire evaluation due to the COVID-19 pandemic. Reviews of key suppliers' ESG were also conducted to ensure the economic, social, and environmental requirements were fulfilled. Additionally, the basic practices for suppliers were reviewed, for example whether packaging such as plastic bags, cardboard boxes, and foam boxes are brought back every time the products are delivered to reduce the amount of waste. Moreover, the company conducts random safety inspections of food products on a regular basis and imposes a high level of punishments which include suspending specific orders or cancel the entire purchases.

Ordering environmentally friendly products

In 2020, the hotel business adopted the policy to purchase and support products or items that are environmentally friendly with up to 12 million Baht worth of purchases or 2.7 percent of total purchases.

The food business implemented the policy that requires suppliers to use paper that comes from planted forest (FSC-certified) for producing paper containers. In 2020, the company increased its support for environmentally friendly packaging from the previous year in four types of packaging totaling 230 million Baht including 50% of plastic bags mixed with recyclable plastic pellets which accounted for 4.3 million Baht, FSC-certified paper packaging which accounted for 104 million Baht, PLA (biodegradable plastics) packaging which accounted for 1.5 million Baht, and RSPO palm oil which accounted for 120 million Baht.


During the COVID-19 pandemic in 2020, the company introduced measures to assist suppliers including:

1. The company informed suppliers of the impacts of the COVID-19 pandemic which resulted in closures of hotels and restaurants in April and onwards to allow suppliers to prepare, adjusted the payment system for suppliers, negotiated to extend the payment period or ask for discounts from certain suppliers. For small suppliers who must be paid in full, the company has paid the amount on time to assist the suppliers.
2. For customers who are representatives or agents, the company has negotiated on the payment, and for customers who stayed at the hotel, the company has allowed for installments or delays of payment on a case-by-case basis.
3. The company negotiated with all suppliers to create understanding about the payment terms, delayed payment for certain suppliers, and asked for special discounts during the crisis.
4. The company over ordered products and offered promotions to help suppliers in clearing their inventory and reducing possible raw material wastage in case products are not released in time for the shelf life of the raw materials.

Customer Relationship Management

Long-term goal	Create products and services that meet the needs of customers to create the highest customer satisfaction.
2020 goal	87.8% overall customer satisfaction level
2020 result	88.07% overall customer satisfaction level

The company focuses on customer service by striving to create enriched and memorable experience in the unique Centara way full of the Thai warmth which is reflected in the services that can meet the lifestyle needs of travelers in every generation under the concept of “The Place to Be” to share all feelings”. The concept is also expanded to the food business in delivering value-for-money and impressive meals to customers, which will bring happiness, build relationships, and allow people to share feelings in every occasion and meal which will be in their mind, allowing us to share all feelings with them.



THE PLACE TO BE
SAFE AND SOUND AT CENTARA

THE PLACE TO CALL HOME
PRIVATE VILLA ESCAPE

THE PLACE TO REVITALISE
A package designed for your health and wellbeing

In providing services, the company's top priority is to respond to customer needs through quality products and services and to create good experiences for customers. As a result, customers' opinions and service satisfaction surveys are considered an important channel to acquire information that can be analyzed about the behavior and needs of both Thai and foreign customers and to promote participation in the development of products and services that can meet completely and accurately the needs of customers. Customers are asked to fill out an online questionnaire after receiving the service and to make suggestions or report complaints. The company also listens to suggestions from customers directly while providing the service and through the customer review systems of online travel agencies (OTA). Moreover, the company has various channels to receive customer comments such as Facebook, Instagram, YouTube, Twitter, Weibo, WeChat, LinkedIn, Pinterest, and Line and uses these channels to communicate, make announcements, and provide product and service information to customers.

The company makes a summary of customer satisfaction surveys and makes a report every three months to analyze the data and improve its services to create highest customer satisfaction. In 2020, the overall satisfaction score for the hotel business was 88.07% which was higher than the target of 87.8% and 90.4% which was higher than the target of 90% for the food business, and the product quality standard score was 98.4 percent which was higher than the target of 95%.

Personal Data Protection and Privacy

In 2018, the company began creating the policy for personal data protection for citizens in the European Union (GDPR Standard Policy) and the standard operating procedure to comply with the General Data Protection Regulation (EU-GDPR) and reviewed the policy every year. In March 2020, the company created the privacy policy to inform customers, business partners, and employees and published it on the company's website, hotel business's website, and food business's website as well as created a procedure in line with policy.

The company has provided trainings to employees in various departments that need to implement the data privacy policy to ensure understanding with a focus on the rights of the personal data owners, methods of keeping for personal data documents, responding to customers' and business partners' questions, penalties for people who violate the policy, and other related issues. The training course covers requirements and regulations regarding the Personal Data Protection Act with 4,719 employees attending it. The company also informed customers about the practice and created the guest records and new health questionnaires which covered the essence of the Act. The company only collects personal data for the benefits of the guests and all personal data must receive written consent of the customers and must not be published for commercial purposes. In terms of business partners, the company has ensured understanding with the business partners on the requirements for personal data collection to strictly comply with the policy such as entering into confidentiality agreements and sending out questionnaires on data collection to business partners.

Customer satisfaction and safety in the New Normal

CENTARA COMPLETE CARE

In partnership with **ECOLAB** **SGS**

A certified health, hygiene and safety programme offering total care and protection

SOCIAL DISTANCING <ul style="list-style-type: none"> Appropriate spacing will be maintained to avoid close gatherings between guests, and between staff and guests. The reconfiguration of seating in public areas The delivery of in-room dining and luggage to guest room doors only 	SANITISATION OF HIGH TOUCH POINT AREAS <ul style="list-style-type: none"> The increased sanitisation frequency of high-touch point areas, including washrooms, lifts and all public areas. An EPA-approved electrostatic disinfection spray ensures guest rooms, corridors, restaurants, and other areas are sanitised regularly. 	FITNESS & POOL <ul style="list-style-type: none"> Chlorine levels at the pool will be periodically monitored for maximum efficacy. Sun loungers and fitness equipment will be spaced at least 1.5 metres apart and sanitised after every use. 	SPA <ul style="list-style-type: none"> Only single guest spa treatments will be permitted, with steam, saunas and Hammams off limits for the time being. Treatment rooms and all equipment are carefully sanitised after each session. 	KIDS' CLUB <ul style="list-style-type: none"> Toys and equipment will be sanitised every 15 minutes. Ball pits and other high-touch amenities in the Kids' Club will be removed.
HEALTH & HYGIENE PRACTICES <ul style="list-style-type: none"> The temperature of all staff, visitors and guests arriving at the hotel via all entrances and entering the spa, will be checked. Face masks will be worn by all service staff, and sanitising hand gel dispensers will be made readily available. 	ROOMS <ul style="list-style-type: none"> Housekeeping staff, wearing protective face masks and disposable plastic gloves, will ventilate and clean rooms when guests have vacated the space. All drinking glasses will be sanitised with a cleaning machine. Sanitising gel will be placed in the room or available on request. 	EVENTS <ul style="list-style-type: none"> Seating arrangements will be made to respect safe distancing. After every event, meeting rooms will be sprayed with specialised electrostatic disinfection solution. All event attendees will be required to wear face masks. 	TRAINING & PERSONNEL <ul style="list-style-type: none"> All staff will be trained in Centara's updated cleaning and sanitisation protocols. Hotel staff teams will also be re-organised to minimise cross-contamination. 	ACCREDITATION & MONITORING <ul style="list-style-type: none"> A team of dedicated hygiene managers has been appointed to monitor, record and implement all changes. All health and hygiene procedures are prepared in collaboration with ECOLAB, the global leader in hygiene technologies, and SGS, the world's leading inspection, verification, testing, and certification specialists. <p>In partnership with ECOLAB SGS</p>
CHECK-IN <ul style="list-style-type: none"> All front desk staff will sit at least 1.5 metres apart, and wherever possible, privacy screens will be installed. The registration process includes health check forms, and cashless payment options will be offered. 	DINING <ul style="list-style-type: none"> Seating in restaurants will be reduced and re-arranged. All tabletop items will be sanitised between each sitting. Self-service will be restricted; instead, buffet offerings at the restaurant and Club Lounge will be served at the table. 			

The hotel business has vigorously raised the level of its hygiene standards to ensure the safety of customers and employees through the Centara Complete Care – Travel with total peace of mind with Centara's certified and enhanced health, hygiene and safety programme <https://www.centarahotelsresorts.com/th/centara-complete-care/> in collaborate with Ecolab, a global leader in water and hygiene technologies, and Swiss firm SGS, the world's leading inspection, verification, testing and certification company from Switzerland. All Centara hotels and resorts have established hygiene teams to be in charge of safety and hygiene and directed operations in all hotels in its chain in compliance with the 12-pronged action plan, which follows the guidelines set by the World Health Organization (WHO), the World Travel and Tourism Council (WTCC), and local health authorities in the six countries where Centara conducts its business. The 12-pronged action plan includes:

1. Social Distancing – Appropriate spacing will be maintained to avoid close gatherings between guests, and between staff and guests. This includes the reconfiguration of seating in public areas and the delivery of in-room dining and luggage to guest room doors only.

2. Health & Hygiene Practices – The temperature of all staff, visitors and guests arriving at the hotel via all entrances and entering the spa, will be checked. Face masks will be worn by all service staff, and sanitising hand gel dispensers will be made readily available.

3. Enhanced Sanitization – The enhanced cleaning protocols will include the increased sanitation frequency of all public areas, including washrooms, lifts, and other high-touch point areas. All cleaning agents are EPA-approved and a hi-tech electrostatic disinfection spray ensures guest rooms, corridors, restaurants, and other areas are sanitised regularly.

4. Check-In and -Out – All front desk staff will sit at least 1.5 metres apart, and wherever possible, privacy screens will be installed. The registration process includes health check forms, and cashless payment options will be offered.

5. Rooms – Housekeeping staff, wearing protective face masks and disposable plastic gloves, will ventilate and clean rooms when guests have vacated the space, paying particular attention to high-touch points such as remote controls and door handles. All drinking glasses will be sanitised with a cleaning machine. Sanitising will be placed in the room or available on request.

6. Dining – In order to respect social distancing, seating in restaurants will be reduced and re-arranged. All tabletop items will be sanitised between each sitting. Self-service will be restricted; instead, buffet offerings at the restaurant and Club Lounge will be served at the table.

7. Fitness & Pool – Chlorine levels at the pool will be periodically monitored for maximum efficacy. Sun loungers and fitness equipment will be rearranged and spaced at least 1.5 metres apart. Sports and fitness centre equipment, as well as sun loungers, will be sanitised after every use.

8. Spa – Only single guest spa treatments will be permitted, with steams, saunas and Hammams off limits for the time being. Treatment rooms and all equipment are carefully sanitised after each session.

9. Kids' Club – Playroom staff will be thoroughly trained to follow enhanced cleaning protocols, with toys and equipment sanitised every 15 minutes. Ball pits and other high-touch amenities in the Kids' Club will be removed.

10. Event – Seating arrangements will be made to respect safe distancing, and after every event, meeting rooms will be sprayed with specialised electrostatic disinfection solution, using cutting-edge technology to sanitise all surfaces. All event attendees will be required to wear face masks.

11. Training & Personnel – All staff will be trained in Centara's updated cleaning and sanitisation protocols. The same vigorous standards will apply to back of house and any other third-party concessionaries such as the tour desk. Hotel staff teams will also be re-organised to minimise cross-contamination.

12. Accreditation & Monitoring – Dedicated Hygiene Managers have been appointed to monitor, record and implement all changes across all hotels. All health and hygiene procedures are prepared in collaboration with ECOLAB, the global leader in hygiene technologies, and certified by SGS, the world's leading inspection, verification, testing, and certification specialists.

Centara Hotels and Resorts have passed the assessment of the Amazing Thailand Safety and Health Administration (SHA), a project with collaboration from the Tourism Authority of Thailand (TAT), Ministry of Tourism and Sports, Department of Disease Control, Department of Health, Department of Health Service Support, and the Ministry of Public Health, by implementing health safety measures and quality service standards for business to create confidence that every tourist will have a happy and safe experience from the products and services of Thailand.

For the food business, it has placed a great emphasis on hygiene and safety of customers and employees by introducing the Three Principles and 17 Proactive Measures for the New Normal (<https://www.facebook.com/watch/?v=869035453593013>) to ensure that employees are able to work properly, reduce the risk of infection or spread of the virus, and build confidence. The three principles and 17 measures include:

1. Cleanliness Procedure – Strict screening and frequent cleaning

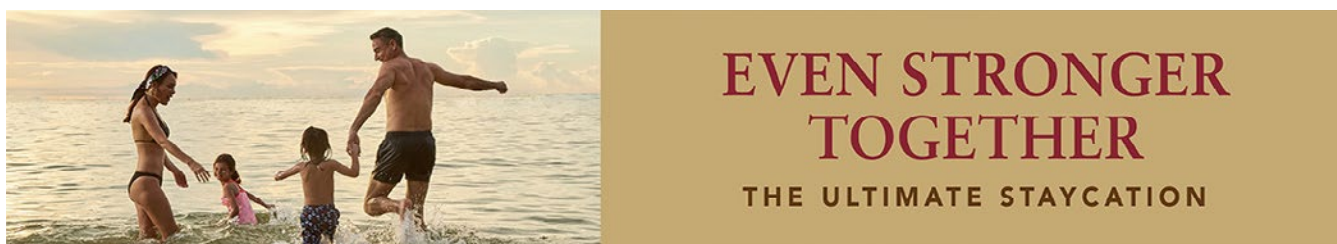
- 1) Measure employees' temperature before work and every four hours.
- 2) Measure customers' temperature before receiving service (only at branches with dine-in service and standalone branches).
- 3) Kindly ask customers to wear face masks.
- 4) Provide hand sanitizers at stores' entrance
- 5) Require employees to wash their hands according to the standards and sanitize by spraying alcohol at least once every hour.
- 6) Increase the frequency of cleaning and sanitizing surfaces every time after customers use the service
- 7) Require employees in customer service to wear face masks, face shield, and gloves during service

8) Strictly require employees in cooking stations and those who touch food to always wear gloves and face masks to ensure that all dishes are cooked by stores that meet the standards and safety requirements.

2. Consideration of Social Distancing Measures– Emphasize social distancing measures by providing proper and safe service areas in the stores.

- 1) Provide table shields for dine-in areas and counter shields for restaurant with counter services.
- 2) Maintain a minimum distance of one meter in the counter areas
- 3) Maintain a minimum distance of 1.5 meters for tables and seats with clear seating signs
- 4) Provide sufficient space and seating for delivery men
- 5) Provide clear marking lines for social distancing at the ordering points
3. Contactless Service – Contactless service from food preparation to payment
- 1) Always deliver food using food trays
- 2) Provide a tray for change or determine a spot to place money or deliver money using credit card holders
- 3) Allow for cashless payment
- 4) Provide new services such as Order & Collect and QR Code menus

To take care of customers affected by hotel reservations during the COVID-19 pandemic at the beginning of 2020, the company provided flexible cancellation and change of stay terms at Centara hotels and resorts for new and existing reservations by allowing customers to alter their stay at the same hotel without additional cost for the same room type and food package under the specified conditions. If customers wish to cancel, a full refund will be provided. The change or cancellation must be completed within the specified period and the reservations must be through Centara's websites only. The company also provides promotions for customers such as the Stronger Together campaign and the Thai Chuay Thai Kue Thai Tae campaign with special offers for CentaraThe1 members including rooms with special price and change fee or cancellation fee waivers.



The company organized a campaign to deliver freshly cooked food from Centara hotels and resorts with a special focus on safety and hygiene of all customers and employees. The company measure the temperature of all staff, chefs, and delivery staff on a daily basis and they must receive rigorous trainings on infection prevention. Additionally, the company carefully clean all cooking equipment, kitchens, and tools and ensure that our hotel staff are well-trained for food delivery to allow for contactless delivery to our customers as the safety of customers is our priority. For the food business, the company has opened service points for ready-to-eat and take-away meals for the well-known CRG brands including Mister Donut, KFC, Auntie Anne's, Pepper Lunch, Chabuton Ramen, Thai Terrace, Yoshinoya, Ootoya, Tenya, and Katsuya and offered lunch boxes to be delivered to your home with a variety of selections from CRG's six famous restaurants.



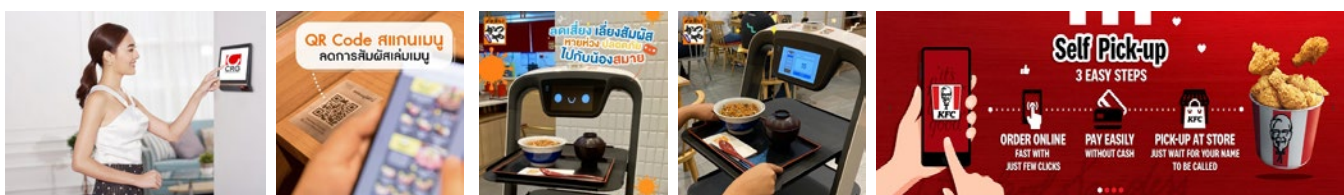
In addition, when the government encouraged everyone to stay at home to stop the spread of the virus, the hotel business created cooking instruction videos on our hotels' famous dishes, how to make several kinds of drinks, and exercise by our fitness teams. Moreover, the spa department launched an online video on basic health techniques that can easily be performed at home or the CENTARAatHOME through Facebook, Instagram, and Youtube, which have received numerous feedback from customers.



Innovation for Customer

In 2020, the food business developed a customer service innovation to meet customers' needs and ensure highest customer satisfaction by collaborating with Nasket to adjust strategies in response to the New Normal using PropTech, a property-related innovation, to strengthen delivery channels providing condo residents with convenient meals at their fingertips on Nasket screen installed in guest rooms through a platform for goods and services for condo living. The company also offers a new service, Fast Click, No Touch, through a "Zero-Touch Dine in Experience" and three contactless services including cashless payment, QR Code menu, and Order & Collect that are convenient, from food preparation until payment.

In addition, the KFC brand has developed new services such as KFC Cashless which connects the POS system with EDC machines allowing customers to pay through credit cards or Rabbit Line Pay application and Dolphin and offered KFC Self Pick-up which adds an order function in the KFC application that enables customers to pick up orders at their desired branch in October 2020 or make an appointment to pick up at their desired spot such as at a parking lot without customers having to walk into the stores. The services are offered at 16 branches at the end of December 2020. The brand also offered KFC ATO. In the traditional home delivery, orders are printed on paper and the branch staff need to re-key the information. Through KFC ATO, orders are linked to the POS and the branch staff need not re-key the information to reduce work time. Robotics for Restaurants are also developed and began testing at Katsuya at Central World in October 2020.



A cloud kitchen under the name "Every Food" was developed as a central kitchen that compile various restaurants and cafes to expand the direct delivery channels in place of dining at the restaurants with a focus on locations near delivery spots to reduce costs and to broaden the restaurant brands to attract every customer group. In 2020, the company introduced the new model "Delco" which is a mobile store led by two big brands, Mister Donut and Auntie Anne's by offering menus that are completely suitable for take away and delivery. For example, Mister Donut has focused more on breakfast menus such as sandwiches, croissant, and appetizers while Auntie Anne's has focused more on menus for the afternoon and evening offering bucket party sets in a mix & match way that are suitable for sharing with family and friends.

In 2020, the company emphasized innovation by providing a design thinking training for staff in the food business to learn about innovation and customer needs. The training was offered to staff in Operations and Support Center, resulting in 20 projects. All projects competed at the company's Innovation Convention and led to higher sales, lower costs, higher efficiency, or higher speed at work.

Social Dimension

The company aims to operate for the society by enhancing employees' potential and providing good quality of life for them. The company is committed to helping and improving the society in many areas based on the "Sustainably Creating Job, Career, Community, and Society" concept.

Human Resource Management

CENTEL is committed to building a corporate culture that fosters the unity of employees in creating sustainable growth for the organization by focusing on taking care of our employees like family and treating them fairly in recruitment, appointment, relocation, and promotion taking into account morality and human rights to bring out employees' potential for the greatest benefit of the organization.

In the service business, employees are the driving force of the business as technology is unable to replace the sincerity expressed through voices, eyes, and gestures as well as the attentive care and understanding of the needs of customers. As a result, employee retention and career development is what the company's executives have regularly discussed and reviewed to ensure that the framework and operational plan are suitable for the current situation as well as supported the establishment of the Employee Welfare Committee to present the needs and guidelines for employee care to the executives and to discuss to find a solution that meets the needs of employees.

Employee Recruitment

The company's recruitment, both in the hotel and food business, focuses on compliance with the human rights principles in terms of equality and right to be treated equally without discrimination against race, skin colour, gender, age, religion, and belief. The company hires people from all races by considering their qualifications that are suitable for the positions applied. Employees in the organisation can rotate or transfer to work in other areas as appropriate to improve skills and increase opportunities for career advancement. All new employees will receive an orientation to ensure understanding of the vision, corporate values and culture, requirements, and employee benefits before work. Since the company operates in many locations around the world, treating workers in accordance with the laws and human rights principles is an issue that the management emphasises.

The company recruits employees of more than 35 nationalities with diverse cultural backgrounds. The company adheres to the international labour law, determines compensation and benefits appropriately according to employees' experience and competency, and compares its compensation with other companies in the same business group so that male and female employees at all level are equally compensated.

Compensation and Welfare

The company considers employees' compensation based on the specified principles which offer employees appropriate compensation compared to the industry's benchmark without discrimination on gender, race, religion, and belief and adheres to the principle of equality in considering their performance. The company also focuses on ensuring that the salaries and basic compensations between male and female employees are as equal as possible. For regular salary raise, the company has set the guidelines and procedures for performance evaluation and compensation management according to the criteria.

The company has provided various welfare to its employees according to the law as well as additional welfare such as uniform, food, life and health insurance, annual health checkup, hotel accommodation with special discount for employees, dormitory (for some branches), transportation (for some branches), outpatient and dental expenses (for some branches), welfare compensation fund (for some branches), provident fund, financial aid, credit union, and cremation welfare association. In 2020, the company added employee welfare for welfare loans and increased the amount of various financial aids.

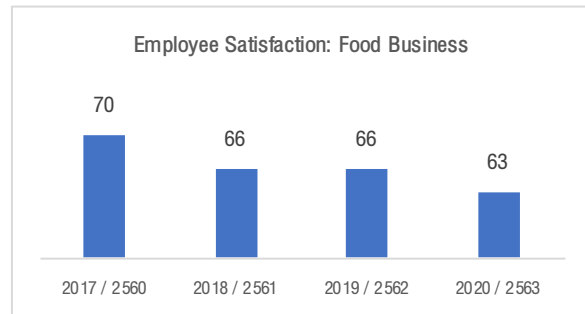
During the COVID-19 pandemic, the company has considered special benefits for employees by adding health insurance for COVID-19 treatment in case of infection, providing COVID-19 insurance for all employees, providing face masks for employees during shortages, and providing hand sanitizers for employees. The company has also changed the conditions for contributions to the provident fund to reduce costs of living for employees during the pandemic. For hotels that were closed as a result of the Emergency Decree, the company has provided additional financial aid for employees who had fewer jobs and insufficient financial means for living during the hotel closure from April to June 2020. The hotel employees were able to receive social support for 62 percent and the company provided special credit to employees for 38 percent in order to ensure that employees earn sufficient living income.

I-CARE Corporate Culture

The company has set a goal to promote its corporate culture among employees through trainings and activities to ensure understanding of the I-CARE culture which focuses on innovation, customer, alliance, relationship, and ethics. All employees must participate in the I-CARE Interactive Online Learning to review and understand the corporate culture as well as the I-CARE Board Game that aims to provide knowledge and create awareness about the corporate culture through a board game, which is the basic training for all employees.

Employee Satisfaction

The company conducts annual employee satisfaction surveys to obtain employees' comments and suggestions. The data gathered are analyzed to create an all-round employee treatment plan, present to executives for solution finding, summarize the solutions and communicate with employees, and follow up and inform employees about progress on a regular basis. The goal of the process is to improve the quality of life of employees, leading to greater efficiency. The company has set up a welfare committee to listen to the opinions of employees and gather information for presentation to management in careful review and consideration to improve employee welfare to be appropriate for each business group. In 2020, the hotel business group had the employee satisfaction target of 81.4% and survey results were at 85% whereas the food business group had the employee satisfaction target of 87% and survey results were 63%.



The issues that employees love the most are adaptability and responsiveness to customers and new investments and the issues that employees want the company to improve are infrastructure, resources for work, and additional compensation and welfare.

Human Rights

The company places a great emphasis on human rights and strives to conduct its businesses that do not involve any forms of human rights violations. The company established a human rights policy in 2019 as a guideline for operations and treatment that is based on equal respect and dignity in accordance with the law and the United Nations Guiding Principles on Business and Human Rights (UNGPs): Implementing the Protect, Respect, and Remedy Framework as well as the International Labor Organization's Declaration on Fundamental Principles and Rights at Work without discrimination on race, religion, gender, skin, language, ethnicity, and other status. The company has published the policy on its website <https://investor.centarahotelsresorts.com/th/sustainability/corporate-governances-document> and established the child protection policy and guidelines.

In 2020, the company's employees participated in the Better Business for Children advanced course organized by the UNICEF Thailand to gain knowledge, develop understanding and enhance skills in activity design and evaluation for children's rights support including social benefit evaluation from investing in the activities which will help support the improvement of management following the Children's Rights and Business Principles (CRBP) of UNICEF. The company has adopted the CRBP which relates to promoting children's access to safe services by providing Kids Areas such as Kids club, Kids spa, and Kids menu to provide children access to services that meet their needs similar to adults.



Employee Development

In 2020, the hotel business reviewed and further developed the Employee Training and Competency Development Road Map 2019 under the name “Talent Development & Culture 2020”. The company provided employee trainings according to business needs and set the goals for the trainings including training on excellent customer service for operational staff to raise the level of service standards to meet the needs of all customer groups and training on human management skill and attitude towards work and life for supervising staff.

Due to the COVID-19 pandemic, the company has allowed certain employees to work from home and strictly followed the standards for COVID-19 prevention, resulting in disruptions of the personnel development plan and certain projects. Some courses were offered online instead of in classroom such as the Be Proactive – The Power of Effectiveness course, Coaching & Smart Feedback course, and Personal Data Protection Act course. Additionally, the Personnel Development Department has added free online courses from other sources such as platforms, websites, and live classroom and required each employee to attend online courses for at least 10 hours.

In 2020, the hotel business’s employees received the following trainings:

1. Management & Leadership training with total training hours of 10,504 hours
2. Functional training with total training hours of 63,175 hours
3. E-Learning with total training hours of 90,443 hours

The average number of training hours of hotel business employees was 14.6 hours / person / year while the cost of developing capacity and skills for employees was 8.5 million Baht.

For the food business, the company has established a framework for employee development by taking into account the needs of employees, the organization’s benefits, and trends in the food business’s personnel development and determined the goals of personnel development and training for 2020 which include:

1. Focus on developing executives and employees who are flexible and able to better adjust their work to the relevant context (Resilience & Agility).
2. Add new courses that provide knowledge and skills necessary to work today and prepare for the future.
3. Develop both the Hard and Heart Skills to achieve both work and life goals.
4. Design a curriculum that promotes learning beyond the classroom and focus on real-life applications

The training courses were divided into four groups including: 1) BE CRG which focuses on combining the CRG identity with the employee’s identity as one by recognizing the business pathway, culture, and core values of the organization; 2) Be Professional which focuses on developing professionalism through trainings that aim at building specialized expertise in managing the restaurant business; 3) Be Leader which focuses on developing the competency and attitude of employees to prepare for leadership role at all levels based on the concept of Lead Self, Lead Team, and Lead Business; and 4) Be Smarter which focuses on meeting the needs of employees and developing important skills for work today and in the future and was divided into 26 sub-training courses for 91 classes including 1) five management and leadership trainings; 2) five compulsory trainings; 3) eight selective trainings; 4) four functional trainings; 5) one language training and 6) three on-boarding programs. The number of employees receiving the trainings was 56.31% of the total employees of which 56 were executives and 2,608 were operational staff. During the COVID-19 pandemic, the company shifted entirely to online employee training and development method (virtual learning) from April to June. After the outbreak situation improved, the company adopted a hybrid training method using both the traditional classroom learning and online training. There were 36 online training courses offered during the year or 40 percent of all the courses offered.

The average number of training hours of food business employees was 4.5 hours / person / year while the cost of developing capacity and skills for employees was 9.6 million Baht.

Talent Development & Succession Plan

In 2020, the company recruited talented employees from hotel business following the set criteria and created individual career development plans, which determine the goals and personal development plan. Trainings and career development are provided according to the plan, and information are updated every three to four months to ensure that employees are able to develop according to the plan.

In addition, the company offers leadership development training to create employees at the management level for the food business. The training focuses on developing employees’ competency, resilience, and agility and was studied and developed in collaboration with external institutions who have the expertise. The company offered the leadership agility training with an aim of creating awareness, enhancing knowledge and skills, and developing leaders who can move the team quickly forward amidst certainties and uncertainties. The training begins with analyzing one-selves by measuring leadership agility which can reflect strengths and weaknesses in various aspects associated with agility such as thinking agility, result agility, relationship agility, and change agility, leading to a learning path which meets the needs of employees. Employees are responsible for their online development training and the training lasts for three months.

Furthermore, the company has a succession plan which determines the key positions and critical positions that affect the organization and selects the successors. The succession plan is implemented through the individual career development plan.

Occupational Health and Safety

The company is committed to ensuring occupational health, safety, and good environment for employees. The company has established management and operational guidelines in accordance with international standards and created awareness about occupational health and safety among employees and related parties to eliminate accidents, reduce the number of injured workers, minimize the risk that lead to loss of life, injury, and illness of employees which will affect the company's operations. The company has a procedure to promote good health among employees, assess risks in the company's operations, and continue to review its control and preventive measures. Moreover, the company provides knowledge about occupational health and safety for employees involved in the operations. Additionally, the company provides annual health checkups with a special health examination program for staff who are in close contact with food for the safety of the employees and customers who receive the service. The company provides trainings on how to handle emergency situations which is considered an important issue for the hotel business. An annual fire training and fire evacuation drill is conducted every year to prepare for emergency. All employees who have passed the Basic Fire Fighting Course will receive a certificate. The company set up a medical room with doctors and professional nurses to provide first aid assistance before sending patients to hospitals in case specialized medical equipment is required. The company has reviewed the safety and occupational health guidance to develop the knowledge on safety, occupational health, and work environment following the laws, regulations and international standards with an aim of raising the safety, occupational health, and work environment standards with a plan for safety handling.

The company regularly provides trainings on occupational health and safety to employees and has adjusted the training method in response to the COVID-19 outbreak to allow employees to receive more than one training. 3,039 employees received the Basic Fire & Fire Evacuation Drill Training. 2,354 employees received the Centara Complete Care training. 840 employees received the Food Hygiene training. 2,902 employees received COVID-19 training. 2,294 employees received trainings on first aid, flooding prevention, and security awareness.

In 2020, during the COVID-19 pandemic, the company prioritized the health safety of employees and provided training on occupational health and how to prevent the spread of the coronavirus. The company arranged the work schedule in response to the pandemic situation and split teams for work to prevent cross-contamination. The company continued to inform employees about the work-from-home guidelines to reduce the risk of infection from travelling. The company cleaned its office with disinfectants on a weekly basis to ensure cleanliness of the workplace. The company also provided a one-year COVID-19 insurance for all employees and distributed face masks to operational staff and employees across the organization during the time of shortages.

Work From Home Guideline During COVID-19 Outbreak

	Line Manager	Employee
Working Hours & Location	<ul style="list-style-type: none"> Define working hours for employees Define date and time employees required to work at office 	<ul style="list-style-type: none"> Normal working hours applied during work from home Comply with company regulations in case of leave request
Tasks	<ul style="list-style-type: none"> Delegate tasks and provide clear goals 	<ul style="list-style-type: none"> Update progress of tasks regularly
Management & Work Operations	<ul style="list-style-type: none"> Provide accessible database for employees Support, evaluate and improve work efficiency 	<ul style="list-style-type: none"> Arrange area at home appropriately for work Prepare technology and internet connection for work from home Keep company information secure
Communication & Follow-up	<ul style="list-style-type: none"> Ensure employees get updated communication and comply with regulations Follow up work and employees' health condition regularly Inform HR in case of any sickness Support employees' morale 	<ul style="list-style-type: none"> Follow and comply with regulations Must be reachable during office hours (08.30-18.00 or 09.00-18.30) via phone, email, or MS Team Go to hospital if feel sick and report to line manager

HR Department, Centara Hotels & Resorts

Let's Stop COVID-19
Stay Home Stay Safe

WORK FROM HOME

MANAGER MUST HAVE 1:1 CONNECT WITH EACH DIRECT REPORT USING TECHNOLOGY AT LEAST ONCE A MONTH

DEPARTMENT / TEAM MUST HAVE WHOLE TEAM MEETING USING TECHNOLOGY AT LEAST 2 TIMES A MONTH

MEETING GUIDELINE

หัวหน้างานต้องนัดประชุม 1:1 กับลูกน้องแต่ละคนโดยใช้เทคโนโลยีอย่างน้อยเดือนละครั้ง

แผนก / ทีมต้องนัดประชุมทีมโดยใช้เทคโนโลยีอย่างน้อยเดือนละ 2 ครั้ง

PLEASE FOLLOW WFM MEETING GUIDELINE!

Employee Information

Hotel Business

• Total Employees (person)

Total employees	3,785
Male 2,032 (54%)	Female 1,753 (46%)
Full-time employees	3,728
Male 1,998 (54%)	Female 1,730 (46%)
Temporary employees	57
Male 34 (60%)	Female 23 (40%)

• Number of Employees Classified by Age (person)

Between 18- 30 years old	975
Male 464 (48%)	Female 511 (52%)
Between 30-50 years old	2,464
Male 1,349 (55%)	Female 1,115 (45%)
More than 50 years old	346
Male 219 (63%)	Female 127 (37%)

• Number of Employees Classified by Job Level (person)

Higher than Director	20
Male 16 (80%)	Female 4 (20%)
Director Level	48
Male 34 (71%)	Female 14 (29%)
Manager Level	558
Male 277 (47%)	Female 311 (53%)
Supervisor Level	959
Male 478 (50%)	Female 481 (50%)
Operational Level	2,170
Male 1,227 (57%)	Female 943 (43%)

Food Business

• Total Employees (person)

Total employees	4,806
Male 1,478 (31%)	Female 3,328 (69%)
Full-time employees	4,777
Male 1,466 (31%)	Female 3,311 (69%)
Temporary employees	29
Male 12 (41%)	Female 17 (59%)

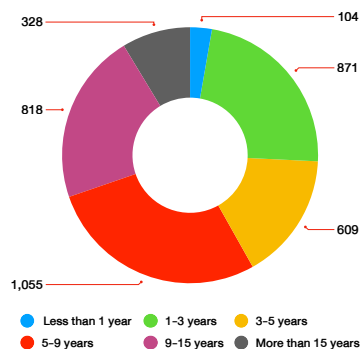
• Number of Employees Classified by Age (person)

Between 18- 30 years old	2,401
Male 732 (30%)	Female 1,669 (70%)
Between 30-50 years old	2,216
Male 683 (31%)	Female 1,533 (69%)
More than 50 years old	189
Male 63 (33%)	Female 126 (67%)

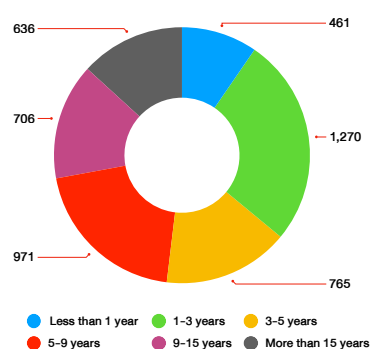
• Number of Employees Classified by Job Level (person)

Higher than Director	16
Male 11 (69%)	Female 5 (31%)
Director Level	44
Male 11 (25%)	Female 33 (75%)
Manager Level	286
Male 100 (35%)	Female 186 (65%)
Supervisor Level	2,769
Male 805 (29%)	Female 1,964 (71%)
Operational Level	1,691
Male 551 (33%)	Female 1,140 (67%)

• Number of Employees Classified by Number of Years of Work Experience (person)

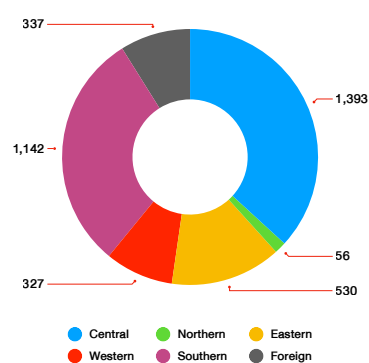


Hotel Business

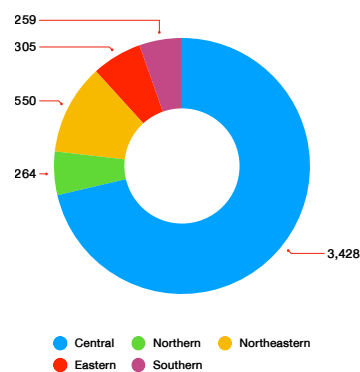


Food Business

• Number of Employees Classified by Region (person)



Hotel Business



Food Business

• Number of Turnover (person) *Not including Part-time

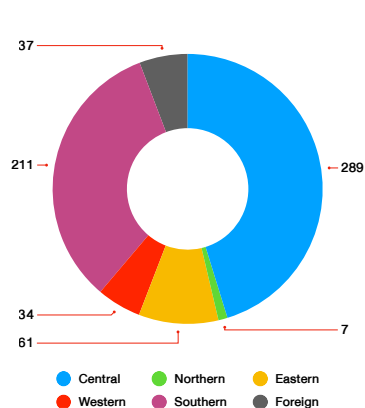
Total	639
Male 307 (48%)	Female 332 (52%)
Between 18- 30 years old	271
Male 112 (41%)	Female 159 (59%)
Between 30-50 years old	334
Male 174 (52%)	Female 160 (48%)
More than 50 years old	34
Male 21 (62%)	Female 13 (38%)

Hotel Business

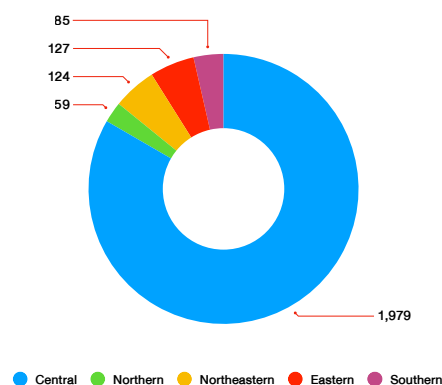
Total	2,374
Male 867 (37%)	Female 1,507 (63%)
Between 18- 30 years old	1,686
Male 637 (38%)	Female 1,049 (62%)
Between 30-50 years old	651
Male 222 (34%)	Female 429 (66%)
Over 50 years old	37
Male 8 (22%)	Female 29 (78%)

Food Business

• Number of Turnover Classified by Region (person)



Hotel Business



Food Business

• Number of New Employees (person)

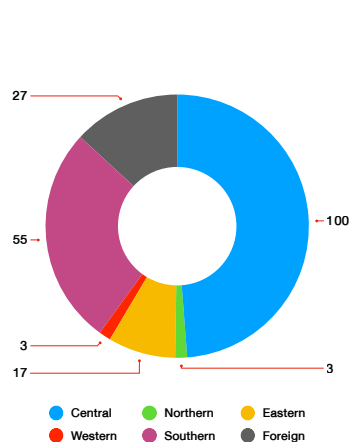
Total	205
Male 101 (49%)	Female 104 (51%)
Between 18- 30 years old	99
Male 43 (43%)	Female 56 (57%)
Between 30-50 years old	95
Male 50 (53%)	Female 45 (47%)
More than 50 years old	11
Male 8 (73%)	Female 3 (27%)

Hotel Business

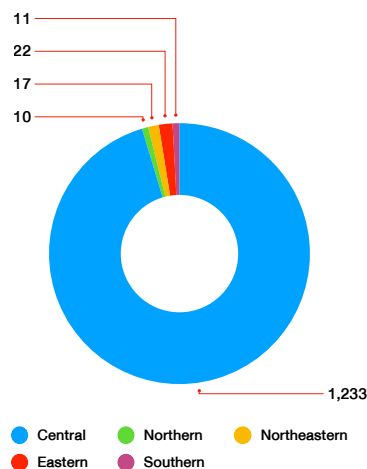
Total	1,299
Male 484 (38%)	Female 815 (63%)
Between 18- 30 years old	1,006
Male 392 (39%)	Female 614 (61%)
Between 30-50 years old	284
Male 89 (31%)	Female 195 (69%)
More than 50 years old	9
Male 3 (33%)	Female 6 (67%)

Food Business

• Number of New Employees Classified by Region (person)

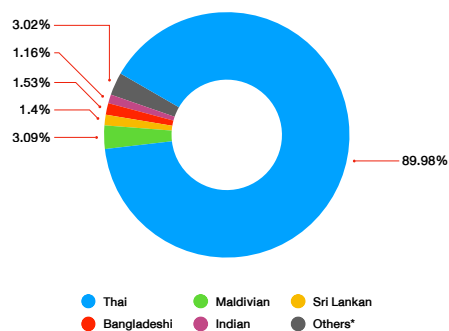


Hotel Business

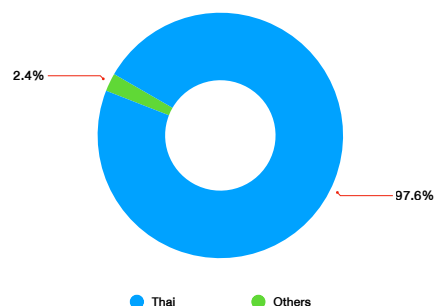


Food Business

• Number of Employees Classified by Nationality (person) : Total 35 Nationalities



Hotel Business



Food Business

Thai Director Level up Hotel Business 11 employees / Food Business 17 employees

Other*: American, Australian, Austria, Bhutanese, Brazilian, British, Bulgarian, Canadian, Cambodian, Chinese, Egyptian, French, German, Indonesian, Italian, Japanese, Karen, Kenyan, Lao, Nepali, Malaysian, Myanmar, Moroccan, Pakistan, Philippine, Russian, Spanish, Swedish, Taiwanese and Vietnamese

• Number of Employee Promotions

Total 83 persons in Hotel Business



Male **53** persons
(64%)



Female **30** persons
(36%)

Thai 69 employees or 83%

Foreigner 14 employees or 17%

Total 550 persons in Food Business



Male **253** persons
(46%)



Female **297** persons
(54%)

Thai 550 employees or 100%

• Number of Employees Who Took Maternity Leave

Hotel Business

67 employees or 2 % of the hotel employees

Return to work after maternity leave 56 employees or 84 % of the employees who took maternity leave

Food Business

135 employees or 3% of the food business employees

Return to work after maternity leave 108 employees or 80 % of the employees who took maternity leave

• Rate of Employees Injured at Work (*1,000,000 MH)

Hotel Business

Rate of fatalities as a result of work-related injury	: 0
Rate of recordable work-related injuries	: 7.2
Rate of high-consequence work-related injuries/ LTIFR	: 3.8
Lost Day Rate: LDR	: 16.4

Food Business

Rate of fatalities as a result of work-related injury	: 0
Rate of recordable work-related injuries	: 0.4
Rate of high-consequence work-related injuries/ LTIFR	: 0.4
Lost Day Rate: LDR	: 1.7

• Number of Sick Leave Days (Total)

Hotel Business 3,037 days

Food Business 4,892 Days

• Basic Salary and Compensation Ratio between Male and Female Employees

Hotel Business

Higher than Director	1.36:1
Middle- Management Level	1.01:1
Operational-Level	1.01:1

Food Business

Higher than Director	1.16:1
Middle- Management Level	1.07:1
Operational-Level	1.07:1

• Number of Volunteer Employees

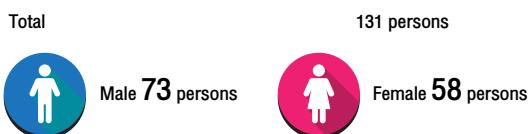
Number of employees participating in volunteering activities 1,110 employees or 16,299 working hours

• Number of Employees' Complaints about Labour Practices

1 complaints and has been handled with corrective actions

• Older Workers Employment

Hotel Business



Operation 87 persons Executive 44 persons

Total Expense 55 million baht per year

Food Business

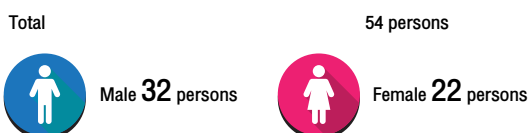


Operation 11 persons

Total Expense 4.8 million baht per year

• People with Disabilities Employment

Hotel Business



Total Expense 7 million baht per year

Food Business



Total Expense 17.5 million baht per year

With a commitment to provide opportunities to people with disabilities in order to allow them to live happily with dignity and equality in the society, the company has continued to support employment of people with disabilities. Regarding the hotel business, Centara Grand Beach Resort Hua Hin received the Award for Outstanding Employment of People with Disabilities for six consecutive years from the Ministry of Social Development and Human Security. In terms of the food business, Central Restaurants Group Company Limited received the Award for Outstanding Employment of People with Disabilities for seven consecutive years and the CRG International Food Company Limited received the Award for Excellent Employment of People with Disabilities. The company ensures equal treatment between employees with disabilities and other employees, organizes a project to send employees to learn sign language, and provides an online sign language teaching video, allowing for better understanding and effective communication during the COVID-19 pandemic. The food business has invited sign language interpreters from the National Association of the Deaf in Thailand to attend the meeting of the HR department to communicate policies, news, and operating results of the organization in sign language to employees with disabilities through an online meeting as a result of the New Normal, supporting equal opportunities in the workplace.



Community and Social Development for Better Quality of Life

In conducting the company's business, community and social development issue is what the company focuses on following the commitment to helping and developing the society based on the Sustainably Creating Job, Career, Community, and Society concept which is in line with the framework of the Central Tam project with four focuses that aim at sustainable development covering education and well-being of people, community product development, environmental quality, and peace and cultures with a total budget of more than five million Baht in 2020.

Internship for Students

In 2020, the hotel business signed a memorandum of understanding (MOU) with one additional educational institution as part of the collaborative project between Centara hotels and resorts and Ratchasuda College, Mahidol University, Mahidol University Development and Support for Employment of People with Disabilities through Hotel Internship for the Disabled. The MOU involves a three-year co-operation with the first year having 22 people for internship, accounting for 616 hours. During the internship, student interns from Rangsit University, Suan Dusit Rajabhat University, and Panyapiwat Institute of Management were invited to joined as the disabled interns' coaches to create a common learning experience between general students and students with disabilities. In terms of the general internship, Centara hotels and resorts recruited 1,032 student interns from local educational institutions and 94 student interns who studied abroad.



The food business has conducted a bilateral program or a bilateral vocational education management system by collaborating with 338 businesses and educational institutions nationwide to develop quality student. Theoretical knowledge and hands-on experience on skill trainings were offered to provide opportunities in education for 1,300 students in 2020, 675 of whom were new students pursuing vocational education, bachelor's degree, or master's degree, and scholarships were provided throughout the course. Students gain knowledge, experience, and skills through professional experience and receive a vocational certificate after completion. Additionally, students are able to immediately advance in their career path by becoming CRG's employees with continuous work experience, effectively creating a new generation of quality and skilled managers for the Labor market.



Despite the COVID-19 pandemic which may have changed its operations, the company has maintained its commitment to offer professional experience to students by providing online internship and continuously evaluating the internship in collaboration with the educational institutions, taking all stakeholders into consideration. The company was the only company not impacted by the internship suspension since CRG places a great emphasis on education and professional experience. The company strives to ensure that students are able to complete the course and gain important skills and expertise, which enhance their professional experience and lead to true sustainability in line with the motto, "More than internship experience is the opportunity for career advancement." Additionally, the company has participated in the project to develop educational personnel and provide critique on professional tools in collaboration with the Office of the Vocational Education Commission by being the model for evaluating results of vocational training in educational institutions under the vocational education offices nationwide using the knowledge and business practices of the business to develop the course and assessment tools for vocational education institutions.

Harvest & Colonel's Kitchen

Harvest is a program in which KFC delivers quality fried chicken that can be cooked using the standard delivery procedures to underprivileged people to provide sufficient and quality nutrients and proteins to disadvantaged people in the society. The program first started in July 2017 with an aim of improving the quality of life for the disadvantaged using KFC Thailand's strength in developing standard kitchens which have been used in KFC stores for decades and applied to the kitchens of foster homes and protection shelters that participated in the program.

Blood donation

The company organized an activity to invite employees to participate in the blood donation under the Plus 1, More times, More Blood, More Lives, Overcoming Blood Shortages campaign in co-operation with the Central Group, Blood Drive. The goal for 2020 was 600,000 cc, but only 456,312 cc was achieved due to the COVID-19 pandemic with 4,260 employees participating.

Helping Communities and Society During the COVID-19 Pandemic

1. Help the Heroes campaign with the main objective of supporting healthcare workers and the vulnerable communities affected by COVID-19. When customers purchased a cash voucher worth at least 1,000 Baht, the customers would receive an additional 50 percent of the total purchase value. 25 percent of those was given to the foundation of the customer's choice, the Chaipattana Foundation or the Thai Red Cross Society and the other 25 percent would be added to the customer's cash voucher. The voucher can be redeemed for hotel stays or spending in the hotel whilst staying (except services provided by external parties) at all Centara hotels and resorts in Thailand and overseas until 31 October 2021. The amount of the donations was 2.3 million Baht.

2. Provided a special discount of 25 percent across the Centara's website to all medical professionals and healthcare workers. The discount can be used at all Centara hotels and resorts in 18 destinations in Thailand and overseas from 1 July 2020 to 30 December 2020 with no restrictions on travel period.

3. Centara Grand @ Central World provided complimentary hotel accommodation for executives and medical school professors who took care of general patients at the Police Hospital with full facilities to boost morale and ensure that they have the physical strength to fight this pandemic.

4. Launched the 10,000 Thanks campaign as a token of heartfelt gratitude for doctors and nurses who have worked tirelessly to stop the spread of COVID-19 by providing complimentary hotel accommodation at Centara hotels and resorts from 1 July 2020 to 30 December 2020 for medical professionals and nurses at Centara hotels and resorts in Thailand or overseas. The offer was reserved for doctors and nurses who are registered with the Medical Council of Thailand and have Thai nationality or residence in Thailand.

5. Provided financial support of one million Baht for the purchase of medical equipment related to COVID-19 of Srinakarin Hospital (Khon Kaen University), Khon Kaen Province as well as one million Baht of financial aid for the Medical Association of Thailand in supporting the work of healthcare workers under the Central Tam, Tam Puer Mhor Su COVID-19 project.

6. Provided 10,000 pieces of Mister Donut packaging for keeping medical supplies used in the disinfection process to the Faculty of Medicine, Ramathibodi Hospital, Mahidol University.

7. Provided 2,481 sets of KFC the Box to support staff at hospitals in the rural areas and wildfire suppression teams in Chiangmai and delivered Mister Donut to doctors, nurses, and patient screening staff at Vachira Phuket Hospital to support their work in fighting COVID-19.

8. Participated in the All for Heroes, Happy Meals for Doctors and Healthcare Workers project in collaboration with Central Pattana Public Company Limited by delivering meals from Pepper Lunch, Chabuton, Yoshinoya, and Tenya to support frontline healthcare workers fighting against COVID-19.

9. CRG x Hospital, This Meal for the Medical Team project delivered 4,050 special meals from Pepper Lunch, Chabuton, Yoshinoya, Ootoya, Tenya, Katsuya, Thai Terrace, and Aroi Dee to four hospitals comprising Chulalongkorn University, the Thai Red Cross Society, Bamrasnaradura Infectious Diseases Institute, Ramathibodi Hospital, and Rajavithi Hospital worth 481,775 Baht.

10. CRG in collaboration with Dolphin invited people to send messages of support to medical professionals who are the white-coat knights fighting against COVID-19 and enabled people to order freshly cooked food to be delivered to the hands of doctors, nurses, and healthcare workers in various hospitals.



In addition, the company has collaborated with the Central Group to conduct social activities under the Central Tam project including: provided money and medical supplies essential to treating COVID-19 patients worth 30 million Baht to hospitals in Bangkok, Parimonthon, or other provinces that faced shortages, bought life insurance worth 1 million Baht for medical workers nationwide, gave iPads to Rajavithi Hospital as an alternative way for providing medical advice and follow-up with patients through the hospital's application allowing doctors to talk to patients online, reducing travel, contact, and infection, and provided survival bags for people affected by any natural disaster.



Environmental Dimension



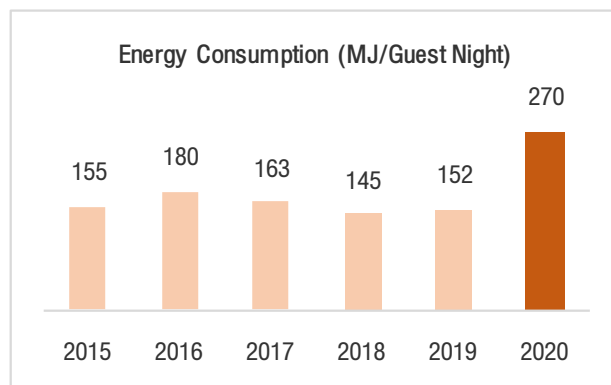
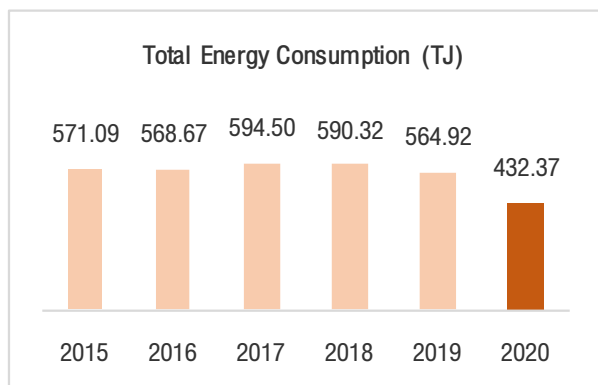
CENTEL incorporates its environmental sustainability policy and practices across all of its brands. The company is committed to conducting business in an environmentally friendly manner, taking into consideration all possible impacts on the environment that its operations may have, either directly or indirectly. The company; (1) manages resources to achieve maximum effectiveness; (2) manages waste products systematically and in accordance with all rules and regulations; (3) encourages all individuals to recognise the impact that climate change is having on our world and why it is important to take action to reduce the earth's temperature; and, (4) makes use of technology to develop various ways to measure and manage its progress over the course of a month, a quarter, and a calendar year.

Despite the pandemic which was a significant challenge in 2020, the company stayed focused and kept its annual targets and implemented a Sustainability Management System across the portfolio to help it track, monitor, report, and improve various aspects of environmental and social performances and benchmark our data against past performance and peers. It is important for CENTEL to make its data reliable and accurate for itself and for the industry as we all have the same goal, which is to better the environment in which we work and live.

ENERGY

Annual Target in 2020: 5% Energy Reduction per Guest Night

The number of guests reduced significantly from the impact of the ongoing COVID-19 pandemic. The Energy Consumption per Guest Night was 270 Megajoules and the Total Energy Consumption was 432.37 Terajoules. Fixed and variable energy usage combined with fewer guest nights resulted in a higher use per guest night across the hotels and resorts.



Remark: The number of properties included in the calculation in 2019 and 2020 were 19 and 39, respectively

We implemented many low-energy saving projects during the low occupancy period. We leveraged the downtime to focus on room preventive maintenance and improving hotel's systems and facilities efficiencies such as the air conditioning, plumbing, heating, and lighting. Even with the challenging circumstances, we achieved almost 96% of the room preventive maintenance target in 2020. We also managed to gather the room arrangement on the same floor and/or building and kept unoccupied floors closed, as well as scheduled each pool pump to work alternately and reduced the operating hours of each pump by 50%. Centara Grand Mirage Beach Resort Pattaya disabled two transformers and transferred the load to the other two transformers to reduce overall energy consumption. Centara Karon Phuket Resort installed single A/C units at the chilled food storage in order to shut down the main chillers during the hotel closure period.

Around 80% of lighting was converted to energy-efficient LED lighting both in front-of-house and back-of-house areas. Apart from this initiative, we continue making improvement to our instruments and are conscious of the energy efficiency in our day-to-day operations, such as;

Centara Grand at Central Plaza Ladprao Bangkok replaced an old transformer that had been operating since the hotel's inception with new electric transformers in April 2020. The new electric transformer is a super-low loss model that can save energy loss 3-5% of total consumption. From the calculation of the transformer specification and the hotel average electricity consumption, the average saving electricity consumption is at 4.35% or 26,101 kWh per month.

Centra by Centara Government Complex Hotel & Convention Centre Chaeng Watthana installed the automatic on-off light control sensor at staff lockers.

Centara Karon Resort Phuket replaced the new heat pump at its main guest room building. The old heat pump was able to work only 50-60% of its capacity and the replacement can reduce the electricity use for heating by approximately 40%.

Centara Grand & Bangkok Convention Centre at CentralWorld upgraded its guest rooms by installing motion sensors to control lighting. 83% installation was done in 2020 and this new device will reach 100% installation at all guest rooms in 2021.

Green Innovation and Renewable Energy

Centara Hotel Hat Yai in collaboration with the Prince of Songkla University invested in a Solar Heat Installation Project to be in line with and respond to the up-coming enforced policy by the Ministry of Energy that every controlled building must use at least 1% of renewable energy in the building system from 2022 onwards. By installing the Solar Heat, Centara Hotel Hat Yai improved its hot water production system and will save 166,330 kWh per year of energy usage.

Besides Centara Hotel Hat Yai, there were ten other hotels & resorts within the group namely; Centara Grand Beach Resort Phuket, Centara Grand Beach Resort & Villas Hua Hin, Centara Grand Beach Resort & Villas Krabi, Centara Kata Resort Phuket, Centra by Centara Government Complex Hotel & Convention Centre Chaeng Watthana, Centara Grand Island Resort & Spa Maldives, Centra by Centara Avenue Hotel Pattaya, Centara Pattaya Hotel, Maikhao Dream Villa Resort & Spa, Centara Boutique Collection that also installed the Solar Heat system, which helps them save approximately 150,000 - 200,000 kWh of energy per property per year.

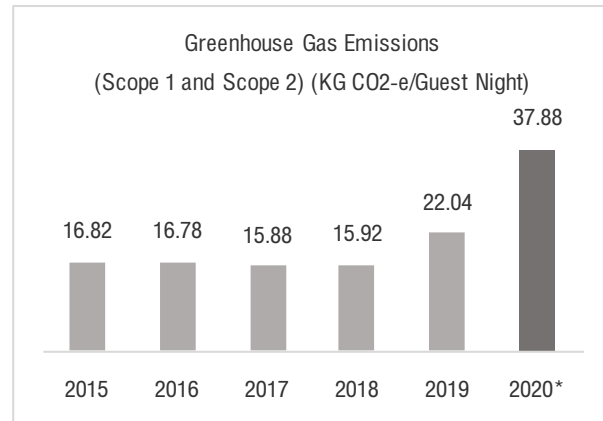
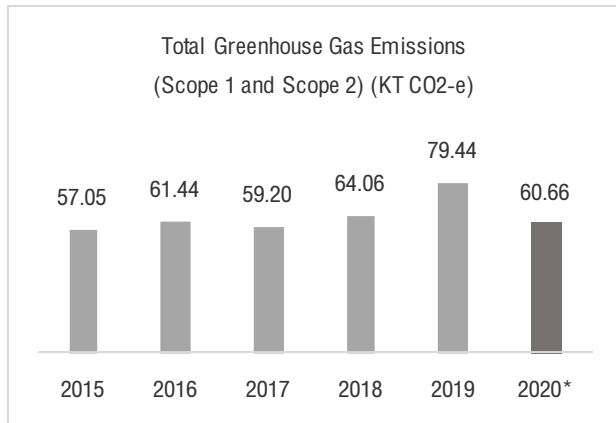
Centara Grand Beach Resort and Villas Hua Hin replaced the hot water production system from using LPG to the heat pump system, which saves about 468,281.8 kWh of energy per year. Moreover, the property itself reuses air-waste from the heat pump system, which is the cool air to use in the laundry room. It helps reduce the temperature instead of using electricity to cool down the laundry room.

Centara Grand Beach Resort Phuket installed outdoor solar LED lights on the terrace of COAST restaurant.

CARBON

Annual Target in 2020: 5% Greenhouse Gas Emissions Reduction per Guest Night

Alongside the preventive maintenance on energy-consuming machines, we also conducted the same practice with the refrigeration system to reduce fugitive emissions. We started to record refrigerants in 2020, one of the ozone-depleting substances together with energy consumptions used for facilities and vehicles, so that we can measure and reduce them. Total Greenhouse Gas Emissions (scope 1 and scope 2) was 37.66 KT Co2-e or on average 37.88 KG Co2-e per Guest Night. Similar to energy consumption, overall, emissions were down, but on a per guest night basis, they were up.



Remark: (1) The number of properties included in the calculation in 2019 and 2020 were 19 and 39, respectively.

(2) *GHG Emissions (Facility + Vehicles + Refrigerants) (kgCO₂e)

Centara Grand at Central Plaza Ladprao Bangkok and Centara Grand & Bangkok Convention Centre at CentralWorld received the LESS Award Letter of Recognition 2020 from the Ministry of Natural Resources and Environment to recognize their contribution to Thailand Greenhouse Gas Management Organization (TGO)'s Low Emission Support Scheme (LESS). The greenhouse gas reduction activities include, back-of-house system and equipment upgrades, LED lighting replacements, and waste segregation for recycling. In 2020, the two properties reduced greenhouse gas emissions by 3,273,181 kilograms of carbon dioxide equivalents.

The company also increased the number of electric vehicle charging stations at city hotels in Bangkok and Udon Thani to support emissions reduction that is attributable to gas-powered vehicles.

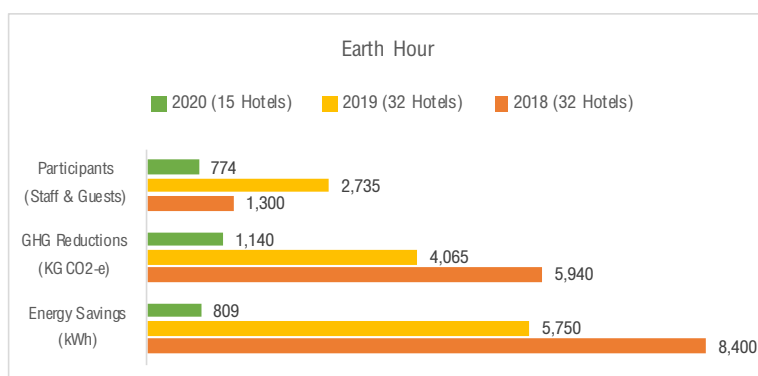
In spite of the climate challenge where the hotel is situated (hot desert climate), Centara West Bay Hotel & Residences Doha managed to grow its own organic herbs and vegetables in their garden at the beginning of 2020. Those organic herbs and vegetables were used for cooking at the Thai-kitchen in the hotel. Growing their own ingredients, particularly for cooking Thai food helps reduce the long-distance transportation that relies heavily on fossil fuels. Also, the hotel guests get to experience home-grown food without the use of chemicals or pesticides that can harm the environment, as well as in its freshest form and most nutritional value from not having to go through a long process of being harvested, shipped and distributed to the destination. By the end of 2020, Centara West Bay Hotel & Residences Doha produced 2,077 kilograms of organic herbs and vegetables and saved over 10,000 US dollars' worth of imported products from growing its own food.



Earth Hour



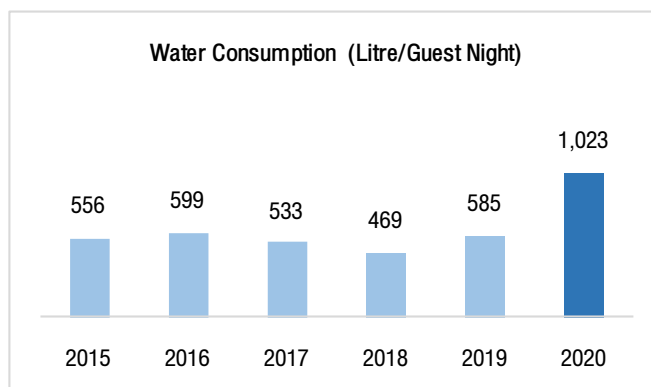
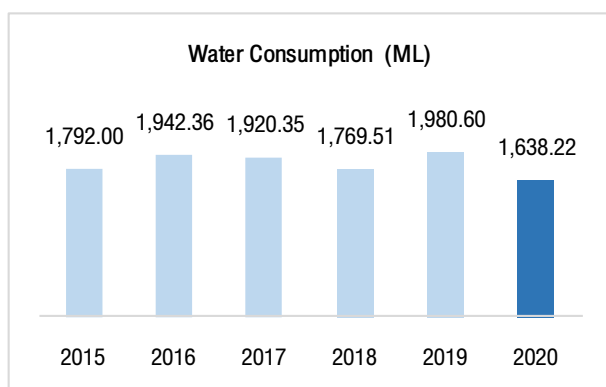
The company took the effort, even during the challenging time caused by the COVID-19 pandemic, to encourage the properties that were still able to open during this time to switch off their lights to call attention to climate change. In addition to this, we strictly followed the Centara Complete Care Programme, especially on social distancing, and health & hygiene guidelines where staff and guests were gathering to reassure the highest levels of cleanliness, safety and care.



Water

Annual Target in 2020: 5% Water Reduction per Guest Night

The Total Water Consumption was 1,638.22 Megalitre, which equates to 1,023 Litres per Guest Night. Similar to energy usage and greenhouse gas emissions, overall, water usage was down, but on a per guest night basis, it was substantially higher.



Remark: The number of properties included in the calculation in 2019 and 2020 were 19 and 39, respectively.

Most of the resort properties saved around 80% of their freshwater by reusing treated water for irrigation around the resort green area. The wastewater was processed to improve the quality of water to make it appropriate for the end-use, including being safely returned to the environment.

COSI Krabi Ao Nang Beach, the newly opened lifestyle hotel, reused 100% of its treated wastewater or around 330 cubic metres for back-of-house toilets since opening in late October of 2020.

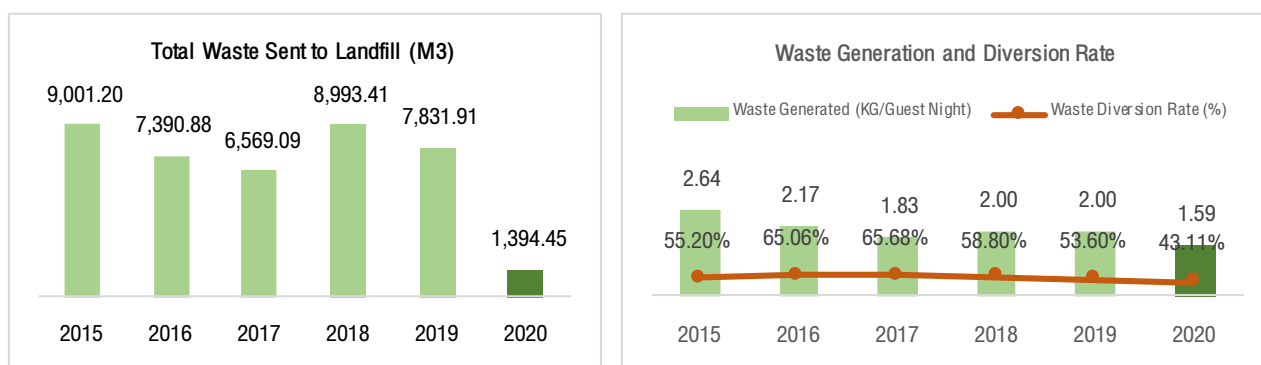
Water-saving and water management have always been a focus of our consideration. We continue to engage staff and guests' awareness in water conservation efforts. The low flow showerheads, low flow water taps, and dual flush toilets were installed, otherwise, the water level in the toilet water tank will be adjusted to use eight litres of water per time instead of the conventional ten liters. The new resource savings programme 'Going Greener' has been implemented in the guestrooms to reduce water consumption and chemical use for laundry by reusing linens and towels, which helps save almost eight litres of water per room participation per day.

During the pandemic, staff from the engineering team were assigned to station during the hotels/resorts' closure period to maintain the properties' conditions and continue conducting the maintenance on the water system.

Waste

Annual Target in 2020: 10% Waste Sent to Landfill Reduction per Guest Night

In 2020, the total volume of Waste Sent to Landfills was 1,394.45 Cubic Metres or 1.59 Kilograms per Guest Night. However, the landfills diversion rate which includes reusing, recycling, or composting materials reduced to 43.11% of the total waste, on average, due to the requirement of utilising single packaging and single-use items for hygiene reasons throughout the pandemic period.



While the individual properties followed the waste management policy and took reasonable steps by segregating Organic Waste, Recyclable Materials, General Waste, Hazardous Waste, and Electronics Waste to minimise the amount of waste sent to landfills, in the light of the Covid-19 situation, Biohazardous Waste management became part of Centara Hotels & Resorts' travel safety programme 'Centara Complete Care'. We recalibrated and developed an extensive 'Centara Complete Care' programme to ensure the protection, safety, wellbeing of our guests and employees, and the environment when it comes to the disposal of any waste containing infectious materials.

There is a risk that the coronavirus will be spread to the hotel staff, garbage collectors, and others if waste that may carry the infection is not handled properly, while also, the environmental impact of improperly discarded single-use face masks that are made of plastic and a thin strip poses a further threat to marine, animal and birdlife.

Contaminated masks and other protective gear/personal protective equipment (PPE) used by guests and hotel staff are considered 'Biohazardous Waste,' and all waste containing infectious materials or potentially infectious substances or contaminated with bodily fluids need to be safely discarded in dedicated facilities and should be incinerated. The properties checked with their current general waste collectors/contractors if they were qualified to take and handle Biohazardous Waste or contacted their local authority for recommendations.

Prior to the pandemic, Centara Ao Nang Beach Resort & Spa Krabi, Centara Grand Mirage Beach Resort Pattaya, Centara Grand Beach Resort & Villas Hua Hin, Centara Hotel Hat Yai, Centara Hotel & Convention Centre Udon Thani, and Khum Phaya Resort & Spa, Centara Boutique Collection were able to produce the natural fertilisers from food waste and dried leaves to be used in their herb and vegetable gardens instead of chemicals. Organic waste was also used to make bio-fermented water to reduce odors and grease clogging the drain, especially in the kitchen area and toilets. Almost 2,000 kilograms of organic waste can produce around 800 kilograms of natural fertilisers and 50 - 120 litres of bio-fermented water per month. These products are utilised in the hotel and also distributed to the staff for their home-use.

Surplus Food Donation

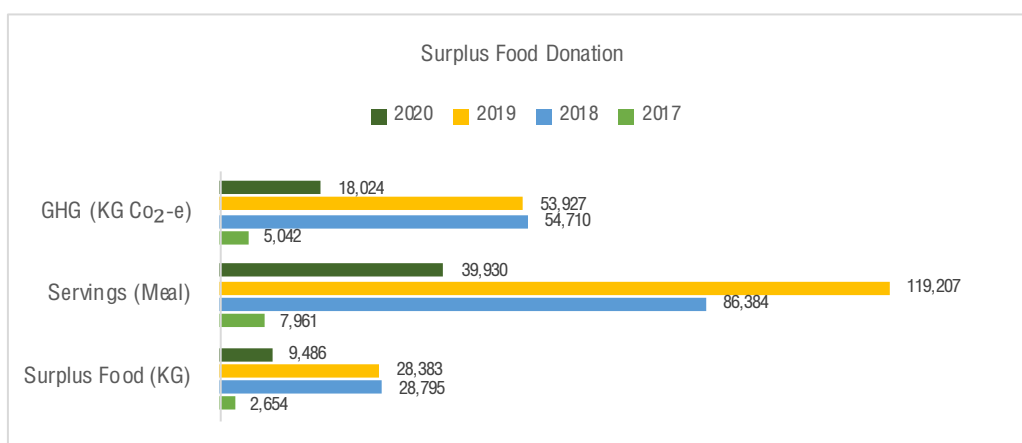


Addressing the food waste problem at F&B outlets is the focus of the company. Centara has been an active partner of Scholars of Sustenance Foundation (SOS) – Thailand since 2017, where the company's belief is aligned with their objective that everyone can have fair access to good food whilst enabling operations to be conducted in an ethical and environmentally friendly manner to prevent good food from being wasted.

The company's seven properties in Bangkok, Phuket and Hua Hin have contributed a total of 9,486 kilograms of good quality cooked food, bakery and some cooking ingredients that provided over 39,930 servings throughout 2020. According to SOS Thailand, the distribution was also made to the community members who were highly affected by the Covid-19 pandemic in six Bangkok low-income communities with a total population of 9,500 beneficiaries, each receiving at least one meal per month.

By reducing this amount of food waste, 18,024 KG Co2-e of carbon dioxide gas emissions were diverted from landfills in 2020.

Centara Grand Central World Hotel has continued the Champion 12.3 project from the previous year to reduce the amount of food waste at the origin arising from food preparation by working with the head chef to make a plan for using all parts of the ingredients, which can reduce food waste from 40 percent to 15 percent, leading to cost savings for the hotels.



Biodiversity Conservation

We did our part to minimise our impact on the earth's biodiversity by reducing utility usage, responsible management of all items, and proper disposal of wastewater and solid waste and making conscious and improved decisions when it comes to landscaping. At each hotel and resort destination, we integrated biodiversity into our operation and promoted responsible recreational activities and excursions. In addition, we actively supported local biodiversity conservation efforts and worked with government and conservation groups on special projects.

Biodiversity in the Hotel Ground and Garden



As one of the most historical gardens in Asia, the award-winning topiary garden at Centara Grand Beach Resort & Villas Hua Hin has retained its air of the bygone age of elegance for almost a century. The hotel uses indigenous plants wherever possible for landscaping; minimises light and noise to limit disturbance to wildlife; plants local tree and bush species to create shaded areas and new habitats for native species to feed and reproduce effectively, as well as strictly complies with the law and regulation on the use of restricted plants for growing, breeding, selling or distributing to the hotel guests and staff. The list of indigenous plants grown in the hotel are documented as part of conservation; For example; 'Ton Ket' - the provincial tree of Prachuap Khiri Khan where the hotel is situated, Water Lily – an aquatic plant with board floating green leaves and bright fragrant flowers that attract butterflies and birds, Adenium – drought tolerant and can be grown near the seaside.

The hotel offers botanical garden tours, "A Journey to the Secret Garden", led by its chief gardener. It is an effective way to communicate with guests about how the hotel has integrated biodiversity in the design and management of the grounds. There are also over 100 different topiaries in the hotel garden that guests can look forward to learning more about the designs and varieties of the vegetation that makes up the resort landscape.

Wildlife Conservation



Centara Grand Beach Resort & Villas Krabi nestled within its own bay where nature trails and limestone islands are abundant is home to over 300 monkeys. The resort guests can connect to the town and the famous Ao Nang beach by climbing over the 'Monkey Trail' and monkeys usually come down to the trail almost every day searching for food. Many resort guests and other tourists visit the Monkey Trail and expect to see the monkeys. This influx of visitor volume became a major challenge in conservation and harmful to the ecosystem caused by the humans' behavior. It is the resort's focus to educate and create awareness to visitors to not disturb the monkeys, as well as to preserve their original way of wildlife.

Our guests were informed during their stay to; Never feed monkeys or other animals; Never try to catch any monkeys for any reason. If one gets trapped leave doors and windows open and move out of its way; Not leave fruit out and secure all food and pet food out of sight; Not eat in front of Monkey, do not let children eat outside when Monkeys are in the area.

Littering is one of the main issues that had a negative impact on the environment, especially on the hungry animals who lurk around and die from eating garbage. Centara Grand Beach Resort & Villas Krabi announced "NO TRASH ON THE TRAIL" initiative to improve and preserve the surrounding condition.

Local Vegetation and Conservation

Centara Grand Beach Resort Phuket, the oceanfront property installed signage to encourage guests to access the beach via the installed pathway. Instead of walking through the native vegetation, aiding in protecting against beach erosion. The resort also conserves the ecosystem and local species, blends them into their natural landscape, and uses nature as a source of inspiration in designing recreation activities - 'Natural Walk' that focuses on raising awareness for the hotel young guests.

‘OUR Khung Bang Kachao’ Project

A 3-year project kicked off in 2018, as part of the green working group, Centara Grand & Bangkok Convention Centre at CentralWorld, Centara Grand at Central Plaza Ladprao Bangkok, Centra by Centara Government Complex Hotel & Convention Centre Chaeng Watthana, Centara Watergate Pavillion Hotel Bangkok participated in planting 1,200 trees in ‘OUR Khung Bang Kachao’ Project, hosted by Chaipattana Foundation and Royal Forest Department with the objective to develop the Bang Kachao area sustainably (Green Growth). The large wetland created by the accumulation of river sediment has a “3 water” ecosystem; Freshwater, Saltwater and Brackishwater creating a structural system of the plant and animal society that is extremely biodiverse and is a one of a kind asset for Thailand.

Besides growing its own herbs and vegetables garden, Centara West Bay Hotel & Residences Doha took another effort to add the green areas by growing over 500 plants and trees around the hotel building.

Centra by Centara Hotel Mae Sot planted 25 Ratchaphruek trees, also known as The Royal Flora Ratchaphruek or Thailand’s National Flower around the hotel’s reservoir to create awareness of the green and greater atmosphere, as well as to recognise World Environment Day in 2020.

The hotel-grown vegetable and herb gardens amongst our properties are treated organically without any use of chemical fertilisers. Maikhao Dream Villa Resort & Spa, Centara Boutique Collection, Centra by Centara Government Complex Hotel & Convention Centre Chaeng Watthana and Centra by Centara Hotel Mae Sot created special spaces within their properties’ areas to cultivate vegetables and raw kitchen ingredients while Centara Hotel Hat Yai is utilising its rooftop area for this purpose. Centara Grand Beach Resort & Villas Hua Hin and Centara Kata Resort Phuket also produced their own organic fertilisers. These fresh and local productions are served in the hotel restaurants and at some properties have enough to send to the staff canteens.

AWARD AND RECOGNITION

ASEAN Green Hotel Standard

- Centara Grand at Central Plaza Ladprao Bangkok
- Centara Grand Beach Resort & Villas Hua Hin

The 3-year award is given to the hotels within an Association of Southeast Asian Nations (ASEAN) where operations are based on environmentally – friendly principles and adopt energy conservation measures to achieve sustainable tourism.

Green Hotel (G Green) by Department of Environment Quality Promotion, Ministry of Natural Resources and Environment

G Green Award – Gold Level:

- Centara Grand Beach Resort & Villas Hua Hin
- Centara Hotel & Convention Centre Udon Thani
- Centra by Centara Maris Resort Jomtien

G Green Award – Silver Level

- Centara Grand & Bangkok Convention Centre at CentralWorld
- Centara Villas Samui
- Centara Hotel Hat Yai
- Centara Anda Dhevi Resort & Spa Krabi
- Centra by Centara Government Complex Hotels & Convention Centre Cheang Watthana.

Thailand Sustainable Event Management Standard: TSEMS by Thailand Convention and Exhibition Bureau

- Centara Grand & Bangkok Convention Centre at CentralWorld
- Centara Grand at Central Plaza Ladprao Bangkok

Environmental Management in Food Business

The food business has begun the CRG Waste Segregation project or waste sorting management at the organization's headquarters to create environmental awareness among employees and allow employees to learn about waste sorting of both general and recyclable waste. Following this approach, in 2021, the company plans to have its chain restaurants adopt waste sorting in the same way.

CRG has started a pilot food care project in 18 Mister Donut branches, having only 5 branches in the beginning, in Bangkok, Prachuap Khiri Khan, and Phuket. The project has delivered 33,755 donuts to the underprivileged in foster homes as well as the poor in various areas, amounting 6,861.50 kilograms worth 1,584,990 Baht, equivalent to 28,818 meals, which has helped reduce the amount of greenhouse gas emissions from landfill waste by 13,037 kilograms of carbon equivalent.

In terms of energy consumption, electricity use was decreased by two percent in 2020 as a result of the COVID-19 pandemic. In 2020, the total amount of electricity use was 36,231,937.86 kWh in 820 branches. One of the factors that helped reduce the amount of electricity use was the co-operation in energy saving from all agencies and brands. The company provided face-to-face energy saving advices, created VDO advertisements, and recommended the energy-efficient way for using the tools and equipment. Due to the COVID-19 pandemic, sales declined, directly reducing electricity use for each brand. The amount of cooking gas was 26,325 cubic meters, collected from 53 branches.

In terms of water consumption, in 2020, 263,532 cubic meters of water were used by 766 branches. Wastewater from the ice cream production process at CRG Manufacturing Company Limited is sent to the wastewater treatment system designed using the anaerobic digestion method followed by the activated sludge process and then for standard wastewater level check which meets the very good standard. The treatment pond can receive up to 80 cubic meters of wastewater per day. Wastewater that has been treated is sent to the central wastewater treatment system of Navanakorn Industrial Zone before released into the public waterways.

The food business adopted the policy to use recyclable packaging without using foam packaging except for keeping food at a low temperature.

Used oil from cooking is used to make diesel. Before selling to the buyers of old oil, the original document is required to specify to which factory the old oil is resold. CRG checks the buy and sell with the destination factory by randomly checking once every two to three months by examining the buy and sell documents from the buying destination factory to prevent the oil from entering the consumer market.

Guidelines for Sustainable Development Reporting

About This Report

Central Plaza Hotel Company Limited prepared this sustainable development report as part of the fifth year annual report to present its sustainable development results to all stakeholders covering economic, social, environmental, and corporate governance dimensions. This report was prepared in accordance with the Global Reporting Initiative (GRI) Standards: Core Option, demonstrated the practice following the criteria of the United Nations Global Compact (UNGC) and environmental management standards for sustainable tourism, and connected the organization's sustainable operations to the United Nations' Sustainable Development Goals (SDGs).

Report Boundaries

The sustainable development report presents operating results for 2020 from 1 January 2020 to 31 December 2020 covering the hotel business and food business under Central Plaza Hotel Public Company Limited and Central Restaurants Group Company Limited which operate in Thailand and overseas. The storage of the environmental data of 39 hotels and 15 food brands uses the database of Centara Sustainability Management Program.

Quality Control of the Report

The Sustainable Development Unit is the core unit for coordinating and controlling the preparation of the report to ensure accuracy and completeness. The unit reviews the key content, and top management of each business group and the senior vice president of finance and administration confirm the publication of the information.

If you have any questions or suggestions regarding this report, please contact the Sustainable Development Department, Central Plaza Hotel Public Company Limited, Tel. 0 2769 1234 Email : chuleegornth@chr.co.th

GRI Content Index

GRI Standard	Disclosure	Page Number and/or URL	Relation to SDGs
GRI 102: General Disclosure 2016 Organization profile			
*	102-1 Name of organization	One Report Cover page	
*	102-2 Activities, brands, products, and services	One report 8-11, 46-47, 70-72,	
*	102-3 Location of headquarters	One report: 173, Back Cover	
*	102-4 Location of operations	One report: 386-388, 458-459	
*	102-5 Ownership and legal form	One report: 92-95, 447-453	
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*	102-8 Information on employees and other workers	131-134	SDG 8
*	102-9 Supply chain	120-121	
*	102-10 Significant changes to the organization and its supply chain	One report 35, 41, 120-121,	
*	102-11 Precautionary Principle or approach	One report 181-182	
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*	102-16 Values, principles, standards, and norms of behavior	One report 404-446	SDG 16
	102-17 Mechanisms for advice and concerns about ethics	118, https://investor.centarahotelsresorts.com/storage/download/cg-document/20200521-centel-investigation-handbook-en.pdf	
	GOVERNANCE		
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	102-28 Evaluating the highest governance body's performance	One Report 238-239	
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UN Global Compact Principles

Currently, CENTEL has not yet signed a pledge to comply with the Ten Principle of the UN Global Compact (UNGC). However, CENTEL has studied and implemented it as a guideline in its operations for the company's sustainable development as follows:

Main Issues	Principle	Duties
Human Rights	1. Support and respect human rights protection declared internationally to the extent of permissible power	127-134
	2. Regularly monitor and prevent business from being involved in human rights abuses.	127-134
Labour	3. Promote and support the freedom of labour association and the realisation of the right to collective bargaining.	120,127-134
	4. Eliminate forced labour in all forms	120,127-134
	5. Seriously abolish the use of child labour	120,127-134
	6. Eliminate discrimination in employment and occupation	127-134
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4. MANAGEMENT DISCUSSION AND ANALYSIS: MD&A

LETTER OF CLARIFICATION for CENTEL's Operating Performance Results for Quarter 4 and year ended 31 December 2020

Central Plaza Hotel Pcl. (the "Company" or "CENTEL") wishes to inform and clarify to the SET regarding the analysis of the Company's operating performance results for 3-month (Quarter 4) and year ended 31 December, 2020, with the following details:

1. Overview of the tourism industry in Thailand and the Maldives
2. Analysis of the operating performance of the Company and for each respective Business Group
3. Financial Status of the Company
4. Factors that may impact ongoing business operations for 2021

1. Overview of the tourism industry in Thailand and the Maldives

1.1 Tourism industry in Thailand

The total number of international tourist arrivals in Q4/2020 is 10,822 – compared to 10 million in Q4/2019, a decrease of 100% Year-on-Year (YoY).

There was temporary ban on all international flights entering Thailand for the prevention and control of the Coronavirus Disease (COVID – 19) Pandemic for 6 months from April – September 2020. The total number of international tourist arrivals in 2020 is 7 million - compared to 40 million in 2019, a decrease of 83% YoY.

1.2 Tourism Industry in the Maldives

The total number of international tourist arrivals in Q4/2020 is 153,686 - compared to 451,197 in Q4/2019, a decrease of 66% YoY. However, tourist arrivals improved quarter on quarter as Russian

drove the market with an increasing number of arrivals by 19% YoY and ranked number one at 19% of total international tourists, then followed by Indian at 18%, British at 12%, German at 5%, and American at 4% of total tourists, respectively.

The Maldives Government announced a lockdown and full closure of the country effective since March 27, 2020, and then resumed welcoming the international tourists from July 15, 2020 onwards. The total number of international tourist arrivals in 2020 is 555,494 - compared to 1,702,887 in 2019 a decrease of 67% YoY.

2. Analysis of the operating performance of the Company and for each respective Business Group

2.1 Analysis of the operating performance

Operating Performance for Q4/2020 and Q4/2019

(Amount - in Baht Million)	Q4/2020		Q4/2019		Changes YoY (Increase+/ Decrease-)	
	Amount	%	Amount	%	Amount	%
Revenues – hotel business ⁽¹⁾	707	22%	2,257	42%	(1,550)	-69%
Revenues – food business	2,544	78%	3,100	58%	(556)	-18%
Total revenues	3,251	100%	5,357	100%	(2,106)	-39%
Cost of sales – hotel business	(378)	-12%	(770)	-14%	(392)	-51%
Cost of sales – food business	(1,046)	-32%	(1,493)	-28%	(447)	-30%
Total cost of sales ⁽²⁾	(1,424)	-44%	(2,263)	-42%	(839)	-37%
Selling & General Administrative Expenses	(1,359)	-42%	(2,006)	-37%	(647)	-32%
Share of Profit / (Loss) - Investments (by the equity method)	(10)	0%	6	0%	(16)	-267%
Earning before Interest, Tax, Depreciation and Amortization (EBITDA)	458	14%	1,094	20%	(636)	-58%
Depreciation & Amortization	(850)	-26%	(507)	-9%	343	68%
Earning / (Loss) before Interest and Tax (EBIT)	(392)	-12%	587	11%	(979)	-167%
Finance Costs	(164)	-5%	(51)	-1%	113	222%
Corporate Income Tax Income/(Expenses)	343	11%	(49)	-1%	392	800%
Loss / (Profit) from Non-Controlling Interests	35	1%	(16)	0%	51	-319%
Net Profit / (Loss) from operation	(178)	-5%	471	9%	(649)	-138%
Extraordinary Items						
Provision for assets Impairment ⁽³⁾	(1,189)	-37%	-	0%	1,189	NA
Net Profit / (Loss)	(1,367)	-42%	471	9%	(1,838)	-390%

(1) INCLUDES income from the amortization of deferred rental income from the Centara Grand Beach Resort Samui totaling Baht 25 million for Q4/2019.

(2) Cost of Sales EXCLUDES Depreciation & Amortization Expenses that are allocated to Cost of Sales.

(3) Provision for assets Impairment is the number before defer income tax income Baht 238 million.

Q4/2020: The Company achieved Total Revenues of Baht 3,251 million (Q4/2019: Baht 5,357 million) a decrease of Baht 2,106 million (or a drop of 39% YoY), with the proportion of total revenues between the hotel Business and the food Business being 22%:78% (Q4/2019: 42%:58%); while Gross Profit was Baht 1,733 million, a decrease of 41% YoY and representing a Gross Profit Margin of 55% of hotel business revenues (excluding other income) that was slightly decrease from the same period last year (Q4/2019: 56%). The Company achieved an Earning before Interest, Tax, Depreciation, and Amortization (EBITDA) of Baht 458 million, (Q4/2019: Baht 1,094 million), a decrease of Baht 636 million (or a drop of 58% YoY) from Q4/2019 and representing an EBITDA Margin of 14% that was a decrease compared to last year (Q4/2019: 20%) but an increase quarter-on-quarter (Q3/2020: 1%) owing mainly to the hotel business performance. The Company had a Net loss of Baht 1,367 million, a decrease of Baht 1,838 million (or a drop of 390% YoY). As such, if the changes in accounting standards TFRS 9, 16 and the provision for assets impairment under TAS 36 due to the implication of COVID-19 were not included, the Company would then have a Net Loss from normal operations of Baht 137 million, a decrease of Baht 608 million (or drop 129% YoY).

Operating performance for Year 2020 and Year 2019

(Amount - in Baht Million)	FY2020		FY2019		Changes YoY (Increase+/ Decrease-)	
	Amount	%	Amount	%	Amount	%
Revenues – hotel business ⁽¹⁾	3,117	24%	8,896	42%	(5,779)	-65%
Revenues – food business	10,132	76%	12,295	58%	(2,163)	-18%
Total revenues	13,249	100%	21,191	100%	(7,942)	-37%
Cost of sales – hotel business	(1,404)	-11%	(3,098)	-15%	(1,694)	-55%
Cost of sales – food business	(4,338)	-33%	(5,934)	-28%	(1,596)	-27%
Total cost of sales ⁽²⁾	(5,742)	-43%	(9,032)	-43%	(3,290)	-36%
Selling & General Administrative Expenses	(5,505)	-42%	(7,890)	-37%	(2,385)	-30%
Share of Profit / (Loss) - Investments (by the equity method)	(21)	0%	29	0%	(50)	-172%
Earning before Interest, Tax, Depreciation and Amortization (EBITDA)	1,981	15%	4,298	20%	(2,317)	-54%
Depreciation & Amortization	(3,421)	-26%	(2,037)	-10%	1,384	68%
Earning / (Loss) before Interest and Tax (EBIT)	(1,440)	-11%	2,261	11%	(3,701)	-164%
Finance Costs	(669)	-5%	(214)	-1%	455	213%
Corporate Income Tax Income/(Expenses)	435	3%	(261)	-1%	696	267%
Loss / (Profit) from Non-Controlling Interests	123	1%	(65)	0%	188	289%
Net Profit / (Loss) from Operation	(1,551)	-12%	1,721	8%	(3,272)	-190%
Extraordinary Items						
Insurance claim (net of tax)	-	0%	81	0%	(81)	-100%
Provision for long term employee benefits	-	0%	(58)	0%	(58)	-100%
Provision for assets impairment ⁽³⁾	(1,225)	-9%	-	0%	1,225	NA
Net Profit / (Loss)	(2,776)	-21%	1,744	8%	(4,520)	-259%

- (1) INCLUDES income from the amortization of deferred rental income from the Centara Grand Beach Resort Samui totaling Baht 100 million for the FY2019.
- (2) Cost of Sales EXCLUDES Depreciation & Amortization Expenses that are allocated to Cost of Sales.
- (3) Provision for assets Impairment is the number before defer income tax income Baht 245 million.

Year 2020: The Company achieved Total Revenues of Baht 13,249 million (2019: Baht 21,191 million), a decrease of Baht 7,942 million (or a drop of 37% YoY), with the proportion of total revenues between the hotel business and the food business being 24%:76% (2019: 42%:58%); while Gross Profit was Baht 7,150 million, a decrease of 38% YoY and representing a Gross Profit Margin of 56% of hotel business revenues (excluding other income) that was equal to the same period last year (2019: 56%). The Company achieved an Earning before Interest, Tax, Depreciation, and Amortization (EBITDA) of Baht 1,981 million (2019: Baht 4,298 million), a decrease of Baht 2,317 million (or a drop of 54% YoY) that equaled to an EBITDA Margin of 15% which is a decrease from the same period last year (2019: 20%). The Company had a Net Loss of Baht 2,776 million, a decrease of Baht 4,520 million (or a drop of 259% YoY). As such, if the extraordinary items relating to the insurance claim (net of tax) of Baht 81 million received together with the impact of the required provisions for long term employee benefits following the new labor laws of Baht 58 million and the effect of assets impairment under TAS 36 of Baht 1,225 million, and change in accounting standards TFRS 9 and 16 were not included, the Company would then have a Net Loss from Normal Operation of Baht 1,342 million, a decrease of Baht 3,063 million (or a drop of 178% YoY).

2.2 Analysis of the Operating Results for each respective Business Group

2.2.1 Hotel Business

As of December 31, 2020, the Company has owned and managed hotels in a total of 84 hotels (17,358 rooms); with 45 hotels (8,017 rooms) already in operation together with another 39 hotels (9,341 rooms) still under development. Of the 45 hotels already in operation, 18 hotels (4,444 rooms) are owned and operated by the Company, with the other 27 hotels (3,573 rooms) being operated under the Company's Hotel Management Agreements.

As of December 31, 2020, there was a total of 34 operating hotels, of which 13 hotels are owned and 21 managed hotels. The details are as following:

Number	Own hotels	Rooms	Country
1	Centara Grand & Bangkok Convention Centre at CentralWorld	510	Thailand
2	Centara Grand Beach Resort & Villas Hua Hin	251	Thailand
3	Centara Grand Mirage Beach Resort, Pattaya	553	Thailand
4	Centara Grand at Central Plaza Ladprao Bangkok	565	Thailand
5	Centara Grand Beach Resort & Villas Krabi	192	Thailand
6	Centara Hotel Hat Yai	247	Thailand
7	Centara Villas Samui	102	Thailand
8	Centra by Centara Hotel Mae Sot	113	Thailand
9	Centra by Centara Government Complex Hotel & Convention Centre Cheang Watthana	212	Thailand
10	COSI Pattaya Wong Amat Beach	282	Thailand
11	Centara Grand Beach Resort, Phuket	261	Thailand
12	Centara Ras Fushi Resort & Spa Maldives	140	Maldives
13	Centara Grand Island Resort & Spa Maldives	112	Maldives
	Total	3,540	

Number	Managed hotels	Rooms	Country
1	Centara Koh Chang Tropicana Resort	157	Thailand
2	Centara Chaan Talay Resort & Villas Trat	43	Thailand
3	Centara Q Resort Rayong	41	Thailand
4	Centara Sonrisa Residences & Suites Sriracha	145	Thailand
5	Centara Hotel & Convention Centre Udon Thani	259	Thailand
6	Centara Azure Hotel Pattaya	96	Thailand
7	Centara Pattaya Hotel	226	Thailand
8	Centara Watergate Pavillion Hotel Bangkok	281	Thailand
9	Centara Ceysands Resort & Spa Srilanka	165	Sri Lanka
10	Centara Muscat Hotel	152	Oman
11	Centara West Bay Hotel & Residences Doha	172	Qatar
12	Khum Phaya Resort & Spa, Centara Boutique Collection	85	Thailand
13	Centra by Centara Phu Pano Resort Krabi	158	Thailand
14	Centra by Centara Maris Resort Jomtien	282	Thailand
15	Centra by Centara Cha Am Beach Resort Hua Hin	188	Thailand
16	Muscat Dunes Hotel	71	Oman

17	Cosi Krabi Ao Nang Beach	142	Thailand
18	Centra by Centara Coconut Beach Resort Samui	54	Thailand
19	Centara Ao Nang Beach Resort & Spa Krabi	179	Thailand
20	Maikhao Dream Villa Resort & Spa	22	Thailand
21	Roukh Kiri Khaoyai	12	Thailand
	Total	2,930	

Operations Results - Hotel Business (for Company owned & operated hotels) Q4/2020

Occupancy Rate (OCC) %	Total Operating Performance			Operating Performance (Excluded: Centara Grand Beach Resort Samui and COSI Pattaya Wong Amat Beach)		
	Q4/2020	Q4/2019	Changes YoY	Q4/2020	Q4/2019	Changes YoY
Bangkok	31%	82%	(51%)	31%	82%	(51%)
Upcountry	25%	76%	(51%)	27%	76%	(49%)
Maldives	21%	82%	(61%)	21%	82%	(61%)
Thailand - Average	27%	78%	(51%)	28%	78%	(50%)
Total - Average	27%	78%	(51%)	28%	78%	(50%)

Average Room Rate – ARR (Baht)	Total Operating Performance			Operating Performance (Excluded : Centara Grand Beach Resort Samui and COSI Pattaya Wong Amat Beach)		
	Q4/2020	Q4/2019	Changes YoY	Q4/2020	Q4/2019	Changes YoY
Bangkok	2,016	2,979	(32%)	2,016	2,979	(32%)
Upcountry	3,233	3,816	(15%)	3,347	3,843	(13%)
Maldives	9,722	16,177	(40%)	9,722	16,177	(40%)
Thailand - Average	2,781	3,514	(21%)	2,839	3,530	(20%)
Total – Average	3,109	4,353	(29%)	3,172	4,372	(27%)

Revenue per Available Room - RevPar (Baht)	Total Operating Performance			Operating Performance (Excluded: Centara Grand Beach Resort Samui and COSI Pattaya Wong Amat Beach)		
	Q4/2020	Q4/2019	Changes YoY	Q4/2020	Q4/2019	Changes YoY
Bangkok	618	2,429	(75%)	618	2,429	(75%)
Upcountry	820	2,881	(72%)	906	2,911	(69%)
Maldives	2,030	13,262	(85%)	2,030	13,262	(85%)
Thailand - Average	754	2,727	(72%)	804	2,745	(71%)
Total – Average	831	3,389	(75%)	884	3,411	(74%)

Operating Performance - Hotel Business Q4/2020

Hotels Business (In Baht Million)	Q4/2020	Q4/2019	Changes YoY
Revenues from Hotel Business operations	640	2,116	(70%)
Total Revenues (including other income)	707	2,257	(69%)
Gross Profit	262	1,346	(80%)
% Gross Profit Margin	41%	64%	(23%)
EBITDA / (Loss)	(158)	754	(121%)
% EBITDA / (Loss) Margin	(22%)	33%	(55%)
Net Profit / (Loss) from Operation	(246)	321	(177%)
Provision for assets impairment	(1,170)	-	NA
Net Profit / (Loss)	(1,416)	321	(541%)
% Net Profit / (Loss)	(200%)	14%	(214%)

- Q4/2020:

The hotel business achieved total revenues of Baht 707 million, a decrease of Baht 1,550 million (or a drop of 69% YoY) from Q4/2019. However, the performance improved significantly quarter-on-quarter from increasing in revenue during high season and reopening of hotels in Maldives (4-star hotel reopened in November and 5-star hotel reopened in December), and also profit margin improvement as a result of continuous strict costs and expenses control.

RevPar decreased by 75% YoY to be at Baht 831, as a result of the Occupancy Rate (OCC) decreasing from 78% to 27% in Q4/2020; while Average Room Rate (ARR) decreased by 29% YoY to Baht 3,109. Such as, if the performance of Centara Grand Beach Samui and COSI Pattaya Wong Amat Beach were excluded, Revenue per available room (RevPar) decreased by 74% compared to the same period last year.

- Bangkok: RevPar decreased by 75% to be at Baht 618 as a result of the Occupancy Rate (OCC) falling from 82% to 31% and the Average Room Rate (ARR) also decreasing by 32% YoY to Baht 2,016.
- Upcountry: RevPar decreased by 72% to be at Baht 820 as a result of the Occupancy Rate falling from 76% to 25%, but the Average Room Rate (ARR) decreased by 15% YoY to Baht 3,233.
- Maldives: RevPar decreased by 85% to be at Baht 2,030 as a result of the Occupancy Rate falling from 82% to 21%, but the Average Room Rate (ARR) decreased by 40% YoY to Baht 9,722. As such, if considered in US Dollars, RevPar also decreased by 85% YoY.

In Q4/2020, Gross Profit was Baht 262 million (Q4/2019: Baht 1,346 million), a decrease of 80% YoY, but increased by 112% QoQ (Q3/2020: Baht 124 million). An EBITDA was Loss of Baht 158 million (Q4/2019: Profit of Baht 754 million) but improved from Loss of Baht 403 million in Q3/2020. The Company had Net Loss from operation of Baht 246 million, a decrease of Baht 567 million from last year (or a drop of 177% YoY) but it improved from Net Loss of Baht 800 million in Q3/2020. As such, if the changes in accounting standards TFRS 9, 16 and assets impairment under TAS 36 related to the impact of COVID-19 were not included, the Company would then have a Net Loss from Normal Operation of Baht 232 million, a decrease of Baht 553 million (or drop 172% YoY).

Operating Results - Hotel Business (for Company owned & operated hotels) for FY2020

Occupancy Rate (OCC) %	Total Operating Performance			Operating Performance (Excluded: Centara Grand Beach Resort Samui and COSI Pattaya Wong Amat Beach)		
	FY2020	FY2019	Change	FY2020	FY2019	Change
Bangkok	28%	79%	(51%)	28%	79%	(51%)
Upcountry	27%	76%	(49%)	28%	75%	(47%)
Maldives	23%	83%	(60%)	23%	83%	(60%)
Thailand – Average	28%	77%	(49%)	28%	77%	(49%)
Total – Average	27%	77%	(50%)	28%	77%	(49%)

Average Room Rate – ARR (Baht)	Total Operating Performance			Operating Performance (Excluded : Centara Grand Beach Resort Samui and COSI Pattaya Wong Amat Beach)		
	FY2020	FY2019	Change	FY2020	FY2019	Change
Bangkok	2,247	2,993	(25%)	2,247	2,993	(25%)
Upcountry	4,088	3,954	3%	4,199	3,928	7%
Maldives	16,858	16,513	2%	16,858	16,513	2%
Thailand – Average	3,457	3,619	(4%)	3,516	3,595	(2%)
Total – Average	4,149	4,477	(7%)	4,219	4,472	(6%)

Revenue per Available Room - RevPar (Baht)	Total Operating Performance			Operating Performance (Excluded: Centara Grand Beach Resort Samui and COSI Pattaya Wong Amat Beach)		
	FY2020	FY2019	Change	FY2020	FY2019	Change
Bangkok	634	2,372	(73%)	634	2,372	(73%)
Upcountry	1,118	2,989	(63%)	1,186	2,963	(60%)
Maldives	3,862	13,654	(72%)	3,862	13,654	(72%)
Thailand – Average	955	2,780	(66%)	992	2,759	(64%)
Total – Average	1,134	3,456	(67%)	1,176	3,450	(66%)

Operating Performance - Hotel Business for Year 2020

Hotels Business (In Baht Million)	FY2020	FY2019	Changes YoY
Revenues - Hotel Business operations	2,855	8,439	(66%)
Total Revenues (including other income)	3,117	8,896	(65%)
Gross Profit	1,451	5,341	(73%)
% Gross Profit Margin	51%	63%	(12%)
EBITDA / (Loss)	(190)	2,919	(106%)
% EBITDA / (Loss) Margin	(6%)	33%	(39%)
Net Profit / (Loss) from Operation	(1,515)	1,091	(239%)
Insurance claim (net of tax)	-	30	(100%)
Provision for long term employee benefits	-	(27)	(100%)
Provision for assets impairment	(1,206)	-	NA
Net Profit / (Loss)	(2,721)	1,094	(349%)
% Net Profit / (Loss)	(87%)	12%	(99%)

- Year 2020:

- The hotel business achieved Total Revenues of Baht 3,117 million, a decrease of Baht 5,779 million (or a drop of 65% YoY).

Occupancy Rate (OCC) decreased from 77% to 27%; while the Average Room Rate (ARR) decreased by 7% YoY to Baht 4,149 that then resulted in the RevPar decrease by 67% YoY to be at Baht 1,134. Such as, if the performance of Centara Grand Beach Samui and COSI Pattaya Wong Amat Beach were excluded, Revenue per available room (RevPar) decreased by 66% compared to the same period last year.

- Bangkok: RevPar decreased by 73% YoY to be at Baht 634, due to the fall in Occupancy Rate (OCC) from 79% to 28%; while Average Room Rate (ARR) was Baht 2,247, a decrease of 25% YoY.
- Upcountry: RevPar decreased by 63% to be at Baht 1,118, resulting from the Occupancy Rate (OCC) falling from 76% to 27%; while the Average Room Rate (ARR) increased 3% YoY to Baht 4,088.
- Maldives: RevPar decreased by 72% YoY, with the Occupancy Rate (OCC) falling from 83% to 23%; but Average Room Rate (ARR) increased by 2%

YoY to Baht 16,858. As such, if considered in US Dollars, RevPar decreased by 72% YoY.

For the 2020 period, the Company achieved Gross Profit of Baht 1,451 million (2019: Baht 5,341 million), a decrease of 73% YoY, with the Gross Profit Margin being at 51% that is a decrease compared to the same period last year (2019: 63%). While the company had an EBITDA Loss of Baht 190 million (2019: Profit of Baht 2,919 million).

The Company had a Net Loss of Baht 2,721 million, a decrease of Baht 3,815 million (or a drop of 349% YoY). As such, if the changes in accounting standards and extraordinary items were not included, the Company would then have a Net Loss from Normal Operation of Baht 1,460 million, a decrease of Baht 2,551 million (or drop 234% YoY).

2.2.2 Food Business

Operating Results - Food Business Q4/2020

Same Store Sales (SSS) Growth % YoY	Q4/2020	Q4/2019
Top 4 brands	(19%)	(6%)
Other brands*	(25%)	(7%)
Total Average	(20%)	(6%)

*Excluded 3 Joint Ventures' brands (Salad Factory, Brown Café and Café Amazon-Vietnam)

Total Systems Sales (TSS) Growth % YoY	Q4/2020	Q4/2019
Top 4 brands	(18%)	0%
Other brands**	(19%)	11%
Total Average	(18%)	2%

** Excluded 2 Joint Ventures' brands (Salad Factory and Café Amazon-Vietnam)

Number of QSR Outlets	Q4/2020	Q4/2019
Franchised brands		
KFC	289	279
Mister Donut	375	370
Auntie Anne's	188	182
Ootoya	47	50
Pepper Lunch	46	47
Cold Stone Creamery	17	17
Chubuton	17	19
Yoshinoya	19	19
Tenya	14	15
Katsuya	39	36
Own brands		
The Terrace	10	10
Aroi Dee	22	15
Suki House	-	3
Kowlune	7	1
Every Food	4	-
Soft Air	-	1
Joint ventures' brands		
Salad Factory ⁽¹⁾	11	7
Brown Café	11	-
Café Amazon - Vietnam ⁽¹⁾	4	-
Total	1,120	1,071

(1) Presented as Joint Ventures in Financial Statement.

Food Business (in Baht Million)	Q4/2020	Q4/2019	Changes YoY
Sales Revenues	2,517	3,060	(18%)
Total Revenues (including other income)	2,544	3,100	(18%)
Gross Profit	1,471	1,567	(6%)
% Gross Profit Margin	58%	51%	7%
EBITDA	616	340	81%
% EBITDA Margin	24%	11%	13%
Net Profit / (Loss) from Operations	68	150	(55%)
Provision for assets impairment	(19)	-	NA
Net Profit / (Loss)	49	150	(67%)
% Net Profit / (Loss)	2%	5%	(3%)

- Q4/2020:
 - For the performance in Q4/2020, the Company achieved food business's Total Revenues of Baht 2,544 million, a decrease of Baht 556 million (or drop 18%) from Q4/2019. The operating performance for the food business in this Quarter slightly dropped quarter-on-quarter mainly from the impact of the COVID-19, which has been experiencing new-emerging phase since second half of December. The impacts of the new-emerging phase to the food business were early closure of shopping malls and not allowed dine-in, particularly in the severe pandemic areas. Even after shopping malls resumed normal operation and allow dine-in, the customer traffic still decreased because of concern about pandemic situations, which were taking place in Thailand.
 - A decline in revenue in this quarter mainly from a decrease in Same Stores Sales (SSS) growth by 20% YoY. The Terrace reported the highest decrease in SSS YoY as it was located in tourist destination areas and focused on dine-in. Other key brands, Mister Donut, Auntie's Anne, and many Japanese brands were less SSS drop compared to Q3/2020, as they gained quite high delivery revenue contributions. However, According to the COVID-19 impact, the Company gave great importance to expanding its sales channels with a special focus on delivery and takeaway, which then significantly increased those revenue contributions, especially delivery.
 - At the end of Q4/2020, The Company had a total of 1,120 outlets, a net increase of 49 outlets compared to the end of Q4/2019.
 - Gross Profit Margin increased from the same time last year due to the overall cost management corresponding with promotion campaigns and packaging costs. At the same time, the

Company also focused on the management of the selling costs and expenses – especially staff costs and rental costs. As for staff costs, the Company reduced the total number of working hours for part-time workers and managed the total numbers of working staff to be appropriate to the decreasing sales. As for rental costs, the Company continually negotiated with lessors to reduce rental costs in accordance with decreasing sale revenues. The Company also negotiated with business partners/suppliers and franchisors to reduce costs of food raw materials, franchisee costs/fees, and associated services fees together with extending the current applicable payment credit terms and received positive support and co-operation.

- With the Financial Reporting Standards relating to TFRS 9 and 16, the Company achieved an EBITDA of Baht 616 million, representing an EBITDA margin of 24%; and Net Profit of Baht 68 million, a decrease of Baht 82 million (or drop of 55% YoY). As such if the changes in accounting standards and extraordinary items were not included, the Company would then have a Net profit of Baht 95 million, a decrease of Baht 55 million (or drop 36% YoY).

Operating Results - Food Business for Year 2020

Same Systems Sales (SSS)	FY2020	FY2019
Top 4 brands	(19%)	(5%)
Other brands*	(36%)	(5%)
Total Average	(22%)	(5%)

* Excluded 3 Joint Ventures' brands (Salad Factory, Brown Café and Café Amazon-Vietnam)

Total Systems Sales (TSS)	FY2020	FY2019
Top 4 brands	(17%)	1%
Other brands**	(24%)	9%
Total Average	(18%)	2%

** Excluded 2 Joint Ventures' brands (Salad Factory and Café Amazon-Vietnam)

Food Business (in Baht Million)	F2020	FY2019	Changes YoY
Sales Revenues	10,037	12,184	(18%)
Total Revenues (including other income)	10,132	12,295	(18%)
Gross Profit	5,699	6,250	(9%)
% Gross Profit Margin	57%	51%	6%
EBITDA	2,171	1,379	57%
% EBITDA Margin	21%	11%	10%
Net Profit / (Loss) from Operations	(36)	630	(106%)
Insurance claim (net of tax)	-	51	(100%)
Provision for long-term employee benefits	-	(31)	(100%)
Provision for assets impairment	(19)	-	NA
Net Profit / (Loss)	(55)	650	(108%)
% Net Profit / (Loss)	(1%)	5%	(6%)

- Year 2020:

- The food business performance in 2020 was impacted by The COVID-19 pandemic that started in Wuhan, China in December 2019 that then spread worldwide including Thailand. The business performance has been affected by the pandemic critically in two periods, which were in Q2/2020 after implementing the Government's preventive measures by shutting down shopping malls and not allowed dine-in in the restaurants from the end of March to May and the new-emerging phase of pandemic in the second half of December. Even shopping malls were not shut down the same as the first wave but the business has been impacted particularly dine-in. The pandemic of COVID-19 affected many businesses such as airline, tourism, import & export, which eventually hurt the domestic and world economies.

- For the performance in 2020, the Company achieved food business's Total Revenues of Baht 10,132 million, a decrease of Baht 2,163 million (or a drop of 18% YoY). These revenues decrease due to the ongoing COVID-19 pandemic, which greatly impacted the Same-Store-Sales (SSS) growth to decrease by an average of 22% (2019: -5%); whereby Same-Store-Sales for top 4 brands decreased by 19% YoY. The Same-Store-Sales was a dramatic decrease by 35% YoY in Q2/2020.

- Even the total revenue dramatically dropped as a result of dine-in declining. The company boosted sales volume through several channels. As a result, the delivery has grown significantly with total revenue of Baht 2 billion or a growth of 150% YoY in 2020.

- Gross profit increase from 51% in 2019 to 57% in 2020 due to cost control efficiency especially raw material costs, packaging costs, adjusting promotion campaigns, and waste control. Furthermore, flexible staff structuring and negotiating rental fee structure have been implemented under significantly decreasing sale revenues.
- With the Financial Reporting Standards TFRS 9 and 16, the Company achieved Total EBITDA of Baht 2,171 million, representing an EBITDA margin of 21%; and a Net Loss from Normal Operation of Baht 36 million, a decrease of Baht 666 million (or drop 106% YoY). As such, if the changes in accounting standards and extraordinary items were not included, the Company would then have a Net profit of Baht 118 million, a decrease of Baht 512 million (or a drop of 81% YoY).

3. Financial Status

Financial Position and Cash Flows

As of December 31, 2020, the Company had Total Assets of Baht 35,350 million, an increase of Baht 7,761 million (or 28% YoY) compared to the end of 2019, mainly due to the increase in investment in joint ventures of Baht 1,315 million and an increase of right-of-use assets totaling Baht 8,643 million. Whereas leasehold right decreased by Baht 1,777 million, which resulted from the application of the Financial Reporting Standards relating to Lease (TFRS 16).

Total Liabilities was Baht 25,135 million, an increase of Baht 11,689 million (or 87% YoY) compared to the end of 2019. The increases in Total Liabilities were mainly from an increase in Long-term lease liabilities of Baht 8,975 million, an increase in Long-term loans from financial institutions by Baht 3,341 million, and an increase in Financial liabilities from long-term leases by Baht 1,847 million.

The Company had Total Shareholders' Equity of Baht 10,216 million, a decrease from the end of 2019 of Baht 3,928 million (or -28% YoY), resulting mainly from the Net Loss of Baht 2,775 million and the adjustment of retained earnings totaling Baht 986 million in accordance with the Financial Reporting Standards related to financial instruments (TFRS 9) and Lease (TFRS 16).

As at December 31, 2020, the Company had Net Cash Flows from Operating activities totaling Baht 1,348 million, a decrease of Baht 2,466 million YoY; together with Net Cash Flows used in Investing activities of Baht 2,629 million, an increase of Baht 35 million (or 1% YoY), which mainly consisted of investments and loans to joint ventures of Baht 1,396 million and payments to purchase property, plant and equipment totaling Baht 1,876 million. While the Company had Net Cash Flows from Financing activities totaling Baht 1,948 million, an increase of Baht 2,411 million YoY, which mainly came from both short term and long term loans from financial institutions totaling Baht 8,207 million but netted-off

with repayments of short-term loans totaling Baht 3,146 million and debentures totaling Baht 800 million together with repayments due in accordance with lease liabilities totaling Baht 1,367 million.

Analysis of Financial Ratios

Financial Ratios	2020	2019
Current Ratio (times)	0.6	0.9
Interest Bearing Debt / Equity (times)	2.2	0.5
Interest Bearing Debts (excluding lease liabilities) / Equity (times)	1.1	0.5

The Company's current ratio decreased from the end of 2019 to 0.6 times as at December 31, 2020, mainly as a result of the increase in the current portion of long-term lease liabilities, short-term loans, and the current portion of long-term loans from financial institutions. Interest Bearing Debts / Equity Ratio increased to 2.2 times as at December 31, 2020, mainly as a result of the Financial Reporting Standards related to financial instruments (TFRS 9) and Lease (TFRS 16). As such, the Company had Interest Bearing Debts (excluding liabilities relating to lease) / Equity of 1.1 times, which was well below the financial covenant with financial institutions at 2.0 times.

4. Factors that may impact ongoing business operations

● Factors that may impact ongoing business operations in 2021

Hotel business: The progress of hotel construction and renovation

- Centara Grand Beach Resort Samui has been closed for upgrading from the current Upper Upscale hotel to Centara Reserve Samui, a Luxury hotel. It is targeted to open phrase I in a total of 94 rooms in Q2/2021 and phrase II in a total of 89 rooms in Q3/2021 after the closure for major renovations since June 1, 2019.
- The phased closure for refurbishments of the 512-room Centara Grand & Bangkok Convention Centre at CentralWorld started in August 2019 and is targeted to be completed in Q1/2021.
- Working in the progress of Centara Mirage Beach Resort Dubai with a target to open in Q4/2021. The investment cost is approximately Baht 800 million this year.
- Working in the progress of Centara Grand Hotel Osaka, expecting to open in 2023. The capital expenditure is approximately Baht 600 million this year.

Business trends for 2021

- Hotel Business – The recovery of the hotel business has been stumbling as the new-emerging phase of COVID-19 in many countries including Thailand and also the limitation of the supply of vaccine COVID-19. However, we expected to see the performance significant improvement year-on-year in 2H/2021 from low base last year and as the results of vaccination and expected inbound tourists will start coming back. Therefore, the RevPar in 2021 is expected to be increased approximately by 30% - 40% compared to last year, with Occupancy Rate of approximately 35% - 40%.

- Food Business – The COVID-19 pandemic has been greatly impacting the domestic economy and revenue of the food business. Currently, Thailand has been dramatically impacted by the new-emerging phase of pandemic since December 2020. Consequently, the Government implemented strict preventive measures in high-risk areas but lifted some of the measures in low-risk areas. Even, the business re-commenced operating as normal but consumer confidence has still not yet returned to its normal level. The new-emerging phase of the pandemic in several countries including Thailand, drought, flooding, and the uncertainty of Thailand's politics are key risk factors to the business performance. the Company has made plans to effectively meet and face the ongoing uncertainties in being well-prepared with regard to having appropriate liquidity management; whereby the Company is focusing on 3 key operational aspects; namely: generating sales revenues, decreasing costs of sales, and being cautious and prudent regarding business expansion and investments projects. With regard to plans to generate sales revenues, the Company is still focusing on expanding sale distribution channels together with developing new business models, with the main aim of establishing new sales channels and offering new choices for its customers. As such, those sales channels through which the Company expects to achieve ongoing sales growth are food delivery services - both through its own on-line '1312 Food Hunt' food delivery application as well as through various other food aggregators. With regard to cost savings and management, the Company has restructured its workforce by increasing the proportion of part-time workers to full-time staff and hiring freezes, to enable the Company to achieve increased flexibility in managing its costs of sales and concentrating on work efficiency. With regard to its investment plans for outlet expansion, the Company will focus on new outlets for its key brands with an emphasis on outlets located outside of shopping malls, together with developing new business models – such as a cloud kitchen to support delivery channels, a container model to support low-cost outlet expansion for maintaining return on investment

together with creating a business model to support digital trend such as curbside/ click & collect for key brands.

In case of COVID-19 situation relief in 2021, the Company expected Same-Store- Sale (SSS) growth and Total-System-Sales (TSS) growth will increase by 13% - 15% YoY and 18% - 20% YoY respectively; while the growth of net outlets is expected to be 100 - 120 outlets.





5. GENERAL INFORMATION

Name Central Plaza Hotel Public Company Limited

Type of Business Service business – hotel, restaurants, food and beverages, etc.

Company registration no. 0107536001389 (Previously, Bor. Mor. Jor. 212)

Home Page <http://www.centarahotelsresorts.com>

Share capital as at 31 December 2020

Registered: Baht 1,350,000,000, comprising of 1,350,000,000 ordinary shares at par value of Baht 1 per share

Issued and fully paid: Baht 1,350,000,000, comprising of 1,350,000,000 ordinary shares at par value of Baht 1 per share

Centara Hotels & Resorts Office

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Centara Grand at Central Plaza Ladprao Bangkok Office

Address 1695 Paholyothin Road, Chatuchak, Bangkok

Telephone (02) 541-1234

Fax (02) 541-1087

Share Registrar

Thailand Securities Depository Co., Ltd.

93 Ratchadaphisek Road, Dindaeng,

Bangkok 10400, Thailand

Tel : (02) 009 9000

Fax: (02) 009 9991

Debenture Registrar

CIMB Thai Bank Public Company Limited.

Head Office 44 Langsuan Road, Lumpini, Pathum Wan, Bangkok 10330

Tel. : (02) 626-7777

- “Debentures of Central Plaza Hotel Public Company Limited No. 2/2016 Due 2021”
(CENTEL218A)
- “Debentures of Central Plaza Hotel Public Company Limited No. 3/2016 series 1 Due 2022”
(CENTEL229A)
- “Debentures of Central Plaza Hotel Public Company Limited No. 3/2016 series 2 Due 2023”
(CENTEL239A)
- “Debentures of Central Plaza Hotel Public Company Limited No. 3/2016 series 3 Due 2026”
(CENTEL269A)
- “Debentures of Central Plaza Hotel Public Company Limited No. 1/2019 Due 2024”
(CENTEL240A)

Auditor

EY Office Limited

33rd Floor, Lake Rajada Office Complex 193/136-137

New Rajadapisek Road, Klongtoey, Bangkok 10110 THAILAND

Tel. : (02) 264-0777

Fax : (02) 264-0790

Credit Rating Company

Tris Rating Co., Ltd.

24th Floor, Silom Complex Building, 191 Silom Road, Bangkok 10500

Tel. : (02) 231-3011

Legal Disputes

- none -

Report of the Audit Committee

Dear Shareholders of Central Plaza Hotel Public Company Limited

The Audit Committee of Central Plaza Hotel Public Company Limited consists of four independent directors; during 2020, the Company's Board of Directors have passed a resolution to appoint Mr. Norachit Sinhaseni as an additional member of the Audit Committee, which has been effective since 26 February 2020. The Audit Committee therefore consists of the following:

- | | |
|---------------------------------|--------------------------|
| 1. Miss Sopawadee Lertmanaschai | Audit Committee Chairman |
| 2. Mr. Bhisit Kuslasayanon | Audit Committee Member |
| 3. Mr. Vichien Tejapaibul (*) | Audit Committee Member |
| 4. Mr. Norachit Sinhaseni | Audit Committee Member |

That is, every committee member is completely qualified and independent while performing their duties; the qualified members are able to audit the reliability of financial statements in accordance with regulations of the Stock Exchange of Thailand.

Note (*) Mr. Vichien Tejapaibul requested his resignation from the audit committee, effective from 1 January 2021 onwards.

In 2020, the Audit Committee has conducted seven meetings in total, in which the Audit Committee has thoroughly participated, while accounting and financial executives of the Company and its relevant subsidiary, Director of Office of Internal Audit, and licensed auditors, attended the meetings for relevant agendas in order to present beneficial information and viewpoint. The Audit Committee has reported the minutes to the Board of Directors for all meetings as in a summary of key activities as follows.

1. 2020 Quarterly and Annual Financial Statements

The Audit Committee has audited all 2020 quarterly and annual financial statements in collaboration with the auditors and executives in charge of financial reporting by taking into consideration the financial reporting standards, critical accounting estimate disclosures, and adjusting entries that affect financial statements, before presentation to the Board of Directors for approval. Additionally, the Audit Committee specifically convened the auditors once without the Management Department in order to inquire about the auditors' operational independence, executives' cooperation, and key audit matters. That is, during the auditors' auditing operation there was no report whatsoever to the Audit Committee on any suspicious circumstance in which the Company's Director or Executive has violated Section 89/25 of Securities and Exchange Act.

The Audit Committee is of the opinion that 2020 annual financial statements presented are accurate as it should be in the summary in accordance with financial reporting standards as well as sufficiency of disclosure.

2. Internal Control System

The Audit Committee has audited the internal control system based on the summary report the Office of Internal Audit had submitted quarterly and the results of annual internal control evaluation with reference to the Internal Control Sufficiency Evaluation Form. The Committee is of the opinion that the Company's internal control system is sufficient and appropriate. Nevertheless, should there be recommendations by the Office of Internal Audit or remarks by the auditors on the internal control system, the Management Department is to rectify the issues for a more prudential internal control system.

3. Internal Audit

The Audit Committee has considered and approved the annual internal audit plan including high-risk operations and important control points extending to subsidiaries and management companies in order to suit the current operational environment. Furthermore, the Committee has consistently followed up on operating results, personnel development, and giving advice on the auditors' operation, rendering the internal audit international standards-aligned and more efficient.

4. Practice in Compliance with Securities and Exchange Laws and Relevant Laws

Having audited the operations tracking process in accordance with securities and exchange laws including regulations of the Stock Exchange of Thailand and relevant laws to the Company's business, the Audit Committee is of the opinion that the Company has appropriate governance for ensuring the legal practice compliance of relevant sectors.

5. Entries Likely to Bring any Conflict of Interest

The Audit Committee has considered and audited the entries transacted with relevant persons and businesses quarterly, and is of the opinion that the mentioned entries are of validity, pricing in accordance with the market causing no conflict of interest and accuracy and sufficiency of disclosure.

6. Consideration and Proposed Auditor Appointment of 2021

The Audit Committee has considered and chosen the 2021's auditor based on their independence, good auditing standards, sufficient personnel, and appropriate audit fees, thus proposed the nominees to the Board of Directors to request approval from Annual General Meeting of Shareholders to appoint one of the selected auditors from EY Office Limited namely Mr. Wichart Lokatekrawee Certified No 4451 or Miss Kamontip Lertwitworatep Certified No 4377 or Miss Satida Ratananurak Certified No 4753 or Miss Siriwan Nitdamrong Certified No 5906, as the 2021 auditor with audit fees at 1,417,000 baht (ONE MILLION FOUR HUNDRED SEVENTEEN THOUSAND BAHT).

As regards the Audit Committee performance self-appraisal, the Committee has compared their yearly key activities with the Audit Committee Charter and Best Practice; the appraisal result showed that the Audit Committee's operation has been in accordance with the prescribed Charter.

In summary, the Audit Committee has performed their duties as specified in the Audit Committee Charter by employing their knowledge, capability, circumspection, and independence in voicing viewpoint and suggestion for equal benefits of all individual stakeholders. The Committee is of the opinion that the Company has conducted the financial and operational reporting with accuracy as it should essentially be in accordance with the financial reporting standards, established the sufficient and appropriate internal control with effective internal audit, and supervised the proper practice compliance with business operation-related laws and regulations.



(Miss Sopawadee Lertmanaschai)

Audit Committee Chairman

Report of the Nomination and Compensation Committee

In 2020, the Nomination and Compensation Committee has performed its duties and responsibilities under its Charter by held three meetings, with a summary of the meetings as follows:

1. Considering and recruiting qualified candidates for directorship and submitting them to the Board of Directors and Shareholders' meetings for their consideration and nomination to replace the directors retired by rotation in 2020. The Company offered minor shareholders a chance to nominate directors since October 1, 2019 to February 1, 2020. Since no such nomination emerged. The Committee recommended that the retired directors who finished their terms in 2020 should be reappointed to another term and proposed 2 new director. The 2020 AGM approved every nominated director.
2. Considering the 2020 compensation for the Board and its subcommittees, consisting of Audit Committee, Nomination and Compensation Committee, Risk Management and Corporate Governance Committee and submitting it to the Board and Shareholders' meeting for consideration and approval, taking into account their responsibilities performance and other relevant factors. The compensation amounts are also compared with industry peers and met with approval from the Shareholders.
3. Considering the succession plan for the Company's senior executives to ensure continuity and consistency with Centel's strategic plans.
4. Considering and giving opinion on human resource policies and work processes.
5. Considering, determining goal setting and providing performance assessment for CEO's performance in the preceding year and worked with CEO in setting goals and evaluation methods for his performance in the current year.
6. Considering duties and responsibilities, as well as performance under the Nomination and Compensation Committee charter and reviewing the charter for more alignment with the situation and best practice of regulators.

The Nomination and Compensation Committee has performed its assigned duties independently and properly for the highest benefit of the Company, shareholders and other stakeholders. The Committee has reported its summarized performance and findings to the Board of Directors for its acknowledgment every times.



Mr. Sudhitham Chirathivat

Chairman, the Nomination and Compensation Committee Chairman

Report of the Committee for Risk Management, Corporate Governance, and Sustainability Development

Dear Shareholder

Central Plaza Hotel Public Company Limited recognizes the importance of integrated organizational risk management which is vital to stakeholders' confidence in the company's ability to achieve its objectives and goals under the business conditions and uncertainty in business. The Board of Directors has appointed the Committee for Risk Management, Corporate Governance, and Sustainability Development to be responsible for policy making and recommendations on appropriate risk management for optimizing business operations, considering and advising management and staff on risk management, promoting and supporting risk management process following the defined guidelines and policies, and following up on the results from the company's corporate governance and sustainability development.

In 2020, the Committee for Risk Management, Corporate Governance, and Sustainability Development held four meetings, and the operating results can be summarized as follows:

1. Monitored and reviewed organizational risk management to be in accordance with COSO ERM standard, including following up and reviewing risk management results on a quarterly basis to ensure that the risk environment is at acceptable level and that the organization is able to achieve its goals.
2. Reviewed and approved key risk indicators and risk rating scale to ensure appropriateness and consistency with the current situation.
3. Reviewed and provided comments on risk factors in 2020 and monitored the progress of the risk management plan and reported significant progress to the Board of Directors.

Furthermore, the Board of Directors also followed up on and provided advice concerning emerging risks in 2021 that may significantly impact the business goals or strategy of the company as follow:

3.1 Risk Deriving from COVID-19 Pandemic Crisis The outbreak of COVID-19 pandemic since the starting of 2020 had directly affected the Company by forcing many hotels and restaurants in department stores to temporarily suspend services until the government announced for ease of lockdown measure. Hence, prior to resume of service, the company had considered the adoption of New Normal protocol and adjusted its marketing plan by focusing more on Thai customers rather than foreign tourists. The company also supported government campaign of "Let's Travel Together" to promote local tourism industry and domestic consumption.

3.2 Risk Deriving from Macro Economy and Political Instability The operating results and development plan of the company may be impacted by uncontrollable external factors namely global economic situation, lower domestic

consumption, and political instability. As a result, the company implemented various measures to prevent potential risks and adverse impact that may affect the company's business.

3.3 Risk Deriving from Compliance with Personal Data Protection Act (PDPA) Personal Data Protection Act B.E. 2562 (2019) was expected to become effective in Thailand in May 2020. However, the enforcement of this law was postponed to June 2021. Since the company handles the personal data of many stakeholders namely customers, business partners, employees, etc., we therefore reviewed our work process concerning the handling of personal data and only collect personal data that are necessary and beneficial to the customers. The company also notified business partners regarding its personal data policy and strict compliance with such policy. Meanwhile, all employees are required to attend training on compliance with Personal Data Protection Act to determine related measures, adjust work procedure and IT system, and change policy on relevant legal documents to ensure compliance with the Personal Data Protection Act before it becomes effective.

4. Promoted enterprise risk management culture by providing knowledge and promoting understanding among executives and employees at both organizational and business unit levels.
5. Communicated and exchanged information about risks and internal control with the Audit Committee.
6. Promoted the introduction of the Code of Ethics and policy to receive complaints from all stakeholders to provide the opportunity to report any behavior that is considered fraud, corruption or unfair business practice.
7. The company announced the policy for sustainability development, and the committee agreed to establish the Working Group on sustainability development to ensure sustainable operations of the organization including the hotel and food business. Hence, in 2020, the company was chosen to be included in the list of Thailand Sustainability Investment (THSI) for the third consecutive year and was listed on the SET THSI INDEX, SET Well-Being Index (SETWB), and was presented with Sustainability Disclosure Recognition from Thaipat Institute.

In summary, the Committee for Risk Management, Corporate Governance, and Sustainability Development has fully performed their duties following the scopes of duties and responsibilities assigned by the Board of Directors to ensure organizational risk management, corporate governance, and sustainable development in the long term.



(Mr. Sudhitham Chirathivat)

Acting Chairman of the Committee for Risk Management, Corporate Governance, and Sustainability Development

6. CORPORATE GOVERNANCE POLICY

6.1 Overview of policies and practices of corporate governance

The Board of Directors of the Central Plaza Hotel p.l.c. is fully committed to manage the organisation through adherence to the principles of good corporate governance, and fully recognises the importance of good corporate governance practices in enhancing the organization's potential competitiveness - for both the immediate and longer term. Additionally, such practices will create further trust and confidence on the part of investors, financial institutions, business partners, and all our Stakeholders.

In operating a business that will grow and develop towards achieving economic added value for the Shareholders as well as a balance of benefits to be gained by all Stakeholders and the Company, the Board of Directors have determined core management policies and business practices to be implemented in the operations of the businesses; whereby these core policies and practices are based upon the principles of good corporate governance, full transparency, accountability to all Stakeholders and responsibility towards society. These core policies and business practices will serve as guidelines for Directors, Management, and all Employees of the Company; whereby the Board of Directors have regularly reviewed and updated such policies and practices, so that they are always timely and relevant to the current business environment.

The Board of Directors, Management and all Employees have been made aware of the required business ethics and abovementioned policies on good governance, so that they can adopt them as part of their working disciplines; whereby the Company has communicated to everyone in the organization the need to adhere to these ethical and good governance practices through the Company's website (<http://www.centarahotelsresorts.com>), within the orientation programmed for all new employees, as well as via internal PR posters.

The core policies and practices relating to the principles of good corporate governance comprises of 5 key components as follows:

1. Rights of Shareholders

The Company recognises the principles of and places great importance to protecting the rights of all Shareholders, ie:

- Support and ensure that every Shareholders - whether they are majority Shareholders, minority Shareholders, institutional investors or foreign shareholders alike – receive the same basic rights, and are all treated in an equal manner.

Not act in any way that will violate or deprive Shareholders of their entitled rights. This includes limiting any opportunity for Shareholders to receive any relevant information and communications regarding the Company, or to attend Shareholders Meetings; ie: the right to be registered as a Shareholder of the Company; the right to exchange or transfer the ownership of those shares owned by the Shareholder; the right to receive relevant and accurate information and news, of any significance, relating to the Company on a regular basis and in a sufficient manner; the right to attend Shareholders Meetings of the Company; the right to appoint or dismiss, and to approve the remuneration of, Directors of the Company; the right to appoint external Auditors of the Company; the right to receive a share of the Company's profits or dividend payments; and the right to participate in the decision making process on, or to be informed about, any important changes to basic operational factors of the Company.

- Inform and communicate details regarding the exercise of any Shareholders rights via the SET's news network or through the Company's website, taking into consideration the right of Shareholders to be informed on an equal basis and ensuring not to act in any way as to restricting full access to any information or news about the Company.

The Annual General Shareholders' Meeting (AGM) for 2020

The Annual General Shareholders' Meeting (AGM) for 2020 of the Central Plaza Hotel Public Company Limited was held on Monday, June 29, 2020, at 14:30 hrs at the Bangkok Convention Centre A1, Floor 22, Centara Grand and Bangkok Convention Centre at CentralWorld; 999/9 Rama 1 Road, Pathumwan, Bangkok 10330. Announced that there was a total of 129 Shareholders (or 114,433,336 shares) attending the AGM in person together with 552 authorized Proxies appointed and given the power of attorney by Shareholders (or 941,890,141 shares) to attend the AGM on their behalf, so as to make a total of 681 Shareholders being present at this AGM 2020 and representing a total of 1,056,323,477 shares or equal to 78.25% of the total number of shares. As such, this is more than one-third (1/3rd) of the total number of shares issued and outstanding; and, thus, constitutes the required quorum for the AGM 2020 (or the Meeting) to take place in accordance with the Company's Articles of Association. The Board Directors attended the meeting 100 percent. The Chairman of the Board of Directors, Chairman of the Audit Committee, Chairman of the Nomination and Remuneration Committee, Chief Executive Officer, Company Secretary, Auditor, and Person responsible for monitoring and reviewing the voting procedures as well as the vote counting process attend meetings in unison.

Prior to the Shareholders Meeting

1. Prior to the scheduled Meeting date and in accordance with the regulations defined by the Company, minority Shareholders are able to submit topics to be proposed as agenda items for consideration during the Shareholders Meetings, as well as to submit names of those with the required qualifications to be considered as possible nominees for appointment as Directors of the Company.
2. Send out Letters of Notification to attend Shareholders Meetings together with the proposed agenda items and supporting documents containing relevant and concise important information, the opinions of the Board of Directors relating to the proposed agenda items to be considered, procedures for the Meeting, and a map indicating the location of the Meeting venue – both in Thai and English.
3. Communicate and post on the Company's website (www.centarahotelsresorts.com) as well as through the SET news network, details regarding the abovementioned Letters of Notification to attend the Shareholders Meeting together with the various supporting information, at least **30** days prior to the scheduled Meeting date.
4. Insert copies of the Letters of Notification to attend the Shareholders Meeting, together with the various supporting information, in the local press at least **7** days prior to the scheduled Meeting date, in order to enable Shareholders to have sufficient time to review the information relating to the consideration of the various proposed agenda items.
5. Shareholders can also submit, in advance to the Company Secretary, any questions regarding the proposed agenda items to be considered.

The day of the Shareholders Meeting

6. Determine the date, time and venue of the Shareholders Meeting, keeping in mind the convenience of the Shareholders in attending the Meeting.
7. Make use of appropriate technology for the Shareholders Meeting, in regards to the attendees registration process and counting of votes, so that the Meeting can be conducted efficiently and quickly as well as in a proper and accurate manner.
8. All the Chairman of the various Board Committees will be present during the course of the Shareholders Meeting, in order to respond to any questions or comments from Shareholders regarding their respective areas of responsibilities;

whereby the Chairman of the Meeting will give an opportunity for all Shareholders, on an equal basis, to review their activities, and to ask questions or make any comments.

9. The Company's Directors, senior Management and the external Auditor will also attend the Shareholders Meeting, to give Shareholders the opportunity to ask questions and make any comments, as well as to request members of senior Management or the external Auditors to clarify any points relevant to the agenda item being considered.
10. Prior to the start of the Meeting, inform Shareholders, in a clear and concise manner, about the procedures to be used in conducting the Meeting as well in exercising and counting their votes; and arrange that, for those agenda items involving multiple decisions, voting should be done separately for each respective decision accordingly.
11. In voting for the appointment of new Company Directors, Shareholders will have the opportunity to exercise their votes for each respective nominee separately and on an individual basis, with Shareholders being encouraged to make use of the voting slips supplied in casting their votes for each agenda item.
12. The Company allows Shareholders to join the Shareholders Meeting after it has started; whereby they have the right to exercise their votes only for those agenda items not yet considered and voted upon as at that point.
13. Those Shareholders not able to attend the Shareholders Meeting in person can exercise their votes by giving a power of attorney to an Independent Director or any other person considered as appropriate by them to attend the Meeting and vote on their behalf.
14. Ensure that the Company arranges to have an independent person be present at the Ordinary or Extraordinary Shareholders Meetings, in order to check and count the votes casted at these Meetings, and to announce the total vote counts in a clear and concise manner, which vote counts are to be recorded in the Minutes of the Meeting.
15. During the Meeting, no additional agenda items should be made to those already proposed and indicated in the Letter of Notification to attend the Shareholders Meeting; or any changes to any important information should be allowed – without informing all Shareholders sufficiently in advance prior to the Meeting.

After the Shareholders Meeting

16. Disclose to the general public, on the next working day, the resolutions of the Shareholders Meeting, together with the respective vote counts, for each agenda item - via the SET news network and the Company's website.
17. Distribute the VDO recording of the Shareholders Meeting via the Company's website.
18. Arrange to have the Minutes of the Shareholders Meeting (that summarises all the key discussions points, the questions submitted, the comments and clarifications made, and the vote exercising and counting process announced at the start of the meeting, together with names of those Directors attending or requesting a leave of absence from the Meeting) be completed and the submitted to the SET as well as posted on the Company's website within 14 days after the date of the Meeting.

2. Equitable Treatment of Shareholders

The Company places great importance in each and every Shareholders Shareholders, regardless of sex, age, skin colour or race, nationality, religion, beliefs and opinions, or political convictions; whereby every Shareholder – both majority or minority Shareholders – are to be treated both on an equal basis and in an equitable manner, without showing any bias towards one group over another through disclosing to any one group information that is not yet disclosed to the other or made public.

To protect and ensure that the basic rights are afforded to all Shareholders in a fair manner and on an equal basis, the Company has these core governance policies:

1. Treatment of all Stakeholder Groups

- The Board of Directors oversees and has defined these policies in regards to the sale/purchase of the shares of the Company as well as to the use of inside information, in order to ensure that all Shareholders are treated in a fair manner and on an equal basis, and to prevent Directors or any involved members of Management from purchasing shares of the Company in an illegal manner for their person gain or for the benefit of others.

1.1 Ownership of the shares of the Company

- Those holding the position as a Director and a member of Management are required to file a report of their ownership of Company shares to the SEC, at the start of their term of office and also within 3 working days every time they make any purchase/sale of the shares of the Company; whereby all Directors and members of Management also have the responsibility to regularly disclose such equity holdings to the Board of Directors as required by the applicable laws and regulations, and such disclosed information must also be included in the Company's Annual Report.
- In the event that Directors, members of Management and Staff (including their spouses and children not yet of legal age) purchase or sell or transfer ownership of any shares of the Company, they must submit a report and disclose any transactions, relating to any changes in the ownership of the shares of the Company, to the regulatory organisation as required by the applicable laws and regulations.
- In order to prevent any occurrence of situations involving a possible conflict of interests, all Directors, members of Management and Staff (including their spouses and children not yet of legal age) are prohibited from purchasing or selling or transferring ownership of the shares of the Company during a 1 month-period prior to the respective release and disclosure of the Financial Statements of the Company.

1.2 Control Use of Inside Information

- The internal use and communication of any inside confidential information within the organization for work purposes must be based only on the approved specific requirements of the assigned duties and responsibilities of those persons involved; whereby any other staff, not approved to do so or not directly involved with their work, are prohibited from communicating or disclose confidential Company-related or business information to others on a personal basis.
- Directors, members of Management and all staff are prohibited from making use of any inside information of any significant importance that have not yet been disclosed to the general public for personal gain or for the benefit of others; and are required to strictly observe the established Company regulations relating to both the safe-keeping and use of such information.
- Specific written guidelines and regulations have been established, as well as informed to everyone in the organization, in regards to the safe-keeping and prevention of the use of inside information; whereby such regulations are required to be strictly observed.

2. Oversight of Conflicts of Interests

The Company has as a core policy to operate its business in an honest, open and equitable manner as well as with integrity and full transparency, through requiring that all Directors, members of Management and Staff to strictly observe and adhere to these regulations:

- Not allowed to undertake or be involved any business that is in direct competition with that of the Company. Avoid undertaking any connected transactions in which they are directly involved or that is related to other individuals/legal entities that may then result in a possible conflict of interests with the Company.
- The Board of Directors is responsible for overseeing and ensuring that the Company operates its business strictly according to required procedures relating to undertaking connected transactions and associated information disclosures, and in full compliance with the relevant applicable laws and regulations by the regulatory organizations.
- In the event that any connected transactions need to be undertaken, it must be based on the applicable normal business conditions, as well as be in accordance with the established and approved conditions of the Board of Directors, and in a transparent and equitable manner as if the transaction is made with an outside party, keeping in mind the best interests of the Company.
- Directors are not allowed to participate in the consideration and approval of a proposed transaction in which they have a conflict of interests.
- In the event that a proposed connected transaction is not in accordance with the established and approved conditions of the Board of Directors and which will result in a conflict of interest, then it must be reviewed and concurred to by the Audit Committee before being submitted for consideration and approval by the Board of Directors and/or the Shareholders Meeting (as applicable).

3. Role of Stakeholders

The Company has defined its policies relating to corporate social responsibility, especially with regards to matters that will have an adverse impact on the Company's business operations, so that all persons involved and all Stakeholders can feel confident that the business activities of the Company always takes into consideration any factors involving the development of both the environment and society as a whole.

As such, the Company has determined a set of regulations to be observed, as shown below, in regards to the required code of ethics and business conduct of the Board of Directors, the Management group and all Staff, so that all those involved can use them as a guideline for carrying out the business-related duties and activities, that involve the Company and all Stakeholders, in an honest and equitable manner; whereby the Company has placed great importance on all Stakeholder groups.

- **Shareholders:** The Company is committed to being a good representative of its Shareholders, in growing a business organization in a stable manner, as well as in increasing the overall economic value added on a sustainable basis, together with disclosing any relevant information to its Shareholders in an accurate and transparent manner. Additionally, the Company encourages and supports its Shareholders to exercise their basic Shareholders rights, as well as take note of the various comments, opinions and suggestions related to the operation of the business received from the Shareholders.
- **Staff:** The Company considers its staff to be a valuable resource and a key factor in driving the Company forward and in achieving its success. Thus, the Company is committed to taking good care of and treating its employees in an appropriate and equitable manner in regards to their career opportunities, compensation plans, development of their potential, and their working environment, without taking advantage in the execution of the employment contracts. The Company also ensures that it determines and offers appropriate compensation, training and skills development opportunities, and further education to develop their full potential; as well as that all staff are well looked after.

- **Creditors:** The Company has defined measures and procedures to not infringe on the rights of its creditors; to act in strict accordance with all the requirements and conditions of the loans agreements made with its creditors; and to ensure that all required debt repayments (for both the principal amount and interest due) to creditors are made in full and on time. Moreover, the Company will not act in any unlawful or illegal manner towards all its creditors.
- **Customers and Clients:** The Company is committed to meeting the requirements of, to fully satisfying and taking good care of, and to being accountable to all its customers and clients. The Company also ensures that it provides services in accordance with the established standards, and treat all customer information as being confidential and not to disclose such information without prior approval. The Company has a specific group responsible for receiving and effectively dealing with customer complaints within established guidelines and procedures, so that they are resolved equitably and satisfactorily in a timely manner.
- **Business partners:** Provide fair treatment of business partners based on joint benefit; create and maintain sustainable relationship with business partners; create trust, by which the company adheres to the clear procurement procedures and practices.
- **Competitors:** The Company operates its business within a positive, open and normal competitive business environment, through maintaining the required normal competitive business practices, and refraining from making use of any illegal or fraudulent means to access any confidential business information about its competitors and from destroying the reputation of its competitors through use of untrue accusations or malicious information.
- **Society, Communities, and the Environment:** The Company is committed to operating its businesses in an ethical and legal manner as well as through full compliance with all the relevant and applicable regulations. The Company is also committed to ensuring that its various business activities in no way causes any harm to the quality of life of society, the communities and the environment; to creating positive relationships and connection with the local communities in which it operates; and to regularly supporting all activities that are beneficial for local communities and the environment.
- **Public/Government Sector:** The Company cooperates with and supports all Government policies and initiatives that are beneficial for the country and conform to the applicable laws and regulations. The Company also agrees with the guidelines and participates in various projects relating to anti-corruption initiatives, as well as fully supports all activities that aim to instill in all staff and employees the need to always act in accordance with all relevant and applicable laws and regulations.

OPERATING POLICIES & PROCEDURES GUIDELINE

1. Policy on Protecting and Use of Inside Information

CENTRAL PLAZA HOTEL Pcl.(CENTEL) is a SET public listed company; and, as such, having a policy relating to the protection and use of any 'inside information' is of critical importance.

The Company's staff must not make use of any confidential 'inside information' relating to the Company, that has not yet been disclosed to the general public, in an improper or illegal manner for the sake of personal gain or that of others. Any disclosures of such important Company information must be done by only those authorised to do so; whereby such authorised disclosures must be done on an uniform and equal basis, as well as in an equitable and fully transparent, manner.

In the event of any rumours occurring that may affect investors' investment decisions, the Company will authorise a specific person to immediately make an announcement as to the associated true facts and accurate information.

2. Policy on Information Security

The Information Technology (IT) systems must be used only for the Company's operations; whereby every staff member must act in accordance with the established policies relating to the security of the IT systems, as well as to the associated, relevant and applicable laws, regulations and requirements.

All staff members are required to use only legal and licensed software programmes or applications; additionally they must not use the internet to search for any contents or information that is illicit, illegal, culturally improper, or in violation of any associated specified laws, regulations and policies.

3. Policy on Internal Controls and Risk Management

The Board of Directors has determined that the Company establishes a system of internal controls that covers all key aspects of the business – such as, financial, operations, and complete compliance to all relevant applicable legal and regulatory requirements.

Additionally, various procedures have been established to audit and monitor as well as to be an system of 'check and balance', so as to always sufficiently and effectively protect, preserve and look after both the Shareholders' investments and assets of the Company.

The Company has also established various levels of approval authority, on the part of the Management and operational staff, together with comprehensively documented working and operating procedures. An Internal Audit Group has also been established, responsible for monitoring all (operational and support) business units, so as to ensure full adherence to the required procedures and guidelines, and for assessing the effectiveness and adequacy of the various internal controls implemented for each respective business unit. As such, the Audit Committee has authorised that the Internal Audit Group to work with full independence, so that it can fully monitor all activities and be an effective 'check and balance'; whereby it is responsible to and submits all reports directly to the Audit Committee on a regular basis as specified.

Furthermore, a policy on risk management has been determined in accordance with the principles of good corporate governance; whereby the Management group is required to understand the various risks factors involved, and then to assess the degree of associated risks – in terms of the potential opportunities and benefits as well as the possible negative impacts for the organization – so that these risks can be managed to the levels that are acceptable to the Company in a timely manner.

4. Policy on Respecting the Law on Human Rights

The Company fully supports the protection and respects the principle of human rights; as well as respects and treats all Stakeholders in an equitable manner without bias or prejudice in regards to race, religious beliefs, ages, and sex.

5. Policy on Participating in Political Activities

The company has a policy of not participating in or expressing any opinions and its position relating to the political situation. Otherwise, this may create an understanding that the Company is involved with, actively supports, or is biased towards one particular party over the others - thus also creating some disunity, or that the Company is receiving some special privilege in an improper or illegal manner.

6. Policy on Social Responsibility, and Responsibility towards Communities and the Environment

The Company has a policy to create and communicate a positive understanding, within the organization, in regards to its social responsibility as well as its responsibility towards local communities and the environment for the sake of sustainable development.

This also includes implementing effective external public relations and creating positive mindsets relating the such policies and guidelines regarding the Company's social responsibility and its responsibility towards local communities and the environment, in order to gain outside support for the various associated Company activities - such as: taking in students from various colleges universities majoring in hospitality studies for training in Centara hotels and resorts, so as to create unique on-the-job learning opportunities for these students; as well as supporting the development of various integrated local community assistance projects aimed at creating job opportunities and new vocations for their residents, so that they can be more self-sufficient in taking care of themselves and their families.

Additionally, the Company is committed to undertaking all activities in line with the relevant laws and regulations regarding problems for the immediate environment in which the Company operates; as well as to regularly reviewing, monitoring and assessing these situations in order to reduce any impacts on the environment as a result of the Company's business operations.

The Company also undertakes to create greater awareness, on the part of its staff, of their role and responsibilities relating to protecting the quality of the immediate environment and to preserving the available natural resources on a sustainable basis.

7. Policy on Energy Conservation

Full adherence to the relevant laws, regulations and other applicable procedures regarding energy conservation and saving within the Company's operations is required; whereby ongoing development of effective and efficient energy savings and management systems as well as regular staff training on the energy usage is undertaken. Further, such policies and activities regarding energy conservation are communicated to the Staff, so as to trigger and create better awareness, by everyone, of the importance of such policies and activities, as well as to promote their full participation in such energy conservation and saving activities.

8. Policy on Safety and Occupational Health

Full adherence to the relevant laws and regulations regarding occupational health and workplace safety is required for the sake of both our staff as well as customers; whereby regular reviews and assessments are made relating to such safety and occupational health aspects - such as, reducing risks of accidents occurring as a result of the staff carrying out their work or of any sickness caused by improper work procedures, so that the findings can be used to make ongoing and effective improvements.

Further, regular and ongoing training sessions are also undertaken, in order to prepare the Staff to effectively deal with any critical situations that may occur at anytime.

9. Policy on Public Relations and Marketing

The Company undertakes all public relations and marketing activities that is clear, comprehensive, timely, equal and equitable, as well as accurate, truthful and without any misrepresentations that may be misleading to consumers.

Further, currently, there are various ways of communicating information – inclusive of the popular social media - regarding social and consumer expectations, therefore, any communications regarding or response to various situations must be fully accurate and immediate. This also includes any interviews given to various media, which must be undertaken willingly and wholeheartedly.

10. Tax Policy

The Company has in place transparent, fair, and auditable tax management practices in line with the laws and applicable regulations in each country where it does business. This provides company with suitable tax benefits, while supplementing optimal benefits for company and its stakeholders and has in place proper planning, investigation, and analysis of tax impacts for its international investment projects before actual investment.

11. Intellectual properties policy

The Company must conduct business and encourage employees to obey the law or regulations on intellectual property rights, whether in trademarks, patents, copyrights, commercial secrets, or other intellectual properties as stipulated by law and cultivates employees' awareness of the importance of respecting intellectual property rights, whether involving direct operation of work or daily life.

12. Board Diversity

The Board recognizes the benefits of diversity and considers it an important element in effective decision-making and management. Board diversity has been considered from a number of aspects, including, but not limited to, gender, age, cultural and educational background, professional experience, skills and knowledge. The search for board candidates is conducted, and appointments made, on merit, using objective selection criteria that recognizes, among other things, the benefits of diversity.

13. Credit policy and credit term

The Company has a policy to assessing the credit of customers, defining the credit limit, credit terms, controlling credit utilization and reviewing collections. Fair value of receivables which is presented in the statement of financial position is the balances net of allowance for doubtful accounts. Normally, the credit terms granted to the Group's customers range from 30 days to 45 days.

14. Policies Relating to Anti-Corruption Guidelines

Central Plaza Hotel Public Company Limited is still intent on and continues to be fully committed to operate its businesses in a transparent and honest manner. It is also the Company's responsibility to ensure sustainable business practices covering economic, social and environmental dimensions are in place. The Company recognizes that corruption is a major obstacle as it negatively impacts business operations, reputation and image. As corruption is a systematic problem, cooperation from other sectors in society as a whole is required.

In the capacity of being part of society and in the hope that Thailand will be rid of all forms of corruption, the Company has since participated in the Private Sector Collective Coalition Against Corruption (CAC), a project driven by the Institute of Directors Association (IOD), responsible for formulating rules, under the review of the Chairman of the Independent Audit Committee. The Company will continue to be certified by the CAC Board as a business operator with anti-corruption policies and practices in place, in accordance with the criteria set by the Board of Directors with a mission to continue to perform with integrity in ethical business practices and in supporting fair business competition, as well as taking part in resolving the national corruption dilemma.

4. Information Disclosures and Transparency

1. Information Disclosures

The Company places great importance to regular, open, accurate, comprehensive, and timely communications, regardless of the fact that the information being communicated is positive or negative by nature. Thus, the disclosure of information by the Company is in full accordance with the established and applicable information disclosure procedures, regulations and requirements as specified by the SEC and SET.

The processes for the disclosure of both important financial and non-financial information by the Company are as follows:

- Importance is given to the disclosure of both financial and non-financial information that is accurate, and comprehensive, as well as in a transparent and timely manner and with maximum coverage, so that all interested investors and Stakeholders can have regular access to credible and sufficient information to make investment decisions.
- Disclosure of Company-related information and news that will be of value and interest to minority Shareholders, institutional investors, securities analysts and the general public -both in Thailand and overseas - on an equal and equitable basis, as well as through various channels of communications. In order to achieve widespread coverage, such disclosure is done via the Company's website, the SET news network, quarterly reports on the operating performance of the Company and also in the Company's Annual Report.
- Disclosures of important information to the general public includes: The Annual Statement of the Company (Form 56-1); the Company's Annual Report (Form 56-2), financial reports, details of majority Shareholders; Shareholders rights in exercising their votes; details relating to the Company Directors and various Board Committees; required information disclosures to the SET; policy on dividend payments; the Company's report on good corporate governance policies and practices; business ethics and good business conducts in the operations of the Company's business; and various activities undertaken by the Company and its business plans.

2. Persons Responsible for Disclosing Information

- The Chief Executive Officer (CEO), or person assigned by the CEO, is responsible for disclosing Company-related information to the general public, based on the established policies relating to the accuracy, comprehensiveness and timeliness of the information as well as to disclosing information in an equitable manner.
- The Company Secretary is responsible for the required disclosures of information to the SET and the SEC, as well as to Shareholders and investors.
- The member of the Senior Management responsible for financial and investor relations matters is responsible for giving information, as well as for responding to the questions or comments made by Shareholders, investors, securities analysts and the general public that involve financial information, operating performance results, business structure, corporate policies and strategies, business and investment plans, new projects in progress, Shareholders structure, as well as any key factors that may have an impact on the business operations of the Company.
- The member of Senior Management responsible for marketing and public relations matters is responsible for giving information and responding to questions from the press and media and the general public that involve marketing plans and activities of the Company. Additionally, in any major event involving the Company, the PR Group must coordinate with the involved business unit to obtain relevant and accurate information, so that such information can be released, within the specific scope assigned, to the press and media for clarification,
- Those persons not responsible for or assigned by the Chairman of the Company in disclosing information about the Company must not disclose any information which may adversely impact the image and reputation of the Company, as well as any information that may also have an impact on the share price of the Company.

3. External Auditor and preparation of Financial Reports

The company has been audited by external Auditors, who are fully independent and possess the required qualifications, knowledge, expertise and experiences as specified, so that both the Board of Directors and the Shareholders can be confident that the audited Financial Statements of Company's and its Subsidiaries accurately reflect the true financial status and financial performance results.

The Board of Directors places great importance on and is responsible for the Financial Statements of the Company and its Subsidiaries, that are prepared, with all due care and in a comprehensive manner, in accordance with generally accepted accounting principles and standards, as well as are based on appropriate and correct accounting policies, so as to accurately reflect the actual operating results of the Company.

The Board of Directors has arranged for reporting and adequate disclosure of important operating results and financial information of the Company in a transparent manner to the involved parties, as required and on a regular basis; namely : SEC and SET. This is so that the information is of value and interest to all Shareholders and investors.

Additionally, the Board of Directors has established the Audit Committee to be responsible for reviewing the accuracy and creditability of the financial reports. The Audit Committee is also responsible for reviewing and ensuring that the existing system of internal controls is both appropriate and adequate, so that the Board can be confident that the Financial Statements are correct and credible.

4. Important Information

- The Company will not disclose or give out important information that has not been made public to members of its staff, who are not authorised to have access to such information, nor to any investors, securities analysts and the press and media till such time as such information has been released to the general public. In the event that any such information, that should not yet have been disclosed, is mistakenly disclosed, then the Company will ensure that the same information is released to the general public immediately and without delay.
- The Company's staff is responsible for the secure and safe-keeping of any confidential inside Company-related information, together with confidential information relating to business partners, customers and Shareholders and Stakeholders; whereby he/she is prohibited from disclose and make use for personal gains any such confidential information that is part of carrying out his/her duties, as well as to exercise all due care in giving out such information or express an opinion about such information without being authorised or assigned to do so.

5. Duties and Responsibilities of the Board of Directors of the Company

Ensuring profit optimization and strict compliance with CENTEL's CG policy, the Board undertakes close supervision of CENTEL's business operation by setting forth its policy, vision, missions, and five-year strategic plans, with an annual review and revision to confirm their compatibility with the prevailing business environment.

The Board of Directors monitors and ensures that the Company's strategies are put into practice. At every quarterly meeting, the Board of Directors follow up on the management performance and requires that there must be a report on the Company's operation and business performance to make sure that the established strategies are being accomplished.

Independent Directors

An Independent Director is a Director complete independent and free of being under the control, influence of or having any obligations towards the Management group, the majority Shareholder, as well as have any involvement or vested interests in the decisions of the Management group. As such, an Independent Director is required to have these qualifications in regard to being fully independent.

- A person who owns equity holdings of not more than 0.5% of the total number of voting shares of the Company and its Subsidiaries, the Parent company and the JV companies, or any parties with a possible conflict of interests; whereby such equity holdings includes those held in the name of persons connected with or related to the Independent Director.
- Not being a person or a Director who is, or has been, involved in the management of, an employee or staff of, an advisor (with a monthly retainer) to, as well as a person with a controlling authority or power over, the Company and its Subsidiaries, the Parent company, the JV companies, a Subsidiary of parallel status, or any legal entities/parties with a possible conflict of interests - unless not less than 2 years have passed since having had such a status or held such a position, as described above, prior to being appointed an Independent Director.
- Not being a person, related by blood or through legal registration, with the status of a father or mother, spouse, siblings, and children as well as including spouses of the children, of members of the Management group, the majority Shareholder, those with a controlling power over, as well as of someone about to be appointed a member of Management of or with a controlling a controlling power over the Company or its Subsidiaries.

- Not being a person who has or has had business relationships with the Company and its Subsidiaries, the Parent company, JV companies or any parties with a possible conflict of interests, in a manner that may result being a hindrance to the exercise of a fully independent judgment on his/her part; as well as not being a majority Shareholder, a non-Independent Director, member of the Management group of a party who has business relationships with his/her Company and its Subsidiaries, the Parent company, JV companies or any parties with a possible conflict of interests - unless not less than 2 years have passed since having had such a status or held such a position, as described above, prior to being appointed an Independent Director.
- ‘Business relationships’, as stated in the first paragraph above, includes any normal business transactions relating to normal business activities, the rental or renting of fixed assets, as well as any transactions relating to assets or services, and providing or receiving financial support and assistance in the form of receiving and providing loans or guarantees together with providing assets as loan collaterals and any such similar activities; whereby any such business relationships, as described above, would result in the Company in question or the counterparty having debt obligations the other party equal to more than 3% of the total tangible assets of the Company or more than Baht 20.0 million, whichever is the lower value. As such, the method of calculating of such debt obligations is to be the same as that use for assessing the value of connected transactions under the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Act of Listed Companies Concerning the Connected Transactions mutatis mutandis, relating to connected transactions, but the assessment of such debt obligations should only include those that occurs within a period of 1 year prior to the start of any such business relationships with the party in question.
- Not being a person who is or has been an Auditor of the Company and its Subsidiaries, the Parent company and JV companies or any legal entities/parties with a possible conflict of interests, as well as a majority Shareholder, a non-Independent Director, a member of Management, and a Managing Partner of an Audit firm in which the Auditor of the Company and its Subsidiaries, the Parent Company, JV companies or any legal entities/parties with a possible conflict of interests are currently employed - unless not less than 2 years have passed since having had such a status or held such a position, as described above, prior to being appointed an Independent Director.
- Not being a person who has provided any type of professional services (including legal or financial advisory services) to and receiving total fees payment being more than Baht 2.0 million for such services per year from the Company and its Subsidiaries, the parent Company, and JV companies or any legal entities/parties with a possible conflict of interests. - unless not less than 2 years have passed since having had such a status or held such a position, as described above, prior to being appointed an Independent Director. However, in the event that the such professional services are provided by a legal entity, then the above prohibited position or status should also include being the majority Shareholder, a non-Independent Director, a member of Management, or the Managing Partner of any such legal entity providing the abovementioned professional services.
- Not being a Director who is has been appointed to represent a Director of the Company, or the majority Shareholder as well as a Shareholder connected to the majority Shareholder of the Company.
- Not be a person undertaking or involved with a similar business as that of the Company and significant business competitor of the Company and its Subsidiaries; or a person who is a significant partner in a Partnership, as well as a part of the Management group, staff and employee, an advisor with a monthly retainer, or a Shareholder with a shareholding in excess of 1 % of the total voting votes, of another company operating a business similar to that of the Company and its Subsidiaries.

- Not being a person with any other qualifications and/or status that will not enable the giving of fully independent opinions in regards to the operations of the Company.
- An Independent Director may be assigned by the Board of Directors to make decisions in regards to the operations of the Company and its Subsidiaries, its Parent company and JV Companies, as well as Subsidiaries Companies of a parallel status or other legal entities with a possible conflict of interests; whereby such decisions will be made on a collective basis as a group.

Structure and Composition of the Board of Directors and Appointment of Board Directors

- The Board of Directors must possess extensive experiences in the core business or industry sector of the Company, and disclose its policy on the composition of the Board.
- The Board of Directors determines the structure and composition of the Board, in order to comprise of Directors of varying qualifications – in terms of skills, abilities, experiences, relevant specific capabilities that are beneficial for the Company. The Board should have a total of not less than 5 Directors; and the Board must comprise of not less than 1/3 (one-third), but not less than 3, those who are Independent Directors as well as not less than half are residents of Thailand.
- The Chairman of the Board and the Chief Executive Officer are not the one and same person so that there will be a balance of power and authority in the operations of the business.
- Appointment of Company Directors is to be in full accordance with the relevant applicable legal and regulatory requirements, and to be undertaken in a transparent and clear manner.
- In the event that Directorship has completed the term of office and retires, a Shareholders Meeting will consider the appointment of new Directors; whereby such appointments are to be made via a majority vote of those Shareholders present at the Meeting; and in the event of a tie then the Chairman of the Meeting will cast the deciding vote.
- In the event that a Directorship becomes vacant for any reason other than a Director being required to retire by rotation, then the Board of Directors will consider to appoint a person, possessing the qualifications as well as not those that are prohibited in accordance to the legal and regulatory requirements, a replacement Director at the next Board of Directors Meeting, unless the remaining term of office of person who has ceased to be a Director is less than 2 months. However, the replacement Director will have a term of office equal to the remaining period of the term of office who that person has replaced; and the appointment of the replacement Director requires at least ¾ of the votes of those Company Directors remaining in office.

Qualifications for a Director

- Directors must be ordinary citizens with the following qualifications:
 1. Are of legal age
 2. Are not bankrupt, incompetent, or equivalent
 3. Have not served prison terms for fraud
 4. Have not been dismissed from the government, organizations, or government agencies for fraud
 5. Have never faced legal fines for fraudulent property offenses
- A Company Director must be a capable and well experienced in a way that will be beneficial for the Company's businesses, possess high moral standards and be honest, as well as be able to fully devote adequate time in undertaking the duties of a Director.

- A Company Director can concurrently be a Director in another business, but this should be an obstacle in being able to effectively discharge the responsibilities of being a Company Director; whereby the Company has determined that a Director should not concurrently be a Director of more than a total of 5 (five) SET listed Companies at any one time.
- A Company Director should not act in any way in being directly involved in the management or operations of other companies that will compromise and reduce the full benefits for the Company, or will enhance the benefits of other persons or legal entities, regardless of whether it is for personal gain or that of others.
- Director must not, whether on his own account or on account of a third person, undertake any business of the same nature as and competing with that of the company, become a partner in an ordinary partnership or a partner with unlimited liability in a limited partnership or become a director of a private company or any other company undertaking any business of the same nature as and competing with that of the company, unless such fact has been notified to the meeting of shareholders prior to the resolution electing such director.

Nomination of Directors

1. The Nomination & Compensation Committee is responsible for identifying and reviewing persons, with the appropriate qualifications, to be proposed to the Board of Directors for consideration as a 'Company Director' nominee.
2. The process for nomination of a new Company Director is required to be transparent, equitable and accountable, as well as in accordance with the specified relevant laws and regulations relating to the Securities business, the SET and the Public Companies together with the Company's Charter for the Board of Directors and good corporate governance policies, or other applicable criteria and requirements.
3. Criteria and procedure: The Nomination and Remuneration Committee is responsible for selecting and screening qualified people under company's regulations, Board charter, and applicable criteria before tabling their names for the Board's endorsement and finally for the shareholders' appointment.

The Nomination and Remuneration Committee reviews eligible directors by:

- Allowing the major shareholder, minor shareholders, directors, and executives to nominate directors
- Examining the Director Pool of the Thai Institute of Directors Association or other agencies with similar lists
- Leveraging other channels considered suitable by the Nomination and Remuneration Committee.

Orientation for newly appointed Directors

The company had arranged a meeting among new and existing ones, including Company's management team. An orientation was held to develop a better understanding of their roles and to present company's business such as goals, vision and strategic, corporate and management structure, nature of business, shareholder structure, performance, and the policies of the company

Additionally, the Office of the Company Secretary has prepared and provided the following documents to the new directors:

1. Company profile and Annual Report dating back one year.
2. Regulatory records Good corporate governance principles in business operations Including the anti-corruption policy of the company
3. Charter of the Board of Directors And sub-committees
4. Schedule of Board of Directors' Meeting and Annual General Meeting of Shareholders
5. Minutes of the Board of Directors 'Meeting and Minutes of the Shareholders' Meeting dating back one year.

Nomination of Management

- Nomination of President & CEO

The Nomination and Compensation Committee conducts a preliminary screening of candidates with the required qualifications, knowledge, skills, and experience and then tables them to the Board for its consideration.

- Nomination of Management

The Chief Executive Officer (CEO) selects and appoints candidates with the qualifications, knowledge, skills, and experience suitable for each executive position. The recruitment will be done under Human Resources Department's regulations.

Internal Controls

The Board of Directors of the Company has arranged to establish an internal controls system covering all aspects of the Company's operations and activities – from financial matters, overall operations, operating with full compliance to all relevant legal and regulatory requirements, and management of risks. This also includes the establishment of various audit procedures and effective balance of powers and responsibilities to fully protect both the investments and the assets of the Company on a continuing basis, establish various levels of authority of approvals as well as overall authority of members of Management and Staff, and establishment of written business operation procedures. Additionally, an Internal Audit group has been established responsible for the review of activities of both the internal operating and supporting business units within the organisation, to ensure that they all fully comply to the established procedures, as well as to regularly review and assess the effectiveness and adequacy of the applicable existing internal controls for each business unit. As such, the Board of Directors enables the Internal Audit group to be full independent in its audit activities and an effective balance of authorities, reporting directly and regularly as required to the Audit Committee.

The Audit Committee is responsible for assessing the qualifications and appropriateness of the Director of the person to be appointed as the Director of Internal Audit group. The Audit Committee will also appoint this qualified person to be concurrently the Secretary of the Audit Committee, with responsibility for arranging and preparing for meetings of the Audit Committee and for coordinating the submission of all required reports to the Board of Directors, investors, Shareholders, and the SET; whereby the Secretary of the Audit Committee must attend all meeting of the Committee but has not right of vote in any matters being considered, as well as has the right to propose the appointment of an Assistant Secretary. Further, the appointment, transfer or dismissal of the Director of Internal Audit group must have the concurrence of the Audit Committee.

BUSINESS ETHICS

In undertaking the business operations for the sake of achieving maximum benefits for the Shareholders, the Board of Directors of the Company has established a core policy to give equal and concurrent importance to the actual achievement of corporate success as well as to both the means of and methods used in achieving such successes.

As such, so as to conform to the above mentioned core policy, the Board of Directors has defined a set and standard of behaviour to be strictly observed by all Directors, members of the Management group, and all employees in carrying out their business activities; as well as have compiled a "Code of Ethics and Good Business Conduct" so as to enable that these standards of expected behavior are clearly and easily understood and followed by Directors, members of Management and all employees in their behaviour towards and treatment of all staff, Shareholders, customers, business partners, competitors, as well as society as a whole together with local communities and the environment.

As such, the Board of Directors has put in place processes and procedures to oversee and ensure that these standards of behaviour are strictly adhered to by all parties at all times.

6.2 Significant changes and development of policy, regulation, and corporate governance in the previous year, in 2020 the Board of Directors has reviewed and approved the following policies and Good Corporate Governance Principles.

- Review and amendment of the vision and mission to propel the business towards corporate sustainability; the vision and mission text of the hotel and food business was analysed to form a coherence then was employed to establish the sustainability strategy and operational framework of Central Plaza Hotel Public Company Limited as a roadmap for operational sustainability in the hotel and food business.
- Review of the enterprise risk management charter according to good corporate governance which prescribes a regular annual review; the proposal to review the enterprise risk management charter 2020 was then made in Quarter 4/2020. After the review, the Board unanimously passed a resolution to extend the current charter for another year as it is still appropriate for the current circumstances.
- Review and approval of amendments to the qualification of shareholders to propose the agenda of Annual General Meeting of Shareholders or to nominate candidates for appointment as Directors, for equal treatment to all shareholders. The Company shareholders are entitled to propose an agenda and to nominate candidates for appointment as Directors in advance as part of the good corporate governance demonstrating equitable treatment of shareholders.

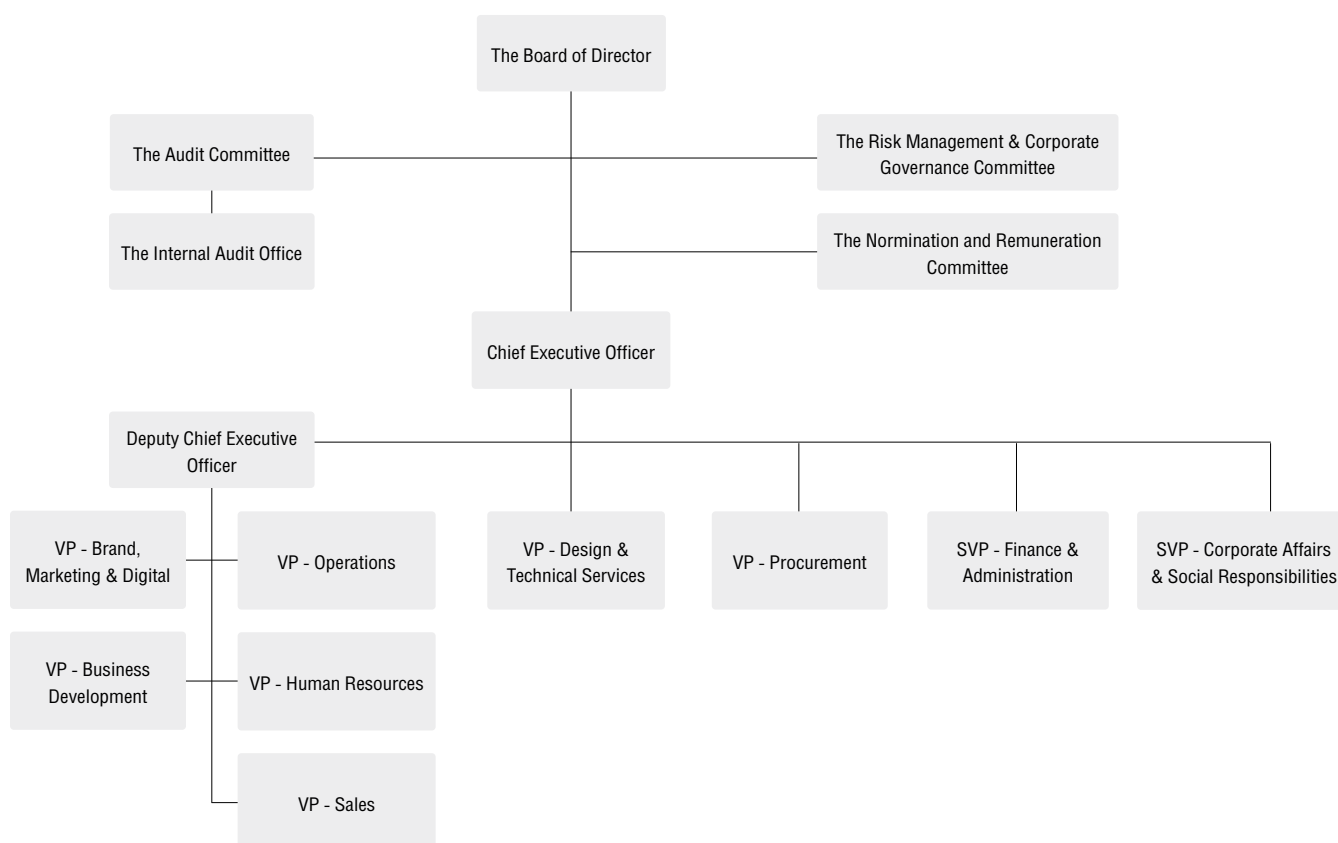
Particular rules of conduct that the Company is yet able to practice or to adopt, were considered at the Board of Directors and the relevant Subcommittee meetings, and recorded as part of the resolutions in the individual meetings.

Practices of Good Corporate Governance in Further Matters

The Company has practised the Good Corporate Governance Principles for Registered Companies 2017 (CG Code) as preparation for assessments such as Corporate Governance Report (CRG) by Thai Institute of Directors (IOD) sponsored by the Stock Exchange of Thailand (SET), in which the Company's results in 2020 were of "Excellent" criteria, and AGM Quality Assessment of Registered Companies in the Stock Exchange of Thailand by Thai Investors Association, in which the Company's results in 2020 were of 100 percent, in addition to participation in Thai Private Sector Collective Action Against Corruption (CAC).

7. MANAGEMENT STRUCTURE / DIRECTOR, SUB-COMMITTEE, MANAGEMENT, EMPLOYEE AND OTHER INFORMATION

7.1 CORPORATE AND MANAGEMENT STRUCTURE



7.2 The Board of Directors

The Board of Directors of the Company comprises of 13 Directors

- Independent Directors 5 persons
- Non-Executive Directors 7 persons
- Executive Directors 1 persons

The Board consists of 5 independent directors out of a total of 13, accounting for more than one-third of the total. Independent directors can effectively and efficiently discharge their duties for the full benefit of CENTEL.

To ensure an inclusive supervision of all operational aspects under CG principles, CENTEL has set up four Sub-Committees, one Executive Committee, and one Management Committee, as well as appointing the Company Secretary to help Structure and Composition of the Board of Directors the Board in performing its duties.

Meeting of Non-Executive Directors

The Board of Directors has determined that the non-executive directors shall mutually convene the meeting as appropriate without meeting attendance of the executive directors or the Management in order to give the opportunity for discussion on problems both related to the Company's business such as management strategy and sustainable growth guideline, or other interested issues. In 2020, a Meeting of Non-Executive Directors was held on 9 November 2020.

As at 31 December 2020, Board of Director composed of 13 persons

Name	Position
1. Mr. Suthikiati Chirathivat	Chairman of The Board
2. Mr. Suthichai Chirathivat	Vice Chairman
3. Mr. Bhisit Kuslasayanon	Independent Director Member of Audit Committee Member of Nomination and Compensation Committee
4. Miss Sopawadee Lertmanaschai	Independent Director Chairman of Audit Committee
5. Mr. Vichien Tejapaibul	Independent Director Member of Audit Committee Member of Nomination and Compensation Committee
6. Mr. Gerd Kurt Steeb	Independent Director
7. Mr. Sudhisak Chirathivat	Director Member of Nomination and Compensation Committee Member of Risk Management and Corporate Governance Committee
8. Mr. Sudhitham Chirathivat	Director Chairman of Nomination and Compensation Committee Member of Risk Management and Corporate Governance Committee
9. Mr. Prin Chirathivat	Director
10. Mr. Norachit Sinhaseni	Independent Director Member of Audit Committee Member of Nomination and Compensation Committee
11. Mrs. Chintana Boonyarat	Director
12. Mrs. Sirikate Chirakiti	Director
13. Mr. Thirayuth Chirathivat	Chief Executive Officer Member of Risk Management and Corporate Governance Committee

DIRECTOR BIOGRAPHY

As at 31 December 2020, Board of Director composed of 13 persons, details are as follow

MR. SUTHIKIATI CHIRATHIVAT (Age 78 Years)
Chairman of the Board

Date of being a director of the company : 12 December 1993

% Shareholding in the Company : 31,170,141 shares (or 2.31% of paid up shares)

Education	<ul style="list-style-type: none"> • Honorary PhD in Business Administration Program, Dhurakij Pundit University • Honorary PhD in Hotel and Tourism Studies, Kasem Bundit University • Honorary PhD in Mass Communications, Ramkhamhaeng University • M.A. (Political Science), Ramkhamhaeng University • B.A. (Political Science), Ramkhamhaeng University • Diploma in Mechanical Engineering, South West Essex Technical Collage, U.K. • National Defense College, The Joint State - Private Sectors Course, Class 1 • National Defense College, The Modern Management Course, Class 1
Completed Program from Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> • 2008, Director Accreditation Program (DAP)
Experience	<ul style="list-style-type: none"> • Assistant Manager, Central Trading Co., Ltd. • Assistant General Manager, Central Department Store Co., Ltd. • Heads of Political Science Association, Ramkhamhaeng University and Committee of Ramkhamhaeng University Council • The Founder and Head of Thai Retails Association, Thai Retails Association • Advisor to The Minister of Tourism and Sports, Ministry of Tourism and Sports • One of the Founding Members importer and owner in usage of barcodes in Thailand, Central Ladprao Shopping Complex project • Honorary Advisor, Thai Hainanese Trade Association • Advisor to Chairman of the Constitutional Court
Other Current Positions	
- Listed Company	<ul style="list-style-type: none"> • Chairman Executive Committee, Post Publishing Plc. • Director, Central Pattana Plc.
- Non Listed Company	<ul style="list-style-type: none"> • Director, Post International Media Co., Ltd. • Director, Post – ACP Co., Ltd. • Director, Post – IM Plus Co., Ltd. • Director, Central Department Store Co., Ltd. • Director, Thai Tourism Industry Association
Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	<ul style="list-style-type: none"> • None
Meeting Attendance in 2020	
- The Board of Director's meetings	<ul style="list-style-type: none"> • 5/5

MR. SUTHICHAIRATHIVAT (Age 80 Years)**Vice Chairman**

Date of being a director of the company : 12 December 1993

% Shareholding in the Company : 18,101,373 shares (or 1.34% of paid up shares)

Education	<ul style="list-style-type: none"> • Honorary Doctor of Business Administration Program, Chiangrai Rajphat University • Diploma in Civil Engineering Kingston College of Technology, U.K.
Completed Program from Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> • 2006, Director Accreditation Program (DAP) • 2000, Role of Chairman Program (RCP)
Experience	<ul style="list-style-type: none"> • Chairman, Chief Financial Officer, Central Group of Companies Co., Ltd. • Assistant General Manager, Central Department Store Co., Ltd. • Manager, Central Department Store-Silom Branch • Assistant Manager, Central Department Store-Silom Branch
Other Current Positions	
- Listed Company	<ul style="list-style-type: none"> • Chairman, Central Pattana Plc.
- Non Listed Company	<ul style="list-style-type: none"> • Chairman, Central Group of Companies Co., Ltd.
Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	<ul style="list-style-type: none"> • None
Meeting Attendance in 2020	
- The Board of Director's meetings	<ul style="list-style-type: none"> • 5/5

MR. BHISIT KUSLASAYANONT (Age 79 Years)

- Independent Director
- Member of Audit Committee
- Member of Nomination and Compensation Committee

Date of being a director of the company : 12 May 2005

% Shareholding in the Company : None

Education	<ul style="list-style-type: none"> • Master degree of Engineering, New South Wale University, Australia • Bachelor degree of Engineering, The University of Sydney, Australia • National Defense College, The Joint State - Private Sectors Course, Class 8
Experience	<ul style="list-style-type: none"> • Director, Committee of Mahidol University • Managing Director of Thai Airways International Pcl. • Chairman of the Board, Royal Orchid Sheraton • Chairman of the Board, Airport Hotel • Advisor of Dean, Faculty of Science, Mahidol University • Vice Chairman, Stang Holding Co., Ltd. • Director, International Drug Development Co., Ltd.
Other Current Positions	
- Listed Company	<ul style="list-style-type: none"> • None
- Non Listed Company	<ul style="list-style-type: none"> • Chairman, Flying Orange Co., Ltd. Ltd.
Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	<ul style="list-style-type: none"> • None
Meeting Attendance in 2020	
- The Board of Director's meetings	<ul style="list-style-type: none"> • 5/5
- Audit Committee's meeting	<ul style="list-style-type: none"> • 7/7
- Nomination and Compensation Committee's meeting	<ul style="list-style-type: none"> • 2/2

Information regarding to appointed

The relationship in the Company, Subsidiary, Associated Company or other Independent director conflicted business entity in present of during the past 2 years

- Not being a director who takes part in the management of the Company, employee, staff member, or advisor receiving a regular salary

- Not being a professional service provider (i.e. auditor or legal advisory)

- Not having business relationship significantly in a way that may impact the performing task independently (i.e. buy – sell materials/ products/ service or financial support)

MISS SOPAWADEE LERTMANASCHAI (Age 67 Years)

- Independent Director
- Chairman of Audit Committee

Date of being a director of the company : 30 April 2018

% Shareholding in the Company : None

Education	<ul style="list-style-type: none"> • Master of Science (Accounting), Thammasat University (1984) • Bachelor of Law, Thammasat University (1979) • Bachelor of Science (Accounting), Thammasat University (1973)
Completed Program from Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> • Director Certification Program (DCP) 2/2000 • Audit Committee Program (ACP) 27/2009 • Successful Formulation and Execution of Strategy (SFE) 6/2010, Thai Institute of Directors
Experience	<ul style="list-style-type: none"> • Secretary General, Government Pension Fund • Commissioner, Securities and Exchange Commission, Thailand • Director, Provincial Waterworks Authority • Director, Government Pharmaceutical Organisation • Director and Chairman of the Audit Committee, Metropolitan Electricity Authority
Other Current Positions	
- Listed Company	<ul style="list-style-type: none"> • Independent Director and Member of the Audit Committee, Maybank Kim Eng Securities (Thailand) Plc • Independent Director, Member of the Audit Committee, Intuch Holdings Plc. • Director, The Stock Exchange of Thailand • Advisor to Chairman of the Board of Directors and Member of the Investment Committee, Dhipaya Insurance Plc
- Non Listed Company	<ul style="list-style-type: none"> • Independent Director, Chotiwat Manufacturing Co., Ltd. • Chairman of the Board, KTBST REIT Management Co.,Ltd. • Expert Director, National Savings Fund (NSF) • Director and Secretary, Sangvian Foundation
Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	<ul style="list-style-type: none"> • None
Meeting Attendance in 2020	
- The Board of Director's meetings	• 5/5
- Audit Committee's meeting	• 7/7

Information regarding to appointed

The relationship in the Company, Subsidiary, Associated Company or other Independent director conflicted business entity in present of during the past 2 years

- Not being a director who takes part in the management of the Company, employee, staff member, or advisor receiving a regular salary
- Not being a professional service provider (i.e. auditor or legal advisory)
- Not having business relationship significantly in a way that may impact the performing task independently (i.e. buy – sell materials/ products/ service or financial support)

MR. VICHIE TEJAPAIBUL (Age 81 Years)

- Independent Director
- Member of Audit Committee
- Member of Nomination and Compensation Committee

Date of being a director of the company : 12 December 1993

% Shareholding in the Company : None

Education	<ul style="list-style-type: none"> • B.A. (Business Administration), Boston University, USA • National Defense College, The Joint State - Private Sectors Course, Class 2 • King Prajadhipok's Institute, Class 1 • Diploma in Capital Market Academy, Class 10 • National Defence College, Advance Security Management Program, Class 3
Completed Program from Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> • 2006, Finance for Non-Finance Directors (FND) • 2004, Director Accreditation Program (DAP)
Experience	<ul style="list-style-type: none"> • Vice Chairman, Srinakorn Bank Ltd. • Managing Director, Srinakorn Bank Ltd. • Senator • Advisor, Thailand Trade Representative (Dr. Kantathi Suphamongkhon) • Advisor, Chairman of Senator (General Teeradej Meepien) • Chairman, Funding Management Committee of Huachiew Chalermprakiet University • Vice president, Huachiew Chalermprakiet University Council
Other Current Positions	
- Listed Company	<ul style="list-style-type: none"> • Director, Asia Fiber Plc.
- Non Listed Company	<ul style="list-style-type: none"> • Chairman, Phatra Sathit Co. Ltd. • Chairman, Pacific Park Sriracha Group Co., Ltd. • Director, Tejapaibul Co., Ltd. • Director, Utah Capital Co., Ltd. • Director, Worawat Co., Ltd. • Director, Sedthakarn Co., Ltd. • Director, Pracha Nu Khro Co., Ltd. • Honorary Chairman, Thai Chamber of Commerce and Council of Thailand Chambers • Honorary Advisor, Thai Chamber of Commerce University • Vice Chairman, Poh Teck Tung Foundation • Chairman, Thian Fah Foundation Hospital
Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	<ul style="list-style-type: none"> • None
Meeting Attendance in 2020	
- The Board of Director's meetings	<ul style="list-style-type: none"> • 5/5
- Audit Committee's meeting	<ul style="list-style-type: none"> • 7/7
- Nomination and Compensation Committee's meeting	<ul style="list-style-type: none"> • 2/2

Information regarding to appointed

The relationship in the Company, Subsidiary, Associated Company or other Independent director conflicted business entity in present of during the past 2 years

- Not being a director who takes part in the management of the Company, employee, staff member, or advisor receiving a regular salary
- Not being a professional service provider (i.e. auditor or legal advisory)
- Not having business relationship significantly in a way that may impact the performing task independently (i.e. buy – sell materials/ products/ service or financial support)

MR. GERD KURT STEEB (Age 77 Years)

- **Independent Director**

Date of being a director of the company : 14 November 2014

% Shareholding in the Company : 30,000 shares (or 0.00 % of paid up shares)

Education	<ul style="list-style-type: none"> • Hotel and Catering School Bad Ueberkingen, Germany • Senior Hotel Management Institute Heidelberg, Germany • Diploma/Bachelor of Business Administration (equivalent) • Vice President Students Organisation
Completed Program from Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> • None
Experience	<ul style="list-style-type: none"> • President and Director of Centara Hotel & Resorts • Managing Director of Centara Hotel & Resorts • Executive Vice President of Centara Hotel & Resorts • Vice President – Operations of Centara Hotel & Resorts • General manager of ACCOR Group • General manager and Regional Manager of ACCOR Group
Other Current Positions	
- Listed Company	<ul style="list-style-type: none"> • None
- Non Listed Company	<ul style="list-style-type: none"> • None
Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	<ul style="list-style-type: none"> • None
Meeting Attendance in 2020	
- The Board of Director's meetings	<ul style="list-style-type: none"> • 5/5

Information regarding to appointed

The relationship in the Company, Subsidiary, Associated Company or other Independent director conflicted business entity in present of during the past 2 years

- Not being a director who takes part in the management of the Company, employee, staff member, or advisor receiving a regular salary
- Not being a professional service provider (i.e. auditor or legal advisory)
- Not having business relationship significantly in a way that may impact the performing task independently (i.e. buy – sell materials/ products/ service or financial support)

MR. SUDHITHAM CHIRATHIVAT (Age 73 Years)

- Director
- Chairman of Nomination and Compensation Committee
- Member of Risk Management and Corporate Governance Committee

Date of being a director of the company : 24 April 2003

% Shareholding in the Company : 16,016,654 shares (or 1.19 % of paid up shares)

Education	<ul style="list-style-type: none"> • MBA (Operations Research), Lona University, USA • Bachelor degree of Electrical Engineering, University of Maryland (College Park), USA • National Defense College, The Joint State - Private Sectors Course, Class 13
Completed Program from Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> • 2003, Director Certification Program (DCP)
Experience	<ul style="list-style-type: none"> • Director, The Thai Chamber of Commerce • President, Rotary Club Bangkok • Chairman, Coffee Partners Co., Ltd. (Starbucks-Thailand) • President and Founder, Thai Shopping Center Association • Managing Director and Chief Executive Officer, Central Pattana Plc. • Advisory, The Ministry of Commerce
Other Current Positions	
- Listed Company	<ul style="list-style-type: none"> • Director, Central Pattana Plc. • Director, Robinson Department Store Plc. • Chairman, Jasmine International Plc.
- Non Listed Company	<ul style="list-style-type: none"> • Executive Chairman, Central Group of Companies Co., Ltd. • Chairman, Central Holding Co., Ltd. • Director, The Vintage Club Co., Ltd.
Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	<ul style="list-style-type: none"> • None
Meeting Attendance in 2020	
- The Board of Director's meetings	<ul style="list-style-type: none"> • 5/5
- Nomination and Compensation Committee's meeting	<ul style="list-style-type: none"> • 2/2
- Risk Management and Corporate Governance's meeting	<ul style="list-style-type: none"> • 4/4

MR. PRIN CHIRATHIVAT (Age 58 Years)

- Director
- Member of Nomination and Compensation Committee
- Member of Risk Management and Corporate Governance Committee

Date of being a director of the company : 29 April 1994

% Shareholding in the Company : 29,263,374 shares (or 2.17% of paid up shares)

Education	<ul style="list-style-type: none"> • MBA (Business Management) Sasin Graduate Institute of Business Administration, Chulalongkorn University • B.A. (Accounting) Skidmore College, USA • National Defense College, The Joint State - Private Sectors Course, class 22 • 2004, Diploma in Capital Market Academy, Class 1 • Institute of Security Psychology, Class 73 • Advanced Certificate Course in Public Economics Management for Executives (King Prajadhipok's Institute), Class 4
Completed Program from Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> • 2018, Corporate Governance for Capital Market Intermediaries (CGI) • 2010, Advanced Audit Committee Program • 2009, Monitoring Fraud Risk Management (MFM), Monitoring of Quality of Financial Reporting (MFR) • 2008, The Program of Senior Executive on Justice Administration (Class 13) • 2007, Monitoring the Internal Audit Function (MIA) Monitoring the System of Internal Control and Risk Management (MIR) • 2006, Chief Financial Officer • 2005, Director Accreditation Program (DAP), Audit Committee Program (ACP), The Role of Chairman (RCP) • 2000, Director Certification Program (DCP)
Experience	<ul style="list-style-type: none"> • Chairman of Audit Committee, Bualuang Securities Plc. • Advisor, Market For Alternative Investment (MAI) • Director, Malee Sam Pran Plc. • Director, Thanamitr Factoring Plc. • Director, Indra Insurance Plc. • Executive director, Interlife John Hancock Life Insurance Plc. • Director, General Guard Service Co., Ltd. • Executive director, Central Department Store Co., Ltd. • Investment Banking, Thanachart Securities Plc.
Other Current Positions	
- Listed Company	<ul style="list-style-type: none"> • Member of Audit Committee, Bumrungrad Hospital Plc. • Director, Member of Risk Management Committee and Advisory of Nomination and Remuneration Committee, Central Pattana Plc. • Director, Robinson Department Store Plc.
- Non Listed Company	<ul style="list-style-type: none"> • Director, Member of Executive Committee, Deputy Group CEO, Central Group of Companies Co., Ltd. • Director and Executive Director, Central Retail Corporation Ltd.
Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	<ul style="list-style-type: none"> • None
Meeting Attendance in 2020	
- The Board of Director's meetings	• 4/5
- Nomination and Compensation Committee's meeting	• 2/2
- Risk Management and Corporate Governance's meeting	• 4/4

MR. SUDHISAK CHIRATHIVAT (Age 75 Years)

- **Director**

Date of being a director of the company : 24 April 2003

% Shareholding in the Company : 22,055,095 shares (or 1.63% of paid up shares)

Education	<ul style="list-style-type: none"> • B.A. (Mathematic), St. John Fisher College, USA
Completed Program from Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> • 2007, Director Accreditation Program (DAP), Director Certification Program (DCP)
Experience	<ul style="list-style-type: none"> • President, Central Marketing Group Co., Ltd. • Managing Director, Central Garment Factory Co., Ltd. • Managing Director, Prin Inter Trade Co., Ltd.
Other Current Positions	
- Listed Company	<ul style="list-style-type: none"> • Chairman, Robinson Department Store Plc. • Director, Central Pattana Plc.
- Non Listed Company	<ul style="list-style-type: none"> • Director, Central Group of Companies Co., Ltd. • Director, Central Garment Factory Co., Ltd. • Director, Ploen Ruedee Co., Ltd. • Director, Central Trading Co., Ltd.
Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	<ul style="list-style-type: none"> • None
Meeting Attendance in 2020	
- The Board of Director's meetings	<ul style="list-style-type: none"> • 5/5

MR. NORACHIT SINHA SENI (Age 66 Years)

- Independent Director
- Member of Audit Committee
- Member of Nomination and Compensation Committee

Date of being a director of the company : 8 November 2019

% Shareholding in the Company : none

Education	<ul style="list-style-type: none"> • Honorary Doctor of Arts, Political Science Program in International Relations, Kasem Bundit University • Master of Arts, The Fletcher School of Law and Diplomacy, United States • Bachelor of Law (Honours) Chulalongkorn University • “Leaders in Development” course, Executive Program of The John F Kennedy School of Government, Harvard University • Capital Market Leader Program, Capital Market Academy (CMA 20) • National Defence College, Class of 4313
Completed Program from Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> • Director Certification Program (DCP) Class 113/2009 • Role of the Chairman Program (RCP) Class 46/2020 • Advanced Audit Committee Program (AAP) Class 37/2020 • Board Nomination and Compensation Program Class 10/2020
Experience	<ul style="list-style-type: none"> • Member and spokesperson of the Constitution Drafting Commission (CDC) • Permanent Secretary, Ministry of Foreign Affairs • Ambassador, Permanent Representative of Thailand to the United Nations in New York • Deputy Permanent Secretary (Multilateral Affairs) • Deputy Permanent Secretary (Bilateral Affairs) • Ambassador of Thailand to Wellington • Director-General of the Department of East Asian Affairs • Director-General of the Department of Information and Foreign Ministry Spokesman • Chief of Staff to Foreign Minister Surin Pitsuwan • Deputy Director-General, Department of International Organizations • Deputy Director-General, Department of East Asian Affairs • Minister Counsellor, Permanent Mission of Thailand to the United Nations in New York • Chief of the Foreign Minister’s Office (Air Chief Marshal Siddhi Savetsila) • Third Secretary, Second Secretary and First Secretary, Royal Thai Embassy, Manila • Chairman, Thailand Foundation • Member of the Board of Trustees, Prince Mahidol Award Foundation • Member of the Executive Committee, King Prajadhipok’s Institute • Member of the Board, Tourism Authority of Thailand

Other Current Positions

- | | |
|----------------------|---|
| - Listed Company | • Independent Director / Chairman of the Nomination Committee.QTC Energy Public Company Limited |
| - Non Listed Company | <ul style="list-style-type: none"> • Law Counsellor, Council of State • Member of the Thai National Group, Permanent Court of Arbitration (PCA) based in The Hague, Netherlands |

Other companies which materially compete directly or have related business with the Company
(possible conflict of interest)

- None

Meeting Attendance in 2020

- | | |
|---|-------|
| - The Board of Director’s meetings | • 5/5 |
| Audit Committee’s meeting | • 5/5 |
| Nomination and Compensation Committee’s meeting | • 1/1 |

Note:

The Board Meeting No.4/2020 passed a resolution to appoint Mr. Norachit Sinhaseni to be a Member of Audit Committee, Member of Nomination and Compensation Committee effective from 26 February 2020.

Information regarding to appointed

The relationship in the Company, Subsidiary, Associated Company or other Independent director conflicted business entity in present of during the past 2 years

- Not being a director who takes part in the management of the Company, employee, staff member, or advisor receiving a regular salary
- Not being a professional service provider (i.e. auditor or legal advisory)
- Not having business relationship significantly in a way that may impact the performing task independently (i.e. buy – sell materials/ products/ service or financial support)

MRS. CHINTANA BOONYARAT (Age 68 Years)

- **Director**

Date of being a director of the company : •29 June 2020

% Shareholding in the Company : None

Education	<ul style="list-style-type: none"> • Bachelor of Business Administration Menlo School Of Business Administration, USA
Completed Program from Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> • 2000 Directors Certification of Program (DCP) • 2011 Role Of Chairman Program (RCP)
Experience	<ul style="list-style-type: none"> • Director of the Thai Chamber of Commerce • Director of the Board of Trade of Thailand. • President of Mater Dei School Alumni
Other Current Positions	
- Listed Company	<ul style="list-style-type: none"> • Chairman of the Board of Directors Malee Group Plc. • Chairman of the Board, Abico Holdings Plc.
- Non Listed Company	<ul style="list-style-type: none"> • Director, Central Garment Factory Co., Ltd. • Director, Central Trading Co., Ltd. • Director, Central Marketing Group Co., Ltd. • Director, Matter D Co., Ltd. • Director of Centrac Sakol.,Ltd.
Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	<ul style="list-style-type: none"> • None
Meeting Attendance in 2020	
- The Board of Director's meetings	<ul style="list-style-type: none"> • 2/2

Note: The 2020 Annual General Meeting of Shareholders passed a resolution to appoint Mrs. Chintana Boonyarat to be a director, effective June 30, 2020

MRS. SIRIKATE CHIRAKITI (Age 64 Years)

- **Director**

Date of being a director of the company : 29 June 2020

% Shareholding in the Company : 13,797,260 shares (or 1.02 % of paid up shares)

Education	<ul style="list-style-type: none"> • Triam Udom Suksa School • Bachelor of Chemistry, George Washington University • Master of Business Administration International Business Education and Research, University of Southern California
Completed Program from Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> • 2020 Director Certification Program (DCP)
Experience	<ul style="list-style-type: none"> • Purchasing Director (Home products) Head office • Assistant Manager, Chidlom Branch and Director of Purchasing Department (Home products) Head office • Branch Manager of Hua Mak Branch and Director of Purchasing Department (Home Products) Hua Mak Branch • Senior Executive Vice President, Purchasing Department • Senior Executive Vice President, Branch Administration • Co-Managing Director • Executive Director – Central Retail
Other Current Positions	
- Listed Company	<ul style="list-style-type: none"> • None
- Non Listed Company	<ul style="list-style-type: none"> • None
Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	<ul style="list-style-type: none"> • None
Meeting Attendance in 2020	
- The Board of Director's meetings	<ul style="list-style-type: none"> • 1/2

Note: The 2020 Annual General Meeting of Shareholders passed a resolution to appoint Mrs. Sirikate Chirakiti to be a director, effective June 30, 2020

MR. THIRAYUTH CHIRATHIVAT (Age 55 Years)

- **Member of Risk Management and Corporate Governance Committee**
- **Chief Executive Officer**

Date of being a director of the company : 2 April 2012

% Shareholding in the Company : 16,725,000 shares (or 1.24% of paid up shares)

Education	<ul style="list-style-type: none"> • Master degree of Food, Hotel and Tourism Management, Rochester Institute of Technology, Rochester, USA • Bachelor degree of Political Science, Chulalongkorn University • 2016, National Defense College, The Joint State - Private Sectors Course (Class 58) • 2011, The Program of Senior Executive on Justice Administration (Class 15) • 2008, TLCA Executive Development Program (Class 1) • 2003, Program for Management Development, Executive Education Harvard Business School • 1997, Finance for Management, Chulalongkorn University • 1996, Mini MBA Program, Chulalongkorn University • 1993, Psychology Institute, National Defense College
Completed Program from Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> • 2002, Directors Certification of Program (DCP)
Experience	<ul style="list-style-type: none"> • Senior Vice President - Project Management • Vice President - Project Management • Director of Project Management and Procurement • Promotion & New project Manager • Food and Beverage Coordinator, Centara Hotels & Resorts • Assistant Manager, Marriott Hotel & Resort, Park Ridge, NJ, USA
Other Current Positions	
- Listed Company	<ul style="list-style-type: none"> • None
- Non Listed Company	<ul style="list-style-type: none"> • Director of Subsidiary Companies, Centara Hotels & Resorts
Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	<ul style="list-style-type: none"> • None
Meeting Attendance in 2020	
- The Board of Director's meetings	<ul style="list-style-type: none"> • 5/5
- Risk Management and Corporate Governance's meeting	<ul style="list-style-type: none"> • 4/4



Directors and executives holding CENTEL shares in 2020, are as follows:

No.	Name	Position	No. of shares As at January 1, 2020			
			Direct	Indirect ⁽²⁾	Total	
1	Mr. Suthikiati Chirathivat	Chairman of The Board	31,070,141	-	31,070,141	
2	Mr. Suthichai Chirathivat	Vice Chairman	2,278,073	15,743,300	18,021,373	
3	Mr. Bhisit Kuslasayanon	Independent Director Member of Audit Committee Member of Nomination and Compensation Committee	-	-	-	
4	Miss Sopawadee Lertmanaschai	Independent Director Chairman of Audit Committee	-	-	-	
5	Mr. Vichien Tejapaibul	Independent Director Member of Audit Committee Member of Nomination and Compensation Committee	-	-	-	
6	Mr. Gerd Kurt Steeb	Independent Director	30,000	-	30,000	
7	Mr. Sudhisak Chirathivat	Director	16,205,095	5,850,000	22,055,095	
8	Mr. Sudhitham Chirathivat	Director Chairman of Nomination and Compensation Committee Member of Risk Management and Corporate Governance Committee	16,016,654	-	16,016,654	
9	Mr. Prin Chirathivat	Director Member of Nomination and Compensation Committee Member of Risk Management and Corporate Governance Committee	29,263,374	-	29,263,374	
10	Mr. Norachit Sinhaseni	Independent Director Member of Audit Committee Member of Nomination and Compensation Committee	-	-	-	
11	Mrs. Chintana Boonyarat	Director	-	-	-	
12	Mrs. Sirikate Chirakiti	Director	13,797,260	-	13,797,260	
13	Mr. Thirayuth Chirathivat	Chief Executive Officer Member of Risk Management and Corporate Governance Committee	16,725,000	-	16,725,000	
14	Mr. Timothy Markland Blaiklock	Deputy Chief Executive Officer	50,000	-	50,000	
15	Mrs. Supatra Chirathivat	Senior Vice President - Corporate Affairs & Social	2,436,376	-	2,436,376	
16	Mr. Ronnachit Mahattanapreut	Senior Vice President - Finance & Administration / Secretary	158,000	-	158,000	
17	Mr. Andrew Langston	Senior Vice President of Business Development	-	-	-	
18	Mr. Thirakiati Chirathivat	Vice President - Procurement	16,921,000	-	16,921,000	
19	Mr. David Robert Good	Vice President Operations	-	-	-	
20	Mr. Thomas Thrussell	Vice President - Brand, Marketing & Digital	-	-	-	
21	Mr. Adrian Hardwick Jones	Vice President - Design & Technical Service	-	-	-	
22	Miss Rujapa Hamnilrat	Vice President - Human Resources	-	-	-	
23	Miss Tabatha Ramsay	Vice President - Commercials	-	-	-	

Remarks: (1) The acquisition and disposition of securities were disclosed under an quarterly report on shareholding of directors and executive officers (Form 59)

(2) Securities held by a spouse and / or children under the legal age of directors or executive officers

	Change in No. of shares ⁽¹⁾ Increased / (Decreased) during 2020			No. of shares As at December 30, 2020			Shareholding (%) As at December 30, 2020
	Direct	Indirect ⁽²⁾	Total	Direct	Indirect ⁽²⁾	Total	
	100,000	-	-	31,170,141	-	31,170,141	2.31
	-	80,000	-	2,278,073	15,823,300	18,101,373	1.34
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	30,000	-	30,000	0.00
	-	-	-	16,205,095	5,850,000	22,055,095	1.63
	-	-	-	16,016,654	-	16,016,654	1.19
	-	-	-	29,263,374	-	29,263,374	2.17
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	13,797,260	-	13,797,260	1.02
	-	-	-	16,725,000	-	16,725,000	1.24
	-	-	-	50,000	-	50,000	0.00
	-	-	-	2,436,376	-	2,436,376	0.18
	-	-	-	158,000	-	158,000	0.01
	-	-	-	-	-	-	-
	-	-	-	16,921,000	-	16,921,000	1.25
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-
	-	-	-	-	-	-	-

Authorized director on behalf of the company

The director who has the power to sign on behalf of the company is Mr. Suthikiati Chirathivat, Mr. Suthichai Chirathivat, Mr. Prin Chirathivat, Mr. Sudhitham Chirathivat, Mr. Sudhisak Chirathivat, and Mr. Thirayuth Chirathivat, Two of these six directors sign together.

Role and Responsibilities of the Board of Directors

- Act in accordance with the relevant laws, the Company's objectives, the Articles of Association and regulations of the Company together with the resolutions of the Board of Directors and the Shareholders Meetings, as well as in an honest, responsible and ethical manner, together with always taking into consideration the best interests of the various Stakeholder groups on an equal basis.
- Review and approve all significant and important matters relating to the operations of the Company; define the Company's vision and mission; determine key strategies, business objectives and annual budgets; as well as oversee and monitor that the Management group act both in an efficient and effective manner in full accordance with the established policies and agreed business plans.
- Consider to approve key transactions under the Board's authority scope under the law and corporate regulations and approval protocol
- Set and review Board structure, specifically the number of directors and ratio of independent directors, as well as diverse qualifications suiting corporate business. Review Board and committee compensation as proposed by the Nomination and Remuneration Committee.
- Review and approve the establishment of various Board Committees to effectively support the discharge of the various responsibilities of the Board, as appropriate and necessary; whereby the Board will follow up on the activities of these Board Committees on a regular basis.
- Independent Directors should use their judgment in a fully independent manner in regards to reviewing and defining the Company's strategies, the management of the Company's resources, the appointment of Company Directors, and the business operational standards; as well as should be prepared to dispute or oppose any actions undertaken by the Management group or other Directors, in the event that they disagree with any activities that affect the equality of all Shareholders.
- Disclose information to all shareholders and stakeholders on a correct, complete, transparent, reliable, timely, and equitable.
- Set up efficient and effective internal control and internal audit systems
- Institute a suitable and efficient risk management policy and procedures with regular monitoring and assessment of risk management performance
- Arrange for the company secretary to assist the directors' activities and ensure that the Board and the Company comply with the relevant law and regulations
- Develop a code of business conduct for the directors, executives, and employees to set the standards for the Company's business operation. All directors, executives, and employees shall perform their duties ethically and in strict compliance with the Company's code of conduct.
- Ensure business operation based on good corporate governance principles and provide support to communicate to every personnel in the Company to acknowledge and strictly adhere to them

- Ensure clear and transparent connected transactions
- Determine clear procedures for the Audit Committee to report to the Board of Directors whenever an actual transaction is found or a suspicious transaction is apparent, that may have a significant impact on the financial status or the overall operating performance result of the Company; whereby the Board of Directors must then rectify the situation within the appropriate time frame recommended by the Audit Committee.
- Ensure the succession planning of the Company's top executives and annually arrange effective assessment of their performance
- Ensure that procedures are in place to regularly review and improve/amend the Company's key policies and various business plans, so that they are always appropriate, relevant and timely to the current business environment
- Annually assess Board performance and monitor Board and committee performances for joint review in the Board
- Constantly develop competency through training and participation in courses on Board performance or in other activities designed to enhance job expertise
- Steer the formulation of an anti-corruption policy and practical guidelines, strictly conform to the corporate policy and measures to set good examples for all personnel, and advocate internal and external communication for genuine conformance
- Steer the institution of processes and channels for receiving and effectively handling complaints filed by those with fraud leads and all stakeholders
- Steer the institution of an information security system, which includes the defining of a policy and procedures for confidentiality, integrity, availability, and the handling of market-sensitive information. Ensure conformance to this system by all directors, top management, personnel, and relevant third-party personnel
- Review and rectify the charter of the board as appropriate under prevailing circumstances
- Seek professional opinions by hiring outside advisers paid for by the Company
- Undertake any other duties or activities, relating to the Company's business operations, as may be required and assigned by the Shareholders.

Roles of the Chairman

- Direct, monitor, and ensure Board performance for efficiency and fulfillment of corporate objectives and key goals
- Ensure all directors' roles in promoting a corporate culture filled with ethics and governance
- With the President & CEO, set Board meeting agenda and apply measures to ensure that critical matters under Board authority are included in the agenda
- Allocate enough time for the management to present matters and the Board to thoroughly discuss key issues. Encourage directors' exertion of discretion and expression of free views
- Promote cordial relations between the Board and the management, while supporting performances of the President & CEO and the management under corporate policies
- Ensure transparent disclosure of information and management for conflicts of interest
- Steer the overall performance of the Board, committees, and individual directors for efficiency and effectiveness.

Meetings of the Board of Directors

- The Board of Directors is required to hold a Board meeting every 3 months; whereby these meetings will be scheduled in advance for the entire year, with also extraordinary meeting to be held for any special occasions, as necessary.

- At least 2 Directors together have the right to request for a Board Meeting to take place, whereby the Chairman of the Board (or a person assigned to do so) will decide the date for such a meeting to be held within 14 days of receiving such a request.
- The Chairman of the Board (or a person assigned to do so) will call for a Board Meeting through sending out a Letter of Notification, with details of the date, time and venue for a scheduled meeting, not less than 7 days prior to the proposed meeting date – unless, for special reasons or necessity, there is a need for a Board Meeting to take place in order to protect the best interests of the Company; whereby other means of notification will be used to call a meeting within a shorter timeframe.
- For every Board Meeting, there must be at least half of the total number of Board Members attending to constitute a quorum; whereby the Chairman of the Board will Chair the meeting. However, in any meeting, if the Chairman of the Board is not able to attend or undertake this duty, then the attending Directors will select one of their peers to act as the Chairman for that meeting.
- Any decisions or resolutions of the Board of Directors must be based on a majority vote; whereby each Director has only one vote, and in the event of a tie then the meeting Chairman will cast an additional and deciding vote. Any Directors having a vested interest in a matter being considered must excuse themselves from the discussions and also has no right to vote for that specific matter.
- The Board of Directors can invite members of the Management group or any other involved person(s) within the Company to join a meeting to clarify and make comments on, or to express their opinions relating to any matters being considered at the meeting.
- Non-Executive Directors must meet together, at least once a year, without any Directors who are members of the Management group being present, in order to discuss and exchange opinions on the responsibilities and activities of the Management group.
- The Company Secretary (or a person assigned to do so) will be responsible for taking the minutes of the Board Meetings.

Separation of the Positions of the Chairman of the Board of Directors and the Chief Executive Officer

The Company has determined that the positions of the Chairman of the Board of Directors and the Chief Executive Officer positions are always vested in 2 separate and different persons; whereby there is a clear separation between the responsibilities in defining policies and monitoring the implementation of established policies and associated performance results from the responsibilities of management and implementation of the established policies.

The Chairman of the Board of Directors has the leadership role in ensuring that the Board of Directors discharges its responsibilities fully independent from any influence of the Management group; in determining agenda items to be considered at Board Meetings that are within the scope of responsibilities of the Board of Directors; as well as in chairing Board Meetings and Shareholders Meetings with the active support of all the Directors of the Board during such meetings.

Chief Executive Officer (CEO)

The Chief Executive Officer (CEO) is the top-most Senior Executive of the Company, appointed by the Board of Directors, responsible for the overall management and operations of the Company in accordance with the established corporate strategies as well as vision and mission; whereby the scope of authority is as specified by the relevant applicable laws, corporate objectives and Article of Associate of the Company, together with the resolutions of the Board of Directors and the Shareholders Meetings.

As such, the CEO may also be a Director in other companies; whereby it must not be a hindrance to the discharging of his/her duties as the Company's CEO, as well as those other companies do not have operate the same businesses as and are not competitors of the Company. Prior approval is also required to be given by the Board of Directors before the CEO can assume a Directorship in another company.

Undertaking the performance appraisal of the CEO is the initial responsibility of the Nomination & Compensation Committee; whereby the evaluation results will then be submitted to the Board of Directors for review and concurrence, as well as the CEO is also involved in both determining the required objectives and acknowledging the approved final performance targets for each year.

Board Skill Matrix 2020

No		Director's Name		Diversity		Board of Director			Specific Committee			Skill, Experience and Expertise																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																	
				Gender	Age	Non - Executive Director	Executive Director	Independent Director	Audit Committee	Nomination and Remuneration Committee	Risk Management and Corporate Governance Committee	Business Management	Strategic Planning	Industry Knowledge	Accounting and Finance	Legal	Risk Management	Organization and Human Resource Management	Corporate Governance	International Business																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																									
1.	Mr. Suthikiati Chirathivat	M	78	C																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																									</

Remark : C = Chairman ✓ = Member

7.3 Information on the sub-committees

The sub-committees consist of 3 committees, namely the Audit Committee, Nomination and Compensation Committee, and Risk Management and Corporate Governance Committee

Audit Committee

The Audit Committee comprises of these Directors:

- | | |
|---------------------------------|----------|
| 1. Miss Sopawadee Lertmanaschai | Chairman |
| 2. Mr.Bhisit Kuslasayanon | Member |
| 3. Mr.Vichien Tejapaibul | Member |
| 4. Mr. Norachit Sinhaseni | Member |

Duties and responsibilities of the Audit Committee

- Undertaking the activities assigned by the Board of Directors, in accordance with the Charter for the Audit Committee - with regard to reviewing and assessing, together with the external Auditors and the Internal Auditor, that the Company has in place an effective system of internal controls of that are appropriate and adequate; and reviewing the internal audit records and reports in the event of any conclusions and suspicions of possible abnormal or fraudulent activities as well as significant deficiencies in the internal controls system, as well as submitting its findings to the Board of Directors with recommendations for further consideration.
- The Audit Committee is also responsible for considering, nominating independent persons to be appointed as external Auditors of the Company, together with proposing the associated remuneration package for the external Auditors. The Audit Committee is also required to meet with the external Auditors at least once a year without any members of the Management group being present.
- The Audit Committee comprises of at least 3 Independent Directors, or as determined by the SEC, and consisting of the Chairman and respective Members, all of whom must possess all the required qualifications of being an Independent Director and able to render impartial judgments according to the assigned duties and responsibilities with full independence and in an equitable manner, as specified by the requirements of the SEC. Members of the Audit Committee must be knowledgeable and adequately experienced enough to carry out the required responsibilities as an Audit Committee member; whereby at least one member must be fully knowledgeable and well-experienced to review both the correctness and creditability of the Company's financial statements.
- In every meeting of the Audit Committee, there must be a not less than one half of all the Audit Committee members attending the meeting to constitute a quorum.
- A Member of the Audit Committee has a term of office of not more than 3 years or that which is equal to the remaining term of office as a member of the Board of Directors; whereby Members of the Audit Committee whose term of office has expired can be appointed as a Member again for another term. However, in the event that there is a vacancy in the Audit Committee, for any reason other than retirement due to the expiration of the term of office and retirement by rotation, then Company's Board of Directors will appoint a person possessing all the required qualifications to be a Member of the Audit Committee so that the Committee has the total required number of Members; whereby that replacement Member will be a member only for the remaining duration of the term of office of the Member being replaced.

5. The Director for internal Audit will be appointed concurrently as the Secretary to the Audit Committee, responsible for arranging and preparing for the meetings of the Audit Committee as well as coordinating all the required reports for submitting to the Board of Directors, investors, the Shareholders and the SET. The Secretary of the Audit Committee is required to attend all meetings of the Audit Committee but has not voting rights in any matters being considered and discussed; and is also able to propose that an assistant to the Secretary be appointed.
6. The Audit Committee is required to meet at least 4 times a year to review the financial statements, the internal controls system, the risks management system, compliance to all the legal and regulatory requirements of the SET and the Public Companies Act. Notifications of scheduled meetings must be made not less than 5 days before the scheduled date of the meeting with the scheduled dates are determined in advance for the year, whereby all Members of the Audit Committee are required to attend at least 3 out of the 4 of the scheduled meeting during the year.

The Nomination and Compensation Committee

The Nomination and Compensation Committee will comprises of at least 5 Members, of which not less one half must be Independent Directors or external Directors; with at least not less than one half of total number of Members, and inclusive of at least one Independent or external Director, attending the Committee Meeting to constitute a quorum.

A Member of the Nomination and Compensation Committee has a term of office of 3 years; whereby the term of office of a Member will be equal to the remaining term of office as a member of the Company's Board of Director, with Members being selected for appointment by the Board of Directors, and those Members retiring by rotation can be appointed for another term.

The Nomination and Compensation Committee is required to meet as necessary and appropriate to effectively discharge its responsibilities as required by the regulations relating to the Nomination and Compensation Committee but not less than once a year; whereby the Chairman of the Committee is responsible for sending out notification regarding details of the scheduled meeting, together with the agenda items to be considered and any relevant supporting documents, sufficiently in advance to enable Members to adequately review and prepare for the meeting, as well as for reporting the outcome of the Committee's meetings and activities to the Board of Directors after every meeting.

Names of the current Members of the Nomination and Compensation Committee are as follows:

- | | |
|------------------------------|----------|
| 1. Mr. Sudhitham Chirathivat | Chairman |
| 2. Mr. Vichien Tejapaibul | Member |
| 3. Mr. Bhisit Kuslasayanon | Member |
| 4. Mr. Prin Chirathivat | Member |
| 5. Mr. Norachit Sinhaseni | Member |

Duties and responsibilities of the Nomination Committee

1. Propose, to the Board of Directors for approval, policies relating to the selection and nomination of Company Directors, whereby the process as well as procedures needs to clear, equitable as well as appropriate and reasonable.
2. Propose, to the Board of Directions for consideration and approval, the selection and nomination of the Chief Executive Office of the Company, whereby the process as well as procedures needs to clear, equitable as well as appropriate and reasonable.

3. Review and propose, for approval by the Board of Directors, strategies and policies relating to the human resources matters that are appropriate for and in line with the business strategies and operations of the Company.
4. Select and nominate persons with the required credentials, moral ethics, and appropriate qualifications credentials for being appointed as Directors and/or the Chief Executive Officer of the Company, as applicable.
5. Review the composition, total number and experiences of Company Directors to be appointed, together with those qualified nominees to fill any vacancies that occur.
6. Oversee and ensure that effective succession plans are in place for the positions of Company Directors and Chief Executive Office.
7. Determine the terms and conditions of the employment contract for the position of the Company Directors and Chief Executive Officer of the Company together with the associated succession plans.

Duties and responsibilities of the Compensation Committee

1. Determine and submit to the Board of Directors for consideration and proposal for eventual by the Shareholders Meeting, the policies and appropriate structure relating to the compensation and benefits of Company Directors that are in line with the established business strategies and operations of the Company, whereby the process as well as procedures needs to clear, equitable as well as appropriate and reasonable.
2. Determine and propose, for consideration and approval by the Board of Directors, the policies and appropriate structure relating to the compensation and benefits of Chief Executive Officer that are in line with the established business strategies and operations of the Company, whereby the process as well as procedures needs to clear, equitable as well as appropriate and reasonable.
3. Recommend guidelines and process for payment of the compensation and benefits, both in the form of monies and in other forms, for the Board Directors, Members of Board Committees established by the Board, as well as for the Chief Executive officer of the Company.
4. Review and assess that the composition, structure and amount of compensation to be adopted are in line with the current market environment together with being appropriate for the business operations of the Company as well as required activities and performance outputs of the Company Directors and the Chief Executive Officer.
5. Oversee and ensure that the Company Directors and the Chief Executive Officer receive the appropriate compensation and benefits package commensurate with the expected duties and responsibilities towards the Company.
6. Determine the performance evaluations process and procedures for Company Directors as well as the Chief Executive Officer that will facilitate the review and required annual compensation increase taking into consideration the required duties and relevant risks as well as giving importance to the long term value added to the to the overall Shareholders equity in the long term.
7. Review and submit, for consideration and approval by the Shareholders Meeting, the proposed annual compensation package to be adopted for Company Directors.

Risks Management and Governance Committee

The name of the current members of the Risks Management and Governance Committee are as follows:

- | | |
|---------------------------------|-----------------|
| 1. Mr. Sudhitham Chirathivat | Acting Chairman |
| 2. Mr. Prin Chirathivat | Member |
| 3. Mr. Thirayuth Chirathivat | Member |
| 4. Dr. Ronnachit Mahattanapruet | Member |
| 5. Mr. Nath Vongpanich | Member |

The Corporate Risks Management and Governance Committee

A Risks Management and Governance Committee at the corporate level has been established, with the approval of the Company's Board of Directors, comprising of Independent Directors together with representative of the Management Group and with an Independent Director as the Chairman of this Committee. The Committee required to meet at least 4 times a year and having the following responsibilities:

Risks Management Activities

1. Responsible for reviewing the policies, strategies and relevant organization structure relating to overall management of risks, together with undertaking appropriate activities to ensure that the proposed strategic plans conform to the established acceptable levels of risks (or risks appetite) of the Company as well as to the requirements of all Stakeholders.
2. Support the overall operational activities of the respective risks management committees at the various operating levels.
3. Monitor and evaluate the effectiveness and efficiency of the overall risks management activities within the Company.
4. Understand and able to assess the various potential risks that may negatively affect the achievement of the established objectives and goals of the organization, as well as ensure that such risks have been managed in an effective manner so that they are at the level of risks acceptable for the Company.
5. Make recommendations regarding as well as and give concurrence to various risks management measures within the organization.

Governance Activities

Define as well as review relevant policies, guidelines and operating procedures to conform to the principles and practices of good corporate governance. Hold meetings to monitor the progress made with regard to planned good corporate governance practices; together giving necessary support, as required, to the corporate governance working group, as well as reviewing and evaluating internal activities based on the principles of good governance so that recommendation for improvements to specific issues can be made.

Sustainable Development Activities

Determining the policies, objectives and goals relating to sustainable development of the company's businesses. Drive the establishment and implementation of various policies and activities relating to Corporate Social Responsibility (CSR) with regards to the economy, society and environment, including health and safety standards internally throughout the Company.

Overseeing and ensuring that information disclosures on sustainable development made to all Stakeholders groups are accurate, correct and comprehensive.

This Committee should also represent the Company, with regard to the Management group, staff and employees, and any external parties, in communicating about as well as the implementation of any activities relating good corporate governance.

7.4 Management information

As of December 31, 2020, the Company's management has 11 persons as follows:

Name List		Position
1	Mr. Thirayuth Chirathivat	Chief Executive Officer Member of Risk Management and Corporate Governance Committee
2	Mr. Timothy Markland Blaiklock	Deputy Chief Executive Officer
3	Dr. Ronnachit Mahattanapreut	Member of Risk Management and Corporate Governance Committee Senior Vice President - Finance & Administration Company secretary
4	Mrs. Supatra Chirathivat	Senior Vice President - Corporate Affairs & Social Responsibilities
5	Mr. Andrew Frederick Langston	Senior Vice President - Business Development
6	Mr. David Robert Good	Vice President - Operations
7	Mr. Thirakiati Chirathivat	Vice President - Procurement
8	Mr. Thomas Roger Thrussell	Vice President - Brand, Marketing & Digital
9	Mr. Adrian Hardwick-Jones	Vice President - Design & Technical Services
10	Ms. Rujapa Hamnilrat	Vice President - Human Resources
11	Ms. Tabatha Kristen Ramsay	Vice President - Commercial

REMUNERATION OF THE DIRECTORS AND MANAGEMENT

Central Plaza Hotel Public Company Limited specifies policy for fair and reasonable remuneration of directors, which has been considered by The Nomination and Compensation Committee. The Committee takes into consideration of role and responsibilities, the Company's performance and be comparable to the same or related type of business which is compatible with the Company. The budget for the year 2020 was not exceeding amount of Baht 8,000,000, was approved by the Annual General Meeting of Shareholders, as follows:

Monetary Remuneration

Type of Remuneration	Amount (Baht)
1. Quarterly Retainer (Baht/Quarter)	
- Chairman	100,000
- Chairman of Audit Committee	70,000
- Director	60,000
2. Meeting Fee for Board of Directors (Baht/Meeting)	
- Chairman	35,000
- Director	30,000
3. Meeting Fee for Executive Director (Baht/Meeting)	
- Chairman	35,000
- Director	30,000
4. Meeting Fee for Audit Committee (Baht/Meeting)	
- Chairman of Audit Committee	40,000
- Member of Audit Committee	30,000
5. Meeting Fee for Nomination and Compensation Committee (Baht/Meeting)	
- Chairman of Nomination and Compensation Committee	35,000
- Member of Nomination and Compensation Committee	30,000
6. Meeting Fee for Risk Management and Corporate Governance Committee (Baht/Meeting)	
- Chairman of Risk Management and Corporate Governance Committee	35,000
- Member of Risk Management and Corporate Governance Committee	30,000

Total remuneration of directors in form of director fees and meeting fees paid by Central Plaza Hotel Public Company Limited was amount of Baht 6,155,000. The details of the meeting attendance and remuneration in 2020 as follows:

	Name	Position	Meeting Attendance (Meeting)				Total Remuneration (Baht/annum.)
			Board of Director	Audit Committee	Nomination and Compensation Committee	Risk Management and Corporate Governance Committee	
1	Mr. Suthikiati Chirathivat	Chairman of The Board	5/5				575,000
2	Mr. Suthichai Chirathivat	Vice Chairman	5/5				390,000
3	Mr. Bhisit Kuslasayanon	Independent Director	5/5				390,000
		Member of Audit Committee Chairman		7/7			210,000
		Member of Nomination and Compensation Committee			2/2		60,000
4	Miss Sopawadee Lertmanaschai	Independent Director	5/5				430,000
		Chairman of Audit Committee		7/7			280,000
5	Mr. Vichien Tejapaibul	Independent Director	5/5				390,000
		Member of Audit Committee		7/7			210,000
		Member of Nomination and Compensation Committee			2/2		60,000
6	Mr. Gerd Kurt Steeb	Independent Director	5/5				390,000
7	Mr. Sudhitham Chirathivat	Director	5/5				390,000
		Chairman of Nomination and Compensation Committee			2/2		70,000
		Member of Risk Management and Corporate Governance Committee				4/4	120,000
8	Mr. Prin Chirathivat	Director	4/5				360,000
		Member of Nomination and Compensation Committee			2/2		60,000
		Member of Risk Management and Corporate Governance				4/4	120,000

	Name	Position	Meeting Attendance (Meeting)				Total
			Board of	Audit	Nomination and	Risk Management	
			Director	Committee	Compensation	and Corporate	
				Committee	Governance	Remuneration (Baht/annum.)	
				Committee	Committee		
9	Mr. Sudhisak Chirathivat	Committee					
10	Mr. Norachit Sinhaseni ^{/1}	Director	5/5			390,000	
		Independent Director	5/5			390,000	
		Member of Audit Committee Chairman		5/5		150,000	
		Member of Nomination and Compensation Committee		1/1		30,000	
11	Mrs. Chintana Boonyarat ^{/2}	Director	2/2			180,000	
12	Mrs. Sirikate Chirakiti ^{/3}	Director	1/2			150,000	
13	Mr. Thirayuth Chirathivat	Chief Executive Officer	5/5			240,000	
		Member of Risk Management and Corporate Governance					
		Committee			4/4	120,000	
		Total				6,155,000	

^{/1} The Board Meeting No.4/2020 passed a resolution to appoint Mr. Norachit Sinhaseni to be a Member of Audit Committee, Member of Nomination and Compensation Committee effective from 26 February 2020.

^{/2} The 2020 Annual General Meeting of Shareholders passed a resolution to appoint Mrs. Chintana Boonyarat to be a director, effective June 30, 2020.

^{/3} The 2020 Annual General Meeting of Shareholders passed a resolution to appoint Mrs. Sirikate Chirakiti to be a director, effective June 30, 2020.

Management Remuneration:

For the remuneration of the management, Company bases its decisions on fairness and suitability for their responsibilities proportionally to company performance and comparison with pay rates of industry peers.

In addition, it takes into account individual performance outcomes against their goals in line with vision, mission, and annual strategic plans so as to drive the CEO's and the management's long-term contribution to organizational stability and growth. Below are the details.

Remuneration for CEO: The Nomination and Remuneration Committee and the Board of Directors evaluate the performance of the CEO annually to set appropriate remuneration in form of salary and bonuses.

Remuneration of Senior Management: Each year the CEO assesses the performances of individual members of senior management, the outcomes of which support decisions on their remuneration (salaries and bonuses).

The total remuneration paid to the management for 2020 are as follows

Salaries and Bonuses paid to 11 executive management team members in 2020 amounted to Baht 78,733,942

	Remuneration (Baht) Year 2020
salary	73,181,135
Other benefits	5,552,807
Total	78,733,942

Other Remunerations**(a) Meal allowance**

The company provides meal allowance's restaurant to Board of Director the amount of Baht 80,000 In 2020, The Board of Director consumed at the actual amount of Baht 498,842.74.

(b) Provident Fund

The Company automatically provides "Provident Fund" to all Thai employees who completed 6 months period of working. By this mean, the Company will deduct from the employee's payroll and the company contributes to the Fund at the same amount.

Service Years	% Employee contribution	Company contribution
6 months - 5 years	5 %	5 %
Over 5 years	10 %	10 %

And in the event that the employee terminates the membership of the fund Employees will receive contributions as follows:

Service Years	Employee contribution	Company contribution
Over 1 year but less than 2 years	100 % + interest	25 % + interest
Over 2 years but less than 3 years	100 % + interest	50 % + interest
Over 3 years but less than 4 years	100 % + interest	75 % + interest
Over 4 years	100 % + interest	100 % + interest

7.5 Information about employees

Pay and Number of Employees

(1) The number of employees of the Company and its subsidiary updated on 31 December 2020 and 2019; the details are as follows.

COMPANY	Number of employees	
	As of 31 Dec. 2019	As of 31 Dec. 2020
CENTRAL PLAZA HOTEL PUBLIC COMPANY LIMITED		
Finance & Administrations	146	133
Sales & Marketing	105	82
Business Development	9	9
Project Management	14	14
Procurement	12	10
Human Resources	36	29
Internal Audit	14	13
Public Relations	30	21
F & B Service	279	178
Front Office	214	151
Engineering	30	23
Total	889	663
Number of employees of the subsidiary	14,900	11,916
Total	15,789	12,579

Note: The number of employees of a subsidiary, Central Restaurants Group Co., Ltd. is calculated by the combined average of full-time and full-time equivalent employees.

(2) Employee pay

In 2020, employee payments by the Company and its subsidiary consisted of salary, bonus, provident fund and so on, total up 3,709 million baht.

Significant change in the number of employee for the past three years

During 2018 to 2020 the subsidiary, Central Restaurants Group Co., Ltd. recruits more employees every year based on the number of new branches, but in 2020 the number of employees has decreased. Because the company was affected by the COVID-19 situation. It makes effective management of human resources to maintain the company's cash flow.

	2018	2019	2020
Number of branches	956	1,064	1,094
Number of employees *	10,472	10,784	8,851

Note: Combined average of full-time and full-time equivalent employees

Significant Labor Controversy for the Past Three Years

During 2018 to 2020, the Company had no significant labor controversy; “significant” indicates more than five percent of the Company’s shareholders ratio.

Policy on Personnel Development

The company has a policy on personnel development by offering both short-term and long-term plans for personnel potential development continuously. That is, the Company provides training for enhancing skills, capacity, and learning to employees of all levels, consideration to get promoted to other internal positions, and inter-affiliated company transfer of employees based on their individual capabilities.

Policy on Employee Pays

The Company has a policy on employee pays in accordance with the Company’s operating results both in short-term and long-term and minimum wage adjustment by law.

7.6 Other important information**Company Secretary**

The Company has assigned that the Company Secretary with the following duties:

1. Prepare and maintain for safe-keeping all documentations relating to the Board of Directors and Shareholders, namely: Directors register, Letters of Notifications for Board Meetings and Shareholders Meetings; Minutes of Board Meetings and Shareholders Meetings, as well as the Annual Reports and Quarterly Financial Statements of the Company.
2. Maintain reports relating to declarations of vested interests submitted by Directors and members of Management of the Company.
3. Advise Directors on the relevant applicable laws and regulations relating to the required activities and responsibilities of Directors.
4. Undertake other activities as assigned by the Board of Directors

The Board of Directors has appointed Dr. Ronachit Mahatthana Pruet. He has been the company secretary since June 2000.

The qualifications of the person who are the company secretary are shown in Attachment 1

Name	Dr. Ronnachit Mahattanapreut
Position	<ul style="list-style-type: none"> • SVP , Finance and Administration and Corporate Secretary
Age	<ul style="list-style-type: none"> • 64 yrs
Academic qualifications	<ul style="list-style-type: none"> • Ph. D Business Administration, Suan Dusit Rajaphat Univeristy • Masters of Business Administration, Thammasart University • Bachelor of Accountancy, Thammasart University
Attended Courses and programmes at the Thai Institute of Directors (IOD)	<ul style="list-style-type: none"> • Certificates from courses attended from the Thai IOD
Professional experience	<ul style="list-style-type: none"> • Director for Finance and Strategic Planning, Prasit Pattana plc. • Ex-Director of small business credit Insurance • Ex-Audit Committee of credit insurance.
Other positions	<ul style="list-style-type: none"> • Director of Asia Wealth Securities Co., Ltd. • Director of Asia Wealth Holding Co., Ltd.

The company has assigned Mr. Phakdee Onnipa to take the position of Internal Audit Supervisor. To supervise the compliance with the rules of the government agencies that oversee the business of the company

Name:	Mr. Pakdee Onnipa
Position	Internal audit director
Age	53 years
Academic and relevant training & development qualifications	<ul style="list-style-type: none"> • Risk Based Audit, Operational Auditing, Remote Auditing, The role of IT auditor with PDPA, Risk management in crisis situations (by IIAT) • IT Auditing, Fraud risk and control in the new normal age, Anti-Money Laundering Act (by FAP) • Shadow IT, Internal audit management in the new normal (by SET) • Personal Data Protection Act, Computer – Related Crime Act (by TLCA) • Fraud & cyber security insight (by KPMG) • Fraud Auditing (by P&D Training) • Fraud Prevention for Management, Tax Strategies & Tax Planning for Hotel Business (by Dharmniti)
Professional Experience	<ul style="list-style-type: none"> • 1997 - Present: Internal audit director of Central Plaza Hotel Public Company Limited • 1995 - 1997: Internal Audit Manager of Phatraprasit Holding Co.,Ltd. • 1992 - 1997: Internal Audit Manager of S.Khonkaen Foods Public Company Limited.

Investor Relations (IR)

The Board of Directors is fully aware that disclosure of information accurately, completely transparently, and thoroughly is important to the decision of investors and shareholders. Therefore, the company has established the Investor Relations Department to be responsible for disclosing financial and non-financial information and building a good relationship with analysts, investors, shareholders, and the general public. The company discloses the information via diverse channels such as The Stock Exchange of Thailand (SET), The Securities and Exchange Commission, Thailand (SEC), Newspapers, Press Releases, and the company's Investor Relations website (<https://investor.centarahotelsresorts.com>), which the information is regularly updated both in Thai and English.

The information includes:

- Corporate information such as group history, nature of business, vision, and mission, and organization chart
- Financial information, historical 5 years performance
- Stock information and investment calculator
- Publications such as an annual report (Form 56.2), Form 56-1, Management Discussion & Analysis (MD&A)
- Newsroom including SET announcement, news clippings, and press release
- Shareholder information such as notices to shareholders' meetings, minutes of shareholders' meetings, and historical dividend payment
- Debenture information and credit rating
- Analyst coverage
- Webcast and presentation slides

The company presents regularly updated performance, business plan, and outlooks to analysts, domestic and international investors through Investor Relations activities, which are the analyst meetings, roadshows, conference calls, and attendance to opportunity days hosted by the Stock Exchange of Thailand and company visits. However, according to a pandemic of coronavirus Investor Relations activities shifts to virtual meetings rather than face-to-face meetings as usual.

Additionally, The company sets a silent period to analysts and investors of 14 days before submitting quarterly financial results to SET in order to avoid unfair release of information.

The key Investor Relations related activities in 2020 as follows:

Activities	Number of meetings	Number of companies/investors
Analyst meetings	4	211
Company Visits	4	4
Face-to-face Roadshows/ Virtual Roadshows	30	315
Opportunity days	4	NA
E-mails/ Calls	9.3 times/week	-

Interested investors may contact Investor Relations for additional information at 66(0) 2769 1234 ext 6640 or E-mail: ir@chr.co.th.

AUDITOR'S FEE

Audit fee of the Company and its subsidiaries had been paid for audit firm that the auditor work for, person or companies who related to the auditor and audit firm shows the following detail:

	2019	2020
Audit Fee	12,192,165	11,690,009
Non-Audit Fee	- 0 -	- 0 -

8. REPORT ON CORPORATE GOVERNANCE

8.1 Summary of the Board's Performance in the past year

8.1.1 Nomination, Development and Evaluation of the Board's Performance

In 2020, the Nomination and Compensation Committee considering and recruiting qualified candidates for directorship and submitting them to the Board of Directors and Shareholders' meetings for their consideration and nomination to replace the directors retired by rotation in 2020. The Company offered minor shareholders a chance to nominate directors since October 1, 2019 to February 1, 2020. Since no such nomination emerged. The Committee recommended that the retired directors who finished their terms in 2020 should be reappointed to another term and proposed 1 new director. The 2020 AGM approved every nominated director.

The Board Directors due to retire by rotation for another term, namely:

- | | | |
|----|---------------------------|--|
| 1. | Mr. Suthichai Chirathivat | Vice Chairman; |
| 2. | Mr. Norachit Sinhaseni | Independent Director1 / Member, Audit Committee/
Member Nomination and Compensation Committee; |
| 3. | Mr. Thirayuth Chirathivat | Director / Member, Risk Management and Corporate
Governance Committee; and Chief Executive Officer; |

as well as the proposed election of 2 additional new Board Directors as follows:

- | | |
|----|-------------------------|
| 1. | Mrs. Chintana Boonyarat |
| 2. | Mrs. Sirikate Chirakiti |

Training and Seminars of the Board

In supporting Board members' continual knowledge enhancement and the sharing of experience gained from their discharge of duties as a Board and/or sub-committees' member, the Company Secretary keeps them informed about upcoming seminars and training courses dedicated to directors, as well as coordinating and facilitating their attendance.

Details of the Board of Directors' training and seminars in 2020 are as follows:

Name	Training Courses
Mr. Norachit Sinhaseni	Advanced Audit Committee Program (AACP) Director Certification Program (DCP) Role of Chairman Program (RCP)
Mrs. Sirikate Chirakiti	Director Certification Program

Schedule of training sessions and seminars organized by the Thai Institute of Directors Association (IOD) of the Board are as follows

No.	course	Mr. Suthikiati Chirathivat	Mr. Suthichai Chirathivat	Mr. Bhisit Kuslasayanon	Miss Sopawadee	Mr. Vichien Tejapaibul	Mr. Gerd Kurt Steeb	Mr. Sudhitham Chirathivat	Mr. Prin Chirathivat	Mr. Sudhisak Chirathivat	Mr. Norachit Sinhaseni	Mrs. Chintana Boonyarat	Mrs. Sirikate Chirakiti	Mr. Thirayuth Chirathivat
1	Advanced Audit Committee Program (AACP)								●		●			
2	Audit Committee Program (ACP)				●				●					
3	Anti-Corruption for Executive Program (ACEP)													
4	Chief Financial Officer (CFO)								●					
5	Corporate Governance for Capital Market Intermediaries (CGI)								●					
6	Director Accreditation Program (DAP)	●	●			●			●	●				
7	Director Certification Program (DCP)				●			●	●	●	●	●	●	●
8	Monitoring the Internal Audit Function (MIA)								●					
9	Monitoring the System of Internal Control and Risk Management (MIR)								●					
10	Monitoring Fraud Risk Management (MFM)								●					
11	Monitoring the Quality of Financial Reporting (MFR)								●					
12	Role of Chairman Program (RCP)		●						●		●	●		
13	Successful Formulation and Execution of Strategy (SFE)				●									
14	Finance for Non-Finance Director (FND)					●								

The board's self-evaluation

1. Board's Self-evaluation Form

• Method

CENTEL Board's Self-evaluation Form applies SET's evaluation approach to suit the characteristics and structure of the Board of Directors. The results are key factors for the enhancement of directors' performance and related duties. The evaluation form consists of two key components:

Component I The Board evaluates the scores given to the following six aspects of its operation:

- 1) Board structure and qualifications
- 2) The roles, duties, and responsibilities of the Board
- 3) Board meetings
- 4) Board performance
- 5) Relationship with management
- 6) Director's self-improvement and executive development.

Component II The Board gives its opinions and suggestions or identifies special issues of interest about its performance or different aspects of CENTEL's operation.

• Procedure

At the end of each year, the Company Secretary will send a self-evaluation form to every director, collect the completed forms, prepare a summary report, and submit it to a Board meeting as an agenda item for acknowledgment and discussion. This year the Board also commented on the promotion of CENTEL's leadership image and corporate governance, including social responsibility programs and anti-corruption practices.

2. Director's Self-evaluation Form

• Method

Designed to assist each director in reviewing and enhancing his/her performance, this evaluation form fully aligns with the Board's legal obligation, CENTEL Director's Charter and Code of Conduct, and the best-practice guidelines of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), by focusing on:

- 1) Director's code of conduct and performance
- 2) Strategic formulation, supervision, and monitoring of CENTEL's operation
- 3) Responsibilities toward stakeholders.

• Procedure

At the end of each year, the Company Secretary will send a self-evaluation form to every director, collect the completed forms, prepare a summary report, and submit it to a Board meeting as an agenda item for acknowledgment and discussion.

3. Subcommittee's Self-evaluation Form

All subcommittees including 1) Audit Committee, 2) Nomination and Remuneration Committee, and 3) Risks Management and Governance Committee must undertake annual self-evaluation, the outcomes of which are applied to boost their input to supporting CENTEL committees' work and each dimension of its business operation.

The “excellent” outcome of the Board and Individual Director performance assessment this year can be summarized as follows:

Evaluation	Outcome (%)
The Board of Directors (full board)	92.48%
The Board of Directors (individual)	92.57%

Evaluation of the CEO’s performance

• Method

Based on SET’s evaluation approach, the CEO evaluation form consists of two key components: Component I Evaluation of the 8 following aspects of CEO’s performance:

- 1) Strategic planning
- 2) Leadership
- 3) Financial results
- 4) Management of operations
- 5) Management development and Succession plan
- 6) Human Resources
- 7) Communications
- 8) Board Relations

Component II CEO development: Under this component, CEO’s strengths are identified, including other aspects that should be further developed, with additional opinions provided by the Board.

• Procedure

The CEO participates in the process of setting his own performance targets and acknowledges the targets approved for the year. At the end of each year, the Company Secretary will distribute a CEO evaluation form to all directors and the CEO for self-evaluation. The completed forms will then be compared, and the information acquired from the comparison will be used for the CEO’s further career development. The Company Secretary will collect all the information and prepare a summary report, which will be submitted to the Nomination and Remuneration Committee and the Board for the consideration of the CEO’s future compensation. The outcomes of the evaluation for 2020 averaged 75%, rated as “Fair”.

8.1.2 Attendance at meeting of individual committees

As of December 31, 2020, the Board of Directors consists of 13 directors as follows:

	Name	Position	Meeting attendance
1	Mr. Suthikiati Chirathivat	Chairman of The Board	5/5
2	Mr. Suthichai Chirathivat	Vice Chairman	5/5
3	Mr. Bhisit Kuslasayanon	Independent Director	5/5
		Member of Audit Committee	7/7
		Member of Nomination and Compensation Committee	2/2
4	Miss Sopawadee Lertmanaschai	Independent Director	5/5
		Chairman of Audit Committee	7/7
5	Mr. Vichien Tejapaibul ^{/4}	Independent Director	5/5
		Member of Audit Committee	7/7
		Member of Nomination and Compensation Committee	2/2

Name		Position	Meeting attendance
6	Mr. Gerd Kurt Steeb	Independent Director	5/5
7	Mr. Sudhitham Chirathivat	Director	5/5
		Chairman of Nomination and Compensation Committee	2/2
		Member of Risk Management and Corporate Governance Committee	4/4
8	Mr. Prin Chirathivat	Director	4/5
		Member of Nomination and Compensation Committee	2/2
		Member of Risk Management and Corporate Governance Committee	4/4
9	Mr. Sudhisak Chirathivat	Director	5/5
10	Mr. Norachit Sinhaseni ^{/1}	Independent Director	5/5
		Member of Audit Committee	5/5
		Member of Nomination and Compensation Committee	1/1
11	Mrs. Chintana Boonyarat ^{/2}	Director	2/2
12	Mrs. Sirikate Chirakiti ^{/3}	Director	1/2
13	Mr. Thirayuth Chirathivat	Chief Executive Officer	5/5
		Member of Risk Management and Corporate Governance Committee	4/4

^{/1} The Board Meeting No.4/2020 passed a resolution to appoint Mr. Norachit Sinhaseni to be a Member of Audit Committee, Member of Nomination and Compensation Committee effective from 26 February 2020.

^{/2} The 2020 Annual General Meeting of Shareholders passed a resolution to appoint Mrs. Chintana Boonyarat to be a director, effective June 30, 2020.

^{/3} The 2020 Annual General Meeting of Shareholders passed a resolution to appoint Mrs. Siriket Chirakiti to be a director, effective June 30, 2020.

^{/4} Mr. Vichien Tejapaibul resigned from Member of Audit Committee effective from 1 January 2021.

8.1.3 Governance of Subsidiary and Joint Venture

Regarding the operational governance of subsidiary and joint venture, the Company delegates a Director or Executive as its representative to set a policy and business operation conforming to the holding company's policy. Also, in the best interests of a particular subsidiary and joint venture, the administrative delegation is within the purview of executive authority for operational ability within the authorised scope in order to protect the best interests of the company and to report directly to the executive authority provided that major transactions are to be reported to request the Board of Directors approval.

The Company has set a policy on disclosure of assets acquisition and disposition, connected transactions between companies, its subsidiary and joint venture and other listed companies according to the Stock Exchange of Thailand announcement, and on governance of subsidiary financial statements so that the Company can duly collect and prepare the consolidated financial statements.

8.1.4 Follow-up to Practice Compliance with Policies and Regulations of Corporate Governance

(1) Prevention of Conflicts of Interest

The Company has as a core policy to operate its business in an honest, open and equitable manner as well as with integrity and full transparency, through requiring that all Directors, members of Management and Staff to strictly observe and adhere to these regulations:

- Not allowed to undertake or be involved any business that is in direct competition with that of the Company. Avoid undertaking any connected transactions in which they are directly involved or that is related to other individuals/legal entities that may then result in a possible conflict of interests with the Company.
- The Board of Directors is responsible for overseeing and ensuring that the Company operates its business strictly according to required procedures relating to undertaking connected transactions and associated information disclosures, and in full compliance with the relevant applicable laws and regulations by the regulatory organizations.
- In the event that any connected transactions need to be undertake, it must based on the applicable normal business conditions, as well as be in accordance with the established and approved conditions of the Board of Directors, and in a transparent and equitable manner as if the transaction is made with an outside party, keeping in mind the best interests of the Company.
- Directors are not allowed to participate in the consideration and approval of a proposed transaction in which they have a conflict of interests.
- In the event that a proposed connected transaction is not in accordance with the established and approved conditions of the Board of Directors and which will result in a conflict of interest, then it must be reviewed and concurred to by the Audit Committee before being submitted for consideration and approval by the Board of Directors and/or the Shareholders Meeting (as applicable).

In the previous year, the Company has checked certain cases that might have caused the following conflict of interest and found no action opposing the conflict of interest prevention set by the Company.

(2) Insider Trading

The Company has set policies and procedures regarding supervision of its executives in insider trading in accordance with the Good Corporate Governance Principles as follows.

1. The Company has informed the executives at all levels of their duty to report the holding of securities of themselves, their spouses, and minor children and to report the changes in their holding of Company's securities to the Securities and Exchange Commission in accordance with Section 59, Criminal Penalty Section 275 of Securities and Exchange Act B.E.2535, and regulations of the Stock Exchange of Thailand. Additionally, the executives are prescribed to report the changes in their securities holding to the Securities and Exchange Commission within three days after the date of transaction.
2. The Company has set the regulation on employee operations for non-disclosure or exploitation of any Company's confidential information, confidentiality, and measure against the misuse of authority or insider trading; the Company will impose the maximum penalties to those executives who have abused the insider information causing reputation and financial damage to the Company.
3. The Company's policy forbids Directors and Executives manipulation of non-public insider information to benefit themselves or others including the Company's securities trading in which Company's Directors, Executives and employees, under the insider information access units are prohibited from the Company's securities trading or transfer within the period of one month prior to and after the public dissemination date of financial statements.

The previous year, Directors and Executives have conducted three securities trading transactions in total; the audit showed accuracy and completion. Besides, the Company has informed all Directors and Executives of the importance and regular reporting process of their securities holding to the Securities and Exchange Commission to raise their awareness and to complete the report within the time limit.

(3) Anti-Corruption

Central Plaza Hotel Public Company Limited is still intent on and continues to be fully committed to operate its businesses in a transparent and honest manner. It is also the Company's responsibility to ensure sustainable business practices covering economic, social and environmental dimensions are in place. The Company recognizes that corruption is a major obstacle as it negatively impacts business operations, reputation and image. As corruption is a systematic problem, cooperation from other sectors in society as a whole is required.

In the capacity of being part of society and in the hope that Thailand will be rid of all forms of corruption, the Company has since participated in the Private Sector Collective Coalition Against Corruption (CAC), a project driven by the Institute of Directors Association (IOD), responsible for formulating rules, under the review of the Chairman of the Independent Audit Committee. The Company will continue to be certified by the CAC Board as a business operator with anti-corruption policies and practices in place, in accordance with the criteria set by the Board of Directors with a mission to continue to perform with integrity in ethical business practices and in supporting fair business competition, as well as taking part in resolving the national corruption dilemma.

The company became a member of the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) which is a project under the Thai Institute of Directors (IOD), Thai Chamber of Commerce, Foreign Chamber of Commerce, Thai Listed Companies Association, Thai Bankers Association, Federation of Thai Capital Market Organizations, The Federation of Thai Industries, and the Tourism Council of Thailand on 1 September 2011 and passed the evaluation of the Committee of Thailand's Private Sector Collective Action Coalition Against Corruption to officially become a member of Thailand's Private Sector Collective Action Coalition Against Corruption on 22 April 2016 and the membership was renewed on 5 August 2019.

(4) Whistleblowing

Submitting information or complaints under the 'whistle-blower program'

In the event that the various Stakeholders are suspicious of or come across any alleged breach or acts of non-compliance to the established anti-corruption policy as well as the associated measures and operating guidelines relating to preventing corruption and the code of business ethics for Board Directors, Management and Staff of the Company, they have the duty to inform, in a confidential manner, through the following established channels of communications:

- Office of the Secretary of the Audit Committee

Telephone (02) 769-1234 Extn 6658

Email whistleblower_centel@chr.co.th

Postal Address the Audit Committee

Central Plaza Hotel Pcl.

999/99 Rama 1 Road, Pathumwan, Pathumwan; Bangkok 10330

- Office of the Company Secretary

Telephone (02) 769-1234 Extn 6131

Email co.secretary_centel@chr.co.th

Postal Address Office of the Company Secretary

Central Plaza Hotel Pcl.

999/99 Rama 1 Road, Pathumwan, Pathumwan; Bangkok 10330

Last year, no whistleblowing and complaint about fraud or violation of the policy on Company's corporate governance was found. In addition, the Company has encouraged all employees and executives to join an online course on work ethics, and anti-fraud and corruption in order to emphasize the significance of anti-fraud and corruption.

9. INTERNAL CONTROL AND CONNECTED TRANSACTIONS

9.1 Internal Control

The Company has arranged to establish the Audit Committee to be responsible for reviewing the adequacy and appropriateness of the existing internal control system covering from employee level to management level. Furthermore, the scope of authority, duty, and responsibility of each executive has been clearly determined to prevent damage resulting from unlawful or unauthorized use of the Company's assets.

The Audit Committee is responsible for overseeing and reviewing the efficiency, adequacy, and appropriateness of the internal control system covering all aspects. In the event substantial errors or unusual activities have been detected, the Board of Directors must be immediately notified for improvement and correction in a timely manner.

At the meeting of the Board of Directors which was joined by all members of the Audit Committee, an evaluation form for assessing the adequacy of the internal control system of the Company was developed. This evaluation form covers five key aspects including organization and environment, risk management, management operations control, information system and data communication, and tracking system. The Board of Directors acknowledged the opinions of the Audit Committee which aligned with that of the Auditor's by stating that the internal control system of the Company is adequate and appropriate and capable of preventing potential damages that may occur on the Company's assets as a result from unlawful or unauthorized use of such assets. In the past years, there has been no report of any defects in the existing internal control system that may significantly impact the opinion of the Auditor in the financial statement.

Furthermore, the internal control concerning accounting aspect of the Company, the Auditor has studied and assessed its efficiency whereby no substantial defects that may significantly impact the Auditor's opinion in the financial statements as of 31 December 2020 and 31 December 2019 can be detected.

9.2 Connected Transactions

Summary of connected transactions the Company and its subsidiaries undertook with parties who may have potential conflict of interest

As of December 31, 2020 the Company and its subsidiaries undertook various connected transactions with related companies and/or other parties who may have potential conflict of interests, whereby these are considered normal commercial transactions and have been approved as "connected transactions" within the normal operational authorization procedures of the Company. Details are as shown on the attached document.

Procedures and Process in Approving Connected Transactions

As a listed company on the Stock Exchange of Thailand (SET) since 1990 (BE 2533), we have always been appreciative and aware of the need for full and transparent disclosure of any information as well as activities regarding any connected transactions. The Board of Directors and the Audit Committee have ensured that all connected transactions are in compliance with relevant rules and regulations, including determining clear policies for undertaking connected transactions, considering the prices and conditions to ensure they align with normal business practices, and preparing summary of connected transactions to keep the Audit Committee informed. All connected transactions are approved in compliance with the criteria of the Securities and Exchange Commission and are disclosed to the Stock Exchange of Thailand.

As for any connected transactions that may take place in the future, the Company has instructed that the Audit Committee undertake a review and approve all such transactions, which must be undertaken only as necessary and with all reasonableness, whereby any payments received from or to related parties must be accordance with standard market practices as well as must be equitable to all parties concerned and fully transparent.

Policies or Tendency for Undertaking Connected Transactions

The Company has a policy to undertake commercial transactions with related parties who may be a potential conflict of interest that are only part of the normal business activities of the Company, whereby it is required that all such transactions be undertaken within normal accepted business practices and at commercial terms that are no different than those transactions undertaken with outside third parties.

At the meeting of the Board of Directors, specific policies and procedures have been established for the approval of such connected transactions, whereby they must follow the normal approval process as used for any other business transactions – except that those directors or executives who themselves (or who are related to those who are involved in the transaction being considered for approval) must not approve such transactions. In the event that such the transaction comes up for consideration, full disclosure of their involvement must be made to the Board for review and such Directors or Executives will have no right to exercise their approval accordingly. The Board must also comply with all the legal requirements of the Securities Laws and the SET as well as with the regulations, announcements and instructions or procedures of SET.

Thus, in undertaking a connected transaction by the Company with a party who may have a potential conflict of interest or who may have some other vested or possible conflict of interest in the future, the Company requires that the Audit Committee must give its opinion as to the necessity and appropriateness of such transaction. Should the Audit Committee not have the specific expertise in reviewing any such possible connected transaction, the Audit Committee must get an independent expert or the external auditor of the Company to give their opinion on that transaction, which will then be used as part of the decision-making process of the Audit Committee or the shareholders, depending on the case, in approving that connected transaction accordingly.

In disclosing a connected transaction, the Company must comply with all legal requirements of the Securities Laws and the SET as well as with the regulations of the SET together with the required general accounting practices with regards to the disclosure of details concerning any related parties or businesses.

Related Companies	Transaction Details	(Baht Million)			Facts and Reasons
		Year 2018	For the Year 2019	Year 2020	
1. Thai Business Fund 4 Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Thai Business Fund 4 has Central Pattana plc. & Subsidiary Companies owning 30% of the total investment Units (or 100% of the Investment Units Type C (owner type); whereby the Chirathivat Group is the majority shareholders in Central Pattana plc.	A Subsidiary Company, Central World Hotel Co., Ltd. (CGCW), subleased land and buildings relating to the hotel facilities from Thai Business Fund 4 in order to operate its hotel and associated business activities, with CGCW paying the leasehold rights fees in advance as well as annual rental fees payable to the Thai Business Fund throughout the term of the lease.	15.75	37.50	15.31	At the AGM 1/2004 considered the matter, with the opinion that the proposed transaction was reasonable and for the best benefit of the Company; whereby the proposed charges are in line with market rates as well as normal terms and conditions.
	A Subsidiary Company, Central Restaurants Group Co., Ltd. (CRG) rents retail space within the Central World from the Central World Co., Ltd. for use in its restaurants and retail food services businesses with rental fees paid in advance and the monthly services fees (calculated on a so.m basis) payable. The rental fees, payable in advance to the Thai Business Fund 4 are based on rental rates that are clearly defined.	21.33	22.29	4.52	
2. Central Department Store Co., Ltd. Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Common Directors	A Subsidiary Company, Central Sukhontha Hotel Co., Ltd. (CSH), has executed a space rental and services agreement with the Central Department Store Co., Ltd. (Hat Yai branch) with a 30 year term; whereby the Central Department Store Co., Ltd. (Hat Yai branch) rents part of the CSH facilities and buildings to operate a shopping complex with CSH receiving both rental and service fees in advance.	32.44	30.85	20.07	The Audit Committee reviewed the matter and is of the opinion that : both the proposed rental and service fees are in line with market rates, with clearly defined rental fees and agreement terms; and that the proposed transaction is reasonable.
	Central Plaza Hotel plc. and subsidiary companies purchase goods from the Central Department Store Co., Ltd. in providing services to its hotel guests.	0.62	0.70	0.51	
	Central Plaza Hotel plc. (CGLB) rent space from Central Department Store Co., Ltd. The rental rate is calculated on percentage of service income which is the same rate to other customer. The agreement is clearly defined the share of income and agreement term.	1.67	0.71	0.00	
	A Subsidiary Company, Central Restaurants Group Co., Ltd. (CRG) rents retail space within the Central World from the Central Department Store Co., Ltd. for use in its restaurants and retail food services businesses. The rate of rental and service charges are calculated on a so.m basis per month (Or as a percentage of sales) which have a clearly defined rental fees and agreement term.	12.19	16.21	10.89	The Audit Committee reviewed the matter and is of the opinion that : both the proposed rental and service fees are in line with market rates, with clearly defined rental fees and agreement terms; and that the proposed transactions are reasonable with maximum benefits for the Company.
	The Central Plaza Hotel plc. provides F & B services to the Central Department Store Co., Ltd.	0.20	0.65	0.89	
					The Audit Committee reviewed the matter and is of the opinion that : both the proposed rental and service fees are in line with market rates, with clearly defined rental fees and agreement terms; and that the proposed transactions are reasonable with maximum benefits for the Company.
3. Tiang Chirathivat Co., Ltd. Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Common Directors	A Subsidiary Company, Central Restaurants Group Co., Ltd. (CRG) rents retail space in the Central Silom Building from Tiang Chirathivat Co., Ltd. for use as its Head Office.	31.93	31.22	31.16	The Audit Committee reviewed the matter and is of the opinion that : both the proposed rental and service fees are in line with market rates, with clearly defined rental fees and agreement terms; and that the proposed transactions are reasonable with maximum benefits for the Company
	Central Plaza Hotel plc. and subsidiary companies purchase goods from the Tiang Chirathivat Co., Ltd. in providing services to its hotel guests.	0.03	0.29	0.25	
	Centara International Management (Thailand) Co., Ltd. Management of Waterfront Suites Phuket Hotel for Tiang Chirathivat Co., Ltd.	0.00	2.75	0.00	The Audit Committee reviewed the matter and is of the opinion that the proposed services charges are the same as for normal clients; and that the proposed transactions are reasonable.
	The service fee is charged at the market rate when compared to other hotel management services.				
4. Central Pattana Plc. Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Common Directors	A Subsidiary Company, Central World Hotel Co., Ltd. rents space and parking facilities in the Office Building from Central Pattana plc. for use by its clients in holding various meetings and promotional exhibitions events.	62.66	6.16	26.55	The Audit Committee reviewed the matter and is of the opinion that : both the proposed rental and service fees are in line with market rates, with clearly defined rental fees and agreement terms; and that the proposed transactions are reasonable with maximum benefits for the Company
	A Subsidiary Company, Central Restaurants Group Co., Ltd. (CRG), rents space in the Central World commercial complex to sell food and drinks.	346.72	337.75	193.63	
	The Central Plaza Hotel plc. sells hotel rooms and provides F & B services to Central Pattana plc.	5.02	2.36	1.07	The Audit Committee reviewed the matter and is of the opinion that the proposed services charges are the same as for normal clients; and that the proposed transactions are reasonable.
5. Central Trading Co., Ltd. Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Common Directors	Central Plaza Hotel plc. and Subsidiary Companies purchase electronic equipment/machines (ie. cash registers, calculators and related accessories) for use in its business operations from Central Trading Co., Ltd.	0.04	0.25	0.01	The Audit Committee reviewed the matter and is of the opinion that the seller is selling quality goods, with the agreed prices being in line with market rates, and that the purchase is in accordance with the normal procurement regulations and procedures.
	The Central Plaza Hotel plc. provides F & B services to Central Trading Co., Ltd.	0.08	0.16	0.12	
6. Power Buy Co., Ltd. Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Common Directors	Central Plaza Hotel plc. and Subsidiary Companies purchase electrical products (ie. audio systems speakers, digital cameras, DVD players) from Power Buy Co., Ltd.	2.05	8.07	3.80	The Audit Committee reviewed the matter and is of the opinion that the seller is selling quality goods, with the agreed prices being in line with market rates, and that the purchase is in accordance with the normal procurement regulations and procedures; and that the proposed transaction is reasonable with maximum benefits for the Company.
	The Central Plaza Hotel plc. sells hotel rooms and provides F & B services to the Power Buy Co., Ltd.	0.41	0.20	0.07	
7. Harnq Central Department Store Co., Ltd. Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Common Directors	These Group Companies purchase electronic equipment, office equipment, as well as lease and business information consulting services, and rent retail space from HARNQ Central Department Store Co., Ltd.				The Audit Committee reviewed the matter and is of the opinion that the seller is selling quality goods, with the agreed prices as well as services and rental charges being in line with market rates, and that the purchase is in accordance with normal procurement regulations and procedures, and that the proposed transaction is reasonable with maximum benefits for the Company.
	- Central Plaza Hotel plc.	11.00	19.93	18.08	
	- Central Restaurants Group Co., Ltd.	51.33	52.53	44.42	
	The Central Plaza Hotel plc. provides banquet rooms and services to the Harnq Central Department Store Co., Ltd.	3.00	8.18	2.88	
8. Central The One Co., Ltd. Relationship: 1. Common Majority Shareholders : Chirathivat Group	Central Plaza Hotel Public Company Limited and subsidiaries providing accommodation and selling Food and beverages to Central The One Co., Ltd. By service charge according to market price	n/a	0.08	0.08	The Audit Committee reviewed the matter and is of the opinion that the proposed services charges are the same as for normal clients; and that the proposed transactions are reasonable.
	Central The One Co., Ltd. Receive income from the difference in the value of points when redeeming points from CIC Point to The One Point. By the market price.	n/a	n/a	1.15	
9. Post Publishing Plc. Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Common Directors	These Group Companies purchase newspaper and print advertising space from Post Publishing Plc. for use by its hotel guests and food services clients				The Audit Committee reviewed the matter and is of the opinion that the agreed process are in line with market rates, and that the purchase is in accordance with the normal procurement regulations and procedures; and that the proposed transaction is reasonable with maximum benefits for the Company.
	- Central Plaza Hotel plc.	4.04	3.99	1.13	
	The Central Plaza Hotel plc. sells hotel rooms and provides F & B services to the Post Publishing Plc.	6.78	3.18	1.13	The Audit Committee reviewed the matter and is of the opinion that the proposed services charges are the same as for normal clients; and that the proposed transactions are reasonable.

Related Companies	Transaction Details	(Baht Million) For the			Facts and Reasons
		Year 2018	Year 2019	Year 2020	
10. Central Food Retail Co., Ltd.					
Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Common Directors	Central Plaza Hotel plc. and Subsidiary Companies purchase goods from Central Food Retail Co., Ltd. for use by its hotel guests and customers.	4.12	4.35	1.92	The Audit Committee reviewed the matter and is of the opinion that the seller is selling quality goods, with the agreed prices being in line with market rates and that the purchase is in accordance with the normal procurement regulations and procedures.
	A Subsidiary Company, Central Restaurants Group Co., Ltd. (CRG), rents retail space in TOPS Supermarket from Central Food Retail Co., Ltd. to sell food and drinks.	9.57	12.26	10.34	Both the rental and services charges are in line with market rates as well as appropriate to the location and proposed services, and that transaction is reasonable.
	Central Plaza Hotel plc. and Subsidiary Companies sell hotel rooms and rents meeting facilities as well as provides F & B services to Central Food Retail Co., Ltd.	2.85	2.79	3.50	The Audit Committee reviewed the matter and is of the opinion that the proposed services charges are the same as for normal clients; and that the proposed transactions are reasonable.
	CRG Manufacturing Co., Ltd. Selling ice cream to Central Food Retail Co., Ltd.	n/a	1.39	0.93	The Audit Committee reviewed the matter and
	By calculating the product price according to the market price				is of the opinion that the proposed services charges are the same as for normal clients; and that the proposed transactions are reasonable.
11. Central Pattana Realty Co., Ltd.					
Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Common Directors	Central Plaza Hotel plc. uses public utilities services provided by Central Pattana Realty Co., Ltd.	1.48	0.00	0.00	The Audit Committee reviewed the matter and is of the opinion that both the agreed rental and services charges are in line with market rates as well as appropriate for the location and the proposed services, and that the proposed transactions are reasonable.
	Central Restaurants Group Co., Ltd. (CRG), rents commercial space from Central Pattana Realty Co., Ltd. to sell food and drinks.	1.36	10.04	5.96	
12. Central World Co., Ltd.					
Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Common Directors	A Subsidiary Company, Central Restaurants Group Co., Ltd. (CRG), rents retail space in Central World Complex from Central World Co., Ltd. to sell food and drinks, with rental fees paid in advance and also monthly service fees (calculated on per sq.m basis) payable.	28.11	34.69	22.99	The Audit Committee reviewed the matter and is of the opinion that both the rental and services charges are in line with market rates as well as appropriate for the location and the proposed services, with the rental agreement terms and charges clearly defined, and that the proposed transaction is reasonable with maximum benefits for the Company.
	COSI Hotel Co., Ltd. (COSI) sublease land of Central Festival Samui project from Central World Co., Ltd. (CTW). COSI has to pay compensation for the sublease land of 62 million baht throughout the land sublease 37 years 2 months.	2.18	2.28	2.28	
	Centara Loyalty Marketing Co., Ltd. (subsidiary company) pays the room and service fees of customers using the Centara The 1 Card reward points (CIC) to stay or use at the Centara Hotel & Convention Centre Udorn Thani. By charging the room and service at the market price and the value of points according to the agreed rate.	0.05	0.10	0.91	The Audit Committee reviewed the matter and is of the opinion that the proposed services charges are the same as for normal clients; and that the proposed transactions are reasonable.
	The Central Plaza Hotel plc. provides sells hotel rooms and F & B services to Central World Co., Ltd.	11.25	9.11	7.14	
13. Banana Central Property Co., Ltd.					
Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Common Directors	A Subsidiary Company, Central Restaurants Group Co., Ltd. (CRG), rents retail space in Central Banana Complex from Banana Central Property Co., Ltd. to sell food and drinks.	22.24	15.98	37.95	The Audit Committee reviewed the matter and is of the opinion that both the rental and services charges are in line with market rates as well as appropriate for the location and the proposed services, with the rental agreement terms and charges clearly defined, and that the proposed transaction is reasonable with maximum benefits for the Company.
14. Robinson Department Store Plc.					
Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Common Directors	A Subsidiary Company, Central Restaurants Group Co., Ltd. (CRG), rents retail space in the Robinson shopping complex from Robinson Department Store Plc. to sell food and drinks	136.67	147.91	124.12	The Audit Committee reviewed the matter and is of the opinion that both the rental and services charges are in line with market rates as well as appropriate for the location and the proposed services, with the rental agreement terms and charges clearly defined, and that the proposed transaction is reasonable with maximum benefits for the Company.
	A Subsidiary Company, Central Restaurants Group Co., Ltd. (CRG), buys products from Robinson Department Store PCL. By charging the product according to the market price	n/a	n/a	6.57	
	The Central Plaza Hotel plc. sells hotel rooms and provides F & B services to Robinson Department Store Plc.	0.13	0.32	0.34	
15. Central Retail Corporation Co., Ltd.					
Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Common Directors	Central Retail Corporation Co., Ltd. provides business planning consulting and warehousing services to a Subsidiary Company, Central Restaurants Group Co., Ltd. (CRG).	0.02	1.02	1.46	The Audit Committee reviewed the matter and is of the opinion that the services provided are both capable and well-experienced in warehousing management, the services fees charged are in line with market rates, and that the purchase is in accordance with normal procurement regulations and procedures; and that the proposed transaction is reasonable with maximum benefits for Company.
	Central Retail Corporation Co., Ltd. provides business planning consulting and warehousing services to The Central Plaza Hotel plc. and Subsidiary Companies.	0.52	0.00	0.00	The Audit Committee have reviewed the matter and is of the opinion that the proposed services charges are the same as for normal clients; and that the proposed transactions are reasonable.
16. CRC Sports Co.,Ltd.					
Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Common Directors	The Central Plaza Hotel plc. purchase products from CRC Sports Co.,Ltd.	0.42	0.27	0.02	The Audit Committee reviewed the matter and is of the opinion that the seller is selling quality goods, with the agreed prices being in line with market rates, and that the purchase is in accordance with normal procurement regulations and procedures; and that the proposed transaction is reasonable.
	Central Plaza Hotel Public Company Limited and subsidiaries Serving food and Beverage to CRC Sport Co., Ltd. with service charge based on market price	n/a	0.09	0.05	
17. Central Embassy Hotel Co., Ltd.					
Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Common Directors	The Central Plaza Hotel plc. and Subsidiary Companies sell hotel rooms and provide F & B services, at market prices, to Central Embassy Hotel Co., Ltd.	0.18	0.06	0.06	The Audit Committee have reviewed the matter and is of the opinion that the proposed services charges are the same as for normal clients; and that the proposed transactions are reasonable.
18. CRC Thai Watsadu Co. Ltd.					
Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Common Directors	The Central Plaza Hotel plc. purchase products from CRC Thai Watsadu Co. Ltd.	2.49	0.75	0.47	The Audit Committee reviewed the matter and is of the opinion that the seller is selling quality goods, with the agreed prices being in line with market rates, and that the purchase is in accordance with normal procurement regulations and procedures, and that the proposed transaction is reasonable.
	Central Restaurants Group Co., Ltd. rents space from CRC Thai Watsadu Co., Ltd. For use in selling food and beverages By charging rental and service fees Per square meter per month Or according to the percentage of sales Which is the market rate When compared to other landlords	n/a	5.38	5.35	
	The Central Plaza Hotel plc. sells hotel rooms and provides F & B services to CRC Thai Watsadu Co. Ltd.	0.07	0.51	0.03	
19. CPN Pattava Beach Hotel Co., Ltd					
Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Common Directors	Central Plaza Hotel plc. and its subsidiaries rent consignment area from CPN Pattaya Beach Hotel Co., Ltd for selling food and beverage. The rate of rental and service charge are calculated on a sq.m basis per month (Or as a percentage of sales) which have a clearly defined rental fees and agreement	8.74	9.79	2.71	The Audit Committee have reviewed the matter and is of the opinion that the proposed services charges are the same as for normal clients; and that the proposed transactions are reasonable.
20. Central Payment Co., Ltd.					
Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Common Directors	Central Plaza Hotel Public Company Limited and subsidiaries Buy vouchers instead of cash, From Central Payment Co., Ltd. for use in marketing By calculating the price Gift voucher value	n/a	0.15	1.01	The Audit Committee have reviewed the matter and is of the opinion that the proposed Gift voucher are the same as for normal clients; and that the proposed transactions are reasonable.
21. Central Pattana Nine Square Co., Ltd.					
Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Common Directors	Central Plaza Hotel plc. and its subsidiaries rent the area from Central Pattana Nine Square Co., Ltd. for selling food and beverage. The rate of rental and service charge are calculated on a sq.m basis per month (Or as a percentage of sales) which have a clearly defined rental fees and agreement term.	32.78	33.91	19.85	The Audit Committee have reviewed the matter and is of the opinion that the proposed services charges are the same as for normal clients; and that the proposed transactions are reasonable.
22. Central Insurance Services Co., Ltd.					
Relationship: 1. Common Majority Shareholders : Chirathivat Group	Central Plaza Hotel plc. and its subsidiaries purchase group insurance for employees from Central Insurance Services Co., Ltd. The premium rate is calculated based on the value of insurance premiums and coverage received.	3.78	13.06	13.55	The Audit Committee have reviewed the matter and is of the opinion that the proposed insurance premiums are the same as for normal clients; and that the proposed transactions are reasonable.

Related Companies		Transaction Details	(Baht Million) For the			Facts and Reasons
			Year 2018	Year 2019	Year 2020	
23. CPN Retail Growth Leasehold Property Fund ("CPNRF")						
Relationship: 1. Common Majority Shareholders : Chirathivat Group	A Subsidiary Company, Central Restaurants Group Co., Ltd. (CRG) rents retail space for use in its restaurants and retail food services businesses. The rate of rental and service charge are calculated on a sq.m basis per month (Or as a percentage of sales) which have a clearly defined rental fees and agreement term.	65.25	59.69	27.96	The Audit Committee reviewed the matter and is of the opinion that : both the proposed rental and service fees are in line with market rates, with clearly defined rental fees and agreement terms; and that the proposed transactions are reasonable with maximum benefits for the Company.	
	Central Plaza Hotel Public Company Limited and subsidiaries Providing accommodation and selling Food and beverages to CPN Retail Growth Leasehold Property Fund ("CPNRF") at the market price	n/a	0.84	0.00	The Audit Committee have reviewed the matter and is of the opinion that the proposed services charges are the same as for normal clients; and that the proposed transactions are reasonable.	
24. COL PCL						
Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Common Directors	A Subsidiary Company, Central Restaurants Group Co., Ltd. (CRG) purchase stationery and office equipment from COL PCL.	0.46	0.77	0.28	The Audit Committee reviewed the matter and is of the opinion that the seller is selling quality goods, with the agreed prices being in line with market rates and that the purchase is in accordance with the normal procurement regulations and procedures.	
25. Central People Development Center Co., Ltd.						
Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Common Directors	These Group Companies received training service from Central People Development Center Co., Ltd. - Central Plaza Hotel plc. - Central Restaurants Group Co., Ltd.	4.83 10.01	8.79 11.88	5.04 9.92	The Audit Committee have reviewed the matter and is of the opinion that the proposed services charges are the same as for normal clients; and that the proposed transactions are reasonable.	
	The Central Plaza Hotel plc and its subsidiaries provides hotel rooms and F&B services to the Central People Development Center Co., Ltd.	4.91	8.38	0.54		
	Central People Development Center Co., Ltd. rent consignment area from Central Plaza Hotel plc, and its subsidiaries	1.53	1.77	2.07		
26. Central International Development Co., Ltd.						
Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Common Directors	Central International Development Co., Ltd. Long-term lease of land from the railway. The Central Plaza Hotel plc and its subsidiaries subleased land from Central International Development Co., Ltd. in order to operate its hotel and associated business activities.	129.67	137.06	132.07	The Audit Committee have reviewed the matter and is of the opinion that the proposed services charges are the same as for normal clients; and that the proposed transactions are reasonable.	
27. Ploen Ruedee Co., Ltd.						
Relationship: 1. Common Majority Shareholders : Chirathivat Group	COSI Co., Ltd. sublease the land from Ploen Ruedee Co., Ltd. by paying leasehold of 13.55 million baht throughout 30 years of sublease period and Leasehold remuneration 1.49 million baht for 3 year	n/a	0.70	0.96	Rental and service fees are fair prices. Suitable for the location and facilities.	
28. CTARAF						
Relationship: 1. Common Majority Shareholders : Chirathivat Group	Central Sukhontha Hotel Co., Ltd., Central karon villaee Co., Ltd. Purchase fixed assets from CTARAF Which calculate assets according to the market price	n/a	0.06	0.06	The asset value is a fair price identical as the service providers charge to general customers	
29. Central Online Co., Ltd.						
Relationship: 1. Common Majority Shareholders : Chirathivat Group	Central Plaza Hotel plc. and subsidiary companies provide room service and service food and beverages to Central Online Co., Ltd. according to market price.	0.02	0.09	0.00	The asset value is a fair price identical as the service providers charge to general customers	
30. R.M.L Leisure Private Limited						
Relationship: There are connected persons other than Central Plaza Hotel Plc. Holding more than 10 percent of the shares	Central Plaza Hotel plc., Central World Hotel Co., Ltd. Central Samui Beach Resort Co., Ltd. and Centara Maldives Private Limited provide management services And personnel services for Centara Maldives Private Limited by calculating management fees or allocation based on workloads Or working period In order to maximize resource utilization	n/a	12.18	14.04	The management fee rate and processing cost are fair and reasonable.	
	Central Plaza Hotel plc., And Mr.Suthikiat Chirathivat guarantee loan from bank to R.M.L Leisure Private Limited with Fees at market rates compared to bank fees.	n/a	7.12	6.79	The service fee agreed is fair and reasonable	
	Centara Import-Export Co., Ltd. Providing goods to R.M.L Leisure Private Limited. Products are calculated based on their procurement price, including processing fees based on market rates compared to other sellers.	n/a	5.54	2.52	The product and processing cost are fair and reasonable.	
	Centara Loyalty Marketing Co., Ltd. (a subsidiary company) provides marketing services to build brand loyalty for R.M.L Leisure Private Limited, with the same price charged for the entire hotel industry group. (Including managed hotel)	n/a	1.70	0.17	The service fee agreed is fair and reasonable	
	Centara Management Co., Ltd. headquarter to manage R.M.L Leisure Private Limited, which is charged at the market rate when compared with manage hotel by the hotel group.	n/a	47.23	13.08	The management fee rate is fair and reasonable.	
	The connected persons provided loans to R.M.L Leisure Private Limited for business operations. Which is calculated based on the market price compared to the bank's interest rates	n/a	1.38	1.60	The interest rate is fair and reasonable.	
31. Centara Maldives Private Limited						
Relationship: There are connected persons other than Central Plaza Hotel Plc. Holding more than 10 percent of the shares	Central Plaza Hotel plc., Central World Hotel Co., Ltd. Central Samui Beach Resort Co., Ltd. and Centara Maldives Private Limited provide management services And personnel services for Centara Maldives Private Limited by calculating management fees or allocation based on workloads Or working period In order to maximize resource utilization	n/a	14.75	8.72	The service fee agreed is fair and reasonable	
	Centara Import-Export Co., Ltd. Providing goods to Centara Maldives Private Limited Products are calculated based on their procurement price, including processing fees based on market rates compared to other sellers.	n/a	5.33	3.42	The product and processing cost are fair and reasonable.	
	Centara Loyalty Marketing Co., Ltd. (a subsidiary company) provides marketing services to build brand loyalty for Centara Maldives Private Limited, with the same price charged for the entire hotel industry group. (Including managed hotel)	n/a	0.75	0.16	The service fee agreed is fair and reasonable	
	Centara Management Co., Ltd. headquarter to manage Centara Maldives Private Limited, which is charged at the market rate when compared with manage hotel by the hotel group.	n/a	56.73	11.14	Management fee rate is a fair price identical as other hotel management	
32. Office Club (Thai) Co., Ltd.						
Relationship: 1. Common Majority Shareholders : Chirathivat Group	The Central Plaza Hotel plc. purchase products from Office Club (Thai) Co., Ltd.	n/a	n/a	0.11	The Audit Committee have reviewed the matter and is of the opinion that the proposed services charges are the same as for normal clients; and that the proposed transactions are reasonable.	
33. Central Marketing Group Intertrade Co., Ltd.						
Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Common Directors	Central Restaurants Group Co., Ltd. leases space from Central Marketing Group Intertrade Co., Ltd. Rent is per square meter per month or in percentage of sales. Which is the market rate	n/a	n/a	4.09	The Audit Committee have reviewed the matter and is of the opinion that the proposed services charges are the same as for normal clients; and that the proposed transactions are reasonable.	
34. Central Family Mart Co., Ltd.						
Relationship: 1. Common Majority Shareholders : Chirathivat Group 2. Common Directors	Central Restaurants Group Co., Ltd. leases space from Central Family Mart Co., Ltd. Rent is per square meter per month or in percentage of sales. Which is the market rate	n/a	n/a	1.00	The Audit Committee reviewed the matter and is of the opinion that : both the proposed rental and service fees are in line with market rates, with clearly defined rental fees and agreement terms; and that the proposed transactions are reasonable with maximum benefits for the Company.	
	The Central Plaza Hotel plc. sells hotel rooms and provides F & B services to the Central Family Mart Co., Ltd.	n/a	n/a	0.29	The Audit Committee have reviewed the matter and is of the opinion that the proposed services charges are the same as for normal clients; and that the proposed transactions are reasonable.	

FINANCIAL STATEMENTS





RESPONSIBILITY OF THE BOARD OF DIRECTORS TO FINANCIAL STATEMENT

The Board of Directors of Central Plaza Hotel Public Company Limited ("the Company") is responsible for the consolidated financial statements of the company and its subsidiaries as well as financial information in the annual report. The financial statements have been prepared in accordance with Thai Financial Reporting Standards. The policies pursued are deemed appropriate and applied consistently and conservation judgment and best estimate are adopted in this preparation with adequate disclosure of important information in the notes to the financial statements.

The Board of Directors has appointed an audit committee comprising independent directors to provide effective oversight of finances and the internal control system to ensure that accounting records are accurate, complete and timely, to prevent fraud and materially irregular operations. The views of the Audit Committee are reported in the Committee's report in this annual report.

In this regard, the Board of Directors is of an opinion that internal control systems of the Company are in satisfactory and sufficient level to reasonably build the confidence in the reliability of the consolidated financial statement of the Company and its subsidiaries as at December 31, 2020.



(Mr. Suthikiati Chirathivat)
Chairman



(Mr. Thirayuth Chirathivat)
Chief Executive Officer

Independent Auditor's Report

To the Shareholders of Central Plaza Hotel Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of Central Plaza Hotel Public Company Limited and its subsidiaries (the Group), which comprise the consolidated statement of financial position as at 31 December 2020, and the related consolidated statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Central Plaza Hotel Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Central Plaza Hotel Public Company Limited and its subsidiaries and of Central Plaza Hotel Public Company Limited as at 31 December 2020, their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

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

Emphasis of matters

- 1) I draw attention to Note 1.2 to the consolidated financial statements. The COVID-19 pandemic has resulted in an economic slowdown and adversely impacted most businesses and industries in terms of supply chains, consumer spending, limited or suspended operations, operational delays, and more.

This situation significantly affects the Group's business activities in terms of hotel business and food business. For the hotel business, the Group had to temporarily suspend the Group's hotel operations since April 2020 due to lockdown measures in order to prevent the spread of COVID-19 and a decrease in the number of foreign and local tourists.

Nonetheless, since the third quarter of 2020, the operations of various hotels of the Group has been resumed in order to support the local demand. Besides, a new COVID-19 outbreak situation in Thailand that began in December 2020 caused the Group to again temporarily suspend many local hotel operations of the Group starting from January 2021 in order to prevent further spread and to keep welfare of people. For the food business, from 22 March to 16 May 2020, the Group was not able to serve food and provide services to customers who would like to dine in as usual. However, the customers were able to take away food or use home delivery service. Subsequently, the Government started to ease the lockdown measures on 17 May 2020, and the Group was able to return to its normal operations. However, the COVID-19 pandemic has pervasively impacted all business sectors and thus the number of customers has not yet been restored. These are significantly impacting the Group's financial position, operating results, and cash flows at present, including compliance with debt covenants, and is expected to do so in the future. The Group's management has continuously monitored ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and has used estimates and judgements in respect of various issues as the situation has evolved.

- 2) I draw attention to Note 3 to the consolidated financial statements. In the fourth quarter of 2020, the Group has assessed the financial impacts of the uncertainties of the COVID-19 Pandemic on the valuation of trade and other receivables, deferred tax assets and non-financial assets and goodwill. As a result, in preparing the consolidated and separate financial statements for the year ended 31 December 2020, the Group has decided to discontinue application of the relief measures relating to measurement of expected credit losses using a simplified approach, fair value measurement of investment property, impairment of assets and goodwill, reversal of deferred tax assets. The Group recognised the resulting losses, totaling Baht 1,225 million (the Company only: Baht 669 million), as expenses in the statement of comprehensive income for the year ended 31 December 2020. These pertain to an increase in impairment losses of non-financial assets.

However, the Group has elected to continue to apply the temporary relief measures on accounting alternatives relating to reduction in lease payment as lease. The Group is evaluating the impact on the consolidated and separate financial statements and will consider recording such impact after the relief measures expire.

My opinion is not modified in respect of these two matters.

Key Audit Matters

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

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

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

Revenue recognition

Revenue from hotel operations and food and beverage are significant accounts in the financial statements and represents 98 percent of consolidated total revenue. The revenue from hotel operations are recognised as income when services have been rendered and goods supplied. The revenue from food and beverage are recognised as income when goods supplied to customers. The revenue is derived from recurring daily transactions and the amounts recorded directly impact the Group's annual profit and loss. Moreover, the Group has numerous customers in various categories with whom different commercial terms and conditions are applied. I have therefore focused on the Group's revenue from hotel operations and food and beverage recognition.

I evaluated the revenue recognition by assessing and testing the internal controls with respect to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting representative samples to test the operation of the designed controls. I applied a sampling method to select revenue transactions occurring during the year and near the end of accounting period to examine the supporting documents, and I also reviewed credit notes issued after year-end. I circularised, on a sampling basis, request for confirmation of accounts receivable balances at the year-end, whereby for confirmation request that no reply had been received, I had performed alternative procedures. In addition, I performed analytical procedures on disaggregated data to detect possible irregularities in revenue transactions throughout the year, particularly for accounting entries made through journal vouchers.

Impairment on investments in associate, subsidiaries and joint venture and loans to subsidiaries and joint venture and goodwill

I have focused my audit on the consideration of impairment on investments in associate, subsidiaries and joint venture and loans to subsidiaries and joint venture and goodwill, as discussed in Note 7, 14, 15, 16 and 19 and accounting policies Note 5.4, 5.9 and 5.17 to the financial statements. This is due to the risk in respect of the possible impairment due to inability to achieve the expected profits of certain entities in the Group, which might affect to the recoverable amounts of the investments in an associate, subsidiaries and joint venture and loans to subsidiaries and joint venture. In addition, the Group has goodwill amounting to Baht 315 million, arising from an indirect interest in a company. The Group has a risk of impairment of goodwill as future cashflows of the underlying business may not reach expectations. Due to the judgements involved in the assessment of the recoverable amount of investments, loans to, and goodwill required a high degree of judgement in estimating the cash inflows that are expected to be generated from that group of assets in the future including assumption the management's used in review. I have therefore focused on the Group's impairment on investments in associate, subsidiaries and joint venture; and loans to subsidiaries and joint venture and goodwill.

In performing the impairment of investment in the associate, the recoverable amount is estimated by using the net asset value. The valuation of the investment in properties, given it represents the majority of the net assets of the associate, is evaluated by an independent valuer engaged by the associate, by considering the present value of the projected cash flows expected to be generated. I assessed net assets value per unit and valuation report of investment in properties for investment in such associate by evaluating the qualifications, competency and independence of the independence of valuer. I also consider the assumption and valuation methodologies used in determining fair value of the investment in properties. I assessed the appropriateness of discount rate used by comparing to available comparable industry data and considered the adequacy in disclosures of in accordance with Thai Financial Reporting Standard.

In performing the impairment of investments in and loans to subsidiaries and joint venture, the recoverable amounts are estimated by using the projected cash flows, approved by the management and assumptions used by the management. I assessed the process for identifying impairment indicator and gained understanding of impairment assessment. I assessed the appropriateness of the input data used in preparing cash flow projection. I also assess the appropriateness key assumption against external and internal data of the Group. I also evaluated the discount rate applied by management through analysis of the weighted average finance costs of the Company and of the industry. I considered the adequacy in disclosures of in accordance with Thai Financial Reporting Standard.

In performing the impairment review of goodwill, I assessed the identification of cash generating units and the financial models selected by management by gaining an understanding of management's decision-making process and assessing whether the decisions made were consistent with how assets are utilised. In addition, I tested the significant assumptions applied by management in preparing estimates of the cash flows expected to be realised from the assets, by comparing those assumptions with information from both internal and external sources and comparing past cash flow projections to actual operating results in order to evaluate the exercise of management judgement in estimating the cash flow projections. I also evaluated the discount rate applied by management through analysis of the weighted average finance costs of the Company and of the industry in the assessment of this information by comparing it to external sources based on an expert's knowledge and past experience, tested the calculation of the realisable values of the assets using the selected financial model and considered the impact of changes in key assumptions on those realisable values, especially changes in the discount rate and long-term revenue growth rates. Moreover, I reviewed the disclosures made with respect to the impairment assessment for goodwill, as well as sensitivity of the impact of changes in key assumptions to the cash flow projections.

Impairment of property, plant and equipment, right-of-use assets and intangible assets

As discussed in Note 18, 21 and 28 to the financial statements, the balances of the property, plant and equipment, right-of-use assets and intangible assets used in the business operations are material to the financial statements of the Group, representing 75 percent of total assets, respectively. I therefore focused on auditing and considering the impairment of such assets to ensure that the book values of the assets do not exceed their recoverable amounts. The determination of the provision for impairment of assets requires management to exercise significant judgement with respect to the projections of future operating performance and the assessment of future plans, including the determination of an appropriate discount rate and key assumptions. There is thus a risk with respect to the amount of impairment loss recorded on the assets.

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

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

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

Other Information

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

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

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

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

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

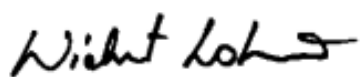
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

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

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



Wichart Lokatekrawee
Certified Public Accountant (Thailand) No. 4451

EY Office Limited
Bangkok: 24 February 2021

Central Plaza Hotel Public Company Limited and its subsidiaries

Statement of financial position

As at 31 December 2020

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	<u>Note</u>	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Assets					
Current assets					
Cash and cash equivalents	8	2,733,710,389	2,023,701,433	184,448,646	64,004,929
Current investments	4, 9	-	787,939,102	-	-
Trade and other receivables	4, 7, 10	514,364,398	764,503,583	79,805,755	154,894,581
Short-term loans to related parties	7	-	-	33,200,000	471,103,445
Dividend receivables from related parties	7	-	-	-	209,999,695
Inventories	11	781,749,713	871,491,906	23,615,454	29,397,313
Other current financial assets	12	90,111,300	-	-	-
Other current assets	13	<u>285,852,372</u>	<u>213,584,473</u>	<u>38,494,984</u>	<u>29,169,643</u>
Total current assets		<u>4,405,788,172</u>	<u>4,661,220,497</u>	<u>359,564,839</u>	<u>958,569,606</u>
Non-current assets					
Available-for-sale investments	4	-	923,014	-	-
Other non-current financial assets	4, 22	109,258,381	-	-	-
Investment in an associate	14	513,195,086	524,125,440	507,211,460	518,138,809
Investments in subsidiaries	15	-	-	6,072,332,405	6,231,332,405
Investment in joint ventures	16	2,229,690,984	915,175,525	-	-
Long-term loan to related parties	7	-	-	5,117,782,346	2,505,420,969
Investment properties	17	173,770,320	176,934,140	212,223,999	225,143,815
Property, plant and equipment	18	17,368,097,828	17,964,027,681	3,665,835,352	3,978,803,414
Right-of-use assets	4, 28	8,642,540,639	-	1,245,308,306	-
Goodwill	19	314,602,238	314,602,238	-	-
Unallocated costs of business acquisition	15	41,818,685	-	-	-
Leasehold rights	4, 20	-	1,776,589,182	-	1,144,300,750
Intangible assets	21	453,574,780	453,678,491	8,238,255	8,274,348
Deferred tax assets	39	552,060,793	119,427,808	173,755,013	34,543,286
Other non-current assets	23	<u>545,745,011</u>	<u>682,896,562</u>	<u>3,395,386</u>	<u>7,137,141</u>
Total non-current assets		<u>30,944,354,745</u>	<u>22,928,380,081</u>	<u>17,006,082,522</u>	<u>14,653,094,937</u>
Total assets		<u>35,350,142,917</u>	<u>27,589,600,578</u>	<u>17,365,647,361</u>	<u>15,611,664,543</u>

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

Central Plaza Hotel Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2020

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2020	2019	2020	2019
Liabilities and shareholders' equity					
Current liabilities					
Bank overdrafts and short-term loans					
from financial institutions	24	1,725,071,848	550,959,421	995,229,054	-
Trade and other payables	4, 7, 25	1,872,975,519	2,648,617,093	236,929,885	375,880,237
Current portion of long-term loans					
from financial institutions	26	987,277,397	615,629,308	700,000,000	400,000,000
Current portion of debentures	27	980,000,000	800,000,000	980,000,000	800,000,000
Short-term loans from related parties	7	-	-	376,520,125	520,179,723
Current portion of financial liabilities					
from long-term leases	4, 7	43,707,355	-	-	-
Current portion of long-term lease liabilities	4, 28	1,888,544,719	-	118,572,600	-
Current portion of deferred income	4	56,413,510	146,502,115	54,176,383	54,847,155
Income tax payable		1,182,073	99,874,851	-	-
Other current financial liabilities		135,290,979	-	1,610,291	-
Other current liabilities	29	107,400,856	267,615,001	20,044,400	34,450,859
Total current liabilities		7,797,864,256	5,129,197,789	3,483,082,738	2,185,357,974
Non-current liabilities					
Long-term loans from financial institutions,					
net of current portion	26	4,587,401,611	1,618,292,813	3,611,839,415	891,451,166
Debentures, net of current portion	27	3,100,000,000	4,080,000,000	3,100,000,000	4,080,000,000
Long-term loans from related parties	7	52,328,547	52,328,547	-	-
Financial liabilities from long-term leases,					
net of current portion	4, 7	1,803,365,060	-	-	-
Long-term lease liabilities, net of current portion	4, 28	7,086,399,427	-	984,302,753	-
Deferred income	4	72,730,101	1,877,733,616	846,792,070	893,786,427
Deferred tax liabilities	39	148,138,192	229,307,193	-	-
Provision for long-term employee benefits	30	320,897,481	310,490,975	86,968,239	102,093,143
Provision for decommissioning	31	141,254,401	135,061,973	-	-
Other non-current liabilities		24,206,999	13,565,121	11,670,792	13,333,172
Total non-current liabilities		17,336,721,819	8,316,780,238	8,641,573,269	5,980,663,908
Total liabilities		25,134,586,075	13,445,978,027	12,124,656,007	8,166,021,882

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

Central Plaza Hotel Public Company Limited and its subsidiaries

Statement of financial position (continued)

As at 31 December 2020

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2020	2019	2020	2019
Liabilities and shareholders' equity (continued)					
Shareholders' equity					
Share capital					
Registered					
1,350,000,000 ordinary shares of Baht 1 each		1,350,000,000	1,350,000,000	1,350,000,000	1,350,000,000
Issued and fully paid up					
1,350,000,000 ordinary shares of Baht 1 each		1,350,000,000	1,350,000,000	1,350,000,000	1,350,000,000
Share premium	32	970,000,000	970,000,000	970,000,000	970,000,000
Retained earnings					
Appropriated - statutory reserve	33	158,080,000	158,080,000	158,080,000	158,080,000
Unappropriated	4	7,382,967,212	11,160,000,478	2,762,911,354	4,967,562,661
Other component of shareholders' equity		61,722,425	32,238,244	-	-
Equity attributable to company's shareholders		9,922,769,637	13,670,318,722	5,240,991,354	7,445,642,661
Non-controlling interests of the subsidiaries	4	292,787,205	473,303,829	-	-
Total shareholders' equity		10,215,556,842	14,143,622,551	5,240,991,354	7,445,642,661
Total liabilities and shareholders' equity		35,350,142,917	27,589,600,578	17,365,647,361	15,611,664,543

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

Central Plaza Hotel Public Company Limited and its subsidiaries

Statement of comprehensive income

For the year ended 31 December 2020

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2020	2019	2020	2019
Revenues					
Revenues from hotel operations		2,855,252,752	8,438,557,191	963,954,085	2,316,736,264
Revenues from food and beverage		10,037,490,343	12,184,187,845	-	-
Dividend income	14, 15	-	-	170,660,641	1,009,676,192
Rental income		14,279,196	114,612,529	50,333,333	50,333,333
Other income	34	253,287,282	471,876,059	127,709,151	258,100,052
Total revenues		13,160,309,573	21,209,233,624	1,312,657,210	3,634,845,841
Expenses					
Cost of hotel operations		3,212,814,696	5,488,105,760	992,683,900	1,562,982,121
Cost of sales - food and beverage		5,623,834,711	6,700,575,006	-	-
Selling expenses		504,503,850	845,816,105	72,845,067	270,130,869
Administrative expenses		5,326,653,986	5,981,954,141	1,329,247,168	684,362,663
Impairment losses for non-financial assets	18, 21, 28	1,224,777,576	-	669,000,000	-
Total expenses		15,892,584,819	19,016,451,012	3,063,776,135	2,517,475,653
Operating profit (loss)		(2,732,275,246)	2,192,782,612	(1,751,118,925)	1,117,370,188
Share of profit from investments in an associate	14	30,167,831	31,004,161	-	-
Share of loss from investments in joint ventures	16	(51,109,033)	(1,604,593)	-	-
Finance income	35	89,138,420	81,815,243	146,120,450	95,111,509
Finance cost	36	(668,739,647)	(214,021,422)	(249,401,960)	(185,331,279)
Profit (loss) before income tax		(3,332,817,675)	2,089,976,001	(1,854,400,435)	1,027,150,418
Income tax income (expenses)	39	435,165,724	(280,803,934)	174,688,516	36,323,992
Profit (loss) for the year		(2,897,651,951)	1,809,172,067	(1,679,711,919)	1,063,474,410

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

Central Plaza Hotel Public Company Limited and its subsidiaries

Statements of comprehensive income (continued)

For the year ended 31 December 2020

(Unit: Baht)

		Consolidated financial statements		Separate financial statements	
	Note	2020	2019	2020	2019
Other comprehensive income:					
<i>Other comprehensive income reclassified or to be reclassified to profit or loss in subsequent periods</i>					
Exchange differences on translation of financial statements in foreign currency		31,765,815	(122,302,557)	-	-
Gain on changes in value of available-for-sale investments		-	21,425	-	-
Less: Income tax effect	39	-	(4,285)	-	-
Gain on changes in value of available-for-sale investment - net of income tax		-	17,140	-	-
Other comprehensive income reclassified or to be reclassified to profit or loss in subsequent periods - net of income tax		31,765,815	(122,285,417)	-	-
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>					
Loss on equity investment designed at fair value through other comprehensive income		(242,931)	-	-	-
Less: Income tax effect	39	48,586	-	-	-
Loss on equity investment designated at fair value through other comprehensive income - net of income tax		(194,345)	-	-	-
Actuarial gain (loss)	30	(19,638,738)	-	9,113,661	-
Less: Income tax effect	39	3,781,902	-	(1,822,732)	-
Actuarial gain (loss) - net of income tax		(15,856,836)	-	7,290,929	-
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods		(16,051,181)	-	7,290,929	-
Other comprehensive income for the year		15,714,634	(122,285,417)	7,290,929	-
Total comprehensive income for the year		(2,881,937,317)	1,686,886,650	(1,672,420,990)	1,063,474,410
Profit (loss) attributable to:					
Equity holders of the Company		(2,775,114,609)	1,744,242,983	(1,679,711,919)	1,063,474,410
Non-controlling interests of the subsidiaries		(122,537,342)	64,929,084		
		(2,897,651,951)	1,809,172,067		
Total comprehensive income attributable to:					
Equity holders of the Company		(2,761,487,263)	1,645,656,928	(1,672,420,990)	1,063,474,410
Non-controlling interests of the subsidiaries		(120,450,054)	41,229,722		
		(2,881,937,317)	1,686,886,650		
Earnings (loss) per share					
Profit (loss) attributable to equity holders of the Company (Baht)	40	(2.06)	1.29	(1.24)	0.79
Weighted average number of ordinary shares (shares)		1,350,000,000	1,350,000,000	1,350,000,000	1,350,000,000

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

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

Central Plaza Hotel Public Company Limited and its subsidiaries
Statement of changes in shareholders' equity (continued)
For the year ended 31 December 2020

	Separate financial statements				(Unit: Baht)	
	Share capital issued and fully paid	Share premium	Retained earnings			Total shareholders' equity
			Appropriated - statutory reserve	Unappropriated		
Balance as at 1 January 2019	1,350,000,000	970,000,000	158,080,000	4,781,577,785	7,259,657,785	
Profit for the year	-	-	-	1,063,474,410	1,063,474,410	
Other comprehensive income for the year	-	-	-	-	-	
Total comprehensive income for the year	-	-	-	1,063,474,410	1,063,474,410	
Dividends to owners of the Company (Note 41)	-	-	-	(877,489,534)	(877,489,534)	
Balance as at 31 December 2019	<u>1,350,000,000</u>	<u>970,000,000</u>	<u>158,080,000</u>	<u>4,967,562,661</u>	<u>7,445,642,661</u>	
Balance as at 1 January 2020	1,350,000,000	970,000,000	158,080,000	4,967,562,661	7,445,642,661	
Cumulative effect of change in accounting policy (Note 4)	-	-	-	(532,230,317)	(532,230,317)	
Balance as at 1 January 2020 - as restated	<u>1,350,000,000</u>	<u>970,000,000</u>	<u>158,080,000</u>	<u>4,435,332,344</u>	<u>6,913,412,344</u>	
Profit for the year	-	-	-	(1,679,711,919)	(1,679,711,919)	
Other comprehensive income for the year	-	-	-	7,290,929	7,290,929	
Total comprehensive income for the year	-	-	-	(1,672,420,990)	(1,672,420,990)	
Balance as at 31 December 2020	<u>1,350,000,000</u>	<u>970,000,000</u>	<u>158,080,000</u>	<u>2,762,911,354</u>	<u>5,240,991,354</u>	

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

Central Plaza Hotel Public Company Limited and its subsidiaries

Cash flow statement

For the year ended 31 December 2020

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Cash flows from operating activities				
Profit (loss) before tax	(3,332,817,675)	2,089,976,001	(1,854,400,435)	1,027,150,418
Adjustments to reconcile profit (loss) before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	3,421,052,139	2,037,218,802	360,670,815	408,947,972
Reduction in lease payment by lessors	(188,831,345)	-	-	-
Increase (decrease) in allowance for expected credit losses	4,555,377	2,024,721	11,593,120	(907,576)
Loss on disposals of buildings and equipment	110,359,322	113,244,604	19,834,369	16,747,445
Loss on write-off of software license	282,432	1,335,435	-	8,174
Decrease in reduction cost of inventory to net realisable value	315,145	1,736,269	-	-
Increase in impairment losses on non-financial assets	1,224,777,576	-	669,000,000	-
Increase in impairment in investment in a subsidiary	-	-	159,000,000	-
Reversal of impairment of investment in an associate	-	-	(3,734,355)	(7,257,867)
Increase in impairment of loan to a related party	-	-	702,383,118	46,200,000
Share of (profit) loss from investments in an associate and joint ventures	20,941,202	(29,399,568)	-	-
Realisation of deferred income	(48,309,861)	(187,204,587)	(56,334,358)	(85,415,556)
Loss from discontinued branch	3,005,827	520,151	-	-
Dividend income	-	-	(170,660,641)	(1,009,676,192)
Provision for long-term employee benefits	79,889,290	93,791,991	22,358,627	28,375,512
Interest income	(89,138,420)	(81,815,243)	(146,120,450)	(95,111,509)
Interest expense	668,739,647	214,021,422	249,401,960	185,331,279
Insurance claim	-	(101,154,779)	-	-
Unrealise gain from exchange rate	(23,529,537)	-	(23,529,537)	-
Profit (loss) from operating activities before changes in operating assets and liabilities	1,851,291,119	4,154,295,219	(60,537,767)	514,392,100
Operating assets (increase) decrease				
Trade and other current receivables	175,121,536	96,900,921	69,864,432	60,519,629
Insurance claim received	-	101,154,779	-	-
Inventories	89,427,048	(28,409,525)	5,781,859	(717,369)
Other current assets	(51,933,106)	(63,248,301)	(1,049,705)	1,002,767
Other non-current assets	23,406,075	29,818,202	3,741,755	(589,848)
Operating liabilities increase (decrease)				
Trade and other current payables	(497,698,108)	(126,161,596)	(135,377,676)	(22,006,171)
Other current financial liabilities	32,820,301	-	(4,348,485)	-
Other current liabilities	(102,824,174)	43,339,905	(8,447,683)	(6,824,499)
Deferred income	32,887,148	17,938,268	8,669,229	10,223,989
Cash paid for employee benefits	(89,121,521)	(40,517,541)	(28,369,870)	(3,360,391)
Decommissioning paid	(9,107,889)	(6,423,044)	-	-
Other non-current liabilities	10,641,878	(3,342,185)	(1,662,380)	(1,061,036)
Cash from (used in) operating activities	1,464,910,307	4,175,345,102	(151,736,291)	551,579,171
Cash received from withholding tax refundable	-	19,722,213	-	15,796,403
Cash paid for corporate income tax expenses	(117,296,673)	(381,800,981)	(8,275,636)	(11,256,139)
Net cash from (used in) operating activities	1,347,613,634	3,813,266,334	(160,011,927)	556,119,435

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

Central Plaza Hotel Public Company Limited and its subsidiaries

Cash flow statement (continued)

For the year ended 31 December 2020

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Cash flows from investing activities				
Decrease in current investments	697,827,802	110,750,460	-	-
Interest income	21,440,975	39,942,789	139,751,724	95,111,509
Cash received from repayment of loans to related parties	-	-	3,812,493,643	3,970,556,592
Increase in loans to related parties	-	-	(6,689,334,693)	(4,531,279,826)
Cash received from repayment of loans to other parties	-	-	-	-
Increase in investment and loan to a joint venture	(1,395,994,880)	(559,136,565)	-	-
Proceeds from disposals of buildings and equipment	6,122,349	8,222,024	647,112	904,250
Cash paid for property, plant and equipment	(1,876,000,287)	(1,963,978,397)	(113,748,094)	(241,597,411)
Cash paid for leasehold rights	-	(179,329,917)	-	(131,880,000)
Cash paid for intangible assets	(108,341,901)	(86,054,424)	(2,734,539)	(2,356,295)
Proceeds from redemption of investment in property fund	14,661,704	16,753,916	14,661,704	16,753,916
Cash paid for investment in a subsidiary	(20,296,256)	-	-	-
Increase share capital of a subsidiary	-	-	-	(330,000,000)
Dividend received from subsidiaries	-	-	354,223,855	1,052,932,320
Dividend received from an associate	26,436,481	23,744,177	26,436,481	23,744,177
Decrease (increase) in prepayment for construction	5,122,913	(4,630,781)	-	-
Net cash used in investing activities	(2,629,021,100)	(2,593,716,718)	(2,457,602,807)	(77,110,768)
Cash flows from financing activities				
Cash received from bank overdrafts and short-term loans				
from financial institutions	4,332,697,388	431,234,589	2,400,000,000	-
Cash paid for bank overdrafts and short-term loan	(3,146,068,793)	-	(1,400,000,000)	-
Cash paid for interest expense	(230,208,854)	(210,119,099)	(204,314,362)	(182,748,480)
Cash paid for long-term lease liability	(1,367,037,608)	-	(147,123,124)	-
Cash paid for transaction cost of loan from financial institution	(26,594,950)	-	(26,594,950)	-
Dividends paid to owners of the Company	-	(877,489,534)	-	(877,489,534)
Decrease in non-controlling interests of subsidiaries				
from dividend payment of subsidiaries	(26,675,840)	(85,449,580)	-	-
Increase in short-term loans from personnel or related parties	-	-	1,928,220,881	2,224,071,114
Cash paid to short-term loans from personnel or related parties	(168,000,000)	-	(2,071,880,479)	(2,118,264,788)
Cash received from debentures	-	600,000,000	-	600,000,000
Repayments of debentures	(800,000,000)	-	(800,000,000)	-
Increase in long-term loans from financial institutions	3,874,207,739	572,928,164	3,459,750,485	385,884,959
Repayments of long-term loans from financial institutions	(494,762,694)	(894,260,647)	(400,000,000)	(586,268,000)
Net cash flows from (used in) financing activities	1,947,556,388	(463,156,107)	2,738,058,451	(554,814,729)
Increase (decrease) in translation adjustments	43,860,034	(14,234,721)	-	-
Net increase (decrease) in cash and cash equivalents	710,008,956	742,158,788	120,443,717	(75,806,062)
Cash and cash equivalents at beginning of year	2,023,701,433	1,281,542,645	64,004,929	139,810,991
Cash and cash equivalents at end of year	2,733,710,389	2,023,701,433	184,448,646	64,004,929

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

Central Plaza Hotel Public Company Limited and its subsidiaries

Cash flow statement (continued)

For the year ended 31 December 2020

			(Unit: Baht)	
	Consolidated financial statements		Separate financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Supplement disclosure of cash flows information				
Non-cash transactions				
Accounts payable for acquisition of buildings and equipment	146,749,170	236,807,015	1,819,991	4,050,946
Acquisition of property, plant, equipment under lease agreement	346,371,384	-	20,748,852	-
Payable for acquisition of investment in a subsidiary	12,901,178	-	-	-
Dividend receivable	-	-	-	209,999,695

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

Central Plaza Hotel Public Company Limited and its subsidiaries**Notes to consolidated financial statements****For the year ended 31 December 2020****1. General information****1.1 Corporate information**

Central Plaza Hotel Public Company Limited (“the Company”) was incorporated as a limited company under Thai laws and subsequently registered the change of its status to a public limited company under the Public Limited Companies Act, and domiciled in Thailand. The Company’s major shareholders during the financial year were Chirathivat group 62.7% shareholding (2019: 61.9% shareholding). The Group is principally engaged to operate hotel business, hotel management and food and beverage business. The registered office address of the Company is at 1695 Phaholyothin Road, Chatuchak, Bangkok.

1.2 The COVID-19 Pandemic

The COVID-19 pandemic has resulted in an economic slowdown and adversely impacted most businesses and industries in terms of supply chains, consumer spending, limited or suspended operations, operational delays, and more.

This situation significantly affects the Group’s business activities in terms of hotel business and food business. For the hotel business, the Group had to temporarily suspend the Group’s hotel operations since April 2020 due to lockdown measures in order to prevent the spread of COVID-19 and a decrease in the number of foreign and local tourists. Nonetheless, since the third quarter of 2020, the operations of various hotels of the Group has been resumed in order to support the local demand. Besides, a new COVID-19 outbreak situation in Thailand that began in December 2020 caused the Group to again temporarily suspend many local hotel operations of the Group starting from January 2021 in order to prevent further spread and to keep welfare of people. For the food business, from 22 March to 16 May 2020, the Group was not able to serve food and provide services to customers who would like to dine in as usual. However, the customers were able to take away food or use home delivery service. Subsequently, the Government started to ease the lockdown measures on 17 May 2020, and the Group was able to return to its normal operations. However, the COVID-19 pandemic has pervasively impacted all business sectors and thus the number of customers has not yet been restored. These are significantly impacting the Group’s financial position, operating results, and cash flows at present, including compliance with debt covenants, and is expected to do so in the future. The Group’s management has continuously monitored ongoing developments and assessed the financial impact in respect of the valuation of assets, provisions and contingent liabilities, and has used estimates and judgements in respect of various issues as the situation has evolved.

2. Basis of preparation

- 2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Professions Act B.E. 2547 and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

2.2 Basis of consolidation

- a) The consolidated financial statements include the financial statements of Central Plaza Hotel Public Company Limited (“the Company”) and the following subsidiary companies (“the subsidiaries”) (collectively as “the Group”), are as follows:

Subsidiaries directly held by the Company

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			<u>2020</u> Percent	<u>2019</u> Percent
Central Samui Beach Resort Co., Ltd.	Hotel	Thailand	100	100
Central Karon Village Co., Ltd.	Hotel	Thailand	100	100
Central Krabi Bay Resort Co., Ltd.	Hotel	Thailand	100	100
Central Hua Hin Beach Resort Co., Ltd.	Hotel	Thailand	63.9	63.9
Central World Hotel Co., Ltd.	Hotel	Thailand	100	100
Central Koh Kood Hotel Co., Ltd.	Not operate yet	Thailand	100	100
Central Hotel Management Co., Ltd.	Holding company	Thailand	100	100
Central Restaurants Group Co., Ltd.	Food and beverage	Thailand	100	100
Triplenine Décor Co., Ltd.	Not operate yet	Thailand	100	100
Central Samui Hotel Management Co., Ltd.	Hotel	Thailand	100	100
Centara International Management Co., Ltd.	Holding company and hotel management	Thailand	100	100
S.P. Realty Had Farang Resort Co., Ltd.	Not operate yet	Thailand	100	100
S.P. Realty Pattaya Beach Co., Ltd.	Not operate yet	Thailand	100	100

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			<u>2020</u> Percent	<u>2019</u> Percent
Refresh Zone Co., Ltd.	Spa	Thailand	100	100
Central Bangkok Convention & Exhibition Co., Ltd.	Not operate yet	Thailand	100	100
Centara International Management (Thailand) Co., Ltd.	Hotel management	Thailand	100	100
Karon Phuket Hotel Co., Ltd.	Hotel	Thailand	99.3	99.3
Cosi Hotel Co., Ltd.	Hotel	Thailand	100	100
Centara Import-Export Co., Ltd.	Import and export	Thailand	100	100
Cosi Hotel Management Co., Ltd.	Not operate yet	Thailand	100	100
Centara Loyalty Marketing Co., Ltd.	Offer privileges for customers	Thailand	100	100
Centara Learning Centre Co., Ltd.	Learning centre	Thailand	100	100
Kata Phuket Hotel Co., Ltd.	Hotel	Thailand	99	99
Centara Management Headquarter Limited	Hotel management	Thailand	100	100
Central South Pattaya Limited	Not operate yet	Thailand	100	100

Indirect subsidiaries held by the Company's subsidiaries

Company's name	Nature of business	Country of incorporation	Percentage of indirect shareholding	
			<u>2020</u> Percent	<u>2019</u> Percent
<u>Investment through Central Hotel Management Co., Ltd.</u>				
Central Sukhontha Hotel Co., Ltd.	Hotel	Thailand	100	100
Central Mae Sot Hill Hotel Co., Ltd.	Hotel	Thailand	98.4	98.4
Central Laundry Services Co., Ltd.	Not operate yet	Thailand	100	100
<u>Investment through Central Samui Beach Resort Co., Ltd.</u>				
Central Samui Village Co., Ltd.	Hotel	Thailand	100	100
<u>Investment through Central Restaurants Group Co., Ltd.</u>				
CRG Manufacturing Co., Ltd.	Food and beverage	Thailand	100	100
CRG International Food Co., Ltd.	Food and beverage	Thailand	100	100
Central Restaurants Group (HK) Limited	Holding company	Hong Kong Special Administrative Region of the People's Republic of China	100	100
Central Restaurants Group (Vietnam) Company Limited				
	Holding company	Vietnam	100	-
Brown Dessert Company Limited	Food and beverage	Thailand	51	-
<u>Investment through Central Krabi Bay Resort Co., Ltd.</u>				
S.P. Realty Lanta Beach Co., Ltd.	Not operate yet	Thailand	100	100
<u>Investment through Centara International Management Co., Ltd.</u>				
Centara Maldives Pvt. Ltd.	Hotel	Maldives	75	75
R.M.L Leisure Pvt. Ltd.	Hotel	Maldives	74	74
Centara (Shanghai) Hotel Management Co., Ltd.	Not operate yet	China	100	100
CIM for Hotel Management - Egypt, S.A.E.	Not operate yet	Egypt	100	100
<u>Investment through Centara Management Headquarter Limited</u>				
Centara Capital Limited	Holding company	Hong Kong Special Administrative Region of the People's Republic of China	100	100
Centara Singapore Private Limited				
	Holding company	Singapore	100	100
<u>Investment through Centara Capital Limited</u>				
Lagoon Assets Private Limited	Not operate yet	Maldives	100	100
Centara Lagoon Private Limited	Not operate yet	Maldives	100	100
<u>Investment through Centara Singapore Private Limited</u>				
Centara Japan Capital Godo Kaisha	Holding company	Japan	100	100
Centara Osaka Japan Kabushiki Kaisha	Not operate yet	Japan	100	-

- b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.
 - c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.
 - d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.
 - e) The assets and liabilities in the financial statements of overseas subsidiary companies are translated to Baht using the exchange rate prevailing at the end of reporting period. Revenues and expenses are translated using monthly average exchange rates. The resulting differences are shown under the caption of "Exchange differences on translation of financial statements in foreign currency" in the statements of changes in shareholder's equity.
 - f) Material balances and transactions between the Group have been eliminated from the consolidated financial statements.
 - g) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated profit or loss and within equity in the consolidated statement of financial position.
- 2.3 The separate financial statements present investments in subsidiaries, joint venture and associates under the cost method (less) allowance for impairment loss (if any).

3. New financial reporting standards

a) Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revision (revised 2019) and new financial reporting standards and interpretations which are effective for fiscal years beginning on or after 1 January 2020. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards. The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements. However, the new standard involves changes to key principles, which are summarised below:

Financial reporting standards related to financial instruments

The set of TFRSs related to financial instruments consists of five accounting standards and interpretations, as follows:

Financial reporting standards:

TFRS 7 Financial Instruments: Disclosures

TFRS 9 Financial Instruments

Accounting standard:

TAS 32 Financial Instruments: Presentation

Financial Reporting Standard Interpretations:

TFRIC 16 Hedges of a Net Investment in a Foreign Operation

TFRIC 19 Extinguishing Financial Liabilities with Equity Instruments

These TFRSs related to financial instruments make stipulations relating to the classification of financial instruments and their measurement at fair value or amortised cost (taking into account the type of instrument, the characteristics of the contractual cash flows and the Company's business model), calculation of impairment using the expected credit loss method, and hedge accounting. They also include stipulations regarding the presentation and disclosure of financial instruments.

The impact of the adoption of these standards on the Group's financial statements is as follows.

- Recognition of credit losses - The Group recognises an allowance for expected credit losses on its financial assets, and it is no longer necessary for a credit-impaired event to have occurred. The Company applies the simplified approach to consider impairment of trade receivables.

The Group adopted these financial reporting standards which the cumulative effect is recognised as an adjustment to the retained earnings as at 1 January 2020, and the comparative information was not restated.

The cumulative effect of the change is described in Note 4.

TFRS 16 Leases

TFRS 16 supersedes TAS 17, Leases, together with related Interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases, and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is low value.

Accounting by lessors under TFRS 16 is substantially unchanged from TAS 17. Lessors will continue to classify leases as either operating or finance leases.

The Group adopted these financial reporting standards using the modified retrospective method of initial adoption of which the cumulative effect is recognised as an adjustment to the retained earnings as at 1 January 2020, and the comparative information was not restated.

The cumulative effect of the change is described in Note 4.

Accounting Guidance on Temporary Relief Measures for Accounting Alternatives in Response to the Impact of the COVID-19 Pandemic

The Federation of Accounting Professions announced Accounting Guidance on Temporary Relief Measures for Accounting Alternatives in Response to the Impact of the COVID-19 Pandemic. Its objectives are to alleviate some of the impact of applying certain financial reporting standards, and to provide clarification about accounting treatments during the period of uncertainty relating to this situation.

On 22 April 2020, the Accounting Treatment Guidance was announced in the Royal Gazette and it is effective for the financial statements prepared for reporting periods ending between 1 January 2020 and 31 December 2020.

During the period from the first quarter to the third quarter of 2020, the Company elected to apply the temporary relief measures on accounting alternatives relating to measurement of expected credit losses using a simplified approach, fair value measurement of investment property, impairment of assets and goodwill, reversal of deferred tax assets and reduction in lease payment as lease modification.

In the fourth quarter of 2020, the Company has assessed some of the financial impacts of the uncertainties of the COVID-19 Pandemic on the valuation of trade and other receivables, deferred tax assets and non-financial assets. As a result, in preparing the financial statements for the year ended 31 December 2020, the Group has decided to discontinue application of the temporary relief measures on accounting alternatives relating to measurement of expected credit losses using a simplified approach, fair value measurement of investment property, impairment of assets and goodwill, reversal of deferred tax assets, which the Company elected to apply under the Accounting Guidance on Temporary Relief Measures for Accounting Alternatives in Response to the Impact of the COVID-19 Pandemic issued by the Federation of Accounting Professions. The Company recognised the resulting losses, totaling Baht 1,225 million (the Company only: Baht 669 million), as expenses in the statement of comprehensive income for the year ended 31 December 2020. These pertain to an increase in impairment losses of non-financial assets.

However, the Group has elected to continue to apply the following temporary relief measures on accounting alternative:

- Not to account for any reduction in lease payments by lessors resulting from the COVID-19 situation as a lease modification, with the lease liabilities that come due in each period reduced in proportion to the reduction and depreciation of right-of-use assets and interest on lease liabilities recognised in each period reversed in proportion to the reduction, with any differences then recognised in profit or loss.

The Group is evaluating the impact on the financial statements and will consider recording the impact after the relief measures expire.

b) Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2021

The Federation of Accounting Professions issued a number of revised financial reporting standards and interpretations, which are effective for fiscal years beginning on or after 1 January 2021. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The management of the Group has evaluated that these standards do not have any significant impact on the Group's financial statements in the year when they are adopted.

4. Cumulative effects of changes in accounting policies due to the adoption of new financial reporting standards

As described in Note 3 to the financial statements, during the current year, the Group has adopted financial reporting standards related to financial instruments and TFRS 16. The cumulative effect of initially applying these standards was recognised as an adjustment to retained earnings as at 1 January 2020. Therefore, the comparative information was not restated.

The impacts on the beginning balance of retained earnings of 2020 from changes in accounting policies due to the adoption of these standards are presented as follows:

(Unit: Thousand Baht)

	Consolidated financial statements			
	The effects of			
	31 December	Financial		
	2019	reporting		
		standards		
		related to		
		financial		
		instruments	TFRS 16	1 January 2020
Statement of financial position				
Assets				
Current assets				
Current investments	787,939	(787,939)	-	-
Trade and other receivables	764,504	(74,890)	(2,771)	686,843
Other current financial assets	-	787,939	-	787,939
Non-current assets				
Available-for-sale investments	923	(923)	-	-
Right-of-use assets	-	-	10,544,051	10,544,051
Leasehold rights	1,776,589	-	(1,776,589)	-
Deferred tax assets	119,428	14,978	60,806	195,212
Other non-current financial assets	-	49,004	-	49,004
Other non-current assets	682,897	(53,881)	(57,144)	571,872
Liabilities and shareholders' equity				
Current liabilities				
Trade and other payables	2,648,617	(45,081)	(157,698)	2,445,838
Current portion of deferred income	146,502	-	(100,366)	46,136
Current portion of lease liabilities	-	-	1,495,977	1,495,977
Current portion of financial liabilities from long-term leases	-	-	32,597	32,597
Other current financial liabilities	-	102,471	-	102,471
Other current liabilities	267,615	(57,390)	-	210,225
Non-current liabilities				
Lease liabilities, net of current portion	-	-	8,406,330	8,406,330
Financial liabilities from long-term leases, net of current portion	-	-	1,847,072	1,847,072
Deferred income	1,877,734	-	(1,779,303)	98,431
Shareholders' equity				
Retained earnings - unappropriated	11,160,000	(65,712)	(920,349)	10,173,939
Non-controlling interests of the subsidiaries	473,304	-	(55,907)	417,397

(Unit: Thousand Baht)

	Separate financial statements			
	The effects of			1 January 2020
	31 December 2019	Financial reporting standards related to financial instruments	TFRS 16	
Statement of financial position				
Assets				
Non-current assets				
Right-of-use assets	-	-	1,835,155	1,835,155
Leasehold rights	1,144,301	-	(1,144,301)	-
Deferred tax assets	34,543	-	(33,654)	889
Liabilities and shareholders' equity				
Current liabilities				
Current portion of long-term lease liabilities	-	-	99,716	99,716
Other current financial liabilities	-	5,959	-	5,959
Other current liabilities	34,451	(5,959)	-	28,492
Non-current liabilities				
Long-term leases, net of current portion	-	-	1,089,714	1,089,714
Shareholders' equity				
Retained earnings - unappropriated	4,967,562	-	(532,230)	4,435,332

4.1 Financial instruments

- a) Details of the impact on retained earnings as at 1 January 2020 due to the adoption of financial reporting standards related to financial instruments are presented as follows:

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Recognition of an allowance for expected credit losses on financial assets	(65,712)	-
Impacts of adoption of financial reporting standards related to financial instruments	(65,712)	-

- b) The classifications, measurement basis and carrying values of financial assets in accordance with TFRS 9 as at 1 January 2020, and with the carrying amounts under the former basis, are as follows:

(Unit: Thousand Baht)

Consolidated financial statements					
	The former carrying amount	Classification and measurement in accordance with TFRS 9			
		Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost	Total
Financial assets as at 1 January 2020					
Cash and cash equivalents	2,023,701	-	-	2,023,701	2,023,701
Trade and other receivables	764,504	-	-	689,614	689,614
Other current financial assets	787,939	-	-	787,939	787,939
Other non-current financial assets	54,804	-	923	48,081	49,004
Other non-current assets	629,016	-	-	629,016	629,016
Total financial assets	4,259,964	-	923	4,178,351	4,179,274

(Unit: Thousand Baht)

Separate financial statements					
	The former carrying amount	Classification and measurement in accordance with TFRS 9			
		Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost	Total
Financial assets as at 1 January 2020					
Cash and cash equivalents	64,005	-	-	64,005	64,005
Trade and other receivables	154,895	-	-	154,895	154,895
Short-term loans to related parties	471,103	-	-	471,103	471,103
Dividend receivables from related parties	210,000	-	-	210,000	210,000
Long-term loan to related parties	2,505,421	-	-	2,505,421	2,505,421
Other non-current assets	7,137	-	-	7,137	7,137
Total financial assets	3,412,561	-	-	3,412,561	3,412,561

As at 1 January 2020, the Group has not designated any financial liabilities at fair value through profit or loss.

4.2 Leases

On adoption of TFRS 16, the Group recognised in relation to leasing that lease liabilities previously classified as operating leases measured at the present value of the remaining lease payments, discounted using the Group's incremental borrowing rate at 1 January 2020. For leases that previously classified as finance leases, the Group recognised the carrying amount of the lease assets and lease liabilities before transition as right-of-use assets and lease liabilities, respectively at the date of initial application.

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Operating lease commitments as at 31 December 2019	11,351,790	1,383,630
Less: Short-term leases and leases of low-value assets	(37,545)	-
Add: Option to extend lease term	4,513,764	-
Less: Contracts reassessed as service agreements	(1,347)	-
Less: Transferred to financial liabilities from long-term leases from related party	(3,472,571)	-
Add (less): Others	(258,924)	7,971
Less: Deferred interest expenses	(2,192,861)	(202,171)
Increase in lease liabilities due to the first adoption of TFRS 16 liabilities	9,902,306	1,189,430
Liabilities under finance lease agreements as at 31 December 2019	-	-
Lease liabilities as at 1 January 2020	9,902,306	1,189,430
Weighted average incremental borrowing rate (percent per annum)	1.77 - 5.06	2.09 - 3.37
Comprise of:		
Current lease liabilities	1,495,977	99,716
Non-current lease liabilities	8,406,329	1,089,714
	9,902,306	1,189,430

The adjustments of right-of-use assets due to TFRS 16 adoption as at 1 January 2020 are summarised below:

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Land and equipment	10,544,051	1,835,155
Total right-of-use assets	10,544,051	1,835,155

The impact on retained earnings as at 1 January 2020 due to the adoption of TFRS 16 are presented as follows:

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Decrease in retained earnings – unappropriated	(920,349)	(532,230)

5. Significant accounting policies

5.1 Revenue and expenses recognition

Revenues from hotel operations and related services

Hotel revenues from rooms, food and beverage and other services are recognised when the rooms are occupied, food and beverage are sold and the services are rendered.

Revenue from management of loyalty programme

The revenue from loyalty programme is recognised upon the redemption and fulfilment of obligation.

Revenues from food and beverage

Revenues from restaurant business are recognised when food and beverage are sold to the customers.

Rental income

Rental income from investment property is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income. Contingent rentals are recognised as income in the accounting period in which they are earned.

Management fee income

Management fee income is recognised over the period of management agreement in accordance with terms and conditions stipulated in the agreements.

Interest income

Interest income is calculated using the effective interest method and recognised on an accrual basis. The effective interest rate is applied to the gross carrying amount of a financial asset, unless the financial assets subsequently become credit-impaired when it is applied to the net carrying amount of the financial asset (net of the expected credit loss allowance).

Finance cost

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and recognised on an accrual basis.

Dividends

Dividends are recognised when the right to receive the dividends is established.

5.2 Cash and cash equivalents

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

5.3 Inventories

Inventories are valued at the lower of cost and net realisable value.

Cost is calculated using the first in first out principle for food and beverage, finished goods, raw materials for manufacturing and spa products and using the moving average principle for ice-cream products, and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of production overheads based on normal operating capacity and is calculated using standard cost adjusted to approximate average cost.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs to complete and to make the sale.

5.4 Investments in subsidiaries, joint ventures and associates

- a) Investments in joint ventures and associates are accounted for in the consolidated financial statements using the equity method.
- b) Investments in subsidiaries, joint ventures and associates are accounted for in the separate financial statements using the cost method less allowance for loss on impairment (if any).

5.5 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and allowance for loss on impairment (if any).

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each property. The estimated useful lives are as follows:

Buildings and building improvements	15 and 30 years
Equipment	15 years

No depreciation is provided on freehold land.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period when the asset is derecognised.

5.6 Property, plant and equipment/ Depreciation

Land is stated at cost. Buildings and equipment and leasehold improvements are stated at cost or the revalued amount, less accumulated depreciation and allowance for loss on impairment of assets (if any).

Depreciation of plant and equipment is calculated by reference to their costs, on the straight-line basis over the following estimated useful lives:

Land improvements	-	10 - 25 years or lease agreement
Buildings and building improvements	-	10 - 50 years
Machinery and equipment	-	5 - 30 years
Furniture, fixtures and office equipment	-	3 - 19 years
Lease improvements	-	3 - 20 years
Motor vehicles	-	5 - 10 years

Depreciation is included in determining income.

No depreciation is provided on land and assets under installation.

Stocks of linen, china, glass and silver are determined quarterly by a physical count and valued at net book value. The cost of uniforms and kitchen utensils purchased has been regarded as a base value. Subsequent purchases are expensed when incurred, except the additional purchase for newly opened restaurants.

An item of equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised.

5.7 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

5.8 Intangible assets

Intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses (if any).

Intangible assets with finite lives are amortised on a systematic basis over the economic useful life and tested for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method of such intangible assets are reviewed at least at each financial year end. The amortisation expense is charged to profit or loss.

A summary of the intangible assets with finite useful lives is as follows:

	<u>Useful lives</u>
Computer software	- 10 years
License agreements	- 10 years
Deferred initial fees	- 10 years

5.9 Goodwill

Goodwill is initially recorded at cost, which equals to the excess of cost of business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognised as gain in profit or loss.

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Group's cash generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Group estimates the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

5.10 Leases

The Group as a lessee

Accounting policies adopted since 1 January 2020

At inception of contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Group recognises right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

Right-of-use assets

Right-of-use assets are measured at cost, less accumulated depreciation, any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred, and lease payments made at or before the commencement date of the lease less any lease incentives received.

Depreciation of right-of-use assets are calculated by reference to their costs or the revalued amount, on the straight-line basis over the shorter of their estimated useful lives and the lease term.

Land and building

lease agreement

If ownership of the leased asset is transferred to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Lease liabilities

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be payable under residual value guarantees. Moreover, the lease payments include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

The Group discounted the present value of the lease payments by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

Accounting policies adopted before 1 January 2020

Leases of property, plant or equipment which transfer substantially all the risks and rewards of ownership are classified as finance leases. Finance leases are capitalised at the lower of the fair value of the leased assets and the present value of the minimum lease payments. The outstanding rental obligations, net of finance charges, are included in long-term payables, while the interest element is charged to profit or loss over the lease period. The assets acquired under finance leases is depreciated over the shorter of the useful life of the asset and the lease period.

Leases of property, plant or equipment which do not transfer substantially all the risks and rewards of ownership are classified as operating leases. Operating lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term.

The Group as a lessor

A lease that transfers substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee is classified as finance leases. As at the commencement date, an asset held under a finance lease is recognised as a receivable at an amount equal to the net investment in the lease or the present value of the lease payments receivable and any unguaranteed residual value. Subsequently, finance income is recognised over the lease term to reflect a constant periodic rate of return on the net investment in the lease.

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee. Lease receivables from operating leases is recognised as income in profit or loss 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 assets and recognised as an expense over the lease term on the same basis as the lease income.

5.11 Related party transactions

Related parties comprise individuals or enterprises that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associated companies, and individuals or enterprises which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors and officers with authority in the planning and direction of the Company's operations.

5.12 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Item of each entity included in the consolidated financial statements are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

5.13 Impairment of non-financial assets

At the end of each reporting period, the Group perform impairment reviews in respect of the property, plant and equipment right-of-use asset, investment properties and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. The Group also carries out annual impairment reviews in respect of goodwill. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss.

In the assessment of asset impairment if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Group estimate the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount.

5.14 Employee benefits

Short-term employee benefits

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

Post-employment benefits

Defined contribution plans

The Group and their employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Group. The fund's assets are held in a separate trust fund and the Group's contributions are recognised as expenses when incurred.

Defined benefit plans

The Group have obligations in respect of the severance payments they must make to employees upon retirement under labor law. The Group treat these severance payment obligations as a defined benefit plan.

The obligation under the defined benefit plan is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from post-employment benefits are recognised immediately in other comprehensive income.

Past service costs are recognized in profit or loss on the earlier of the date of the plan amendment or curtailment and the date that the Company recognizes restructuring-related costs.

5.15 Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

5.16 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current income tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Group recognises deferred tax liabilities for all taxable temporary differences while they recognises deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Group reviews and reduces the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Group records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

5.17 Financial instruments

Accounting policies adopted since 1 January 2020

The Group initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. However, trade receivables, that do not contain a significant financing component are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

Classification and measurement of financial assets

Financial assets are classified, at initial recognition, as to be subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI"), or fair value through profit or loss ("FVTPL"). The classification of financial assets at initial recognition is driven by the Group's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

Financial assets at amortised cost

The Group measures financial assets at amortised cost if the financial asset is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets designated at FVOCI (equity instruments)

Upon initial recognition, the Group can elect to irrevocably classify its equity investments which are not held for trading as equity instruments designated at FVOCI with no subsequent classified. The classification is determined on an instrument-by-instrument basis.

Gains and losses recognised in other comprehensive income on these financial assets are never recycled to profit or loss.

Dividends are recognised as other income in profit or loss, except when the dividends clearly represent a recovery of part of the cost of the financial asset, in which case, the gains are recognised in other comprehensive income.

Equity instruments designated at FVOCI are not subject to impairment assessment.

Financial assets at FVTPL

Financial assets measured at FVTPL are carried in the statement of financial position at fair value with net changes in fair value recognised in profit or loss.

These financial assets include derivatives, security investments held for trading, equity investments which the Group has not irrevocably elected to classify at FVOCI and financial assets with cash flows that are not solely payments of principal and interest.

Dividends on listed equity investments are recognised as other income in profit or loss.

Classification and measurement of financial liabilities

Except for derivative liabilities, at initial recognition the Group's financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. In determining amortised cost, the Group takes into account on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

The Group considers a significant increase in credit risk to have occurred when contractual payments are more than 30 days past due and considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. It is based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Accounting policies adopted before 1 January 2020**Trade accounts receivable**

Trade accounts receivable are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.

Investments

- a) Investments in securities held for trading are stated at fair value. Changes in the fair value of these securities are recorded in profit or loss.
- b) Investments in available-for-sale securities are stated at fair value. Changes in the fair value of these securities are recorded in other comprehensive income and will be recorded in profit or loss when the securities are sold.
- c) Investments in debt securities, both due within one year and expected to be held to maturity, are recorded at amortised cost. The premium/discount on debt securities is amortised/accreted by the effective interest rate method with the amortised/accreted amount presented as an adjustment to the interest income.
- d) Investments in non-marketable equity securities, which the Group classifies as other investments, are stated at cost net of allowance for impairment loss (if any).

The fair value of marketable securities is based on the latest bid price of the last working day of the year. The fair value of unit trusts is determined from their net asset value.

The weighted average method is used for computation of the cost of investments.

In the event the Group reclassifies investments from one type to another, such investments will be readjusted to their fair value as at the reclassification date. The difference between the carrying amount of the investments and the fair value on the date of reclassification are recorded in profit or loss or recorded as other components of shareholders' equity, depending on the type of investment that is reclassified.

On disposal of an investment, the difference between net disposal proceeds and the carrying amount of the investment is recognised in profit or loss.

5.18 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group applies a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Group measure fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

- Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities
- Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly
- Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Group determine whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

6. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

Leases

Determining the lease term with extension and termination options - The Group as a lessee

In determining the lease term, the management is required to exercise judgement in assessing whether the Group is reasonably certain to exercise the option to extend or terminate the lease considering all relevant facts and circumstances that create an economic incentive for the Group to exercise either the extension or termination option.

Estimating the incremental borrowing rate - The Group as a lessee

The Group cannot readily determine the interest rate implicit in the lease, therefore, the management is required to exercise judgement in estimating its incremental borrowing rate to discount lease liabilities. The incremental borrowing rate is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

Allowance for expected credit losses of loans

The Group recognises an allowance for expected credit losses for loans to which require management to make estimates of cash flows to be received from such loans including the selection of a suitable discount rate.

Goodwill

The initial recognition and measurement of goodwill and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

Allowance for impairment of non-financial assets

In determining allowance for impairment of a non-financial asset, the management is required to exercise judgements regarding determination of the recoverable amount of the asset, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs of disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the performance of the assets of the cash-generating unit being tested. The recoverable amount is sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to investment in associate, subsidiaries and joint venture, property, plant and equipment and goodwill recognised by the Group. The key assumptions used to determine the recoverable amount for the different cash-generating units are disclosed and further explained in Note 18 and 19.

7. Related party transactions

(Unit: Thousand Baht)

	Consolidated		Separate		Transfer pricing policy
	financial statements		financial statements		
	2020	2019	2020	2019	
<u>Transactions with subsidiaries</u>					
(Eliminated from the consolidated financial statements)					
Rental income	-	-	2,930	2,930	Contractually agreed prices
Interest income	-	-	144,764	91,905	Bank interest rate
Management fee income	-	-	65,000	179,109	Contractually agreed prices
Income from loan guarantee	-	-	6,385	6,989	Contractually agreed prices
Dividend income	-	-	144,224	985,932	Dividend announcement
Interest expense	-	-	12,393	18,704	Bank interest rate
Other expenses	-	-	5,775	5,665	Agreed prices
Rental expense	-	-	7,323	6,974	Contractually agreed prices
Management fee expense	-	-	49,187	147,279	Contractually agreed prices
<u>Transactions with associated companies</u>					
Rental income	100,333	100,333	50,333	50,333	Contractually agreed prices
Dividend income	26,436	23,744	26,436	23,744	Dividend announcement
Rental expense	183,546	183,546	-	-	Contractually agreed prices
<u>Transactions with joint venture</u>					
Interest income	67,698	43,173	-	-	Contractually agreed prices
<u>Transactions with related companies</u>					
Rental income	14,279	14,279	-	-	Contractually agreed prices
Management fee income	4,358	9,234	-	-	Contractually agreed prices
Other income	7,642	16,568	-	-	Agreed prices
Rental expense	674,791	708,293	152,202	131,512	Contractually agreed prices
Electricity expense	24,329	37,200	24,329	37,200	Contractually agreed prices
Management fee expense	35,170	33,982	16,081	15,315	Contractually agreed prices
Finance and accounting					
service expense	34,412	32,540	-	-	Contractually agreed prices
Other service fees	40	17,492	-	-	Agreed prices

As at 31 December 2020 and 2019, the balances of the accounts between the Company and those related parties were as follows:

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Trade and other receivables - related parties (Note 10)				
Subsidiaries	-	-	39,862	37,257
Related companies (related by common directors)	17,416	20,081	6,189	4,512
Total trade and other receivables - related parties	<u>17,416</u>	<u>20,081</u>	<u>46,051</u>	<u>41,769</u>
Dividend receivables - related parties				
Subsidiaries	-	-	-	210,000
Total dividend receivables - related parties	<u>-</u>	<u>-</u>	<u>-</u>	<u>210,000</u>
Trade and other payables - related parties (Note 25)				
Subsidiaries	-	-	11,546	22,028
Related companies (related by common directors)	9,363	10,019	-	-
Total trade and other payables - related parties	<u>9,363</u>	<u>10,019</u>	<u>11,546</u>	<u>22,028</u>

Loans to related parties

As at 31 December 2020 and 2019, the balance of loan between the Group and those related companies and the movements in loans are as follows:

Loans to related parties	Interest rate		Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
	(Percent per annum)					
Short-term loans						
Subsidiaries	3.0	3.0	-	-	33,200	471,103
Long-term loans						
Subsidiaries	3.0	3.0	-	-	5,117,782	2,505,421
Total			<u>-</u>	<u>-</u>	<u>5,150,982</u>	<u>2,976,524</u>

Movements during the year ended 31 December 2020 and 2019 of loan to related parties were as follows.

			(Unit: Thousand Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Loans to related parties				
Subsidiaries				
At 1 January	-	-	3,221,224	2,660,501
Increase	-	-	6,689,335	4,531,280
Decrease	-	-	(3,812,494)	(3,970,557)
Total	-	-	6,098,065	3,221,224
Less: Allowance for expected credit losses (2019: Allowance for doubtful accounts)	-	-	(947,083)	(244,700)
At 31 December	-	-	5,150,982	2,976,524

Set out below is the movement in the allowance for expected credit losses of trade and other receivables.

			(Unit: Thousand Baht)	
	Consolidated		Separate	
	financial statements		financial statements	
As at 1 January 2020	-	-	244,700	
Provision for expected credit losses	-	-	702,383	
As at 31 December 2020	-	-	947,083	

Loans from related parties

As at 31 December 2020 and 2019, the balance of short-term and long-term loans from related parties are as follows:

(Unit: Thousand Baht)						
Loans from related parties	Interest rate		Consolidated financial statements		Separate financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
	(Percent per annum)					
Short-term loans						
Subsidiaries	1.57 - 3.0	1.65 - 3.0	-	-	376,520	520,180
Long-term loans						
Other related parties	3.0	3.0	52,329	52,329	-	-
Total			52,329	52,329	376,520	520,180

Movements during the years ended 31 December 2020 and 2019 of loans from related parties were as follows:

	Consolidated financial statements		(Unit: Thousand Baht) Separate financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Short-term loans				
Subsidiaries				
At 1 January	-	-	520,180	414,373
Increase	-	-	1,928,220	2,224,071
Decrease	-	-	(2,071,880)	(2,118,264)
At 31 December	<u>-</u>	<u>-</u>	<u>376,520</u>	<u>520,180</u>
Long-term loans				
Other related parties				
At 1 January	52,329	52,329	-	-
At 31 December	<u>52,329</u>	<u>52,329</u>	<u>-</u>	<u>-</u>

Loans from related parties

A subsidiary has long-term loans from related parties in form of promissory notes and repayable within 31 December 2020. On 1 December 2020, the subsidiary renewed the promissory notes to extend the payment term to be the earlier of 31 December 2022 or the loss of a controlling interest in the borrower by the parent company of the borrower.

Financial liabilities from long-term leases

Movements during the year ended 31 December 2020 and 2019 of financial liabilities from long-term leases were as follows:

	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Financial liabilities from long-term leases				
Associated				
As at 1 January	-	-	-	-
Adjustment due to the initial adoption of new financial reporting standards	1,879,669	-	-	-
As at 1 January - as restated	1,879,669	-	-	-
Decrease	(32,597)	-	-	-
	1,847,072	-	-	-
Less: portion due within one year	(43,707)	-	-	-
As at 31 December	1,803,365	-	-	-

Significant agreements with related partiesLong-term lease agreements**The Company****Centara Grand at Central Plaza Ladprao Bangkok**

Under the terms of a reciprocal agreement entered into with Central International Development Co., Ltd. ("CID") who entered into long-term land lease agreement with State Railway of Thailand ("SRT"), the Company was granted the right to construct a hotel building on the sublease property from CID and to operate the hotel for the Company's benefits up to 18 December 2008. This agreement is renewable for period of 10 years each.

As at 18 December 2008 which was the expiration date of the said reciprocal agreement, the Company was required to transfer the construction on sublease land, fixtures and improvements, including part of equipment to SRT. The net book value at the expiration date of agreement was Baht 23.9 million, which resulted in the Company incurring a loss from disposal of the assets of the same amount.

On 9 December 2008, CID entered into a new land and building lease agreement of 20 years lease term with SRT. The Company then signed the memorandum of agreement with CID in order to preserve and affirm of undertaking the right to enter into the new sublease agreement with CID. The Company has to pay the guarantee deposit on land and building lease agreement of Central Plaza Hotel at Ladprao, in the amount of Baht 95 million on the day which CID entered into the lease agreement with SRT.

In 2009, the Company entered into a sublease agreement with CID ("sublessor") for the subleasing of Centara Grand at Central Plaza Ladprao Bangkok Hotel's building and hotel building improvements including durable goods for a period of 20 years. The lease will expire on 18 December 2028. The Company was required to pay the sublessor of Baht 2,556 million for the subleasing right and annual rent for the whole lease term. In addition, the Company was required to pay durable goods rental fee totalling Baht 31 million for the whole lease term. The Company recorded durable goods rental fee as asset under finance lease. (31 December 2019: presented as leasehold right)

Leased assets, which the Company has renovated, improved or constructed, altered, added, maintained or rebuilt, will be transferred to SRT as soon as the said activities are completed. In addition, the Company has to return durable goods according to the list in the lease agreement in a manner which is appropriate to their condition and useful lives to SRT at the end of the lease agreement.

The Subsidiaries

Centara Grand Beach Resort Samui Project

Agreements between Central Plaza Hotel Public Company Limited and its subsidiaries and Centara Hotels & Resorts Leasehold Property Fund

On 25 September 2008, Central Plaza Hotel Public Company Limited and its subsidiary entered into agreements relating to land and hotel building of Centara Grand Beach Resort Samui Hotel with Centara Hotels & Resorts Leasehold Property Fund (“CTARAF”), in the following matters.

- 1) Central Samui Beach Resort Co., Ltd. (“CSBR”) entered into the land lease agreement with CTARAF for lease the land to CTARAF for the period of 30 years commencing from the date on which both parties register the lease agreement (26 September 2008). CTARAF agreed to pay the land lease fee in the total amount of Baht 1,500 million with full payment on the date on which the lease was registered. CSBR recognised such proceeds from lease as deferred income in its financial position and amortises to income using the straight line method over the lease term of 30 years. Due to the adoption of new financial reporting standards, the Group presented the said land lease agreement as financial liabilities from long-term lease in the consolidated statement of financial position as at 31 December 2020 (31 December 2019: presented as deferred income).
- 2) Central Plaza Hotel Public Company Limited (“CPH”) entered into the property lease agreement with Centara Grand Beach Resort Samui Hotel, including the utility facilities and related equipment with CTARAF in order to lease to CTARAF for the period of 30 years commencing from the date that both parties registered the lease agreement (26 September 2008). CTARAF agreed to pay the property lease fee in the total amount of Baht 1,510 million with full payment on the date on which the lease was registered. CPH recognised such proceeds from lease as deferred income in the statement of financial position in consolidated and separate financial statements and amortises to income using the straight line method over the lease term of 30 years. Due to the adoption of new financial reporting standards, the Group presented the said property lease agreement as financial liabilities from long-term lease in the consolidated financial statement as at 31 December 2020 (31 December 2019: presented as deferred income).

Under the property lease agreement, CPH agreed and guaranteed that, in the period of 4 years from the registration date of lease, CTARAF would receive lease fee income from the lease assets in the amount not less than the accumulated guaranteed lease fee specified in the agreement. If CTARAF receives the accumulated lease fee income less than the accumulated guaranteed lease fee as in the agreement, CPH agreed to pay CTARAF the difference between the accumulated lease fee income of the fund and the accumulated guaranteed lease fee income.

On 1 December 2008, CPH and CSBR entered into the agreement regarding guarantee CTARAF lease fee income. CSBR as a land lessor which mutually get benefits from CTARAF on lease agreement, to be the co-guarantor in guarantee CTARAF lease fee income. In case CPH have to pay any payments to CTARAF under the above guarantee agreement, CSBR agree to pay partial guarantee payment to CPH according to the rate specified in the agreement.

If CTARAF wishes to renew the land lease agreement and building lease agreement as in No.1) and No. 2) above when the lease period was due, CTARAF has to state its intention to CSBR and CPH, depending on the case, in writing within the 26th year from the first year of the lease period and both parties negotiate and finalise the details for renewal of lease agreement within the 27th year from the first year of the lease period.

- 3) CSBR entered into the agreement for sale of furniture and equipment installed/used within Centara Grand Beach Resort Samui Hotel with CTARAF, under which CTARAF agreed to pay for rights transferring of the said furniture and equipment in the amount of Baht 80 million (including VAT) by making a full payment on the day that the rights are transferred (26 September 2008).
- 4) CTARAF entered into the sublease agreement of Centara Grand Beach Resort Samui Hotel with Central Samui Hotel Management Co., Ltd. ("CSHM") for lease the land, building and utility facility and relating equipment, and furniture and equipment to CSHM to use in operating the hotel business. The lease term is 3 years commencing from 26 September 2008. CTARAF promised to CSHM that CSHM is able to lease the assets for another 3 years from the end of the lease term. CSHM must inform CTARAF for exercise of the promised right in writing not less than 6 months before the end of the lease term to mutually negotiate a new fixed lease fee. However, CTARAF is able to exercise the right to discontinue the lease by informing CSHM in writing. According to this agreement, CSHM agreed to pay a monthly lease fee comprising of a fixed lease fee in the amount of Baht 225 million per annum and a variable lease fee at 90 percent of earnings before interest, taxes, depreciation and amortisation.

According to the sublease agreement and other related agreements, CSHM must comply with the conditions stipulated in the agreement such as submission of documents and other information specified in the agreement, opening and maintaining of various bank accounts including transfer of rights over the said bank accounts to CTARAF, without the increase of additional debt, selling, disposing, lease, forming a commitment in part or all of assets, lending to, investing, except for the consent in writing from CTARAF is granted.

Except in circumstance that CSHM can demonstrate to CTARAF that any event is beyond the control of or prevention by CSHM and such event has caused an adverse material impact on the operations of the hotel and such event occurs temporarily ("Temporary Force Majeure") and resulting in CSHM being unable to pay the fixed rental to CTARAF in an amount and within the due date specified in sublease agreement, CSHM shall pay rental to CTARAF in the amount equivalent to 100 percent of earnings before interest, taxes, depreciation and amortisation ("EBITDA") calculated from the operations of the hotel during such period and it shall not be deemed CSHM is in default of payments.

On 24 March 2014, CSHM sent the letter of intent to exercise the right to continue lease of Centara Grand Beach Resort Samui Hotel in accordance with the renewal condition in the sublease agreement which was expired on 25 September 2014. Subsequently, on 23 September 2014, the Management Company of CTARAF informed CSHM that CTARAF and CSHM were required to mutually agree on a new fix rental rate for the renewal of the sublease agreement. The Management Company of CTARAF confirmed that new rental rate would be the same as the previous rental rate. Whereas CSHM proposed that new rental rate would be 100 percent of EBITDA. Therefore, the Management Company of CTARAF and CSHM could not agree on the new rental rate.

On 3 April 2015, the Management Company of CTARAF reported to the Stock Exchange of Thailand that CTARAF and CSHM were still unable to reach an agreement on the rental rate for the renewal of the sublease agreement, which was expired in September 2014.

On 19 May 2015, the Management Company of CTARAF reported to the Stock Exchange of Thailand that the Management Company announced the seeking of a new sublessee and invited the interested parties for bids. On 14 August 2015, the Management Company had reviewed bidding documents submitted but that the bids are not in the best interests of the Fund and/or unit holders. Thus, the Fund exercised a right to not select the bidder.

On 13 March 2017, the Management Company of CTARAF reported to the Stock Exchange of Thailand that the Management Company was searching for additional sublease proposals other than those 3 alternatives proposed in the Unitholders' Meeting on 28 October 2016 by scheduling proposals submission date on 2 May 2017.

On 28 November 2017, the Management Company of CTARAF reported to the Stock Exchange of Thailand regarding to resolutions at the Unitholders' Meeting which 1) acknowledged the report on the progress of the Management Company's implementations regarding the sublease of Centara Grand Beach Resort Samui Hotel Project 2) approved the 4th option in the proposal of the sublease of the building of Centara Grand Beach Resort Samui Hotel from CSHM, which the rental fee is fixed during the first year at Baht 168 million and increases by 3 percent for every 3 years, and will be effective from the date of the new sublease agreement until 25 September 2038, including approval of the rental fee for the period from 26 September 2014 to the date on which the Property Fund has entered into a new sublease agreement with CSHM at the rate of 100 percent of EBITDA calculated from the business operation of Centara Grand Beach Resort Samui Hotel during such period 3) approved the amendment to the Fund Scheme. The new sublease agreement as resolution of the stated unitholders' meeting has been prepared and is effective on 1 January 2018. In addition, CPH entered in to a guarantee agreement with CTARAF to guarantee the performance of CSHM under the sub-lease agreement as required by a condition of the new sub-lease agreement.

Central World Hotel Co., Ltd.

On 28 April 2005, Central World Hotel Co., Ltd. ("CWH") entered into a sublease agreement of hotel land and building with Thai Business Fund 4 ("the Fund") to develop and to operate a hotel or other related businesses. CWH is required to pay rental in advance and annual rental fee totalling Baht 1,198.8 million to the Fund up to the end of the agreement on 22 December 2032. CWH paid the rental in advance upon signing the agreement of Baht 275 million and consideration for use of common area in shopping center of Baht 10 million CWH recorded the prepayment as leasehold right in the statement of financial position. Due to the adoption of new financial reporting standards, CWH presented the said sublease agreement as right-of-use assets in the consolidated and separate statement of financial position as at 31 December 2020 (31 December 2019: presented as leasehold right).

The above agreement requires the rights on buildings and constructions thereon which CWH repair and maintenance or construct on the sublease land to belong to the land owner, the Crown Property Bureau, at the date that those repairs and maintenance or construction completed.

Cosi Hotel Co., Ltd.

On 8 August 2016, Cosi Hotel Co., Ltd. ("COSI") entered into a land sublease agreement of Central Festival Samui Project with Central World Co., Ltd. ("CTW") to develop Cosi Hotel, Samui. COSI is required to pay sublease fees at Baht 62 million for the total 37 years 2 months. Due to the adoption of new financial reporting standards, COSI presented the said sublease period as right-of-use assets in the consolidated statement of financial position as at 31 December 2020 (31 December 2019: presented as leasehold right).

On 5 April 2019, Cosi Hotel Co., Ltd. ("COSI") entered into a 30-year land sublease agreement with Ploenruedee Co., Ltd. to develop Cosi Hotel, Tha Phae. COSI is required to pay a consideration of Baht 13.6 million. In addition, COSI agrees to pay the sublease fee and management fee over the sublease term in accordance with the agreement totaling Baht 135.5 million. Due to the adoption of new financial reporting standards, COSI presented the said sublease period as right-of-use assets in the consolidated and separate statement of financial position as at 31 December 2020 (31 December 2019: presented as leasehold right).

Centara Osaka Japan Kabushiki Kaisha

On 10 April 2020, Centara Osaka Japan Kabushiki Kaisha (a foreign indirect subsidiary) entered into the building lease agreement with Centara Osaka Tokutei Mokuteki Kaisha (a joint venture) for a period of 50 years and 3 months commencing on the earlier of March 2023 and the transferal of hotel building. The subsidiary is to pay the rental at fixed and variable fees at stipulated in the lease agreement.

Long-term service agreements**The Company**

On 26 September 2008, the Company entered into management agreement with Central Samui Hotel Management Co., Ltd. to manage the hotel's operations for 30 years commencing from the agreement date. The Company would receive management fee as specified in the agreement.

On 31 January 2014, the Company entered into a service agreement with Harn Central Department Store Co., Ltd. for a period of 1 year in order to receive information and various suggestions, which are beneficial to the Company. The Company agrees to pay service fee of Baht 1 million per month, the agreement is automatically renewable annually with a 5 percent increase of service fee every year.

On 1 July 2016, the Company entered into management fee agreement with Centara International Management Co., Ltd. The stated agreement shall continue effective in full force until either party terminates the agreement or ceases its business operation. Such agreement due on monthly basis term and the Company would receive management fees at the rates specified in the agreement. However, on 31 December 2019, the Company notified the counterparty of the termination of the agreement. Thus, this agreement was terminated on such date.

On 1 January 2017, the Company entered into management fee agreements with Centara International Management (Thailand) Co., Ltd. and Centara Management Headquarters Limited. The stated agreements shall continue effective in full force until either party terminates the agreement or ceases its business operation. Such agreements due on monthly basis term and the Company would receive management fees at the rates specified in the agreements. However, on 31 December 2019, the Company notified Centara International Management (Thailand) Co., Ltd. to terminate the agreement. Thus, the agreement with Centara International Management (Thailand) Co., Ltd. was terminated on such date.

On 1 December 2017, the Company entered into a financial consulting and management service agreement with Central Restaurants Group Co., Ltd. ("CRG") to provide consulting service along with suggestions relevant to food business operation of CRG. The Company would receive quarterly management fee of Baht 1.25 million. Such agreement has a three-year term, commencing from 1 January 2017 to 31 December 2019, which either party has the right to terminate the agreement before such due date by informing in written notice to the other party in advance not less than 30 days. The agreement is automatically renewable annually every year.

On 1 November 2019, the Company entered into a service agreement with Centara Management Headquarter Limited in order to provide regulatory services, order and control hotel operations under the hotel name. The agreement is effective from 1 January 2019 to 31 December 2020. The Company agrees to receive service fee at the rate specified in the agreement. The agreement is automatically renewable annually every year.

The Subsidiaries

Central Sukhontha Hotel Co., Ltd. ("CHY") has entered into a rental and services agreement with Central Department Store Co., Ltd. for a period of 30 years ending on 31 May 2024. Central Department Store Co., Ltd. agreed to lease part of CHY's building as a shopping center. Total income to CHY throughout the agreement is approximately Baht 428 million. As at 31 December 2020, the balance of deferred income was Baht 54.7 million (31 December 2019: Baht 69.0 million) in the consolidated financial statements.

On 31 January 2012, Central Restaurants Group Co., Ltd. (“CRG”) entered into a service agreement with Harnng Central Department Store Co., Ltd. for a period of 1 year in order to receive information and various suggestions, which are beneficial to CRG. CRG agreed to pay service fee of Baht 500,000 per month, the agreement is automatically renewable annually with a 5 percent increase of service fee every year.

On 1 January 2015, Central Restaurants Group Co., Ltd. (“CRG”) entered into legal consultant service agreement with Harnng Central Department Store Co., Ltd. in order to receive consultation, explanation and advice of legal matters especially for laws related to its business. The service fee is agreed to pay at Baht 73,000 per month. The agreement has a period of 1 year, commencing from 1 January 2015 to 31 December 2015, unless in practice both parties involve in consultation and advice under the intention of continuing this agreement without the renewal of the agreement. This should be considered as the beginning of the agreement in infinite period and is the right of either party to terminate the agreement, however, the advance notice of the termination should not be less than 30 days. Subsequently, on 1 July 2019, CRG renewed the service agreement with Harnng Central Department Store Co., Ltd. The agreement is effective from 1 January 2019 to 31 December 2020. CRG agrees to pay service fee at Baht 77,000 per month.

On 17 April 2017, Central Restaurants Group Co., Ltd. (“CRG”) entered into a service agreement with Harnng Central Department Store Co., Ltd., commencing from 1 October 2016 to 31 December 2021, in order to receive finance and accounting service. The agreement is automatically renewable for 3 years each. CRG agreed to pay service fee based on specified in the agreement with a 5.7 percent increase of service fee every year.

On 1 August 2017, Central Restaurants Group Co., Ltd. (“CRG”) entered into human resources management service agreement with Harnng Central Department Store Co., Ltd. in order to receive human resources management service to enhance efficiency and support the growth of business by agreeing to pay service fee specified in the agreement. The agreement has a period of 1 year, commencing from 1 January 2018 to 31 December 2018. Unless either party terminate the agreement in advance not less than 30 days, this would be considered as one year renewal term with the same consent and conditions except service fee rate which both parties may reconsider.

Long-term lease and service agreements

Central Restaurants Group Co., Ltd. (“CRG”) has long-term lease and service agreements with related parties for periods of 3 to 30 years up to 2023. According to the terms of the agreements, CRG has to pay monthly rental and service charges at fixed rates or at certain percentages of gross sales.

Directors and management's benefits

During the years ended 31 December 2020 and 2019, the Group had employee benefit expenses payable to their directors and management as below.

(Unit: Million Baht)

	Consolidated financial statements and separate financial statements			
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Short-term employee benefits	82	100	82	100
Post-employment benefits	3	3	3	3
Total	<u>85</u>	<u>103</u>	<u>85</u>	<u>103</u>

8. Cash and cash equivalents

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Cash on hand	71,554	95,317	1,725	1,516
Cash at banks - current accounts	395,637	420,210	182,724	62,489
Cash at banks - savings accounts	2,266,519	502,454	-	-
Fixed deposits with maturity less than three-month	-	1,005,720	-	-
Total	<u>2,733,710</u>	<u>2,023,701</u>	<u>184,449</u>	<u>64,005</u>

As at 31 December 2020, bank deposits carried interests between 0.13 and 1.4 percent per annum (2019: between 0.13 and 1.55 percent per annum).

9. Current investments

As at 31 December 2020 and 2019, the Company had current investments in trading securities as follows:

(Unit: Thousand Baht)

	Consolidated financial statements	
	<u>2020</u>	<u>2019</u>
Fixed deposits with maturity within six-month	-	787,939
Total	<u>-</u>	<u>787,939</u>

As at 31 December 2020, fixed deposits carried interest between 1.45 and 1.80 percent per annum. Due to the adoption of new financial reporting standard, the Group presented the said current investments as current financial assets in the consolidated and separate statement of financial position as at 31 December 2020.

10. Trade and other receivables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
<u>Trade receivable - unrelated parties</u>				
Aged on the basis of due dates				
Not yet due	31,200	241,512	7,456	51,969
Past due				
Not over 3 months	20,224	62,006	4,304	16,699
3 - 6 months	8,404	9,989	807	313
6 - 12 months	24,069	3,069	455	85
Over 12 months	21,274	11,434	5,791	4,158
Total	105,171	328,010	18,813	73,224
Less: Allowance for expected credit losses				
(2019: Allowance for doubtful accounts)	(17,180)	(14,689)	(4,147)	(4,074)
Total trade receivable - unrelated parties, net	87,991	313,321	14,666	69,150
Trade receivable - net	87,991	313,321	14,666	69,150
<u>Other receivables</u>				
Other receivables - related parties	17,416	20,081	46,051	41,769
Other receivables - unrelated parties	425,567	366,282	24,155	29,195
Prepaid expense	50,516	71,202	13,972	22,299
Prepayment for purchase of goods	10,147	1,136	-	-
Total	503,646	458,701	84,178	93,263
Less: Allowance for expected credit losses				
(2019: Allowance for doubtful accounts)	(77,273)	(7,518)	(19,038)	(7,518)
Total other receivables - net	426,373	451,183	65,140	85,745
Total trade and other receivables	514,364	764,504	79,806	154,895

Set out below is the movement in the allowance for expected credit losses of trade and other receivables.

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
As at 1 January 2020	97,098	11,592
Allowance for expected credit losses	(2,645)	11,593
As at 31 December 2020	94,453	23,185

11. Inventories

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Food and beverage	57,778	76,072	12,520	17,213
Raw materials	439,566	488,794	-	-
Work in process	15,713	18,994	-	-
Finished goods	4,296	8,421	-	-
Operating supplies	257,874	268,741	9,931	10,943
Others	11,105	14,737	1,164	1,241
	786,332	875,759	23,615	29,397
Less: Allowance for obsolete stock	(4,582)	(4,267)	-	-
Net	<u>781,750</u>	<u>871,492</u>	<u>23,615</u>	<u>29,397</u>
Inventories recognised as an expense in				
‘cost of sales’:				
- Cost	3,939,347	5,155,621	138,432	290,594
- Write-down to net realisable value	315	1,736	-	-
Net	<u>3,939,662</u>	<u>5,157,357</u>	<u>138,432</u>	<u>290,594</u>

12. Other current financial assets

(Unit: Thousand Baht)

	31 December 2020	
	Consolidated financial statements	Separate financial statements
Fixed deposit with maturity within 6 months	90,111	-
Total other current financial assets - net	90,111	-

As at 31 December 2020, fixed deposit carried interest 1.75 percent per annum.

13. Other current assets

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Withholding income tax and value added tax receivable	227,833	154,972	34,792	26,516
Undue input tax	30,733	57,651	3,586	2,515
Others	27,286	961	117	138
Total other current assets	285,852	213,584	38,495	29,169

14. Investment in an associate

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019
Associate				
At 1 January	524,125	533,619	518,139	527,635
Share of profit of investment in an associate	30,168	31,004	-	-
Unit redeemed	(14,662)	(16,754)	(14,662)	(16,754)
Dividend income	(26,436)	(23,744)	-	-
Allowance for loss on impairment decrease	-	-	3,734	7,258
At 31 December	513,195	524,125	507,211	518,139

There were no acquisition and disposal of investment in an associate during the year ended 31 December 2020 and 2019.

Investment in an associate as at 31 December 2020 and 2019, and dividend income for the years then ended, were as follows:

Consolidated financial statements												(Unit: Thousand Baht)
Company's name	Natures of business	Country of incorporation	Shareholding percentage		Paid-up capital		Cost		Carrying amounts based on equity method		Dividend received during the year	
			<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>		
Centara Hotels & Resorts Leasehold Property Fund	Property fund	Thai	(Percent)	(Percent)								
			25.3	25.3	2,920,512	2,978,368	739,276	753,937	513,195	524,125	26,436	23,744
Total							739,276	753,937	513,195	524,125	26,436	23,744

As at 31 December 2020, the closing price of Centara Hotels & Resorts Leasehold Property Fund was Baht 5.05 (2019: Baht 5.70). The fair value of investment in Centara Hotels & Resorts Leasehold Property Fund was Baht 410 million (2019: Baht 462 million).

Separate financial statements											(Unit: Thousand Baht)
Company's name	Natures of business	Country of incorporation	Shareholding percentage		Paid-up capital		Cost		Allowance for impairment of investments		Dividend received during the year
			2020	2019	2020	2019	2020	2019	2020	2019	
			(Percent)	(Percent)							
Centara Hotels & Resorts Leasehold Property Fund	Property fund	Thai	25.3	25.3	2,920,512	2,978,368	739,276	753,937	(232,064)	(235,798)	26,436
											23,744
Total							739,276	753,937	(232,064)	(235,798)	26,436
											23,744

The Company set up impairment loss on investment in an associate by considering from the net asset value of the property fund.

15. Investments in subsidiaries

15.1 Details of investments in subsidiaries as presented in separate financial statements.

Company's name	Paid-up capital		Shareholding percentage		Cost		Allowance for impairment loss		Cost - net		(Unit: Thousand Baht) Dividend received during the years	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
Direct subsidiaries												
Central Samui Beach Resort Co., Ltd.	670,000	670,000	100	100	814,383	814,383	-	-	814,383	814,383	-	174,200
Central Karon Village Co., Ltd.	37,500	37,500	100	100	76,500	76,500	-	-	76,500	76,500	-	10,500
Central Krabi Bay Resort Co., Ltd.	500,000	500,000	100	100	500,000	500,000	-	-	500,000	500,000	-	-
Central Hua Hin Beach Resort Co., Ltd.	185,000	185,000	63.9	63.9	198,905	198,905	(30,000)	-	168,905	198,905	47,324	94,648
Central World Hotel Co., Ltd.	1,800,000	1,800,000	100	100	1,800,000	1,800,000	-	-	1,800,000	1,800,000	-	-
Central Koh Kood Hotel Co., Ltd.	120,000	120,000	100	100	120,000	120,000	-	-	120,000	120,000	-	-
Central Hotel Management Co., Ltd.	250,000	250,000	100	100	250,000	250,000	-	-	250,000	250,000	96,900	-
Central Restaurants Group Co., Ltd.	620,000	620,000	100	100	669,607	669,607	-	-	669,607	669,607	-	210,000
Triplenine Decor Co., Ltd.	80,000	80,000	100	100	80,000	80,000	-	-	80,000	80,000	-	-
Central Samui Hotel Management Co., Ltd.	1,250	1,250	100	100	1,250	1,250	(1,250)	(1,250)	-	-	-	-
Centara International Management Co., Ltd.	150,000	150,000	100	100	150,000	150,000	-	-	150,000	150,000	-	37,500
S.P. Realty Had Farang Resort Co., Ltd.	88,500	88,500	100	100	88,500	88,500	-	-	88,500	88,500	-	-
S.P. Realty Pattaya Beach Co., Ltd.	80,000	80,000	100	100	80,000	80,000	-	-	80,000	80,000	-	-
Reifresh Zone Co., Ltd.	1,000	1,000	100	100	1,000	1,000	(1,000)	(1,000)	-	-	-	-

Company's name	Paid-up capital		Shareholding percentage		Cost		Allowance for impairment loss		Cost - net		Dividend received during the years	
	2020	2019	2020 (Percent)	2019 (Percent)	2020	2019	2020	2019	2020	2019	2020	2019
Direct subsidiaries (continued)												
Central Bangkok Convention & Exhibition Co., Ltd.	1,000	1,000	100	100	1,000	1,000	-	-	1,000	1,000	-	-
Centara International Management (Thailand) Co., Ltd.	25,000	25,000	100	100	25,000	25,000	-	-	25,000	25,000	-	9,000
Karon Phuket Hotel Co., Ltd.	520,000	520,000	99.3	99.3	479,187	479,187	-	-	479,187	479,187	-	82,624
Cosil Hotel Co., Ltd.	500,000	500,000	100	100	500,000	500,000	(129,000)	-	371,000	500,000	-	-
Centara Import-Export Co., Ltd.	1,000	1,000	100	100	1,000	1,000	-	-	1,000	1,000	-	-
Cosil Hotel Management Co., Ltd.	1,250	1,250	100	100	1,250	1,250	-	-	1,250	1,250	-	-
Centara Loyalty Marketing Co., Ltd.	12,500	12,500	100	100	12,500	12,500	-	-	12,500	12,500	-	12,500
Centara Learning Centre Co., Ltd.	2,500	2,500	100	100	2,500	2,500	-	-	2,500	2,500	-	-
Kata Phuket Hotel Co., Ltd.	120,000	120,000	99	99	170,000	170,000	-	-	170,000	170,000	-	23,760
Centara Management Headquarter Limited	210,000	210,000	100	100	210,000	210,000	-	-	210,000	210,000	-	331,200
Central South Pattaya Co., Ltd.	1,000	1,000	100	100	1,000	1,000	-	-	1,000	1,000	-	-

Company's name	Paid-up capital		Shareholding percentage		Cost		Allowance for impairment loss		Cost - net		(Unit: Thousand Baht) Dividend received during the years	
	2020	2019	2020 (Percent)	2019 (Percent)	2020	2019	2020	2019	2020	2019	2020	2019
Indirect subsidiaries												
Central Sukhontha Hotel Co., Ltd.	145,000	145,000	100	100	-	-	-	-	-	-	-	-
Central Samui Village Co., Ltd.	55,000	55,000	100	100	-	-	-	-	-	-	-	-
Central Mae Sot Hill Hotel Co., Ltd.	190,000	190,000	98.4	98.4	-	-	-	-	-	-	-	-
CRG Manufacturing Co., Ltd.	160,000	160,000	100	100	-	-	-	-	-	-	-	-
Central Laundry Services Co., Ltd.	1,500	1,500	100	100	-	-	-	-	-	-	-	-
CRG International Food Co., Ltd.	179,760	179,760	100	100	-	-	-	-	-	-	-	-
S.P. Realty Lanta Beach Co., Ltd.	36,000	36,000	100	100	-	-	-	-	-	-	-	-
Centara Maldives Pvt. Ltd.	797,223	797,223	75	75	-	-	-	-	-	-	-	-
R.M.L Leisure Pvt. Ltd.	483,886	483,886	74	74	-	-	-	-	-	-	-	-
Centara (Shanghai) Hotel Management Co., Ltd.	65,696	65,696	100	100	-	-	-	-	-	-	-	-
CIM for Hotel Management Egypt, S.A.E.	577	577	100	100	-	-	-	-	-	-	-	-
Centara Capital Limited	782,434	782,434	100	100	-	-	-	-	-	-	-	-
Lagoon Assets Private Limited	1,070	1,070	100	100	-	-	-	-	-	-	-	-
Centara Singapore Private Limited	982,570	30,285	100	100	-	-	-	-	-	-	-	-
Centara Lagoon Private Limited	-	-	100	100	-	-	-	-	-	-	-	-
Centara Japan Capital Godo Kaisha	29,568	-	100	100	-	-	-	-	-	-	-	-
Centara Osaka Japan Kabushiki Kaisha	28,832	-	100	-	-	-	-	-	-	-	-	-
Central Restaurants Group (HK) Limited	-	-	100	100	-	-	-	-	-	-	-	-
Central Restaurants Group (Vietnam) Company Limited	30,891	-	100	-	-	-	-	-	-	-	-	-
Brown Dessert Company Limited	9,398	-	51	-	-	-	-	-	-	-	-	-
Total					<u>6,233,582</u>	<u>6,233,582</u>	<u>(161,250)</u>	<u>(2,250)</u>	<u>6,072,332</u>	<u>6,231,332</u>	<u>144,224</u>	<u>985,932</u>

15.2 Details of investments in subsidiaries that have material non-controlling interests

Company's name	Proportion of equity interest held by non-controlling interests		Accumulated balance of non-controlling interests		Profit (loss) allocated to non-controlling interests during the years		Dividend paid to non-controlling interests during the years	
	2020 (Percent)	2019 (Percent)	2020	2019	2020	2019	2020	2019
<u>Subsidiary directly held by the Company</u>								
Central Hua Hin Beach Resort Co., Ltd.	36.05	36.05	40,766	79,728	(11,996)	38,820	26,676	62,564
<u>Subsidiary companies hold by Centara International Management Co., Ltd.</u>								
Centara Maldives Pvt. Ltd.	25.00	25.00	165,169	218,342	(33,075)	31,166	-	31,282
R.M.L Leisure Pvt. Ltd.	26.00	26.00	(69,689)	37,500	(73,768)	(5,682)	-	-

15.3 Summarised financial information that based on amounts before inter-company elimination about subsidiaries that have material non-controlling

Summarised information about financial position

	Central Hua Hin Beach Resort Co., Ltd.												Centara Maldives Pvt. Ltd.				R.M.L Leisure Pvt. Ltd.				Other individually immaterial subsidiaries				Intra-group eliminations				Total		(Unit: Thousand Baht)
	2020		2019		2020		2019		2020		2019		2020		2019		2020		2019		2020		2019		2020		2019				
Non-controlling interests percentage	36.05	36.05			25	25			26	26			26	26																	
Current assets	101,370	258,267			110,179	183,702			130,669	108,684																					
Non-current assets	177,173	84,946			1,989,546	988,099			1,384,338	1,006,916																					
Current liabilities	(112,824)	(99,706)			(188,589)	(172,232)			(836,493)	(584,332)																					
Non-current liabilities	(52,638)	(22,349)			(1,250,461)	(126,200)			(946,547)	(387,038)																					
Net assets	<u>113,081</u>	<u>221,158</u>			<u>660,675</u>	<u>873,369</u>			<u>(268,033)</u>	<u>144,230</u>																					
Carrying amount of non-controlling interests	40,766	79,728			165,169	218,342			(69,689)	37,500																					

(Unit: Thousand Baht)

Summarised information about comprehensive income

	Central Hua Hin Beach Resort Co., Ltd.		Centara Maldives Pvt. Ltd.		R.M.L Leisure Pvt. Ltd.		Other individually immaterial subsidiaries		Intra-group eliminations		Total	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
	(Unit: Thousand Baht)											
Revenue	277,258	630,273	228,394	729,219	215,617	750,406						
Profit (loss)	(33,276)	107,685	(132,300)	124,666	(283,725)	(21,852)						
Other comprehensive income	(801)	-	3,212	(65,597)	6,098	(28,077)						
Total comprehensive income	(34,077)	107,685	(129,088)	59,069	(277,627)	(49,929)						
Profit (loss) attributable to non-controlling interests	(11,996)	38,820	(33,075)	31,166	(73,768)	(5,682)	(3,698)	638	-	(122,537)	64,942	
Other comprehensive income attributable to non-controlling interests	(289)	-	803	(16,399)	1,585	(7,300)	(12)	-	-	2,087	(23,699)	

Summarised information about cash flows

	Central Hua Hin Beach Resort Co., Ltd.						Centara Maldives Pvt. Ltd.		R.M.L Leisure Pvt. Ltd.		Other individually immaterial subsidiaries		Intra-group eliminations		Total	
	2020		2019		2020		2019		2020		2019		2020		2019	
Cash flows from (used in) operating activities	(49,078)	133,841	(7,151)	344,830	(135,000)	125,161										
Cash flows from (used in) investing activities	124,899	11,445	(7,303)	(37,746)	(29,097)	(45,723)										
Cash flows from (used in) financing activities	(74,000)	(148,000)	(36,045)	(273,075)	132,163	(114,585)										
Net increase (decrease) in cash and cash equivalents	1,821	(2,714)	(50,499)	34,009	(31,934)	(35,147)					23,996	(7,362)	-	-	(56,616)	(11,214)

(Unit: Thousand Baht)

15.4 Increase in share capital and additionally call-up share capital of subsidiaries held by subsidiary companies of the Company

- a) On 13 March 2020, Centara Singapore Private Limited (a subsidiary) paid for the ordinary shares of JPY 100 million to Centara Japan Capital Godo Kaisha for 100 percent of the registered capital, an indirect subsidiary of the Group.
- b) During the year, Centara Management Headquarter Limited (subsidiary) paid for the ordinary shares to Centara Singapore Private Limited, an indirect subsidiary of the Group, as follows:
 - On 25 March 2020, the subsidiary paid for the additional called-up ordinary shares of USD 1 million for 14 percent of the registered capital.
 - On 26 March 2020, the subsidiary made payment of JPY 3,099.95 million for 100 percent called up of the additional registered capital.

As at 31 December 2020, the total paid-up share capital of Centara Singapore Private Limited is USD 2 million and JPY 3,099.95 million.

15.5 Establishment of new subsidiary

- a) Regarding the resolution of Board of Directors of Central Restaurant Group Company Limited (a subsidiary), the subsidiary established Central Restaurants Group (Vietnam) Company Limited with the registered capital of VND 23,200 million, through Central Restaurants Group (HK) Limited (a subsidiary of Central Restaurant Group Company Limited), in which the subsidiary holds 100 percent interest. This company registered its establishment on 14 February 2020 and called for capital payment amounting to VND 23,200 million.
- b) Regarding the resolution of a subsidiary's Board of Directors, the subsidiary established Centara Osaka Japan Kabushiki Kaisha with the registered capital of JPY 100 million, in which the subsidiary holds 100 percent interest. This company registered its establishment with the Ministry of Commerce on 5 March 2020 and called for capital payment amounting to JPY 100 million.

15.6 Acquisition of investment

- a) On 31 August 2020, Central Restaurants Group Co., Ltd. ("CRG"), the Company's subsidiary, had purchased 47,928 ordinary shares of Brown Dessert Company Limited, which operates food and beverage business, at the price of Baht 1,361.53 each, or a total of Baht 65 million. CRG's shareholding was 51 percent of issued and paid-up capital. The financial statements of this company had been included in the consolidated financial statements from 31 August 2020, which is the date on which CRG assumed control.

Net fair value of the assets of Brown Dessert Company Limited at the acquisition date were as summarised below;

	(Unit: Thousand Baht)
	Brown Dessert Company Limited
Cash and cash equivalents	32,057
Other current assets	751
Equipment and work in process	10,741
Other non-current assets	2,403
Net assets	45,952
Non-controlling interests	(22,516)
Share of net fair value of the assets	23,436
Cash paid for the acquisition of a subsidiary	65,254
Excess of cost for the acquisition of a subsidiary over its book value	41,818

Net cash outflows from the acquisition of Brown Dessert Company Limited were presented below.

	(Unit: Thousand Baht)
Cash used in acquisition	65,254
Less: Cash and cash equivalents of subsidiary	(32,057)
Payable for acquisition of investment in a subsidiary	(12,901)
Net cash outflows from acquisition of investment in a subsidiary	20,296

At present, CRG is in the process of assessing the fair value of the identifiable assets acquired and liabilities assumed at the acquisition date, in order to allocate costs of the business acquisition to such identifiable items. The assessment process mainly involves to the identification and valuation of intangible assets and certain tangible assets. It is to be completed within the period of twelve months from the acquisition date allowed under Thai Financial Reporting Standard No. 3 (revised 2019). During the measurement period, CRG will retrospectively adjust provisional amounts recognised at the acquisition date, recognise additional assets or liabilities and adjust earnings to reflect new information obtained about facts and circumstances that existed as of the acquisition date. CRG therefore recorded the excess of cost for the acquisition of Brown Dessert Company Limited over its book value amount Baht 42 million under the caption of “Unallocated costs of business acquisition” as a separate item in non-current assets in the consolidated statement of financial position.

15.7 Impairment testing for investments in subsidiaries which consisted of impairment indicators

For the purpose of impairment testing for investments in subsidiaries, the Group determined the recoverable amount based on its value in use, determined by discounting the future cash flows to be generated from the continuing operations of each subsidiary by reference to 2 - 33 years of financial budgeted forecasts.

The assigned assumptions were from the management's assessment by considering the historical results and available comparable industry data, and other market factors. The key assumptions used in the estimation of the recoverable amount included discount rate, growth rate of revenue, room rate, growth rate of average room rate and occupancy rate applied to the forecasted cash flows in the model. The management's assessment of the value in use is judgemental in nature because its forecasted results is based on current economic situation while future economic outcomes is uncertain.

16. Investment in joint ventures

16.1 Details of investment in joint ventures

Investment in joint ventures represent investment in entities which is jointly controlled by the Company and other companies. Details of these investment are as follows:

Joint ventures	Natures of business	Consolidated financial statements							(Unit: Thousand Baht)
		Shareholding percentage		Carrying amounts based on equity method		Long-term loans		Total	
		<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>		
		(Percent)	(Percent)						
Nakheel CT Deira Islands Hotel- FZCO	Hotel	40	40	(315)	1,661	1,175,634	777,893	1,175,319	779,554
Green Food Factory Co., Ltd.	Food and beverage	51	51	135,373	135,622	-	-	135,373	135,622
Centara Osaka Tokutei Mokutei Kaisha	Hotel	51	-	893,545	-	-	-	893,545	-
ORC COFFEE PASSION GROUP	Food and beverage	40	-	-	-	-	-	-	-
JOINT STOCK COMPANY				25,454	-	-	-	25,454	-
Total				1,054,057	137,283	1,175,634	777,893	2,229,691	915,176

In 2016, Centara Capital Limited (a foreign indirectly-held subsidiary) entered into a joint venture agreement and established Nakheel CT Deira Islands Hotel - FZCO to operate a hotel business in 2017. The subsidiary's shareholding was 40 percent of issued and paid-up capital, equivalent to Baht 1.9 million. Any decision made on related activities must be approved by the joint venturers.

In 2019, Central Restaurants Group Co., Ltd. (subsidiary) entered into a joint venture agreement and established Green Food Factory Co., Ltd. to operate food and beverage business in 2019. The subsidiary's shareholding was 51 percent of issued and paid-up capital 137 million. Any decision made on related activities must be approved by the joint ventures.

In 2019, Centara International Management Co., Ltd. (subsidiary) entered into a joint venture agreement and established Centara Osaka Tokutei Mokutei Kaisha to operate a hotel business. Subsequently, in 2020, the subsidiary transferred its rights and obligations under the joint venture agreement to two foreign indirectly-held subsidiaries. The total direct and indirect shareholding of the two foreign indirectly-held subsidiaries accounted for 51 percent of issued and paid-up capital, totalling Baht 937.1 million. Any decision made on related activities must be approved by the joint venturers.

In 2020, Central Restaurants Group (Vietnam) Company (subsidiary) entered into a joint venture agreement and established ORC COFFEE PASSION GROUP JOINT STOCK COMPANY to operate food and beverage business. The subsidiary's shareholding was 40 percent of issued and paid-up capital totalling VND 22,993.0 million (approximately Baht 28.5 million). Any decision made on related activities must be approved by the joint ventures.

Long-term loans to joint venture

On 28 September 2017, Centara Capital Limited (a foreign indirectly-held subsidiary) entered into a loan agreement with Nakheel CT Deira Islands Hotel - FZCO (joint venture). The subsidiary will provide loans to the joint venture for land acquisition, hotel construction, and other purposes specified in the joint venture agreement, as notified from time to time, in proportion to its shareholding. The loans carry interest at a rate specified in the agreement and full repayment of principal, together with interest, is to be made within 2115.

Movements during the years ended 31 December 2020 and 2019 of loans to joint venture were as follows:

	Interest rate		(Unit: Thousand Baht) Consolidate financial statement	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
	(Percent)	(Percent)		
Joint venture				
At 1 January			777,893	392,238
Addition	5.3 - 7.1	7.1 - 7.9	428,112	422,136
Effect on exchange rate			(30,371)	(36,481)
At 31 December			<u>1,175,634</u>	<u>777,893</u>

16.2 Share of comprehensive income

During the years, the Company recognised its share of comprehensive income from investment in the joint venture in the consolidated financial statements and dividend income in the separate financial statements as follows:

Joint ventures	(Unit: Thousand Baht) Consolidated financial statements	
	Share of (loss) from investment in joint ventures during the years	
	<u>2020</u>	<u>2019</u>
Nakheel CT Deira Islands Hotel- FZCO	(1,976)	(226)
Green Food Factory Co., Ltd.	(249)	(1,378)
Centara Osaka Tokutei Mokutei Kaisha	(43,525)	-
ORC COFFEE PASSION GROUP JOINT STOCK COMPANY	(5,359)	-
Total	<u>(51,109)</u>	<u>(1,604)</u>

16.3 Summarised financial information amount material joint ventures

Summarised information about financial position

(Unit: Thousand Baht)

	Nakheel CT Deira Islands Hotel- FZCO		Green Food Factory Co., Ltd.		Centara Osaka Tokutei Mokuteki Kaisha		ORC COFFEE PASSION GROUP JOINT STOCK COMPANY	
	2020	2019	2020	2019	2020	2019	2020	2019
Cash and cash equivalents	1,210	443	9,829	38,362	150,761	-	48,617	-
Trade and other receivables	139,764	204,143	12,558	2,683	-	-	-	-
Inventories	-	-	9,611	3,726	-	-	2,410	-
Other current assets	-	-	733	676	4,296	-	1,761	-
Property, plant and equipment	3,570,508	2,677,039	82,734	29,422	1,604,874	-	16,371	-
Intangible assets	-	-	359	-	-	-	8,144	-
Other non-current assets	-	-	62,234	4,566	-	-	-	-
Trade and other payables	(773,390)	(945,283)	(13,037)	(14,337)	(3,361)	-	-	-
Other current liabilities	-	-	(47,734)	(3,080)	(352)	-	(12,769)	-
Other non-current assets	-	-	(44,597)	-	-	-	-	-
Net assets	2,938,092	1,936,342	72,690	62,018	1,756,218	-	64,534	-
Shareholding percentage	40%	40%	51%	51%	51%	-	40%	-
Share of net assets	1,175,237	774,537	37,072	31,629	895,671	-	25,749	-
Elimination entries	-	-	-	-	-	-	-	-
Carrying amounts of joint venture based on equity method	1,175,237	774,537	37,072	31,629	895,671	-	25,749	-

Summarised information about comprehensive income

(Unit: Thousand Baht)

	For the year ended 31 December							
	Nakheel CT Deira Islands Hotel- FZCO		Green Food Factory Co., Ltd.		Centara Osaka Tokutei Mokuteki Kaisha		ORC COFFEE PASSION GROUP JOINT STOCK COMPANY	
	2020	2019	2020	2019	2020	2019	2020	2019
Revenues	-	-	199,257	13,737	-	-	1,180	-
Other income	163	272	330	-	2	-	151	-
Cost of sales	-	-	(122,590)	(7,820)	-	-	(418)	-
Administrative expense	(5,098)	(829)	(76,387)	(8,619)	(84,990)	-	(14,343)	-
Finance cost	(6)	(9)	(1,496)	-	-	-	-	-
Income (expenses) tax income	-	-	398	-	(355)	-	-	-
Loss for the year	(4,941)	(566)	(488)	(2,702)	(85,343)	-	(13,430)	-
Total comprehensive income for the years	(4,941)	(566)	(488)	(2,702)	(85,343)	-	(13,430)	-
Shareholding percentage	40%	40%	51%	51%	51%	-	40%	-
Share of loss for the years	(1,976)	(226)	(249)	(1,378)	(43,525)	-	(5,359)	-
Elimination entries	-	-	-	-	-	-	-	-
Share of loss from investment in joint venture for the years	(1,976)	(226)	(249)	(1,378)	(43,525)	-	(5,359)	-

17. Investment properties

The net book value of investment properties as at 31 December 2020 and 2019 is presented below.

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2020	2019	2020	2019
Cost				
At 1 January	300,760	300,760	367,490	367,490
At 31 December	300,760	300,760	367,490	367,490
Accumulated depreciation				
At 1 January	(123,826)	(120,671)	(142,346)	(129,427)
Depreciation charge for the year	(3,164)	(3,155)	(12,920)	(12,919)
At 31 December	(126,990)	(123,826)	(155,266)	(142,346)
Net book value				
At 1 January	176,934	180,089	225,144	238,063
At 31 December	173,770	176,934	212,224	225,144

The fair value of investment properties in consolidated and separate financial statements as at 31 December 2020 of Baht 1,300 million and Baht 980 million, respectively (2019: Baht 1,287 million and Baht 1,002 million, respectively) were determined by independent professional valuers, by using the income method, determined by discounted cash flow using risk-adjusted discount rates. Inputs used in the fair value measurement are consisted of expected market rental fee growth and average rental fee. The fair value measurement for investment properties has been categorised as a Level 3 fair value.

As at 31 December 2020, the Subsidiary has land possessory right (Phor Bor Thor 5) of Baht 33 million (31 December 2019: Baht 33 million). The Subsidiary has been assigned the land ownership and is currently in the process of obtaining a legal document stating the ownership acquisition.

18. Property, plant and equipment

(Unit: Thousand Baht)

	Consolidated financial statements								
	Furniture, fixtures and Hotel								
	Buildings and		Machinery		office		Leasehold		Construction
	Land	Land improvements	building	improvements	and equipment	equipment	operating equipment	improvements	
Cost	Land	Land improvements	building	improvements	and equipment	office equipment	operating equipment	Vehicles	Total
1 January 2019	2,385,372	786,377	16,813,473	7,147,492	3,404,914	527,690	839,048	222,326	32,713,814
Additions	-	6,224	448,747	307,684	128,760	71,884	19,311	8,630	2,004,232
Transfer in/(out)	-	3,265	215,689	149,735	90,080	109	70,732	1,250	(20,726)
Disposals	-	(485)	(346,359)	(96,094)	(49,126)	(50,126)	(398)	(6,233)	(555,903)
Effect of movements in exchange rates	-	(2,381)	(173,624)	(47,244)	(20,003)	(4,316)	-	(1,627)	(230,480)
31 December 2019	2,385,372	793,000	16,957,926	7,461,573	3,554,625	545,241	928,693	224,346	33,910,937
Additions	-	11,099	192,196	169,703	80,710	15,996	2,238	2,405	1,811,983
Transfer in/(out)	-	631	206,104	95,653	87,622	3,452	12,916	473	(2,969)
Disposals	-	(478)	(176,699)	(104,790)	(143,944)	(46,736)	(5,025)	(2,900)	(495,707)
Effect of movements in exchange rates	-	(119)	(9,583)	(84,475)	80,006	(338)	-	(210)	(11,979)
31 December 2020	2,385,372	804,133	17,169,944	7,537,664	3,659,019	517,615	938,822	224,114	35,212,265

(Unit: Thousand Baht)

Consolidated financial statements

	Land	Land improvements	Buildings and building improvements	Machinery and equipment	Furniture, fixtures and office equipment	Hotel operating equipment	Leasehold improvements	Vehicles	Construction in progress	Total
Accumulated depreciation and impairment losses										
1 January 2019	-	386,756	6,996,431	4,744,124	2,193,355	-	399,660	152,269	532	14,873,127
Depreciation for the year	-	33,550	840,887	451,723	217,273	-	49,394	14,329	-	1,607,156
Reversal of impairment losses	-	-	23,391	-	151	-	-	-	-	23,542
Transfer in/(out)	-	-	811	(66)	(745)	-	-	-	-	-
Disposals	-	(382)	(315,371)	(91,671)	(47,004)	-	(398)	(4,847)	-	(459,673)
Effect of movements in exchange rates	-	(546)	(62,390)	(18,858)	(14,312)	-	15	(1,152)	-	(97,243)
31 December 2019	-	419,378	7,483,759	5,085,252	2,348,718	-	448,671	160,599	532	15,946,909
Depreciation for the year	-	31,737	809,189	442,873	228,013	-	48,898	12,580	-	1,573,290
Impairment losses from discontinued branches	-	-	(31,552)	(916)	35,474	-	-	-	-	3,006
Impairment losses on non-financial assets	49,200	2,030	229,019	116,392	97,237	27,563	159,000	2,000	31,605	714,046
Transfer in/(out)	-	-	-	(325)	325	-	-	-	-	-
Disposals/write-off	-	(473)	(110,083)	(93,035)	(172,997)	-	-	(2,637)	-	(379,225)
Effect of movements in exchange rates	-	(82)	(8,854)	(59,572)	54,763	-	-	(114)	-	(13,859)
31 December 2020	49,200	452,590	8,371,478	5,490,669	2,591,533	27,563	656,569	172,428	32,137	17,844,167

(Unit: Thousand Baht)

Consolidated financial statements										

The gross amount of the Group's fully depreciated property, plant and equipment that was still in use as at 31 December 2020 amounted to Baht 7,140 million (2019: Baht 6,793 million).

Separate financial statements										(Unit: Thousand Baht)
Cost	Furniture, fixtures and								Construction in progress	Total
	Land improvements		Buildings and building improvements	Machinery and equipment	office equipment	Hotel operating equipment	Leasehold improvements	Vehicles		
	Land	improvements								
1 January 2019	774,987	305,705	2,106,601	1,214,212	549,083	158,828	836,655	75,531	72,328	6,093,930
Additions	-	1,847	3,837	34,528	7,753	20,914	19,310	-	152,024	240,213
Transfer in/(out)	-	3,265	8,087	16,086	12,472	-	70,733	-	(112,489)	(1,846)
Disposals	-	-	(138)	(13,723)	(2,635)	(15,358)	(398)	(1,270)	-	(33,522)
31 December 2019	774,987	310,817	2,118,387	1,251,103	566,673	164,384	926,300	74,261	111,863	6,298,775
Additions	-	11,099	35,397	16,884	4,585	4,217	2,072	-	39,347	113,601
Transfer in/(out)	-	-	-	7,243	1,138	-	5,793	-	(16,259)	(2,085)
Disposals/write-off	-	(458)	-	(18,107)	(3,716)	(8,933)	(5,025)	(864)	(2,094)	(39,197)
31 December 2020	774,987	321,458	2,153,784	1,257,123	568,680	159,668	929,140	73,397	132,857	6,371,094

(Unit: Thousand Baht)

	Separate financial statements									
	Furniture, fixtures and equipment									
	Land	Land improvements	Buildings and building improvements	Machinery and equipment	office equipment	Hotel operating equipment	Leasehold improvements	Vehicles	Construction in progress	Total
Accumulated depreciation										
1 January 2019	-	149,568	430,861	685,904	404,256	-	397,771	55,689	-	2,124,049
Depreciation for the year	-	15,445	39,132	72,292	32,568	-	48,977	3,379	-	211,793
Disposals	-	-	(44)	(12,438)	(2,233)	-	(398)	(757)	-	(15,870)
31 December 2019	-	165,013	469,949	745,758	434,591	-	446,350	58,311	-	2,319,972
Depreciation for the year	-	15,306	40,136	61,256	23,911	-	48,774	2,621	-	192,004
Impairment loss on non-financial assets	-	-	-	21,000	13,000	21,000	156,000	1,000	-	212,000
Disposals/write-off	-	(459)	-	(14,392)	(3,131)	-	-	(735)	-	(18,717)
31 December 2020	-	179,860	510,085	813,622	468,371	21,000	651,124	61,197	-	2,705,259
Net book value										
31 December 2019	774,987	145,804	1,648,438	505,345	132,082	164,384	479,950	15,950	111,863	3,978,803
31 December 2020	774,987	141,598	1,643,699	443,501	100,309	138,668	278,016	12,200	132,857	3,665,835
Depreciation for the year										
2019										211,793
2020										192,004

The gross amount of the Company's fully depreciated property, plant and equipment that was still in use as at 31 December 2020 amounted to Baht 772 million (2019: Baht 700 million).

Central Restaurants Group Co., Ltd. (“CRG”) entered into agreements with several local banks to obtain various short-term credit facility lines. Under the term of the agreements, CRG shall not dispose, pledge or mortgage the existing or future property and leasehold rights in an amount over the agreed amount stated in the agreements without consent from the banks.

According to sublease agreement of Centara Grand at Central Plaza Ladprao Bangkok (formerly Sofitel Centara Grand Bangkok) Hotel, leased assets which the Company has renovated, improved or constructed, altered, added, maintained or rebuilt, will be transferred to the State of Railway of Thailand.

According to land lease agreement of Hua Hin Railway Hotel, hotel buildings and premises including the additional fixtures of a subsidiary, Central Hua Hin Beach Resort Co., Ltd., will be transferred to the State Railway of Thailand.

In respect to the hotel buildings, constructions and fixtures thereon of a subsidiary, Central World Hotel Co., Ltd. (“CWH”), the rights on buildings and constructions thereon which CWH repair and maintenance or construct on the sub-lease land will be transferred to the land owner, the Crown Property Bureau. As at 31 December 2020, the net book value of assets under sub-lease land agreement was Baht 1,733 million (2019: Baht 1,868 million).

As at 31 December 2020, the Group recognises an impairment loss totaling of Baht 1,225 million (the Company only: Baht 669 million) consisting of impairment for property, plant and equipment of Baht 714 million (the Company only: Baht 212 million), right-of-use assets of Baht 492 million (the Company only: Baht 457 million) and intangible assets of Baht 19 million to reduce the carrying amount of the assets to their recoverable amounts. The Company has determined the recoverable amounts of its assets based on value in use using cash flow projections from financial estimation approved by management.

Key assumptions used in value in use calculations are as follows:

	(Unit: percent per annum)	
	2020	2019
Discount rate	8.7	-
Growth rate	3.0	-

19. Goodwill

Movements of the goodwill account during the years ended 31 December 2020 and 2019 were summarised below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	<u>2020</u>	<u>2019</u>
Cost		
As at 1 January	314,602	314,602
As at 31 December	<u>314,602</u>	<u>314,602</u>

Goodwill arising from the acquisition of Central Restaurants Group Co., Ltd. and indirect interest in CRG International Food Co., Ltd. are Baht 115 million and Baht 199 million, respectively. The Group have reviewed for impairment of goodwill annually.

CGU

The recoverable amount of this CGU was based on its value in use, determined by discounting the future cash flows to be generated from the continuing use of the CGU. The recoverable amount of the CGU was determined to be higher than the carrying amount.

The key assumptions used in value in use are as follows.

	Consolidated financial statements			
	Central Restaurants Group Co., Ltd.		CRG International Food Co., Ltd.	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
	(Percent)	(Percent)	(Percent)	(Percent)
Growth rate				
Year 1 - 5	10 - 14	10 - 11	4 - 10	4 - 10
After year 5	-	-	-	-
Gross margin	64	64	70	70
Discount rate	7.3	9.9	7.3	9.9

Five years of cash flows were included in the discounted cash flow model. The growth rate used was consistent with the industry forecasts. Gross margin was based on past performance and its expectations of market development. The discount rate was a post-tax measure estimated based on the weighted average cost of capital of the Group and average rate of the industry in which the Group operated.

20. Leasehold rights

A reconciliation of the net book value of leasehold rights as at 31 December 2020 and 2019 was presented below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
At 1 January	-	1,941,087	-	1,192,617
Additions	-	179,330	-	131,880
Effect of movements in exchange rates	-	(6,571)	-	-
Amortisation charge for the year	-	(337,257)	-	(180,196)
At 31 December	-	<u>1,776,589</u>	-	<u>1,144,301</u>

Due to the adoption of new financial reporting standard in current year, the Group presented the said sublease agreement as right-of-use assets in the consolidated and separate statements of financial position as at 31 December 2020.

21. Intangible assets

(Unit: Thousand Baht)

	Consolidated financial statements			
	Computer software	License agreements	Deferred initial fees	Total
Cost				
1 January 2019	300,387	239,926	492,598	1,032,911
Additions	35,289	-	50,765	86,054
Transfer in	20,726	-	-	20,726
Write-off	(341)	-	(78,646)	(78,987)
Effect of movements in exchange rates	(1,408)	-	-	(1,408)
31 December 2019	354,653	239,926	464,717	1,059,296
Additions	65,688	-	42,654	108,342
Transfer in	2,969	-	-	2,969
Write-off	(3,645)	-	(21,897)	(25,542)
Effect of movements in exchange rates	(2,158)	-	-	(2,158)
31 December 2020	417,507	239,926	485,474	1,142,907
Accumulated amortisation				
1 January 2019	214,486	175,946	206,466	596,898
Amortisation	18,522	23,993	42,740	85,255
Impairment loss from discontinued branches	2,394	-	(179)	2,215
Accumulated amortisation of assets write-off	(304)	-	(77,348)	(77,652)
Effect of movement in exchange rates	(1,098)	-	-	(1,098)
31 December 2019	234,000	199,939	171,679	605,618
Amortisation	20,417	23,992	45,834	90,243
Impairment loss on non-financial assets	17,594	-	1,138	18,732
Accumulated amortisation of assets write-off	(4,855)	-	(20,405)	(25,260)
31 December 2020	267,156	223,931	198,246	689,333
Net book value				
31 December 2019	120,653	39,987	293,038	453,678
31 December 2020	150,351	15,995	287,288	453,574

	(Unit: Thousand Baht)
	Separate
	financial statements
	Computer software
Cost	
1 January 2019	66,869
Additions	510
Transfer in	1,846
Write-off	(272)
31 December 2019	68,953
Additions	649
Transfer in	2,085
31 December 2020	71,687
Accumulated amortisation	
1 January 2019	56,903
Amortisation	4,040
Accumulated amortisation of assets write-off	(264)
31 December 2019	60,679
Amortisation	2,770
31 December 2020	63,449
Net book value	
31 December 2019	8,274
31 December 2020	8,238

As at 31 December 2020, the Group recognised impairment loss and disclosed in Note 18.

22. Other non-current financial assets

(Unit: Thousand Baht)

	31 December 2020	
	Consolidated financial statements	Separate financial statements
<u>Equity instruments designated at FVOCI</u>		
Listed equity instruments	680	-
Total equity instruments designated at FVOCI	680	-
<u>Financial assets at amortised cost</u>		
Accrued interest - loan in joint venture	121,578	-
Less: Allowance for expected credit losses	(13,000)	-
Total financial assets at amortised cost	108,578	-
Total other non-current financial assets - net	109,258	-

23. Other non-current assets

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Deposits	526,460	547,430	2,054	5,762
Advance payment for construction	17,944	23,067	-	-
Prepaid for car park service	-	57,144	-	-
Accrued interest - loan to joint venture	-	53,881	-	-
Others	1,341	1,375	1,341	1,375
Total	545,745	682,897	3,395	7,137

24. Bank overdrafts and short-term loans from financial institutions

(Unit: Thousand Baht)

	Interest rate (percent per annum)		Consolidated financial statements		Separate financial statements	
	2020	2019	2020	2019	2020	2019
Bank overdrafts - unsecured	6.9	6.9	8,446	189	-	-
Short-term loans from financial institutions - secured	1.5 - 3.2	2.7 - 3.6	1,716,626	550,770	995,229	-
Total			1,725,072	550,959	995,229	-

Movements in bank overdrafts and short-term loans from financial institution during the year ended 31 December 2020 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements	Separate financial statements
Balance as at 1 January 2020	550,959	-
Add: Additional loan withdrew during the year	4,332,697	2,400,000
Amortisation of transaction costs during the year	5,229	5,229
Less: Repayment during the year	(3,146,068)	(1,400,000)
Transaction costs during the year	(10,000)	(10,000)
Effect of movements in exchange rates	(7,745)	-
Balance as at 31 December 2020	1,725,072	995,229

As at 31 December 2020, the Group has unused credit facilities for bank overdrafts and short-term loans totalling Baht 2,428 million (Separate financial statements: Baht 1,181 million) (2019: Baht 1,471 million (Separate financial statements: Baht 181 million)).

The borrowing include liabilities in the total amount of Baht 1,717 million (2019: Baht 551 million) in the consolidated financial statement. Loans from financial institutions are guaranteed by the Company and a director of the Company.

Short-term loan of the Company

In June 2020, the Company entered into a short-term loan agreement with a local financial institution amounting to Baht 1,000 million. The short-term loan carries interest at the rate specified in the agreement with maturity date in June 2021. As at 31 December 2020, the outstanding balance of the aforesaid short-term loan net of transaction cost is Baht 995 million.

Short-term loan of the subsidiaries

In December 2020, a subsidiary entered into a loan agreement by issuing a short-term promissory note to a local financial institution amounted to Baht 400 million. A short-term promissory note carries interest at the specified rate in the promissory note with a maturity in March 2021. As at 31 December 2020, the outstanding balance of the aforesaid promissory note is Baht 400 million (2019: Baht 400 million).

During March to December 2020, a foreign subsidiary entered into the loan agreements by issuing short-term promissory notes to three local financial institutions amounted to USD 10.7 million. The short-term promissory notes carry interest at the specified rate in the promissory notes with a maturity between January 2021 and June 2021. As at 31 December 2020, the outstanding balance of the aforesaid promissory notes are USD 10.7 million (2019: USD 5 million).

25. Trade and other payables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Trade payables - other parties	644,118	768,387	37,960	64,377
Amounts due to related parties	9,363	10,019	11,546	22,028
Other payables	72,168	87,750	28,625	33,565
Payables for purchase of buildings and equipment	146,749	236,807	1,820	4,051
Guest deposits	253,687	489,544	73,392	131,706
Accrued expenses	695,437	1,006,648	43,048	78,272
Interest payable	51,454	49,462	40,539	41,881
Total trade and other payables	<u>1,872,976</u>	<u>2,648,617</u>	<u>236,930</u>	<u>375,880</u>

26. Long-term loans

(Unit: Thousand Baht)					
	Interest rate (percent per annum)		Consolidated financial statements		Separate financial statements
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>	<u>2020</u> <u>2019</u>
Long-term loans from financial institutions					
Secured	1.6 - 3.1	2.2 - 5.3	856,886	882,746	- -
Unsecured	0.9 - 3.0	1.7 - 4.8	<u>4,717,793</u>	<u>1,351,176</u>	<u>4,311,839</u> <u>1,291,451</u>
Total			5,574,679	2,233,922	4,311,839 1,291,451
Less: Portion due within one year			<u>(987,277)</u>	<u>(615,629)</u>	<u>(700,000)</u> <u>(400,000)</u>
Long-term loans from financial institutions, net of current portion			<u>4,587,402</u>	<u>1,618,293</u>	<u>3,611,839</u> <u>891,451</u>

Movements in the long-term loans from financial institution during the year ended 31 December 2020 are summarised below.

(Unit: Thousand Baht)		
	Consolidated financial statements	Separate financial statements
Balance as at 1 January 2020	2,233,922	1,291,451
Add: Additional loan withdrew during the year	3,874,208	3,459,750
Amortisation of transaction costs during the year	762	762
Less: Repayment during the year	(494,763)	(400,000)
Transaction costs during the year	(16,595)	(16,595)
Effect of movements in exchange rates	<u>(22,855)</u>	<u>(23,529)</u>
Balance as at 31 December 2020	<u>5,574,679</u>	<u>4,311,839</u>

The borrowings include secured liabilities in the total amount of Baht 857 million (2019: Baht 883 million) in the consolidated financial statements. Loans from financial institutions are guaranteed by the Company and a director of the Company.

The Group has to maintain financial ratios and terms and conditions as stated in the loan agreements.

As at 31 December 2020, the long-term credit facilities of the Group which have not yet been drawn down amounted to Baht 4,264 million (Separate financial statements: Baht 4,035 million) (2019: Baht 1,944 million (Separate financial statements: Baht 1,154 million)).

Long-term loan of the Company

- a) In May 2017, the Company entered into a loan agreement with a local financial institution to be source of fund for investment in Dubai project and others, which are relevant to the project, with a loan credit facility of USD 64.0 million. As of 31 December 2020, the stated loan was drawn down in the total amount of USD 38.4 million. The principal is payable in installment term on a three-month basis, starting from the last working day of the 57th month after the agreement signing date and the interest is payable on a three-month term basis. This loan is an unsecured loan carrying an interest at the rate specified in the agreement and contains covenants in various matters, including of the maintenance of financial ratios. As at 31 December 2020, the outstanding balance of the aforesaid loan is USD 19.0 million as equivalent of Baht 571.8 million (2019: USD 6.3 million as equivalent of Baht 190.0 million).
- b) In June 2017, the Company entered into a loan agreement with a local financial institution for a loan of Baht 400.0 million with a three-year repayable term from the drawdown date. The loan carries interest at the specified rate in the agreement with six-month payable. This loan is an unsecured loan and has condition of maintaining financial ratios that the Company must comply. As at 31 December 2019, the outstanding balance of the aforesaid loan is Baht 400 million. Subsequently, in June 2020, the Company entered into an amendment agreement to change the maturity date to 31 December 2020. The Company had fully paid such loan.
- c) In November 2018, the Company entered into a loan agreement with a local financial institution for a loan of Baht 700.0 million with a three-year repayable term from the drawdown date. The loan carries interest at the specified rate in the agreement with six-month payable. This loan is an unsecured loan and has condition of maintaining financial ratios that the Company must comply. As at 31 December 2020, the outstanding balance of the aforesaid loan is Baht 700.0 million (2019: Baht 700.0 million).
- d) In March 2020, the Company entered into a loan agreement with a local financial institution to be source of funds for an investment in a project in Japan amounting to JPY 4,500.0 million, the stated loan was drawn down in 2020 in the amount of JPY 3,099.95 million. The principal is to be fully repaid within eight years from the agreement signing date and the interest is payable on a three-month term basis. This loan is an unsecured loan carrying an interest at the rate specified in the agreement and contains covenants in various matters, including of the maintenance of financial ratios. As at 31 December 2020, the outstanding balance of the aforesaid loan net of transaction cost is JPY 3,061.7 million as equivalent of Baht 890.0 million.

- e) In June 2020, the Company entered into a loan agreement with a local financial institution for a loan of Baht 2,500.0 million. The loan was drawn down in 2020 totalling Baht 2,000.0 million and fully repayable within three years from the drawdown date. The loan carries interest at the rate specified in the agreement which is payable in every three months. This loan is an unsecured loan and has a condition with respect to maintaining financial ratios that the Company must comply. As at 31 December 2020, the outstanding balance of the aforesaid loan is Baht 2,000.0 million.
- f) In December 2020, the Company entered into a loan agreement with a local financial institution for a loan of Baht 1,500.0 million. The loan was drawn down in December 2020 totaling Baht 139.8 million and fully repayable within two years from the drawdown date. The loan carries interest at the rate specified in the agreement which is payable in every three months. This loan is an unsecured loan and has a condition with respect to maintaining financial ratios that the Company must comply. As at 31 December 2020, the outstanding balance of the aforesaid loan net of transaction cost is Baht 136.1 million.

Long-term loan of the subsidiaries

- g) A foreign subsidiary entered into a loan agreement with a local financial institution for a loan credit line of USD 20.0 million and USD 9.0 million. The loans were withdrawn during 2013 and 2016 with a quarterly repayable term within 10 years and 7 years respectively from the first draw down date. Such loan has an interest at the specified rate as well as terms and guaranteed by a director and the parent company and conditions to maintain financial ratios in the agreement. As at 31 December 2020, the outstanding loan is USD 9.8 million as equivalent of Baht 294.4 million and USD 5.2 million as equivalent of Baht 156.2 million, respectively (2019: USD 10.6 million and USD 5.7 million respectively).
- h) A foreign subsidiary entered into a loan agreement with a local financial institution. The loan was withdrawn in March 2017 totalling USD 20.4 million with quarterly installments payable until 2022. The loan has interest at the specified rate in the agreement. The stated loan was guaranteed by a director and the parent company including condition of maintaining financial ratios that a parent company must comply. As at 31 December 2020, the outstanding balance of the aforesaid loan is USD 3.6 million as equivalent of Baht 108.1 million (2019: USD 4.8 million as equivalent of Baht 144.7 million).

- i) A subsidiary entered into a loan agreement with two local financial institutions, loan credit line obtained by the subsidiary is in the amount of Baht 177.0 million and Baht 293.0 million. The loan was withdrawn during 2017 and 2020 in the amount of Baht 30.0 million and Baht 288.5 million, respectively with quarterly installments payable term within ten years from the first drawdown date. The stated loan has interest at the specified rate in the agreement with three months payable and was guaranteed by a parent company, including condition of maintaining financial ratios that a parent company must comply. As at 31 December 2020, the outstanding balance of the aforesaid loan is Baht 18.8 million and Baht 279.4 million (2019: Baht 26.3 million and Baht 220.2 million, respectively).
- j) A subsidiary entered into a loan agreement with a local financial institution for a credit line of Baht 630 million. The loan was withdrawn during 2019 and 2020 in the amount of Baht 406.0 million and repayable in quarterly installments within five years starting from the 27th month after the agreement signing date. The loan carried interest at the rate specified in the agreement, which was payable in every three months. The loan agreement conditions required the maintenance of financial ratios. As at 31 December 2020, the outstanding balance of the loan is Baht 406.0 million (2019: Baht 59.7 million).

27. Debentures

	Interest rate	Maturity date	(Unit: Thousand Baht)	
			Consolidated and separate	
			financial statements	
	(Percent)		<u>2020</u>	<u>2019</u>
No. 1/2016	2.09	30 March 2020	-	800,000
No. 2/2016	2.45	11 August 2021	980,000	980,000
No. 3/2016	2.78	29 September 2022	1,000,000	1,000,000
No. 3/2016	2.97	29 September 2023	1,000,000	1,000,000
No. 3/2016	3.39	29 September 2026	500,000	500,000
No. 1/2019	2.44	31 October 2024	600,000	600,000
			<u>4,080,000</u>	<u>4,880,000</u>
Debentures due within one year			<u>(980,000)</u>	<u>(800,000)</u>
Debentures due after one year			<u>3,100,000</u>	<u>4,080,000</u>

The debentures are in the name of specific holders, unsubordinated and unsecured.

These debentures contain certain restrictions and conditions relating to financial ratios, payment of dividends, decrease in paid-up share capital, pledge, mortgage, and disposal of assets, which are material for business operations.

On 31 October 2019, the Company issued name - registered, unsubordinated and unsecured debentures of 600,000 units at a price of Baht 1,000 per unit, totaling Baht 600 million. The debentures have a term of 5 years which are due in 2024, carrying a fixed interest rate at 2.44 percent per annum. The interest is payable every 6 months. The debentures have subject to conditions regarding the maintenance of financial ratios.

On 30 March 2020, the Company repaid debenture of 800,000 units at a price of Baht 1,000 per unit, totaling Baht 800 million.

28. Leases

28.1 The Group as a lessee

The Group has lease contracts for various items of property, plant, and equipment used in its operations. Leases generally have lease terms between 2 - 33 years. Several lease contracts specify the option to extend leases term or end the lease terms.

a) Right-of-use assets

Movement of right-of-use assets for the year ended 31 December 2020 are summarised below:

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
	Land and building	
1 January 2020	10,544,051	1,835,155
Additions	346,371	20,130
Depreciation for the year	(1,754,355)	(152,977)
Impairment losses	(492,000)	(457,000)
Effect of movements in exchange rates	(1,526)	-
31 December 2020	8,642,541	1,245,308

As at 31 December 2020, the Group recognised impairment loss and disclosed in Note 18.

b) Lease liabilities

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	2020	2019	2020	2019
Lease payments	10,894,399	-	1,265,227	-
Less: Deferred interest expenses	(1,919,455)	-	(162,352)	-
Total	8,974,944	-	1,102,875	-
Less: Portion due within one year	(1,888,545)	-	(118,572)	-
Lease liabilities - net of current portion	7,086,399	-	984,303	-

c) Expenses relating to leases that are recognised in profit or loss

	(Unit: Thousand Baht)	
	For the year ended 31 December 2020	
	Consolidated	Separate
	financial statements	financial statements
Depreciation expense of right-of-use assets	1,754,355	152,977
Interest expense on lease liabilities	430,548	40,084
Expense relating to short-term leases	1,306	-
Expense relating to leases of low-value assets	48,896	-
Expense relating to variable lease payments	442,090	-

- A subsidiary acquired leasehold right of Lagoon in Republic of Maldives totaling of Baht 365 million during 2017.
- During 2017, the Company entered into lease agreement, purchase of durable assets agreement, and rights to use public area agreement with Dhanarak Asset Development Co, Ltd. ("DAD") in the duration according to the agreements, commencing from 26 November 2017 to 30 June 2038, without extension period. The Company as a partner has been granted leasehold rights in the private partnership project for leasehold rights of buildings and convention centre and hotel at The Government Complex Commemorating His Majesty The King's 80th Birthday Anniversary, 5th December, B.E. 2550 (the "Project") from DAD to operate convention centre and hotel including businesses and other relevant activities under conditions, requirements, and scopes in the agreements.

In the consideration thereof, the Company agreed to pay one-time partnership fee throughout the lease term to DAD in the amount of Baht 1,179.7 million upon the date of signing agreement. Fee is divided into fee for leasing of the Project's area totalling Baht 452.9 million and fee for using the Project's assets totalling Baht 726.8 million (including VAT), including purchase of assets which were operating equipment and inventories totalling Baht 17.1 million (including VAT).

Assets, which the Company has maintained, renovated, developed on building and construction, area of the Project and assets of the Project, will be transferred to DAD immediately when the said construction, developing, replacing, being used, revising are completed.

- On 4 October 1985, Central Hua Hin Beach Resort Company Limited (CHBR) (a subsidiary) entered into a lease agreement with the State Railway of Thailand (SRT) covering land, hotel buildings and assets of the Hua Hin Railway Hotel for a term of 30 years, expiring on 15 January 2016. The agreement is automatically renewable for an additional period of 3 years and 4 months. If CHBR wishes to continue renting, CHBR has to provide a written notice before the expiration of lease term at least 12 months. The rental rate and the new conditions will be as agreed and fair to both parties. The lease can be extended for two additional renewable terms of 15 years each. CHBR shall pay the rent at the amount stipulated in the agreement commencing on 15 January 1986. In addition, CHBR shall comply with the conditions stipulated in the agreement by placing bank guarantees to SRT.

On 21 October 2013, CHBR was granted the right to renew the lease agreement with SRT covering land, buildings and assets of the Hua Hin Railway Hotel. When the lease agreement expired on 15 January 2016, SRT shall renew the lease agreement for an additional period of 3 years and 4 months under the terms of the original agreement.

On 9 September 2019, CHBR was granted the right to renew the lease agreement for another 1 year from 16 May 2019 to 15 May 2020 with SRT covering land, buildings and assets of the Hua Hin Railway Hotel. CHBR agreed to pay SRT at the amount agreed between both parties and premise tax at the rate stipulated by law.

On 20 July 2020, CHBR was granted the right to renew the lease agreement for another 2 years from 16 May 2020 to 15 May 2022 with SRT covering land, buildings and assets of the Hua Hin Railway Hotel. CHBR agreed to pay SRT at the amount agreed between both parties and premise tax at the rate stipulated by law. Due to the adoption of new financial reporting standards in current year, CHBR presented the said rental fee as right-of-use assets in the consolidated and separate statement of financial position as at 31 December 2020

29. Other current liabilities

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Deposits	1,409	1,778	-	3
Retentions	-	57,390	-	5,959
Withholding tax and value added tax payables	105,992	208,447	20,044	28,489
Total	<u>107,401</u>	<u>267,615</u>	<u>20,044</u>	<u>34,451</u>

Due to the adoption of new financial reporting standard in current year, the Group represented retentions as other current financial liabilities in the consolidate and separate financial statement as at 31 December 2020.

30. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire, was as follows:

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate	
	2020	2019	2020	2019
Provision for long-term employee benefits at beginning of year	310,491	257,217	102,093	77,078
Included in profit or loss:				
Current service cost	71,990	27,563	20,371	9,176
Interest cost	7,899	8,072	1,988	2,242
Past service cost and gains or losses on settlement	-	58,157	-	16,957
Included in other comprehensive income:				
Actuarial (gain) loss arising from				
Demographic assumptions changes	10,324	-	4,217	-
Financial assumptions changes	(17,120)	-	(2,370)	-
Experience adjustments	26,435	-	(10,961)	-
Benefits paid during the year	(89,122)	(40,518)	(28,370)	(3,360)
Provision for long-term employee benefits at end of year	<u>320,897</u>	<u>310,491</u>	<u>86,968</u>	<u>102,093</u>

On 5 April 2019, The Labor Protection Act (No.7) B.E. 2562 was announced in the Royal Gazette. This stipulates additional legal severance pay rates for employees who have worked for an uninterrupted period of twenty years or more, with such employees entitled to receive not less than 400 days' compensation at the latest wage rate. The law was effective from 5 May 2019. This change was considered a post-employment benefits plan amendment and the Group had additional long-term employee benefit liabilities of Baht 58 million (the Company only: Baht 17 million) as a result. The Group reflected the effect of the change by recognising past service costs as expenses in the income statement for the year ended 31 December 2019.

During the current year, the Group arranged the Voluntary Early Retirement Program for its employee and some employees signed up for this program. The Group made severance payment of Baht 59.3 million to the employees in accordance with the labor law (the Company only: Baht 21.9 million).

The Group expect to pay Baht 54 million of long-term employee benefits during the next year (the Company only: Baht 32 million) (2019: Baht 42 million (the Company only: Baht 20 million)).

As at 31 December 2020, the weighted average duration of the liabilities for long-term employee benefit is 11 years (the Company only: 11 years) (2019: 10 years (the Company only: 10 years)).

Significant actuarial assumptions are summarised below:

	Consolidated financial statements		(Unit: Percent per annum)	
			Separate financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Discount rate	1.59	2.90	1.59	2.90
Salary increase rate	4	5.00 - 8.00	4	5.00 - 8.00
Turnover rate	7.64 - 45.84	5.00 - 35.00	7.64 - 45.84	5.00 - 35.00

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2020 and 2019 are summarised below:

	(Unit: Million Baht)							
	Consolidated financial statements		Separate financial statements		Consolidated financial statements		Separate financial statements	
	Liability increase (decrease)		Liability increase (decrease)		Liability increase (decrease)		Liability increase (decrease)	
	Increase	Decrease	Increase	Decrease	Increase	Decrease	Increase	Decrease
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Discount rate (1%)	(24)	(19)	28	22	(4)	(4)	4	4
Salary increase rate (1%)	26	22	(23)	(19)	4	4	(4)	(4)
Turnover rate (10%)	(21)	(18)	28	21	(4)	(4)	5	4

31. Provision for decommissioning

	(Unit: Thousand Baht)	
	Consolidated financial statements	
At 1 January 2019	116,692	
Provision made	24,793	
Provision used	(6,423)	
At 31 December 2019	135,062	
Provision made	15,300	
Provision used	(9,108)	
At 31 December 2020	141,254	

32. Premium on shares

Section 51 of the Public Companies Act. B.E. 2535 requires companies to set aside share subscription money received in excess of the issued shares' par value to a reserve account (share premium). The share premium is not available for dividend distribution.

33. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside a statutory reserve at least 5 percent of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10 percent of the registered capital. The statutory reserve is not available for dividend distribution. At present, the statutory reserve has fully been set aside.

34. Other income

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Management fee income	109,766	213,506	5,000	15,309
Service income	-	-	68,703	168,034
Insurance claim	6,642	101,155	-	-
Income from loan guarantee of subsidiaries	-	-	6,385	6,989
Rental and other services income	6,522	32,294	-	-
Subsidy	12,560	12,560	-	-
Sale of used oil	17,937	19,716	-	-
Others	99,860	92,645	47,621	67,768
Total	<u>253,287</u>	<u>471,876</u>	<u>127,709</u>	<u>258,100</u>

Insurance claim

Due to the political unrest in Bangkok in 2010, restaurants of one subsidiary and another subsidiary sustained fire damage. Losses totaled approximately Baht 66 million, consisting of damage to fixed assets and other assets of Baht 36 million and business interruption losses of Baht 30 million. The two subsidiaries filed claims for compensation of these losses with insurance companies in 2010. However, the insurance companies denied liability and the subsidiaries filed lawsuits against the insurance companies. In March 2019 the Supreme Court's decision ordered the insurance companies to pay compensation to the subsidiaries, together with interest at 7.5 percent per annum (calculated from the filing date), or a total of Baht 101 million. As at 31 December 2019, the two subsidiaries received the compensation in full.

35. Finance income

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Interest income on bank deposits	21,440	38,642	1,342	3,210
Interest income on loans	67,698	43,173	144,778	91,902
Total	89,138	81,815	146,120	95,112

36. Finance cost

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Interest expenses on lease liabilities	430,548	-	40,084	-
Bank overdrafts, loans and debentures	238,192	214,021	196,925	166,627
Interest expenses on borrowings from subsidiaries	-	-	12,393	18,704
Total	668,740	214,021	249,402	185,331

37. Expenses by nature

Significant expenses classified by nature are as follows:

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Cost of food and beverage used	3,939,662	5,157,357	138,432	290,594
Employee benefit expenses	3,708,704	5,259,517	558,870	915,667
Royalty fee	463,241	557,630	-	-
Management fee	35,170	33,934	65,269	162,594
Land and buildings rental	492,292	2,044,722	-	11,571
Depreciation and amortisation	3,421,052	2,037,219	360,671	408,948

38. Employee benefit expenses

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Wages and salaries	2,910,285	3,879,301	376,628	610,293
Defined benefit plans	79,889	93,792	22,359	28,376
Defined contribution plans	35,971	47,794	13,732	21,447
Others	682,559	1,238,630	146,151	255,551
Total employee benefit expenses	3,708,704	5,259,517	558,870	915,667

39. Income tax

Income tax expenses for the years ended 31 December 2020 and 2019 were made up as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Current income tax				
Current income tax charge	5,569	296,737	-	-
Adjustment in respect of current income tax of previous year	(6,548)	(3,682)	-	(56)
Deferred tax				
Relating to origination and reversal of temporary differences	(434,187)	(12,251)	(174,689)	(36,268)
Income tax (income) expenses reported in profit or loss	(435,166)	280,804	(174,689)	(36,324)

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2020 and 2019 are as follows:

	(Unit: Thousand Baht)			
	Consolidated financial statements		Separate financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Deferred tax on gain from the change in value of financial assets measured at FVOCI	49	-	-	-
Deferred tax for actuarial gain and losses effect of the change in tax rate	3,782	-	(1,823)	-
Deferred tax for actuarial gain and losses available-for-sale investments	-	(4)	-	-
Income tax income (expenses) charged to other comprehensive income	3,831	(4)	(1,823)	-

The reconciliation between accounting profit and income tax expenses is shown below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Profit (loss) before income tax expenses	(3,332,818)	2,089,976	(1,854,400)	1,027,150
Applicable tax rate	0 - 20%	0 - 20%	20%	20%
Accounting gain (loss) before tax multiplied by income tax rate	(666,564)	417,995	(370,880)	205,430
Effect of different tax rates in foreign jurisdictions	15,042	(7,272)	-	-
Effect of share of (profit) loss of investment in associate and joint ventures	4,188	(6,201)	-	-
Income not subject to tax	(11,530)	(26,410)	(28,845)	(199,275)
Profits subject to promotional privileges	11,028	(31,604)	-	-
Effects of:				
Non deductible expenses	24,595	6,186	100,334	12,216
Additional expense deduction allowed	(98,433)	(84,272)	(35,158)	(5,290)
Recognised of previously unrecognised tax losses	(1,254)	(10,938)	-	(56)
Others	(18,447)	4,885	22,014	(2,133)
Total	(93,539)	(84,139)	87,190	4,737
Recognition of previously unrecognised deferred tax assets during the year	-	(47,160)	-	(47,160)
Current year losses for which no deferred tax asset was recognised	272,319	40,808	114,533	-
Deferred income tax initial recognition and reversal	23,313	7,392	23,313	-
Unrealised losses resulting from intergroup transaction	17,125	21,077	-	-
Adjustment in respect of over record of income tax of prior year	(6,548)	(3,682)	-	(56)
Income tax (income) expenses reported in profit or loss	(435,166)	280,804	(174,689)	(36,324)

The components of deferred tax assets and deferred tax liabilities are as follows:

(Unit: Thousand Baht)

	Financial statements			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Deferred tax assets				
Allowance for impairment of non-financial assets	233,898	-	133,800	-
Allowance for expected credit losses				
(2019: Allowance for doubtful account)	6,427	-	4,637	-
Difference on depreciation	58,247	51,619	-	-
Allowance for impairment of investment in associate	46,413	47,160	46,413	47,160
Financial lease liabilities	-	35,538	-	32,465
Employee benefit obligation	50,489	62,061	17,394	20,385
Loss carried forward	155,219	23,313	-	23,313
Leases	181,651	-	71,142	-
Others	65,071	33,071	-	2,317
Total	797,415	252,762	273,386	125,640
Deferred tax liability				
Difference on depreciation	(392,137)	(360,304)	(99,631)	(91,097)
Financial lease liabilities	-	(1,189)	-	-
Leases	(1,323)	-	-	-
Others	(32)	(1,148)	-	-
Total	(393,492)	(362,641)	(99,631)	(91,097)

(Unit: Thousand Baht)

	Consolidated financial statements			
	Asset		Liability	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Total	797,415	252,762	(393,492)	(362,641)
Set off of tax	(245,354)	(133,334)	245,354	133,334
Net deferred tax assets (liabilities)	552,061	119,428	(148,138)	(229,307)

(Unit: Thousand Baht)

	Separate financial statements			
	Asset		Liability	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Total	273,386	125,640	(99,631)	(91,097)
Set off of tax	(99,631)	(91,097)	99,631	91,097
Net deferred tax assets (liabilities)	173,755	34,543	-	-

As at 31 December 2020, the Group has unused tax losses totaling Baht 1,491 million (2019: Baht 471 million), on which deferred tax assets have not been recognised as the Group believe that the future taxable profits may not be sufficient to allow utilisation of the unused tax losses. The unused tax losses will be expired by 2021 - 2025.

40. Earnings (loss) per share

Basic earnings (loss) per share for the owner of the Company is calculated by dividing profit (loss) for the year attributable to ordinary shareholders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

41. Dividends

At the annual general meeting of the shareholders of the Company held on 25 April 2019, the shareholders approved the appropriation of dividend of Baht 0.65 per share, totaling Baht 877.5 million. The dividend was paid to shareholders during 2019.

At the annual general meeting of the shareholders of the Company held on 29 June 2020, the shareholders approved a resolution not to pay any dividends for full year 2019 operating performance results.

42. Segment information

The Group has two reportable segments, as described below, which are the Group's strategic divisions. The strategic divisions offer different products and services, and are managed separately because they require different technology and marketing strategies. For each of the strategic divisions, the chief operating decision maker (CODM) reviews internal management reports on at least a quarterly basis. The following summary describes the operations in each of the Group's reportable segments.

- Segment 1 Hotel and related services operation
- Segment 2 Food and ice-cream

Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit after tax, as included in the internal management reports that are reviewed by the Group's CODM. Segment profit after tax is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

The Group is organised into business units based on nature of business. During the current period, the Group has not changed the organisation of their reportable segments.

The following tables present revenue and profit information regarding the Group' operating segments for the years ended 31 December 2020 and 2019, respectively.

	For the years ended 31 December								(Unit: Million Baht)	
	Hotel and related services operation		Food and ice-cream operation		Total		Adjustments and eliminations		Consolidated	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
Sales and services income										
- Third parties	2,855	8,439	10,038	12,184	12,893	20,623	-	-	12,893	20,623
- Related parties	4	10	63	98	67	108	(67)	(108)	-	-
Total sales and services income	2,859	8,449	10,101	12,282	12,960	20,731	(67)	(108)	12,893	20,623
Cost of sales and services	(3,192)	(5,475)	(5,662)	(6,771)	(8,854)	(12,246)	17	58	(8,837)	(12,188)
Gross profit	(333)	2,974	4,439	5,511	4,106	8,485	(50)	(50)	4,056	8,435
Unallocated income (expenses):										
Other income and finance income	1,026	1,736	128	200	1,154	1,936	(797)	(1,268)	357	668
Selling expenses	(165)	(492)	(395)	(503)	(560)	(995)	55	149	(505)	(846)
Administrative expenses	(2,655)	(2,350)	(4,087)	(4,474)	(6,742)	(6,824)	1,416	842	(5,326)	(5,982)
Impairment loss for non-financial assets	(1,205)	-	(20)	-	(1,225)	-	-	-	(1,225)	-
Share of profit (loss) from investment in associate	(15)	31	(6)	(2)	(21)	29	-	-	(21)	29
Finance cost	(681)	(416)	(144)	(2)	(825)	(418)	156	204	(669)	(214)
Income tax income (expenses)	388	(224)	47	(57)	435	(281)	-	-	435	(281)
Profit (loss) for the year	(3,640)	1,259	(38)	673	(3,678)	1,932	780	(123)	(2,898)	1,809

Geographic information

The Group is managed on a worldwide basis and, they operate in main geographical areas as follows:

1. Thailand is the country of the parent company which is also the main operating. The areas of operation are hotel and related services operation, food and beverage operation.
2. Republic of Maldives - The main activities are hotel and related services operation.

	Revenues		Segment results		(Unit: Million Baht) Total assets	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Thailand	12,516	19,251	(3,262)	1,829	60,442	50,899
Republic of Maldives	444	1,480	(416)	103	3,615	2,287
Eliminations	<u>(67)</u>	<u>(108)</u>	<u>780</u>	<u>(123)</u>	<u>(28,707)</u>	<u>(25,596)</u>
Total	<u>12,893</u>	<u>20,623</u>	<u>(2,898)</u>	<u>1,809</u>	<u>35,350</u>	<u>27,590</u>

Major customers

For the years 2020 and 2019, the Group has no major customer with revenue of 10 percent or more of an entity's revenues.

43. Provident fund

The Company and its employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Contribution are made monthly by the employee at rates ranging from 3 percent to 15 percent of their basic salaries and by the Group at rates ranging from 3 percent to 10 percent of the employees' basis salaries. The fund, which is managed by Krungthai Asset Management Public Co., Ltd., Siam Commercial Bank Asset Management Public Co., Ltd., and Krungsri Asset Management Public Co., Ltd., will be paid to employees upon termination in accordance with the fund rules. The contributions for the year 2020 by the Group amounting to approximately Baht 36 million (2019: Baht 48 million) were recognised as expenses, the Company only: Baht 14 million (2019: Baht 21 million).

44. Commitments and contingent liabilities

44.1 Capital commitments

As at 31 December 2020 and 2019, the Group had capital commitments as follows:

	Consolidated		(Unit: Million Baht)	
	financial statements		Separate	
	2020	2019	2020	2019
Hotel construction and renovation	1,072.5	1,013.0	12.9	17.3
Machinery and equipment	19.9	31.4	-	-
Leasehold improvement	-	6.0	-	-
Total	1,092.4	1,050.4	12.9	17.3

44.2 Guarantees

44.2.1 Bank guarantees

As at 31 December 2020 and 2019, there were outstanding bank guarantees issued by banks on behalf of the Group, in respect of the normal course of certain performance bonds as required in their business. The details of bank guarantees were as follows:

	Consolidated		(Unit: Million Baht)	
	financial statements		Separate	
	2020	2019	2020	2019
Guarantees for rental	171	171	59	59
Guarantee electricity use, among others	46	45	8	8
Total	217	216	67	67

44.2.2 Related parties guarantees

The Company

As at 31 December 2020, the Company and a director of the Company provided guarantees to various local financial institutions for loans facility of four subsidiaries in the amount of Baht 3,214 million (2019: Baht 3,121 million). As at 31 December 2020, the outstanding balance of these loans are Baht 1,578 million (2019: Baht 1,434 million).

Subsidiary

As at 31 December 2020, Central Restaurants Group Co., Ltd. had commitments to a financial institution for guarantees of bank overdraft and long-term loan facility of a subsidiary totalling Baht 60.8 million (2019: Baht 55.8 million).

44.3 Other service commitments

- a) A subsidiary entered into agreement with a company who manufactures carbonated beverage in Thailand. The subsidiary will receive supporting fund if the subsidiary follows conditions and restrictions stated in the agreement. The supporting fund received will be recorded as “deferred income” in the statement of financial position.
- b) A subsidiary entered into agreements with respect to purchases of raw materials with a local supplier for a period of 12 months starting from the agreement date. The subsidiary agreed to purchase raw materials in accordance with the price and quantity specified in the agreements and agreed to pay advance payment at the amount specified in the agreements. The advance payment will be returned in full when the agreements expired.
- c) During this period, a subsidiary entered into food license agreements with many local food businesses whereby the subsidiary has been permitted to use those businesses’ logos to operate the subsidiary’s business. In consideration thereof, the subsidiary has agreed to pay various fees as stipulated in the agreements. The subsidiary has to comply with the terms and conditions as prescribed in the agreements.
- d) The Company's two subsidiaries entered into franchise agreements and agreements accepting the transfer of the right with many franchisors for receiving the right to operate under intellectual property, trademark right and the right to operate under various trademarks. The subsidiaries are required to comply with the terms and conditions of the agreements and agrees to pay a fee at the percentage as stated in the agreements.

On 15 September 2020, the subsidiary entered into an agreement to obtain the transfer trademark license “Arigato” from a related company. Under this agreement, the subsidiary has a right to use this trademark to operate bakery and beverage restaurants and agreed to pay the license transfer fee at the amount specified in the agreement.

44.4 Contingent liabilities

On 12 July 2017, a subsidiary filed a lawsuit against a receivable (the objector) for a compensation of totaling Baht 209.8 million plus interest with respect to the unpaid management fees of Baht 51.2 million and for other damages on the grounds of breach of hotel management contract. On 27 December 2017, the objector filed a counterclaim rejecting to pay the compensation and demanded a compensation amounting to Baht 918.4 million plus interest for the damage arising from a fraud and a breach of contract by the subsidiary during the period in which it performed the management of the objector’s hotel. The subsidiary filed an objection against the claim of the objector and on last 4 December 2019, the Arbitrator has made an arbitrament that the objector shall pay an amounting of Baht 52.3 million to the subsidiary with interest 8.875 percent per annum, calculating from 4 December 2019 until the day fully paid by the objector. Subsequently, the objector issued a debt deferment letter dated 15 January 2021 requesting the settlement period of 6 years and the reduction in interest. The management is currently considering the request.

45. Fair value hierarchy

As at 31 December 2020 and 2019, the Group had the assets and liabilities that were measured at fair value or for which fair value was disclosed using different levels of inputs as follows:

(Unit: Million Baht)

	Consolidated financial statements							
	Level 1		Level 2		Level 3		Total	
	2020	2019	2020	2019	2020	2019	2020	2019
Financial assets measured at fair value								
Investments available-for-sale securities - equity instruments	-	-	1	1	-	-	1	1
Financial assets disclosure of fair value								
Investment properties	-	-	-	-	1,300	1,287	1,300	1,287

(Unit: Million Baht)

	Separate financial statements							
	Level 1		Level 2		Level 3		Total	
	2020	2019	2020	2019	2020	2019	2020	2019
Financial assets disclosure of fair value								
Investment properties	-	-	-	-	980	1,002	980	1,002

46. Financial instruments

46.1 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash equivalents, trade accounts receivable, loans, investments, and short-term and long-term loans. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Group is exposed to credit risk primarily with respect to trade accounts receivable, other account receivable, loans, deposits with banks and financial institutions. Except for derivatives, the maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

Trade receivables

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. In addition, the Group does not have high concentrations of credit risk since it has a large customer base in various industries.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The Group classifies customer segments by customer type and rating. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Financial instruments and cash deposits

The Group manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Group's Executive Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

Foreign currency risk

The Group's exposure to foreign currency risk arise mainly from borrowings that are denominated in foreign currencies.

The balances of financial assets and liabilities denominated in foreign currencies were summarised below.

Foreign currency	Consolidated		Separate		Exchange rate as at	
	financial statements		financial statements		31 December	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
	(Million)		(Million)		(Baht per 1 foreign	currency unit)
Financial assets						
US dollar	7	10	-	-	30.04	30.15
Yuan	1	1	-	-	4.62	4.31
Yen	1,166	-	-	-	0.29	-
Financial liabilities						
US dollar	51	35	19	6	30.04	30.15
Yen	26,536	-	26,536	-	0.29	-

Interest rate risk

The Group's exposure to interest rate risk relates primarily to its cash at banks, bank overdrafts, debentures and long-term borrowings. Most of the Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

As at 31 December 2020 and 2019, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date (if this occurs before the maturity date).

Consolidated financial statements											(Unit: Million Baht)		
Fixed interest rates				Floating interest rate		Non-interest bearing			Total		Effective interest rate (% per annum)		
Within 1 year		1-5 year		2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
2020	2019	2020	2019										
Financial assets													
Cash and cash equivalents	-	-	-	-	-	2,267	1,508	467	516	2,734	2,024	0.13 - 1.4	0.13 - 1.55
Trade and other receivables	-	-	-	-	-	-	-	514	765	514	765	-	-
Other current financial assets	90	788	-	-	-	-	-	-	-	90	788	1.75	1.45 - 1.80
Other non-current financial assets	-	-	-	-	-	108	54	1	1	109	55	3.83	6.38
	90	788	-	-	-	2,375	1,562	982	1,282	3,447	3,632		
Financial liabilities													
Bank overdraft and short-term loan from financial institutions	1,395	-	-	-	-	330	551	-	-	1,725	551	1.5 - 3.2	2.7 - 3.6
Trade and other payables	-	-	-	-	-	-	-	1,875	2,649	1,875	2,649	-	-
Long-term loans from related parties	-	-	52	52	-	-	-	-	-	52	52	3.0	3.0
Long-term loans from financial institutions	700	400	-	700	4,875	1,134	1,134	-	-	5,575	2,234	0.9 - 3.1	1.7 - 5.3
Debentures	980	800	3,100	4,080	-	-	-	-	-	4,080	4,880	2.4 - 3.4	2.1 - 3.4
Other current financial liabilities	-	-	-	-	-	-	-	135	-	135	-	-	-
	3,075	1,200	3,152	4,832	5,205	1,685	1,685	2,010	2,649	13,442	10,366		

(Unit: Million Baht)

Separate financial statements													
		Fixed interest rates				Floating interest rate		Non-interest bearing		Total		Effective interest rate (% per annum)	
		Within 1 year		1-5 year									
		2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
Financial assets													
Cash and cash equivalents	-	-	-	-	-	-	-	184	64	184	64	-	-
Trade and other receivables	-	-	-	-	-	-	-	80	155	80	155	-	-
Dividend receivables	-	-	-	-	-	-	-	-	210	-	210	-	-
Short-term loans to related parties	33	471	-	-	-	-	-	-	-	33	471	3.0	3.0
Long-term loans to related parties	-	-	5,118	2,505	-	-	-	-	-	5,118	2,505	3.0	3.0
	33	471	5,118	2,505	-	-	-	264	429	5,415	3,405		
Financial liabilities													
Bank overdraft and short-term loan from financial institutions	995	-	-	-	-	-	-	-	-	995	-	1.5	-
Trade and other payables	-	-	-	-	-	-	-	237	376	237	376	-	-
Short-term loans from related parties	377	520	-	-	-	-	-	-	-	377	520	1.57 - 3.0	1.6 - 3.0
Long-term loans from financial institutions	700	400	-	700	3,612	191	-	-	-	4,312	1,291	0.9 - 3.0	2.4 - 4.8
Debentures	980	800	3,100	4,080	-	-	-	-	-	4,080	4,880	2.4 - 3.4	2.1 - 3.4
Other current financial liabilities	-	-	-	-	-	-	-	2	-	2	-	-	-
	3,052	1,720	3,100	4,780	3,612	191	191	239	376	10,003	7,067		

Interest rate sensitivity

The following table demonstrates the sensitivity of the Group's profit before tax to a reasonably possible change in interest rates on that portion of loans from and derivatives affected as at 31 December 2020, with all other variables held constant.

Currency	Consolidated financial statements				Separate financial statements			
	Interest rate		Effect on profit		Interest rate		Effect on profit before	
			before tax				tax	
	Increase	Decrease	Decrease	Increase	Increase	Decrease	Decrease	Increase
	(%)	(%)	(Thousand Baht)	(Thousand Baht)	(%)	(%)	(Thousand Baht)	(Thousand Baht)
Baht	1	(1)	(22,784)	22,784	1	(1)	(16,774)	16,774
US dollar	1	(1)	(9,013)	9,013	1	(1)	(5,351)	5,351
Yen	1	(1)	(7,084)	7,084	1	(1)	(7,084)	7,084

The above analysis has been prepared assuming that the amounts of the floating rate loans to and loans from and all other variables remain constant over one year. Moreover, the floating legs of these loans to and loans from are assumed to not yet have set interest rates. As a result, a change in interest rates affects interest receivable/payable for the full 12-month period of the sensitivity calculation. This information is not a forecast or prediction of future market conditions and should be used with care.

Liquidity risk

The Group monitors the risk of a shortage of liquidity through the use of bank overdrafts, bank loans and lease contracts. Approximately 32% of the Group's debt will mature in less than one year at 31 December 2020 (the Company only: 28%) based on the carrying value of borrowings reflected in the financial statements. The Group has access to a sufficient variety of sources of funding.

The table below summarises the maturity profile of the Company's non-derivative financial liabilities as at 31 December 2020 based on contractual undiscounted cash flows

(Unit: Thousand Baht)

	Consolidated financial statement			
	Less than		More than	
	1 years	1 to 5 years	5 years	Total
Non-derivatives				
Bank overdraft and short-term				
loans from financial institutions	1,725,072	-	-	1,725,072
Trade and other payables	1,874,818	-	-	1,874,818
Long-term loans	987,277	3,576,252	1,011,150	5,574,679
Debentures	980,000	2,600,000	500,000	4,080,000
Lease liabilities	2,097,106	5,384,056	3,413,237	10,894,399
Total non-derivatives	7,664,273	11,560,308	4,924,387	24,148,968

(Unit: Thousand Baht)

	Separate financial statement			
	Less than		More than	
	1 years	1 to 5 years	5 years	Total
Non-derivatives				
Bank overdraft and short-term				
loans from financial institutions	995,229	-	-	995,229
Trade and other payables	236,930	-	-	236,930
Long-term loans	700,000	2,709,791	902,048	4,311,839
Debentures	980,000	2,600,000	500,000	4,080,000
Lease liabilities	155,503	693,253	416,471	1,265,227
Total non-derivatives	3,067,662	6,003,044	1,818,519	10,889,225

46.2 Fair values of financial instruments

Since the majority of the Company's financial instruments are short-term in nature or carrying interest at rates close to the market interest rates, their fair value is not expected to be materially different from the amounts presented in the statement of financial position.

47. Capital management

The primary objective of the Company's capital management is to ensure that it has appropriate capital structure in order to support its business and maximise shareholder value. As at 31 December 2020, the Group's debt-to-equity ratio was 2.46:1 (2019: 0.95:1) and the Company's was 2.31:1 (2019: 1.10:1).

48. Events after the reporting period

At the Board of Director's meeting of Central Restaurants Group Company Limited (subsidiary) held on 12 January 2021, the Board passed a resolution for the approval of the interim dividend payment of Baht 6.87 per share, totaling Baht 42.6 million. The dividend was paid to shareholders on 29 January 2021.

49. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 24 February 2021.

Financial Ratio for the year 2020

		2020	2019	2018
Current ratio	Times	0.6	0.9	1.1
Quick ratio	Times	0.4	0.5	0.5
Cash turnover	Times	0.2	0.9	1.0
Account Receivable Turnover Ratio	Times	13.2	22.4	22.2
Average Collection Period	Days	28	16	16
Payable turnover ratio	Times	9.1	11.7	11.0
Payment period	Days	40	31	33
Gross Profit	%	50.3%	55.5%	56.2%
Operating Profit Margin	%	-11.2%	10.5%	13.6%
Other profit margin	%	2.7%	3.1%	2.3%
Operating cash flow to profitability	%	-93.6%	176.5%	146.2%
Net profit margin	%	-20.9%	8.2%	10.0%
Return on equity	%	-22.8%	12.7%	17.1%
Return on assets	%	-8.8%	6.5%	8.5%
Return On Fixed Assets	%	2.7%	18.6%	20.5%
Asset Turnover	Times	0.4	0.8	0.8
Interest coverage ratio	Times	3.0	19.6	24.3
Interest bearing debts to EBITDA ratio	Times	11.2	1.8	1.4
Debt service coverage ratio (DSCR)	Times	0.4	2.1	13.6
Debt to equity ratio	Times	2.5	1.0	1.0
Interest bearing debts to equity	Times	2.2	0.5	0.5
Interest bearing debts (excluding lease liabilities) to equity	Times	1.1	0.5	0.5
Current interest bearing debts to interest bearing debts	%	25.3%	25.5%	5.1%
Loan from financial institutions to interest bearing debts	%	51.1%	99.3%	99.3%
Dividend Payout Ratio	%	n/a	n/a	n/a

ENCLOSURE





Attachment 1

[illegible]

(A) INFORMATION OF DIRECTORS

[illegible]

X = Chairman of the Board
/ = Director

Remark

INFORMATION OF DIRECTORS, EXECUTIVES, CHIEF OFFICERS IN ACCOUNTING AND FINANCE AND COMPANY SECRETARY

(A) INFORMATION OF DIRECTORS

Name	Position	Age	Education	% Shareholding in the Company	Family Relationship among Directors and Executives	Other Current Positions			5-year Past Experiences		
						Category	Position	Company	Year	Position	Company
1. Mr. Sutthikak Chaitrathat Date / month / year of birth Starting date of directorship	Chairman of the Board 22 March 1942 12 December 1983	73	<ul style="list-style-type: none"> - Honorary PhD in Business Administration Program, Dhurakul Pundit University - Honorary PhD in Hotel and Tourism Studies, Kasem Bundit University - Honorary PhD in Mass Communications, Ramkhamhaeng University - M.A. (Political Science), Ramkhamhaeng University - B.A. (Political Science), Ramkhamhaeng University - Diploma in Mechanical Engineering, South West Essex Technical College, U.K. - National Defense College, The Joint State - Private Sector Course, Class 1 - National Defense College, The Modern Management Course, Class 1 - 2008, Director Accreditation Program (DAP) 	2.31%	<ul style="list-style-type: none"> - Mr. Sutthikak's younger brother - Mr. Sutthikak's older brother - Mr. Sutthikak's older brother - Mr. Peris' uncle - Mr. Thanyathai's father 	- Listed Company	Chairman Executive Committee	Post Publishing Plc.	2014 - 2016	Honorary Advisor	Thai Havanese Trade Association
						- Non Listed Company	Director	Post International Media Co., Ltd.			
						- Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	Director	Post - ACP Co., Ltd.			
						- Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	Director	Post - M Plus Co., Ltd.			
2. Mr. Sutthikak Chaitrathat Date / month / year of birth Starting date of directorship	Vice Chairman 18 September 1940 12 December 1993	80	<ul style="list-style-type: none"> - Honorary Doctor of Business Administration Program, Chulalongkornrajavidyalaya University - Diploma in Civil Engineering Kingston College of Technology, U.K. - 2008, Director Accreditation Program (DAP) - 2008, Role of Chairman Program (RCP) 	1.34%	<ul style="list-style-type: none"> - Mr. Sutthikak's older brother - Mr. Sutthikak's older brother - Mr. Peris' uncle - Mr. Thanyathai's uncle 	- Listed Company	Chairman	Central Palana Plc.	2009 - 2013	Chairman of the Executive Committee	Central Group of Companies Co., Ltd.
						- Non Listed Company	Chairman	Central Group of Companies Co., Ltd.			
						- Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	None				
						- Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	None				
3. Mr. Sutthikak Chaitrathat Date / month / year of birth Starting date of directorship	Director 18 September 1945 24 April 2003	75	<ul style="list-style-type: none"> - B.A. (Mathematics), St. John Fisher College, USA - 2007, Director Accreditation Program (DAP), Director Certification Program (DCP) 	1.63%	<ul style="list-style-type: none"> - Mr. Sutthikak's younger brother - Mr. Sutthikak's younger brother - Mr. Peris' uncle - Mr. Thanyathai's uncle 	- Listed Company	Chairman	Robinson Department Store Plc.	None	None	None
						- Non Listed Company	Director	Central Palana Plc.			
						- Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	Director	Central Group of Companies Co., Ltd.			
						- Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	Director	Central Garment Factory Co., Ltd.			

INFORMATION OF DIRECTORS, EXECUTIVES, CHIEF OFFICERS IN ACCOUNTING AND FINANCE AND COMPANY SECRETARY

(A) INFORMATION OF DIRECTORS

Attachment 1

Name	Position	Age	Education	% Shareholding in the Company	Family Relationship among Directors and Executives	Other Current Positions			5-year Past Experiences		
						Category	Position	Company	Year	Position	Company
4. Mr. Sudtham Chirathwat Date / month / year of birth: Starting date of directorship	Director Chairman of Nomination and Compensation Committee Member of Risk Management and Corporate Governance Committee 30 October 1947 24 April 2003	73	- MBA (Operations Research), Iowa University, USA - Bachelor degree of Electrical Engineering, University of Maryland (College Park), USA - National Defense College, The Joint Staff - Private Sector Course, Class 13 - 2005, Director Certification Program (DCP)	1.19%	Mr. Sudtham's younger brother Mr. Sutthichai's younger brother Mr. Sutthak's younger brother Mr. Pim's uncle Mr. Thanyath's uncle	- Listed Company	- Director - Director - Chairman	Central Pattana P.C. Robinson Department Store P.C. Jasmine International P.C.	2017 - 2019	Managing Director and Chief Executive Officer	Central Pattana P.C.
						- Non Listed Company	- Executive Chairman - Chairman - Director	Central Group of Companies Co., Ltd. Central Holding Co., Ltd. The Village Club Co., Ltd.			
						- Other companies which materially compete directly or have related business with the Company	None				
5. Mr. Pim Chirathwat Date / month / year of birth: Starting date of directorship	Director Member of Nomination and Compensation Committee Member of Risk Management and Corporate Governance Committee 25 December 1982 29 April 1994	58	- MBA (Business Management) Saint Graduate Institute of Business Administration, Chulalongkorn University - Psychology Workshop, Institute of Security Psychology, Class 73 - Graduate Diploma in Management of Public Economy Class 42005, King Prajaddok's Institute - B.A. (Accounting) Sakon Nakhon College, USA - National Defense College, The Joint Staff - Private Sector Course, class 22 - 2004, Diploma in Capital Market Academy, Class 1 - Institute of Security Psychology, Class 73 - Advanced Certificate Course in Public Economics Management for Executives (King Prajaddok's Institute), Class 4 - 2018, Corporate Governance for Capital Market Intermediaries (CGI) - 2010, Advanced Audit Committee Program - 2008, Monitoring Fraud Risk Management (MFM), Monitoring of Quality of Financial Reporting (MFR) - 2008, The Program of Senior Executive or Justice Administration (Class 15) - 2007, Monitoring the Internal Audit Function (MA) Monitoring the System of Internal Control and Risk Management (MIR) - 2008, Chief Financial Officer - 2005, Director Accreditation Program (DAP), Audit Committee Program (ACP), The Role of Chairman (RCP) - 2003, Director Certification Program (DCP)	2.17%	Mr. Sudtham's grandson Mr. Sutthichai's grandson Mr. Sutthak's grandson Mr. Sudtham's grandson Mr. Thanyath's uncle	- Listed Company	- Member of Audit Committee - Director - Director, Member of Risk Management Committee and Advisory of Nomination and Remuneration Committee	Burongrad Hospital P.C. Robinson Department Store P.C. Central Pattana P.C.	1999 - 2012 2014 - 2012 2013 - 2012	Director Advisor Chairman of Audit Committee	Mah Sam Pan P.C. Market For Alternative Investment (MAI) Bualuang Securities P.C.
						- Non Listed Company	- Director, Member of Executive Committee, Deputy Group CEO - Director and Executive Director - Steering Support Committee	Central Group of Companies Co., Ltd. Central Retail Corporation Ltd. Changrai Rajabhat University			
						- Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	None				

INFORMATION OF DIRECTORS, EXECUTIVES, CHIEF OFFICERS IN ACCOUNTING AND FINANCE AND COMPANY SECRETARY

(A) INFORMATION OF DIRECTORS

Name	Position	Age	Education	% Shareholding in the Company	Family Relationship among Directors and Executives	Other Current Positions			5-year Past Experience		
						Category	Position	Company	Year	Position	Company
6. Mr. Brist Kuslayayon	Independent Director Member of Audit Committee Member of Nomination and Compensation Committee	79	- Master degree of Engineering, New South Wales University, Australia - Bachelor degree of Engineering, The University of Sydney, Australia - National Defense College, The Joint State - Private Studies Course, Class 6	-	-	- Listed Company - Non Listed Company - Other companies which materially compete directly or have related business with this Company (possible conflict of interest)	None Chairman None	Flying Orange Co., Ltd.	2544 - 2557 2544 - 2557	Vice Chairman Director	Ssang Holding Co., Ltd. International Drug Development Co., Ltd.
Date / month / year of birth Starting date of directorship	17 December 1941 12 May 2006										
7. Ms. Sornwadee Lertmanasachai	Independent Director Chairman of Audit Committee	68	- Master of Science (Accounting), Thammasat University (1984) - Bachelor of Law, Thammasat University (1979) - Bachelor of Science (Accounting), Thammasat University (1979) - Director Certification Program (DCT) 22000 - Audit Committee Program (ACP) 272009 - Successful Formulation and Execution of Strategy (SFE) 62010, Thai Institute of Directors	-	-	- Listed Company - Non Listed Company - Other companies which materially compete directly or have related business with this Company (possible conflict of interest)	- Independent Director and Member of the Audit Committee - Independent Director - Director - Advisor to Chairman of the Board of Directors and Member of the Investment Committee - Independent Director - Chairman of the Board - Expert Director - Director and Secretary None	Maybank Kim Eng Securities (Thailand) Plc Member of the Audit Committee, Intouch Holdings Plc The Stock Exchange of Thailand Dipaaya Insurance Plc Chivalat Manufacturing Co., Ltd. KTIST REIT Management Co., Ltd. National Savings Fund (NSF) Sangkran Foundation	2010 - 2013 2013 - 2015 2014 - 2016 2015 - 2016 2015 - 2016	Secretary General Commissioner Director Director Director and Chairman of the Audit Committee	Government Pension Fund Securities and Exchange Commission, Thailand Provincial Waterside Authority Government Pharmaceutical Organization Metropolitan Electricity Authority
Date / month / year of birth Starting date of directorship	24 December 1953 April 30, 2016										
8. Mr. Wichai Tejapabul	Independent Director Member of Audit Committee Member of Nomination and Compensation Committee	81	- B.A. Business Administration, Boston University, USA - National Defense College, The Joint State - Private Studies Course, Class 2 - King Prajadhipok's Institute, Class 1 - Diploma in Capital Market Academy, Class 10 - National Defense College, Advance Security Management Program, Class 3 - 2006, Finance for Non-Finance Directors (FND) - 2004, Director Accreditation Program (DAP)	-	-	- Listed Company - Non Listed Company - Other companies which materially compete directly or have related business with this Company (possible conflict of interest)	Director Chairman Chairman Director Director Director Director Honorary Chairman Honorary Advisor Vice Chairman Chairman None	Asea Floor Plc. Phraet Sahiti Co., Ltd. Pacific Park Srinakorn Group Co., Ltd. Tejapabul Co., Ltd. Uthai Capital Co., Ltd. Worawut Co., Ltd. Sethakarn Co., Ltd. Phachra Na-Khon Co., Ltd. Thai Chamber of Commerce and Council of Thailand Chambers Thai Chamber of Commerce University Pan Teck Tung Foundation Thian Fatt Foundation Hospital	2011 - 2012 2009 - 2016 2005 - 2016	Advisor Chairman Vice president	Chairman of Senator (General Tanetsak Meesri) Funding Management Committee of Huaichew Chaiyaprasit University Huaichew Chaiyaprasit University Council
Date / month / year of birth Starting date of directorship	4 November 1939 12 December 1993										

Attachment 1.1

INFORMATION OF DIRECTORS, EXECUTIVES, CHIEF OFFICERS IN ACCOUNTING AND FINANCE AND COMPANY SECRETARY

(A) INFORMATION OF DIRECTORS

Name	Position	Age	Education	% Shareholding in the Company	Family Relationship among Directors and Executives	Other Current Positions			5-year Past Experiences		
						Category	Position	Company	Year	Position	Company
9. Mr. Gerd Kurt STEEB	Independent Director	79	- Hotel and Catering School Bad Liebenberg, Germany - Senior Hotel Management Institute Heidelberg, Germany - Diplom/Bachelor of Business Administration (Innovation) Vice President Students' Organisation	0.00%	-	- Listed Company - Non Listed Company - Other companies which materially compete directly or have related business with this Company (possible conflict of interest)	None None None		2004-2012	President and Director	Centara Hotel & Resorts
10. Mr. Norachit Sittitham	Independent Director	66	- Honorary Doctorate Degree in International Relations, Kasorn Buriwit University - Master of Arts, The Fletcher School of Law and Diplomacy, United States - Bachelor of Law (Honours) Chulalongkorn University - "Lecturer in Development" course, Executive Program of The Urban F Kennedy School of Government, Harvard University - Capital Market Leader Program, Capital Market Academy (CMA 20)	-	-	- Listed Company - Non Listed Company - Other companies which materially compete directly or have related business with this Company (possible conflict of interest)	None Law Councillor Member of the Public Sector Member of the Thai National Group, Permanent Court of Arbitration (PCA) based in The Hague, Netherlands		2014-2015 2015-2018	Permanent Secretary, Ministry of Foreign Affairs Member and spokesperson of the Constitution Drafting Commission (CDC)	
11. Mrs. Chitara Boonyasit	Director	68	- Bachelor of Business Administration Minto School of Business Administration, USA - 2000 Director Certification Program (DCP) - 2011 Role of Chairman Program (RCP)	-	Mr. Suthiwan's granddaughter Mr. Suthiwan's granddaughter Mr. Suthiwan's granddaughter Mr. Suthiwan's granddaughter	- Listed Company - Non Listed Company - Other companies which materially compete directly or have related business with this Company (possible conflict of interest)	Chairman of the Board Chairman of the Board Director Director Director Director	Director Alcoo Holdings Plc. Central Cement Factory Co., Ltd. Central Trading Co., Ltd. Central Marketing Group Co., Ltd. Mittler D Co., Ltd. Centrac School Ltd.		Director Director President	The Thai Chamber of Commerce The Board of Trade of Thailand, Mahidol School Alumni
12. Mrs. Sineerat Chaisri	Director	64	- Triam Udon Sakale School - Bachelor of Chemistry, George Washington University - Master of Business Administration International Business Education and Research, University of Southern California - 2020 Director Certification Program (DCP)	1.02%	Mr. Suthiwan's granddaughter Mr. Suthiwan's granddaughter Mr. Suthiwan's granddaughter Mr. Suthiwan's granddaughter Mr. Pim's older sister	- Listed Company - Non Listed Company - Other companies which materially compete directly or have related business with this Company (possible conflict of interest)	None None None		2015 2016 2017 2018 2019 2020	Purchasing Director (Home products) / Head office Assistant Manager, Chudom Branch and Director of Purchasing Department (Home products) / Head office Branch Manager of Hua Mak Branch and Director of Purchasing Department (Home products) / Hua Mak Branch Senior Executive Vice President, Purchasing Department Senior Executive Vice President, Branch Administration Co-Managing Director Executive Director	Central Retail Central Retail Central Retail Central Retail Central Retail Central Retail Central Retail

INFORMATION OF DIRECTORS, EXECUTIVES, CHIEF OFFICERS IN ACCOUNTING AND FINANCE AND COMPANY SECRETARY

(A) INFORMATION OF DIRECTORS

Name	Position	Age	Education	% Shareholding in the Company	Family Relationship among Directors and Executives	Other Current Positions			5-year Past Experiences		
						Category	Position	Company	Year	Position	Company
13. Mr. Theeraphat Chirathai	Member of Risk Management and Corporate Governance Committee Chief Executive Officer	55	<ul style="list-style-type: none"> - Master degree of Food, Hotel and Tourism Management, Rochester Institute of Technology, Rochester, USA - Bachelor degree of Political Science, Chulalongkorn University - 2014, National Defense College, The Joint State - Private Sector Course (Class 58) - 2011, The Program of Senior Executive on Labor Administration (Class 15) - 2008, TLCA Executive Development Program (Class 1) - 2003, Program for Management Development, Executive Education Harvard Business School - 1997, France for Management, Chulalongkorn University - 1996, Mkt MBA Program, Chulalongkorn University - 1993, Psychology Institute, National Defense College - 2002, Directors Certification of Program (DCP) 	1.24%	Mr. Sutheerat's son Mr. Sutichai's granddaughter Mr. Sutheerat's granddaughter Mr. Sutthitama's granddaughter	- Listed Company	None		2547 - 2555	Senior Vice President - Project Management	Centara Hotels & Resorts
						- Non Listed Company	Director of subsidiaries (3 companies)	Centara Hotels & Resorts			
						- Other companies which materially compete directly or have related business with this Company (possible conflict of interest)	None				
Date / month / year of birth Starting date of directorship											

Attachment 1

(B) INFORMATION OF MANAGEMENT

Attachment 1

[illegible]Remark:

= Director

INFORMATION OF DIRECTORS, EXECUTIVES, CHIEF OFFICERS IN ACCOUNTING AND FINANCE AND COMPANY SECRETARY

(B) INFORMATION OF MANAGEMENT

Attachment 1

Name	Position	Age	Education	% Shareholding in the Company	Other Current Positions			5-year Past Experiences		
					Category	Position	Company	Year	Position	Company
1. Mr. Timothy Markland Blacklock Date / month / year of birth 30 March 1957 Starting date of directorship 1 January 2018	- Deputy Chief Executive Officer	63	- Three Phase Leadership Development Program, Washington State University	0.00%	- Listed Company	None			n/a	
					- Non Listed Company	None				
					- Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	None				
2. Dr. Romachit Mahatanapreut Date / month / year of birth 28 January 1956 Starting date of directorship 2 August 2004	- Member of Risk Management and Corporate Governance Committee - Senior Vice President - Finance & Administration - Company secretary	65	- Ph. D Business Administration, Sun Duan Rajabhat University - Masters of Business Administration, Thammasat University - Bachelor of Accountancy, Thammasat University - Certificates from courses attended from the Thai IOD	0.01%	- Listed Company	None		1994 - 1999	Director for Finance and Strategic Planning	Prasit Pattana plc.
					- Non Listed Company	- Director of subsidiaries (31 companies) - Director - Director	Centara Hotels & Resorts Asia Wealth Securities Co., Ltd. Asia Wealth Holding Co., Ltd.	2009 - 2012	Ex-Director	Small business credit Insurance
					- Other companies which materially compete directly or have related business with the	None		2009 - 2016	Ex-Audit Committee	Credit Insurance
3. Mr. Thirakiat Chaiathvat Date / month / year of birth 19 May 1968 Starting date of directorship 1 June 2003	- Vice President - Procurement	52	- Masters Degree in Hotel Management (Hotel Management) from Johnson and Wales University, USA. - Bachelor of Business Administration Bachelor of Business Administration Program Tourism and Hospitality Management Assumption University - 2011 Course in Politics and Government in Democracy For senior management King Prajaphobk's Institute, Class 15 - 2006 Course of Psychology Operations for Director, Institute of Security Psychology National Defense Academic Institute, Class 100	1.25%	- Listed Company	None		2000 - 2003	Marketing Manager	Centara Hotels and Resorts
					- Non Listed Company	- Director of subsidiaries (31 companies)	Centara Hotels & Resorts			
					- Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	None				

INFORMATION OF DIRECTORS, EXECUTIVES, CHIEF OFFICERS IN ACCOUNTING AND FINANCE AND COMPANY SECRETARY

(B) INFORMATION OF MANAGEMENT

Attachment 1

Name	Position	Age	Education	% Shareholding in the Company	Other Current Positions			5-year Past Experiences		
					Category	Position	Company	Year	Position	Company
4. Mrs. Supatra Chirathivat	- Senior Vice President - Corporate Affairs & Social Responsibilities	64	<ul style="list-style-type: none"> - Bachelor of Political Science Chulalongkorn University, Bangkok - MBA, University of New Haven, USA - Honorary doctorate of arts degree Stpatum University, USA - Certificate, Hotel Management Course, Cornell University, USA - Certificate DCP, Class 121 from IOO Institute, 2009 	0.18%	- Listed Company	- Director and Member of the Risk Management Committee	COL Public Company Limited	2004 - 2009	Senior Vice President - Business Development	Centara Hotels and Resorts
					- Non Listed Company	<ul style="list-style-type: none"> - Director of subsidiaries (7 companies) - Secretary to the Board of Directors - Senior Executive Vice President - Corporate Policy Office and Image - Director - Director - Director - Director - Director 	<ul style="list-style-type: none"> Centara Hotels & Resorts Central Group Company Limited Central Group Company Limited Central People Development Center Company Limited Cenergy Innovation Company Limited Office Supply Club Co., Ltd. Office Club (Thai) Company Limited B2S Company Limited 			
Date / month / year of birth	22 February 1957				<ul style="list-style-type: none"> - Other companies which materially compete directly or have related business with the Company (possible conflict of interest) 					
Starting date of directorship	1 October 2009									
5. Mr. Andrew Frederick Langston	- Senior Vice President - Business Development	58	<ul style="list-style-type: none"> - Holy Cross Catholic School 	-	- Listed Company	None			n/a	
					- Non Listed Company	None				
Date / month / year of birth	2 June 1960				<ul style="list-style-type: none"> - Other companies which materially compete directly or have related business with the Company (possible conflict of interest) 					
Starting date of directorship	1 April 2008									
6. Mr. David Robert Good	- Vice President - Operations	60	<ul style="list-style-type: none"> - North London University, Higher National Diploma in Hotel and Institutional Management - Yield Management by Horand Vogel - 7 Habits of Highly Effective People by Franklin Covey - General Managers Programme at Cornell University, New York, USA 	-	- Listed Company	None			n/a	
					- Non Listed Company	None				
Date / month / year of birth	2 June 1960				<ul style="list-style-type: none"> - Other companies which materially compete directly or have related business with the Company (possible conflict of interest) 					
Starting date of directorship	1 April 2008									

INFORMATION OF DIRECTORS, EXECUTIVES, CHIEF OFFICERS IN ACCOUNTING AND FINANCE AND COMPANY SECRETARY

(B) INFORMATION OF MANAGEMENT

Attachment 1

Name	Position	Age	Education	% Shareholding in the Company	Other Current Positions			5-year Past Experiences		
					Category	Position	Company	Year	Position	Company
7. Mr. Thomas Roger Thrussell Date / month / year of birth 24 June 1981 Starting date of directorship 15 October 2015	- Vice President - Brand, Marketing & Digital	39	- Bachelor's Degree, University of Nottingham Major French & Hispanic Studies	-	- Listed Company	None		2554 - 2558	Director of Marketing Operations, Head of Digital, CRM & Partnership	Maybourne Hotel Group
					- Non Listed Company	None		2553 - 2554		Maybourne Hotel Group
					- Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	None				
8. Mr. Adrian Hardwick-Jones Date / month / year of birth 20 July 1980 Starting date of directorship 1 December 2015	- Vice President - Design & Technical Services	60	- Master of Business Administration, Australian Graduate School of Management - ISO 2001 Internal Auditor, Randall Management Institution. - Professional qualification leading to RIBA Part III Registered Architect (UK) (RIBA Part II), University of Wales Institute of Science and Technology, Great Britain - Bachelor of Architecture (RIBA Part I), University of Wales Institute of Science and Technology, Great Britain. - Bachelor of Science (RIBA Part I), University of Wales Institute of Science and Technology, Great Britain.	-	- Listed Company	None	-	2552 - 2554	Owner and Managing Director	STRATEGIC BLUEPRINT, Delhi & Hong Kong
					- Non Listed Company	None		2554 - 2556	President of Projects Planning & Design	SHIPRA ESTATES, Delhi, India
					- Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	None		2556 - 2557	Chief of Design - Dual Reporting, CEO and EVO JV Owner of the real estate development company	ENWARMGF Delhi, India
9. Ms. Rujapa Hamillat Date / month / year of birth 23 June 1971 Starting date of directorship 22 February 2018	- Vice President - Human Resources	39	- Information System, London School of Economics - Bachelor of Science (RIBA Part I), University of Wales Institute of Science and Technology, Great Britain.	-	- Listed Company	None		2556 - 2561	Director of Asia Pacific Learning and Human Resource Development Department	PepsiCo Service Asia Co., Ltd.
					- Non Listed Company	None				
					- Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	None				
10. Ms. Tabatha Krislen Ramsay Date / month / year of birth 19 December 1970	- Vice President - Commercial	50	- Tourism & Hospitality, University of South Australia	-	- Listed Company	None			Chief Marketing and Sales Officer	Will Pearl Hotel Vietnam
					- Non Listed Company	None			Vice President of Sales, Marketing and Revenue	Oakwood Hotels

INFORMATION OF DIRECTORS, EXECUTIVES, CHIEF OFFICERS IN ACCOUNTING AND FINANCE AND COMPANY SECRETARY

(B) INFORMATION OF MANAGEMENT

Attachment 1

Name	Position	Age	Education	% Shareholding in the Company	Other Current Positions			5-year Past Experiences		
					Category	Position	Company	Year	Position	Company
Starting date of directorship	7 October 2019				1. Other companies which materially compete directly or have related business with the Company (possible conflict of interest)	None				

Remark :**subsidiaries**

- 1 Central Hua Hin Beach Resort Co., Ltd.
- 2 Central Samui Beach Resort Co., Ltd.
- 3 Central Sukhontha Hotel Co., Ltd.
- 4 Central Mae Sot Hill Hotel Co., Ltd.
- 5 Central Laundry Services Co., Ltd.
- 6 Central Hotel Management Co., Ltd.
- 7 Central Samui Village Co., Ltd.
- 8 Central Karon Village Co., Ltd.
- 9 Central Krabi Bay Resort Co., Ltd.
- 10 Central World Hotel Co., Ltd.
- 11 Central Koh Kood Hotel Co., Ltd.
- 12 Central Restaurants Group Co., Ltd.
- 13 CRG Manufacturing Co., Ltd.
- 14 Triplenine Décor Co., Ltd.
- 15 S.P. Realty Lanta Beach Co., Ltd.
- 16 S.P. Realty Pattaya Beach Co., Ltd.
- 17 S.P. Realty Had Farang Resort Co., Ltd.
- 18 Central Samui Hotel Management Co., Ltd.
- 19 Centara International Management Co., Ltd.
- 20 Karon Phuket Hotel Co., Ltd.
- 21 Kata Phuket Hotel Co., Ltd.
- 22 R.M.L. LEISURE Pvt. Ltd.
- 23 Refresh Zone Co., Ltd.
- 24 Central Bangkok Convention & Exhibition Co., Ltd.
- 25 Centara International Management (Thailand) Co., Ltd.
- 26 Centara Maldives Pvt. Ltd.
- 27 CRG International Food Co., Ltd.
- 28 Centara Import-Export Co., Ltd.
- 29 Cosi Hotel Co., Ltd.
- 30 Cosi Hotel Management Co., Ltd.
- 31 Centara Loyalty Marketing Co., Ltd.
- 32 Centara Learning Centre Co., Ltd.
- 33 Centara(Shanghai)Hotel Management Co., Ltd.
- 34 CIM for Management-Egypt, S.A.E
- 35 Centara Capital Limited (Centara (Hong Kong) Hotel Management Co., Ltd.)
- 36 Centara Management Headquarter Limited
- 37 Lagoon Assets Private Limited
- 38 Central South Pattaya Limited
- 39 Centara Restaurants Group (HK) Limited
- 40 Centara Singapore Private Limited
- 41 Centara Lagoon Private Limited
- 42 Centara Japan Capital Godo Kaisha
- 43 Central Restaurants Group (Vietnam) Company Limited
- 44 Brown Dessert Company Limited
- 45 Centara Osaka Japan Kabushiki Kaisha

Details of the Directors of the Subsidiary

Details of the Directors of the Subsidiary																							Attachment
List of Subsidiaries/ Directors																							
	Central Hua Hin Beach Resort Co., Ltd.	Central Sunail Beach Resort Co., Ltd.	Central Sunail Hotel Co., Ltd.	Central Ma-Sai Hill Hotel Co., Ltd.	Central Laundry Service Co., Ltd.	Central Hotel Management Co., Ltd.	Central Sunail Village Co., Ltd.	Central Keam Village Co., Ltd.	Central Kadi Road Hotel Co., Ltd.	Central Restaurants Group Co., Ltd.	CBG Manufacturing Co., Ltd.	Tiphasan Decor Co., Ltd.	S.P. Beach/Lanta Beach Co., Ltd.	S.P. Beach/Pattaya Beach Co., Ltd.	S.P. Beach/Hat Faring Resort Co., Ltd.	Central Sunail Hotel Management Co., Ltd.	Centara International Management Co., Ltd.	Korn Pukde (Hotel) Co., Ltd.	Korn Pukde (Hotel) Co., Ltd.	K.M.L. LENSEE Pvt. Ltd. *	Beach Zone Co., Ltd.		
1. Mr. Suthikiat Chirathivat	/	/	/	/	/	/	/	/	/	/	/		/	/	/		/				/		
2. Mr. Suthichai Chirathivat	/	/	/	/	/	/	/	/	/	/	/		/	/	/		/				/		
3. Mr. Suthisak Chirathivat																					/		
4. Mr. Suthiham Chirathivat							/			/						/	/		/		/		
5. Mr. Pin Chirathivat							/														/		
6. Sudhichai Chirathivat																					/		
7. Khunying Suchitra Mongkolkei	/																						
8. Mrs. Supatra Chirathivat	/								/				/	/	/	/	/		/	/	/		
9. Mr. Thirayuth Chirathivat	/	/	/	/	/	/	/	/	/	/	/		/	/	/	/	/	/	/	/	/		
10. Mr. Thirakiat Chirathivat	/	/	/	/	/	/	/	/	/	/	/		/	/	/	/	/	/	/	/	/		
11. Dr. Romachai Mahattanapreut		/	/	/	/	/	/	/	/			/	/	/	/	/	/	/	/	/	/		
12. Mr. Woron Han-Usha	/																						
13. Mrs. Mookda Uthawatanasakul	/																						
14. Mrs. Rattana Neeputlop	/																						
15. Mrs. Yingluck Wacharaphon	/																						
16. Mr. Teeradej Chirathivat										/	/												
17. Mrs. Onanee Chirathivat										/	/												
18. Mr. Suparat Chirathivat		/	/	/	/	/	/	/	/	/		/	/	/	/	/	/	/	/	/	/		
19. Mr. Dan Chinsapakul																					/		
20. Dheera Hussin																					/		
21. Mr. Patrick Jean Marbazzet	/																				/		
22. Mrs. Tony Marie Arnett	/																				/		
23. Mrs. Piyaowan Chirathivat											/												
24. Mr. Nath Vongpanich											/												
25. Ms. Jariya Chirathivat											/												
26. LU KEE HONG																							
27. Miss Nanthawan Vacharakomulpan																				/			
28. Ms. Praewa Chaichawong																				/			
29. Mr. Peernat Chachawong																				/			
30. Mr. Sicheep Thameecheecharoen																		/	/				

Remarks

1. / = Directors
2. Subsidiary is a subsidiary that is significant, i.e. has revenues of more than 10% of the total income according to the consolidated statement of income for the most recent fiscal year.

Details of the Directors of the Subsidiary															Attachment																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																														
List of Subsidiaries / Directors															Centara Osaka Japan Kabukikiri Kabuka	Borneo Desert Company Limited	Centara Restaurants Group (Vietnam) Limited	Centara Japan Capital Code Kabuka	Centara Laguna Private Limited	Centara Singapore Private Limited	Centara Restaurants Group (R&D) Limited	Centara South Pattaya Limited	Laguna Assets Private Limited	Centara Management Headquarter Limited	Centara Hing Kong Hotel Management Co., Ltd.	CMV for Management-Edge S.A.E	Centara (Shanghai) of Management Co., Ltd.	Centara Learning Center Co., Ltd.	Centara Loyalty Marketing Co., Ltd.	Cost Hotel Management Co., Ltd.	Cost Hotel Co., Ltd.	Centara Import Export Co., Ltd.	CRG International Food Co., Ltd.	Centara Maldives Pvt. Ltd.	Centara International Management (Thailand) Co., Ltd.																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																										
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1. / = Directors

2. Subsidiary is a subsidiary, that is significant, i.e. has revenues of more than 10% of the total income according to the consolidated statement of income for the most recent fiscal year.

Assets used in business operations

The Company and its Subsidiaries have key assets used in their business operations as follows:

1. Land

1.1 Land used in business operations

Company/Subsidiaries	Location	Type / Size	Characteristic of Ownership	Purpose of holding	Obligations
Hotel Business					
1. Central Plaza Hotel Public Company Limited	Bang Lamung District Chonburi Province	Land sized 42 rai	Owner	Operate a hotel business	-
2. Central Samui Beach Resort Company Limited	Ko Samui District Surat Thani Province	Land sized 24 rai	Owner	Long-term lease to mutual funds	-
	Karon Sub-district Mueang District Phuket Province	Land sized 41 rai	Owner	Operate a hotel business	-
	Chalong (Rawai) Sub-district Mueang District Phuket Province	Land sized 3 rai	Owner	Built a laundry area of the hotel	-
3. Central Sukhontha Hotel Company Limited	Hat Yai District Songkhla Province	Land sized 2 rai	Owner	Build a hotel	-
4. Central Mae Sot Hill Hotel Company Limited	Mae Sot District Tak Province	Land sized 45 rai	Owner	Build a hotel	-
5. Central Samui Village Company Limited	Ko Samui District Surat Thani Province	Land sized 38 rai Land sized 1 rai	Owner Owner	Build a hotel Build a dormitory for employees	- -

Company/Subsidiaries	Location	Type / Size	Characteristic of Ownership	Purpose of holding	Obligations
6. Central Karon Village Company Limited	Mueang Phuket District Phuket Province	Land sized 14 rai	Owner	Build a hotel	-
7. Central Krabi Bay Resort Company Limited	Ao Nang Sub-district Mueang District Krabi Province	Land sized 43 rai	Owner	Build a hotel	-
8. Karon Phuket Hotel Company Limited	Mueang District Phuket Province	Land sized 30 rai 3 Ngan 3.4 square wah	Owner	Build a hotel	-
9. Kata Phuket Hotel Company Limited	Mueang District Phuket Province	Land sized 13 rai	Owner	Build a hotel	-
10. Triplene Decor Company Limited	Bang Lamung District Chonburi Province	Land sized 2 Ngan 9.9 square wah	Owner	Long-term lease to affiliates for building a hotel	-
11. S.P. Realty Pattaya Beach Company Limited	Bang Lamung District Chonburi Province	Land sized 1 rai 1 Ngan 47 square wah	Owner	Long-term lease to affiliates for building a hotel	-
Food Business					
1. CRG Manufacturing Company Limited	Khlong Luang District Pathum Thani Province	Land sized 5 rai 1 Ngan 20 square wah	Owner	Build an ice cream factory	-

1.2 Land under development

Company/Subsidiaries	Location	Type / Size	Characteristic of Ownership	Purpose of holding	Obligations
1. Central Krabi Bay Resort Company Limited	Ko Lanta District Krabi Province	Land sized 31 rai	Owner	Under development of a hotel	-
2. Central Koh Kood Hotel Company Limited	Ko Kut District Trat Province	Land sized 81 rai	Owner	Under development of a hotel	-
3. Triplene Decor Company Limited	Bang Lamung District Chonburi Province	Land sized 3 rai 2 Ngan 36.1 square wah	Owner	Under development	-

Company/Subsidiaries	Location	Type / Size	Characteristic of Ownership	Purpose of holding	Obligations
4. S.P. Realty Pattaya Beach Company Limited	Bang Lamung District Chonburi Province	Land sized 5 rai 1 Ngan 3 square wah	Owner	Under development	-
5. S.P. Realty Lanta Beach Company Limited	Ko Lanta District Krabi Province	Land sized 15 rai	Owner	Under development	-
6. S.P. Realty Had Farang Resort Company Limited	Kantang District Trang Province	Land sized 60 rai 3 Ngan 32 square wah	Owner	Under development	-

2. Right-of-use Assets

Business	Location	Type of right holding	Purpose of holding	Obligations
Hotel Business	Thailand	Leasing	Operate a hotel business	-
	Maldives	Leasing	Operate a hotel business	-
Food Business	Thailand	Leasing	Operate food production and distribution	-

Net book value of property, plant and equipment is as follows:

Assets of the Company and Subsidiaries	Useful life (years)	Book value as of 31 December 2020 (Million Baht)
Land	-	2,336
Land improvements	10 – 25 years or as per lease term	352
Buildings and building improvements	10 – 50 years	8,798
Machinery and equipment	5 – 30 years	2,047
Furniture, fixtures and office equipment	3 – 19 years	1,067
Operating equipment	-	490
Leasehold improvements	3 – 20 years	282
Vehicles	5 – 10 years	52
Assets under construction	-	1,944
Total		17,368

- (1) Central Restaurants Group Co., Ltd promises that as long as it has liabilities (loan and OD) owed with the bank, it will not dispose of or cause any obligation on real estate with amount exceeding the agreed one without consent from the bank.

The Company exercise an accounting policy related to goodwill and business combination according to the financial reporting standard No. 3 associated with merger by comparing investment purchase cost and fair value of the specified assets and liabilities on the transaction date. So, as of 31st December 2020 and 31 December 2019, the Company and Subsidiaries had net value of land, buildings and equipment including adjusted net fair value at Baht 17,368 million and Baht 17,964 million, respectively.

Net book value of investment properties are as follows

Assets of the Company and Subsidiaries	Useful life (years)	Book value as of 31 December 2020 (million Baht)	Fair value as of 31 December 2020 (million baht)
Equipment, building, and improvements	15 and 30 years	174	1,300

Net book value of right-of-use assets are as follows

Assets of the Company and Subsidiaries	Useful life (years)	Book value as of 31 December 2020 (million Baht)
Right-of-use assets	By lease agreement term	8,643

Intangible assets for the Company's and Subsidiaries's business operation are as follows

Assets of the Company and Subsidiaries	Useful life (years)	Book value as of 31 December 2020 (million Baht)
Computer software	10 years	151
License agreements	10 years	16
Deferred initial fees	10 years	287
Total		454

Summary of contractual subject matters for business operation of the Company and Subsidiaries

Hotel business

1. Central Plaza Hotel Public Company Limited
 - 1.1 Agreement Land and/or premise sublease
 - Signatory Central International Development Co., Ltd ("CID") which is a related Company and makes a land and/or premise lease agreement with the State Railway of Thailand ("SRT")

	Agreement term	19 December 2008 to 18 December 2028
	Agreement duration	20 years
	Agreement renewal	-
	Subject matter of the agreement	<p>The Company made an asset sublease agreement consisting of the building of Centara Grand at Central Plaza Ladphrao Bangkok Hotel and improvement of the hotel building as well as durable articles with Central International Development Co., Ltd ("Sub-lessor") . The Company shall pay return of sublease right and rental for property sublease on a yearly basis to the sub-lessor throughout the agreement term.</p> <p>The rented property that the Company renovates, develops, improves, or constructs, modifies, adds, repairs or replaces the existing premise hereunder shall belong to the ownership of SRT immediately when such operations are completed. Furthermore, the Company shall deliver rented durable articles according to the lease agreement to SRT when the lease agreement is terminated in existing good repair condition and by remaining useful life for the time being.</p>
1.2	Termination	When a party is in breach of agreement
	Agreement	<p>The lease agreement, property package sale and purchase agreement, and common area licensing agreement for the public-private partnership in renting a building, convention center, and hotel at the Government Complex Commemorating His majesty the King's80th Birthday anniversary, 5th December B.E. 2550 (2007) ("Project")</p>
	Signatory	Dhanarak Asset Development Co., Ltd ("DAD")
	Agreement term	26 November 2017 to 30 June 2038
	Agreement duration	20 years and 7 months
	Agreement renewal	-
	Subject matter of the agreement	<p>The Company as a co-investor is granted right for project's area rental in the public-private partnership for renting the building, convention center and hotel at the Government Complex Commemorating His majesty the King's80th Birthday anniversary, 5th December B.E. 2550 (2007) from DAD to operate a business of the convention center and other businesses or enterprises under the terms, conditions and scopes in the agreement.</p> <p>Nevertheless, the Company agrees to pay return for co-investment throughout the agreement term to DAD by making one-time payment on the signing date.</p> <p>Any properties or premises from maintenance, renovation, development for the premises, buildings, project's area and properties will belong to DAD immediately when the construction, reconstruction, replacement, usage or correction are completed.</p>
1.3	Termination	When a party is in breach of the agreement
	Agreement	Service Agreement
	Signatory	Central Department Store Co., Ltd
	Agreement term	1 January 2021 to 31 December 2021 for current agreement
	Agreement duration	1 year
	Agreement renewal	Renewal on a yearly basis
	Subject matter of the agreement	<p>The Company receives business information and suggestion related to useful decision with service charge rate as identified in the agreement.</p>
	Termination	When a party is in breach of the agreement, the other party is entitled to terminate it by making written notice
2.	Central Hua Hin Beach Resort Co., Ltd	
	Agreement	Renting land, building, hotel and property of Railway Hotel Hua Hin
	Signatory	State Railway of Thailand ("SRT")
	Agreement term	16 May 2020 to 15 May 2022
	Agreement renewal	-

	Subject matter	<p>The Company needs to pay rental in amount identified in the agreement from 16 May 2020. Furthermore, the Company shall comply with conditions in the agreement by giving the letter of guarantee issued by the bank to SRT as guarantee.</p> <p>Under conditions of the agreement, the Company needs to transfer ownership on the building and premise provided by the Company including additionally installed parts to SRT.</p> <p>When a party is in breach of agreement</p>
3.	Central World Hotel Co., Ltd	
	Agreement	Subleasing land and building of the hotel
	Signatory	Thai Business Fund 4 (sub-lessor)
	Agreement term	22 April 2005 to 22 December 2032
	Agreement renewal	Under conditions that the lessor can extend the main lease agreement, the lessor agrees that the sub-lessor can renew the lease agreement provided that both parties shall negotiate on suitable conditions and price of such agreement. When agreed, the sub-lessor agrees to renew the lease agreement for another same duration after the due of the lease agreement. The sub-lessor shall sign in the renewal agreement or a new lease agreement in 2029.
	Subject matter of the agreement	The Company made the sublease agreement for the land and hotel building from Thai Business Fund 4 to develop and operate the business related to the hotel and other relevant businesses. The Company shall pay rental in advance and rental on a yearly basis to the fund throughout the agreement term.
	Termination	The agreement is terminated when the lease term is due or when the main lease agreement is terminated. The lessor has right to terminate the agreement when the sub-lessee sublets the rented property or dispose of, transfer rights according to the sublease agreement or use it as guarantee of debt repayment to third party, with breach of the agreement, unless having written consent from the lessor.
4.	Central Sukhontha Hotel Co., Ltd	
	Agreement	Rental Agreement
	Signatory	Central Department Store Co., Ltd (“CDS”)
	Agreement term	1 June 1994 to 31 May 2024 for the present agreement
	Agreement duration	30 years
	Agreement renewal	-
	Subject matter of the agreement	CDS agrees to rent a part of the Company’s building to operate the business of the department store with revenue for approximately Baht 428 million throughout the agreement term
	Termination	Either party can terminate the agreement by making written notice when a breach of contract occurs
5.	Central Samui Hotel Management Co., Ltd	
	Agreement	Subleasing the building of Centara Grand Beach Resort Samui Hotel Project
	Signatory	Centara Hotels and Resorts Leasehold Property Fund (“Mutual fund”)
	Agreement term	1 January 2018 to 25 September 2038
	Agreement duration	20 years 9 months
	Agreement renewal	-
	Subject matter of the agreement	<p>The Company agrees to possess, use, seek benefits or take any actions with the leased property to operate the hotel business in the name of Centara Grand Beach Resort Samui Project. The Company will not change objectives and benefits from using the rented property unless having prior written notice from the mutual fund.</p> <p>The Company shall pay rental on a monthly basis in amount identified in the mutual fund within 10th date of following month.</p>

		<p>Under conditions of the agreement, the buildings or premises or component parts of the building and premise newly constructed on the rented property shall belong to the Company. When the agreement is terminated, the Company shall transfer ownership on the buildings, premises or component parts of the buildings or premises newly constructed on the rented property that shall belong to the mutual fund.</p> <p>Termination When violating any agreement provision, any party can terminate the agreement by making written notice.</p>
6.	Cosi Hotel Co., Ltd	
6.1	Agreement	Subleasing the land of Central Festival Samui Project
	Signatory	Central World Co., Ltd (“CTW”)
	Agreement term	8 August 2016 to 27 September 2043
	Agreement duration	27 years and 4 months
	Agreement renewal	Under the conditions that the lessor can renew the main lease agreement, the lessor agrees that the sub-lessor can renew the lease agreement for another 10 years from 28 September 2043. Both parties shall make the renewal agreement or the new sublease agreement in writing within 1 year before due of the sublease term hereunder.
	Subject matter of the agreement	<p>To develop Cosi Samui Hotel, the Company shall pay return of land sublease in total amount of Baht 62 million throughout the lease term of 37 years and 2 months.</p> <p>Under the agreement conditions, when the agreement is terminated, the buildings, premises and component parts of the buildings and premises newly constructed on the rented property shall belong to the lessor.</p>
	Termination	The agreement is terminated when the lease term is due or when the main lease agreement is terminated. The lessor has right to terminate the agreement when the sub-lessee sublets the rented property to third party, dispose of, or transfer right on the sublease agreement or the sub-lessee fails to comply with the agreement or representation hereunder.
6.2	Agreement	Renting the land in Cosi Thaprae Project
	Signatory	Ploen Ruedee Co., Ltd
	Agreement term	5 April 2019 to 04 April 2049
	Agreement duration	30 years
	Agreement renewal	The parties shall make the renewal agreement or new sublease agreement in writing within 1 year before the lease term according to this lease agreement is due.
	Subject matter of the agreement	<p>To develop the hotel, the Company pays land rental in total amount of Baht 135 million throughout 30 years.</p> <p>Under conditions of the agreement, when it is terminated, the building, premises and component parts of the building and premise newly constructed on the leased property shall belong to the lessor.</p>
	Termination	The agreement is terminated when the lease term ends or when the main lease agreement is terminated. The lessor has rights to terminate the agreement when the tenant sublets the leased property to the third party, or dispose of or transfer the right according to the lease agreement or the lessee fails to comply with the agreement or representation given hereunder.
7.	Central Restaurants Group Co., Ltd (“CRG”)	
7.1	Food and beverage business “Mister Donut”	
	Agreement	Master Franchise Agreement
	Signatory	Central Restaurants Group Co., Ltd and Duskin Co., Ltd.
	Agreement date	1 April 2018
	Agreement term	20 years

	Subject matter of the agreement	Duskin Co., Ltd grants right of trademark use, provides technical assistance for producing and distributing food in types of doughnut, bakery and other kinds of food, supports operation of a shop in the country, by determining return in percentage according to the agreement, with no agreement about minimum number of branches to open in each year.
	Conditions of termination	The agreement is terminated when the Company closes down the business or either party violates any agreement hereunder.
7.2	Food and beverage business “KFC”	
	Agreement	International Franchise Agreement
	Signatory	Central Restaurants Group Co., Ltd and Yum Restaurants International (Thailand) Co., Ltd (Former name Tricon International (Thailand) Co., Ltd.)
	Agreement date	Opening date of each branch
	Agreement term	Each branch has agreement term for 10 years from the business opening date, and the agreement can be renewed for another 10 years at a time.
	Subject matters of the agreement	Yum Restaurants International (Thailand) Co., Ltd grants right to CRG to use the trademark “KFC” and provides technical assistance in production, research and development, marketing and sale promotion, food quality testing and product distribution. It supports operation and gives necessary information for operation development by basically determining return in percentage from net sales in each year.
	Conditions of termination	The agreement is terminated when either party is in breach of any provision in the agreement.
7.3	Food and beverage business “ Auntie Ann's”	
	Agreement	Development Agreement and Trademark License Agreement
	Signatory	Auntie Anne's, Inc. and Central Restaurants Group Co., Ltd (being granted right from Food Novelties Co., Ltd)
	Agreement date	14 May 1997
	Agreement term	The agreement ends on 15 December 2027
	Subject matters of the agreement	Auntie Anne's, Inc. grants right to Central Restaurants Group Co., Ltd (being transferred right from Food Novelties Co., Ltd) to use the trademark, provides technical assistance in production and distribution of bakery and drinks under the name of “AUNTIE ANNE'S” by determining return at agreed rate. The Company shall comply with conditions identified in the agreement with an agreement about minimum number of branches to open in each year. Previously, the Company could open branches higher than agreed provided that if the Company cannot open branches as agreed, a discussion with the right owner will be arranged related to causes and measures to be taken.
	Conditions of termination	The agreement ends when the Company cannot comply with terms and conditions in the agreement and the Development Schedule.
7.4	Food and beverage business “Pepper Lunch”	
	Agreement	Master Franchise Agreement
	Signatory	Central Restaurants Group Co., Ltd and SFBI (Asia Pacific) Pte. Ltd.
	Agreement date	27 November 2017
	Agreement term	10 years
	Subject matters of the agreement	SFBI (Asia Pacific) Pte. Ltd. grants right to Central Restaurants Group Co., Ltd to use the trademark, provide technical assistance in production and distribution of product with return in percentage from the sales with an agreement about the minimum number of branches to open each year.
	Conditions of termination	The agreement is terminated when the Company cannot comply with terms and conditions hereunder.
7.5	Food and beverage business “Chabuton”	
	Agreement	Franchise Agreement

	Signatory	Central Restaurants Group Co., Ltd and Globeat Japan Inc.
	Agreement date	Opening date of each branch
	Agreement term	Each agreement term is 10 years from the opening date of the branch, and the agreement can be renewed for another 10 years.
	Subject matters of the agreement	Globeat Japan Inc. grants rights to Central Restaurants Group Co., Ltd to use the trademark, and provides technical assistance in production and distribution of the products, supports operation and gives necessary information for work development by determining minimum return in percentage from net sales in each year.
	Conditions of termination	The agreement is terminated when the Company cannot comply with terms and conditions hereunder.
7.6	Food and beverage business “Cold Stone Creamery”	
	Agreement	Master Franchise Agreement
	Signatory	Central Restaurants Group Co., Ltd and KAHALA FRANCHISE CORP.
	Agreement date	30 December 2009
	Agreement term	20 years and it can be renewed
	Subject matters of the agreement	Kahala Franchise Corp grants right to Central Restaurants Group Co., Ltd to use the trademark, know-how, and developed tools for operating shops in the country under the name of “Cold Stone Creamery” and selling products under the label of the franchisor in permitted area in the country. To return such franchising, Central Restaurants Group Co., Ltd agrees to pay fees as identified in the agreement and comply with terms and conditions hereunder.
	Conditions of termination	The agreement is terminated when the Company cannot comply with terms and conditions hereunder.
7.7	Food and beverage business “The Terrace”	
	Agreement	Work Management Contract
	Signatory	Central Restaurants Group Co., Ltd and C.D.S Restaurant Co., Ltd
	Agreement date	25 June 2020
	Agreement term	1 year
	Subject matters of the agreement	Central Restaurants Group Co., Ltd is contracted to manage “The Terrace Restaurant” for C.D.S Restaurant Co., Ltd, including 6 branches and purchase copyright, trademark, recipe with management under the brand “The Terrace” as well as rights for expanding branches domestically and internationally.
	Conditions of termination	The agreement is terminated when the Company cannot comply with terms and conditions hereunder.
7.8	Food and beverage business “Yoshinoya”	
	Agreement	Franchise Agreement
	Signatory	Central Restaurants Group Co., Ltd and Globeat Japan Inc.
	Agreement date	13 December 2010
	Agreement term	10 years and it can be renewed for 10 years
	Subject matters of the agreement	Globeat Japan Inc. grants rights to Central Restaurants Group Co., Ltd to use the trademark and provides technical assistance in production or distribution of goods, supports operation and gives necessary information for operation development, by determining return in percentage from net sales in each year.
	Conditions of termination	The agreement is terminated when the Company cannot comply with terms and conditions hereunder.
7.9	Food and beverage business “Tenya”	
	Agreement	Franchise Agreement
	Signatory	Central Restaurants Group Co., Ltd and Ten Corporation
	Agreement date	1 May 2013
	Agreement term	10 years and it can be renewed for 10 years.

	Subject matters of the agreement	Ten Corporation grants right to Central Restaurants Group Co., Ltd to us the trademark and provides technical assistance in production and distribution of goods, supports operation and gives necessary information for work development by determining minimum return in percentage by net sales in each year.
	Conditions of termination	The agreement is terminated when the Company cannot comply with terms and conditions hereunder.
7.10	Food and beverage business “Katsuya”	
	Agreement	Katsuya Franchise Agreement
	Signatory	Central Restaurants Group Co., Ltd and Arcland Service(H.K.) Co., Ltd.
	Agreement date	1 August 2013
	Agreement term	20 years and it can be renewed for 20 years
	Subject matters of the agreement	Arcland Service(H.K.) Co., Ltd. grants right to Central Restaurants Group Co., Ltd to us the trademark and provides technical assistance in production and distribution of goods, supports operation and gives necessary information for work development by determining minimum return in percentage by net sales in each year.
	Conditions of termination	The agreement is terminated when the Company cannot comply with terms and conditions hereunder.
7.11	Food and beverage business “Ootoya”	
	Agreement	Master Franchise Agreement
	Signatory	CRG International Food Co., Ltd and Ootoya Holdings Co., Ltd.
	Agreement date	31 August 2011
	Agreement term	10 years and it can be renewed for 10 years
	Subject matters of the agreement	Ootoya Holdings Co., Ltd. allows CRG International Food Co., Ltd to have right in operating the business under intellectual property, rights on trademark and right of sub-franchise to operate the restaurant in the country under the name of “OOTOYA”. To return such right, the Company agrees to pay fees identified in the agreement and comply with terms and conditions hereunder.
	Conditions of termination	The agreement is terminated when the Company cannot comply with terms and conditions hereunder.
7.12	Agreement	Service Agreement
	Signatory	Central Department Store Co., Ltd
	Agreement term	1 year
	Agreement renewal	The agreement is renewed for every year.
	Subject matters of the agreement	The Company receives business information and suggestions related to useful decision with service charge rate as identified in the agreement.
	Termination	When being in breach of the agreement, either party is entitled to terminate the agreement by making written notice.

Investment and management policy in Subsidiaries, Associates and Joint ventures

As of 31 December 2020, the Company had investment in the Subsidiaries, Associates, and Joint venture (at cost price) for hotel business in amount of Baht 5,402 million, in food business for Baht 670 million and in property fund for Baht 507 million. The Company had proportion of such investment accounted for 38% of total assets; nevertheless, it had a policy to invest in the Subsidiaries and Associates operating the businesses related to the Company in a manner that the Company has enough proportion of shareholding to jointly determine a policy in the Company in which it will invest. Directors will be delivered to be a representative of the Subsidiaries and Associates for at least by proportion of shareholding, and in next 3 years, the Company anticipates to have a policy to increase investment in the hotel business.



CENTRAL PLAZA HOTEL PUBLIC COMPANY LIMITED

Good Corporate Governance Principles Guideline for operating the Group's Businesses

CG Team



2018

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POLICIES ON CORPORATE GOVERNANCE

The Board of Directors of the CENTRAL PLAZA HOTEL Pcl. (CENTEL) is fully committed to managing the Group of Companies with strict adherence to the principles of good corporate governance, and also fully recognises the importance of good corporate governance practices in enabling the organisation to achieve its full potential and, thus, to be effectively competitive both for the short term as well as in the longer term. Moreover, the adoption of good corporate governance policies and practices helps enhance the confidence on the part of investors, financial institutions, business partners and all Stakeholder groups involved with the organisation.

So as to operate the Group's businesses with the core objectives of achieving 'economic value-added' for its Shareholders together with a well-balanced set of benefits for all the various Stakeholder groups of the Company, the Board of Directors has, therefore, defined core policies and procedures relating to the management and operations of its businesses together with good governance practices, that are based on the principles of good corporate governance and incorporate the principles of full transparency together with being accountable to all Stakeholders and having social responsibility. As such, these policies and procedures are to be used as operational guidelines for the Directors, the Management Group and all Staff alike. Furthermore, the Board of Directors will ensure that these policies and procedures are reviewed as well as revised on a regular basis, so that they will always remain up to date and relevant.

The Company has disseminated the abovementioned policies and procedures via the Company's official website (www.centarahotelsresorts.com), together with communicating internally within the organisation (through the use of PR posters) these operating procedures guideline relating to the good corporate governance policies of the Company, under the following 5 core categories :

1. Rights of Shareholders
2. Equal Treatment of all Shareholders
3. Role of Stakeholders
4. Information Disclosures and Transparency
5. Responsibilities of the Board of Directors

Section 1 : Rights of Shareholders

The Company fully recognises and gives great importance to its Shareholders, who are owners of the Company and who have various inherent equal basic rights; whereby the Company will not act in any way whatsoever that violates or deprives such rights of its Shareholders, including restricting any opportunities for Shareholders to receive Company-related information or to attend Shareholders Meetings.

As such, the Company has determined various policies and procedures guidelines, based on the principles of good corporate governance, aimed at ensuring that the following basic rights of all Shareholders are fully upheld as well as protected:

- The right to register their ownership of the shares of the Company.
- The right to transfer the ownership and rights relating to those shares owned.
- The right to receive and be informed of any Company-related news or information of any significance in a regular and adequate manner.
- The right to attend the Company's Shareholders Meetings, in order to exercise their votes.
- The right to elect or discharge Company Directors.
- The right to review and approve compensation for the Directors of the Company.
- The right to appoint external auditors of the Company together with the associated audit fee.
- The right to receive a share in the net profits of the Company (or dividend payments).
- The right to participate in the decisions of the Company (as well as be informed of the results from such decisions), relating to any proposed changes in the basic components of the Company's overall business operations, namely:
 - The sale or transfer of any business units/activities of the Company – in its entirety or any significant portion thereof – to other parties
 - The purchase by the Company or transfer to the Company of business units/activities of other (private or listed) companies to be owned by the Company.
 - The execution, amendment, or termination of any agreements, relating to the rental/leasing of any Company business units/activities – in its entirety or of any significant portion thereof.
 - The authorisation of others to take control of or to manage the business units/activities of the Company; or the establishment of any joint business activities together with other parties, with the objective of sharing in the profits/losses of that joint activity.
 - The implementation of any amendments to the Company's Memorandum of Association/Articles of Association and any other regulations of a similar nature.
 - The increase or decrease of the Company's registered capital.
 - The merger or divestment of the Company/Business.
 - The issuance of debentures by the Company.
 - The undertaking of any other 'extraordinary' activities, that are not considered as a normal business activity of the Company.

The Company places great importance on Shareholders' rights, as well as supports and promotes that all Shareholder groups actively participate in the Shareholders' Meetings together with exercising their votes in regards to the various resolutions resulting from these Meetings – especially institutional investors. As such, the Company undertakes these various activities relating to holding its Shareholders' Meetings.

- **Prior to the Shareholders' Meetings**

1. Allowing Minority Shareholders to submit comments as well as to propose matters or names of qualified persons to be nominated as Company Directors, for possible inclusion as Agenda Items for consideration at the Shareholders' Meetings in accordance with the criteria and procedures specified by the Company.
2. Arranging Letters of Invitation to the Shareholders Meeting, together with complete and concise supporting documentation that relate to the consideration of the proposed Agenda Items - including details of the proposed Agenda Items for consideration, procedures for conducting the Meeting, opinions of the Board relating to the respective Agenda Items, and a map of the Meeting venue; whereby such documentations are in both Thai and English.
3. Posting the Letters of Invitation to the Shareholders Meetings, together with the abovementioned supporting documentations, on the Company's official website (www.centarahotelsresorts.com) at least 30 days prior to the date of the Shareholders Meeting, as well as via the news/information broadcasting network of the SET.
4. Dispatching the Letters of Invitation to the Shareholders Meeting, together with the abovementioned supporting documentations, to all Shareholders at least 21 days prior to the date of the Shareholders Meeting, so that Shareholders will be able to review them and decide on how they will vote regarding the various matters being considered.
5. Also allowing Shareholders to submit in advance, to the Company Secretary, any questions relating to the proposed Agenda Items to be considered.

- **On the day of the Shareholders Meeting**

6. Determining the date, time and venue for the Shareholders Meeting, through always keeping in mind the Shareholders' convenience in easily accessing the location in order to attend the Meeting.
7. Making use of available technology to facilitate the conduct of the Meeting in an efficient, accurate and effective manner - from the attendance registration process, the recording and counting of votes, as well as the announcement of the voting results.
8. The Chairman of the various Board Committees being present at the Shareholders Meeting, in order to answer any questions or queries made by attending Shareholders/Proxies that are relevant to their specific areas of responsibilities; whereby the Meeting Chairman will give all Shareholders/Proxies

equal opportunity to raise any questions or to make any comments relating to the review of the Company's operations.

9. All Directors and Senior Management members being present at the Shareholders Meeting; whereby all Shareholders/Proxies have the opportunity to raise questions, make comments, as well as to request additional clarifications from the Board, any Directors and Senior Management members or the attending external Auditor of the Company in regards to any respective relevant Agenda Item being considered.
10. At the start of the Meeting, informing all attending Shareholders/Proxies, in a clear concise manner, about the procedures to be used for conducting the Meeting as well as in regards to exercising and counting of their votes; whereby votes are taken for each respective individual item in the event that an Agenda Item contains several matters for approval.
11. Allowing Shareholders/Proxies to vote for *each* proposed new Company Director on an individual basis, as well as encouraging them to use the applicable 'voting forms' given out for the various Agenda Items.
12. After the Meeting has started, allowing Shareholders/Proxies to join the Meeting as well as to exercise their votes for any Agenda Item still being considered at the time or thereafter, for which votes have not been taken.
13. For those Shareholders not able to attend the Meeting in person, allowing them to appoint an Independent Director of the Company (or any other person considered by them as being appropriate) to represent them as their authorised Proxy to attend the Meeting and cast their vote, as specified, by them.
14. Encouraging the Company to appoint an independent person to act as the 'Recorder' to check and monitor the counting of Shareholders votes for all General and/or Extraordinary Shareholders Meetings, so that the respective voting results can be announced to the Meeting in a concise, accurate and transparent manner as well as to enable the respective vote counts for each Agenda Item to be recorded in the Minutes of the Meeting.
15. Not allowing any new Agenda Items to be added or any amendments to be made to the Agenda Items already informed in the Letter of Invitation to the Shareholders Meeting without Shareholders being informed in advance of the Meeting.

- **After the Shareholders Meeting**

16. Disclosing to the general public the outcome of General/Extraordinary Shareholders Meetings in regards to the resolutions approved/disapproved together with the respective Shareholders vote counts via the news/information broadcasting network of the SET as well as the Company's official website on the next working day after the Meeting date.

17. Posting a VDO recording of the Shareholders Meeting as a webcast on the Company's official website.
18. Arranging that the official Minutes of the Shareholders Meeting are made, which will include all significant information announced and discussions points made during the Meeting, together with the procedures (announced at the start of the Meeting) to be used relating to exercising/counting and announcing the results of Shareholders votes, and a list of those Company Directors present at or excused from attending the Meeting. These Minutes are then submitted to the SET and posted on the Company's official website within 14 days after the Meeting date.

Section 2 : Equal Treatment of all Shareholders

The Company places great importance on all its Shareholders, regardless of their sex, age, skin colour, race, nationality, religious belief, and political leaning or belief; whereby every Shareholder (both majority as well as minority Shareholders) are to be treated equally and equitably without any bias and prejudice towards or against any one particular group of Shareholders - such as, giving confidential information only to a specific group of Shareholders only.

As such, the Company has the following core good corporate governance policies, in order to protect the basic rights of all Shareholders on an equal basis and in an equitable manner, as well as to build positive Shareholders' trust in regards to investing in the Company.

1. Treatment of various Stakeholder groups

The Board of Directors of the Company oversees and determines that policies are in place to oversee and monitor the sale or purchase the shares of the Company, as well as the use of 'inside' confidential information. This in order to ensure full fairness or an equitable and level playing field for every Shareholder, and also to prevent any Directors or involved members of Management group from selling/buying shares of the Company for their own personal gain or that of others in an illegal manner.

1.1 Ownership of shares of the Company

- Company Directors or Senior Management members are required to declare their ownership of the shares of the Company immediately upon taking office, as well as to disclose, to the SEC, every subsequent sale/purchase of the shares of the Company on their part within 3 days of completing any such transactions. All Directors and Senior Management members also have a duty to make disclosures of their ownership of the shares of the Company on a regular basis, as required by law,

through submitting a report to the Board of Directors, which details of such disclosures will also be included in the Company's Annual Report.

- In the event that any Company Director, members of the Management and Staff – including their spouses and children not yet of a legal age – undertake any transactions to sell, purchase, and transfer the ownership (to or from others) of the shares of the Company, they are required to disclose any such transactions to the responsible Corporate Governance Unit for acknowledgment in accordance with the applicable specified regulations.
- In order to prevent any possible conflict of interests, Company Directors, members of Management and any Staff - including their spouses and children not yet of a legal age – are strictly prohibited from selling, buying, and transferring (to or from others) the ownership of the shares of the Company within a period of 1 month *prior to* the official public disclosure of any financial information about or financial statements of the Company.

1.2 Control of 'Inside Information'

- The internal use of 'inside' confidential information must be undertaken within the established scope of duty and responsibilities as well as only by those who are specifically authorised or assigned to do so. As such, other personnel will not be authorised to communicate any such 'inside' confidential information relating to the Company or its business activities in a personal capacity.
- Company Directors, members of Management and all Staff must not make use of any 'inside' information of any significant importance or that has not yet been disclosed to the general public, for their own personal gain or that of others; and they must, at all times, strictly adhere to the established Company policies and regulations relating to the security and restricted use of any 'inside' Company information.
- These established operating guidelines and procedures relating to the security and protection of 'inside' information have been documented as well as informed to everyone within the organisation for their strict adherence.

2. Oversight and monitoring of 'Conflicts of Interest' situations

The Company has in place policies to operate its businesses in an honest, legal, and fully open as well as transparent and equitable manner; whereby Directors, members of Management and all Staff are required to act according to and strictly observe the following rules:

- Prohibited from undertaking any business activities in competition with those of the Company; and avoid undertaking any activities or transactions that involve or relate to their own interests or of those persons/legal entities that are connected to themselves, which may then create possible conflicts of interests with the Company.

- The Board of Directors has the duty and responsibilities to oversee and monitor that the Company strictly complies to the principles, procedures and practices of fully disclosing all information regarding any 'related or connected transactions' as specified by the relevant law or regulations of those involved authorities.
- In the event that any 'related or connected transactions' are to be undertaken, then such transactions must be undertaken under normal business conditions or practices, as well as in accordance with the guidelines as approved by the Board of Directors, and in a fully transparent and equitable manner as a normal transaction undertaken with an outside party, keeping the best benefit for the Company in mind.
Those Directors having any possible vested interests in a proposed transaction must not participate, in any way, in the consideration/approval process of a transaction in which they may have a conflicting interest.
- In the event that a 'related or connected transaction' is *not* to be undertaken in accordance within normal business practices or the guidelines approved by the Board of Directors and thus may involve a serious conflict of interest situation, then such transactions must be reviewed and have the concurrence of the Audit Committee, who will then propose to the Board of Directors or the Shareholders Meeting, as applicable, for final approval.

Section 3 : Taking into Account the Role of Stakeholders

The Company has determined a complete set of core policies regarding its social responsibility –especially those that have a direct impact on the Company's businesses - so that all those involved, or all Stakeholders, can be confident that the business operations of the Company take into consideration the key factors or issues relating to the environment and society in order to achieve effective sustainable development. The Company has also defined a set of required ethical business behaviours for use as a guideline by the Company's Directors, Management group and Staff, so that they discharge their responsibilities relating to the Company's operations as well as act towards the Company and all Stakeholder groups in an honest, legal and equitable manner.

As such, the Company gives equal to all Stakeholder groups as follows:

1. Policies on the Treatment of Stakeholder groups :

- **Shareholders**

The Company is fully committed to being a good representative of its Shareholders in regards to developing as well as growing the business and the organisation in a stable manner; which

includes creating the Company's 'economic value added' (EVA) in a sustainable manner together with disclosing all relevant information to its Shareholders in an accurate and transparent manner. Furthermore, the Company encourages and supports its Shareholders to exercise their basic rights, as well as always listens to any comments or suggestions from its Shareholders relating to the operations of the Company.

- **Staff and Employees**

The Company regards its staff and employees as being its key valuable resource as well as an important factor in both driving the Company's businesses forward and enabling it to achieve success. As such, the Company is fully committed to taking good care of its staff and employees in an appropriate and equitable manner in terms of career opportunities, compensation plans and development of their full potential capabilities. This also includes looking after both the working and workplace environment; not taking any advantage of them in regards to their employment contract; and offering appropriate compensation plans as well as ongoing training or further education so as to enhance their potential capabilities. Every staff member should be well-treated by the Company in every respect.

- **Creditors**

The Company has established procedures and guidelines in regards to not violating any rights of its creditors, acting strictly in compliance to all the required terms or conditions of its creditors, and ensuring that all debts service obligations (for both principal and interests payments) service obligations are met on time and in full according to the agreed terms and conditions. Additionally, the Company will not act in any dishonest or illegal manner towards all its creditors.

- **Customers or Clients**

The Company is fully committed to achieving the highest degree of satisfaction on the part of its customers and clients, through taking good care of and being fully responsible to its customers, delivering the expected and established standards of service, as well as protecting and not revealing any confidential customer-related information without their prior permission. Further, the Company also has a specific customer service unit responsible for receiving customer complaints, together with established procedures and guidelines on how to resolve such complaints in an equitable manner and then to effectively rectify the situation as quickly as possible.

- **Business partners**

Provide fair treatment of business partners based on joint benefit; create and maintain sustainable relationship with business partners; create trust, by which the company adheres to the clear procurement procedures and practices.

- **Competitors**

The Company conforms to good competitive business practices according to generally accepted standards; as well as will not seek out any trade or business secrets of its competitors in any illegal or improper manner, or destroy the business reputation of any competitors through making any improper, inaccurate and malicious accusations.

- **Society, Communities and the Environment**

The Company fully adheres to the core principles of operating its businesses in an ethical manner - through acting in full accordance with all relevant laws and/or applicable regulations; overseeing and ensuring that its business activities will not cause any damage to the quality of the life of society as a whole, to communities or to the environment; establishing good business relations and interaction with the immediate local community in which the Company operates; as well as regularly supporting or participating in any projects and activities that will benefit the local communities and society as a whole.

- **Government Sector**

The Company fully cooperates with and supports the Government's policies relating any relevant applicable regulations for the sake of the overall interests and benefit of the country; has joined the Private Sector Collective Action for Anti Corruption (CAC) initiative; as well as fully supports any activities relating to promoting and creating greater awareness, among its Staff, for the need to always act in a legal manner and in full compliance with any relevant applicable rules or regulations.

2. Receiving complaints or information from informants

The Company has established a system and procedures to receive any information or complaints from confidential informants or sources – both from amongst its Staff and any Stakeholder - regarding any alleged illegal acts or improper behaviour, on the part of its employees, that may lead to corruption. This is so that everyone involved with the Company can actively participate in effectively overseeing the best interests and protecting the benefits of the Company.

Section 4 : Information Disclosures and Transparency

1. Information Disclosures

The Company place great importance on open and accurate communications in a comprehensive, timely and regular manner, as well as without being selective in communicating only either positive or negative information. The disclosure of important information by the Company is undertaken in accordance with the principles of full transparency as specified by the Stock Exchange of Thailand (SET) and the

Securities Exchange Commission (SEC); whereby disclosures of both significant financial and non-financial information are as follows:

- Great importance is given to both financial and non-financial information disclosures to all concerned in an accurate, comprehensive, transparent and timely manner, so that all investors and Stakeholders can adequately have access to trustworthy information on a regular basis for making informed investment decisions.
- Dissemination of Company-related information and news that will be beneficial for both individual and institutional investors, securities analysts and the general public - both in- country and overseas - on an equal basis as well as in an equitable and comprehensive manner is made through various channels of communications – for example, the Company's website, the news/information broadcasting network of the SET, Quarterly Newsletter on the Company's Operating Performance Results, and the Company's Annual Report.
- Important information is disclosed to the general public – such as, the Company's detailed Annual Performance Statement (Form 56-1) and the Company's Annual Report (Form 56-2); whereby such disclosures include, for example, financial information or information relating to majority Shareholders, exercising voting rights, the Board of Directors and the various Board Committees, as well as notifications to the SET, policy on dividend payments, corporate governance policies, business ethics and conduct guidelines, as well as various business plans and operational activities of the Company.

2. Persons Responsible for Disclosing Information

- The Chief Executive Officer (CEO), or those persons assigned by the CEO to disclose Company-related information, in accordance with the established principles of accurateness, comprehensiveness, timeliness and equality.
- The Company Secretary is responsible for communicating and disclosing information to the SET, the SEC, Shareholders and investors.
- Member of the Senior Management in charge of Finance and Investor Relations activities will be responsible for disclosing information to as well as responding to any questions from Shareholders, investors, securities analysts and the general public, relating to financial matters as well as operating performance results of the Company, the Company's policies, business or investment plans, current development projects in progress, the shareholding structure, and any factors that may have an impact on the Company's key business operating results.
- Members of Senior Management in charge of Marketing and Public Relations activities will be responsible for disclosing information to as well as responding to any questions from members of the press/media and the general public, relating to the marketing plans and activities of the Company.

Additionally, should any significant event occur relating to the Company, the Public Relations Unit will coordinate with the relevant responsible Business Group/Department to ensure that truthful information are disclosed, so that proper clarification of the situation and accurate answers are provided to the press/media within the established and assigned scope of responsibility.

- Those persons not authorised to disclose any Company-related information or not assigned by the CEO to do so, are prohibited from disclosing any information that may impact the image or reputation of the Company, and any such information which may result in changes to both the share price and volume of transactions of the shares of the Company.

3. External Auditors and Preparation of Financial Reports

The Comprehensive Financial Statements of the Company and its Subsidiary Companies are audited by the authorised external Auditors, who are fully independent, experienced and knowledgeable, as well as who possess all the required qualifications as required, in order to provide assurance to the Board of Directors and Shareholders that these Financial Statements of the Company and its Subsidiary Companies fully and accurately reflect their actual respective financial status and operating results.

The Board of Directors of the Company places great importance to and is responsible for the Comprehensive Financial Statements of the Company and its Subsidiary Companies, which have been prepared in accordance with generally accepted accounting principles and standards, as well as are based on appropriate accounting policies. This is to enable that actual operating results and other important information are accurately and adequately disclosed in a transparent manner to the relevant authorities - such as, the SEC and the SET, - as well as to be beneficial to Shareholders and investors. Additionally, the Board of Directors has assigned the Audit Committee to review both the accuracy and credibility of these financial reports, together with the adequacy and appropriateness of the established system of internal controls, so that it can be confident that the Financial Statements of the Company are fully credible and trustworthy.

4. Communicating Significant and Important Information

- The Company will *not* disclose or give any significant or important information to any Staff, who is not authorised to know, as well as to investors, securities analysts or members of the press/media until such information has been made public. In the event that any confidential information that should not be disclosed but is somehow known outside, then the Company will immediately disclose to the public such information.
- The Company's personnel have a responsibility to keep secure and protect any 'inside' Company information, as well as the confidentiality of any information relating to the Company's customers, all

involved business partners and Stakeholders; whereby they must not disclose or misuse such information known to them, from performing their duties, for any personal gain. They must also be careful in giving out such information to the press/media or in expressing any personal opinions – especially when they are not authorised to do so or responsible for officially disclosing such information.

Section 5 : Responsibilities of the Board of Directors

1. Composition and appointment

- 1.1 The Board of Directors determines the composition of the Board to include Directors who possess varied qualifications in terms of skills, experiences, specific capabilities that are beneficial for the Company. The Board should be composed of not less than 5 Directors, of whom at least one-third – but not less than 3 - must be Independent Directors, and not less than half of the total number of Directors must be residents of Thailand.
- 1.2 The directors elect one of them as chairman. When deemed appropriate, the directors may elect one or several directors as vice chairman.
- 1.3 The position of the Chairman of the Board of Directors and the Chief Executive Office/President should not be given to the same one person, in order to separate the respective roles and responsibilities and to create a 'balance of power' in the operation of the Company's business.
- 1.4 The appointment of Company Directors should be in accordance with the relevant applicable laws and regulations, as well as should be undertaken in a clear and transparent manner.
 - 1) In the event that a Company Director is required to retire due to the completion of the term of office, the Shareholders Meeting must consider and approve the appointment of new Directors with a majority vote of those Shareholders present. In the event of a 'tie', then the Meeting Chairman will have one additional and deciding vote.
 - 2) In the event that a Directorship becomes vacant for any reason other than due to a Director having to retire by rotation upon the completion of the term of office, then (unless the remaining term of office of that Directorship is less than 2 months) the Board of Directors will consider to appoint a person possessing the required qualifications as well as not having any prohibited qualifications, as specified by the relevant applicable laws and regulations, as a replacement Director at the subsequent Board Meeting. However, the replacement Director will only hold office for the remaining term of the Director he/she is replacing, and the resolution to appoint such a replacement Director must be made by a vote of not less than 3 / 4 of the total remaining number of Directors.

2. Qualifications of a Director

2.1 Directors must be ordinary citizens with the following qualifications:

- 1) Are of legal age
- 2) Are not bankrupt, incompetent, or equivalent
- 3) Have not served prison terms for fraud
- 4) Have not been dismissed from the government, organisations, or government agencies for fraud
- 5) Have never faced legal fines for fraudulent property offenses

2.2 A Company Director must be a capable and well experienced in a way that will be beneficial for the Company's businesses, possess high moral standards and be honest, as well as be able to fully devote adequate time in undertaking the duties of a Director.

2.3 A Company Director can concurrently be a Director in another business, but this should be an obstacle in being able to effectively discharge the responsibilities of being a Company Director; whereby the Company has determined that a Director should not concurrently be a Director of more than a total of 5 (five) SET listed Companies at any one time.

2.4 A Company Director should not act in any way in being directly involved in the management or operations of other companies that will compromise and reduce the full benefits for the Company, or will enhance the benefits of other persons or legal entities, regardless of whether it is for personal gain or that of others.

2.5 Director must not, whether on his own account or on account of a third person, undertake any business of the same nature as and competing with that of the company, become a partner in an ordinary partnership or a partner with unlimited liability in a limited partnership or become a director of a private company or any other company undertaking any business of the same nature as and competing with that of the company, unless such fact has been notified to the meeting of shareholders prior to the resolution electing such director.

3. Independent Directors

'Independent Directors' means Directors who are free and full independent of any influence or control by the Management group, the majority Shareholder group, as well as who must not have any connection with or vested interests in any decisions that are made by the Management group; whereby, in summary, the criteria for the 'independence' of such Directors are as follows:

- Having a shareholding not exceeding 0.5% of the total amount of voting shares of the Company, the Parent Company and any Subsidiary Companies or Joint Venture (JV) Companies, as well as of a legal entity that may have any conflict of interests with these entities; whereby this shareholding limit also includes any shares owned by those who are related to or connected with the respective Independent Director in question.

- Not having been an Executive Director, an Employee, and a Staff member, or a consultant with a monthly retainer; or not being a person having control over the Company, Parent Company, a Subsidiary Company, a JV Company, or a Subsidiary Company of parallel status or a legal entity that may have any conflict of interests with these entities – unless the person in question has ceased to have such a status for not less than 2 years prior to being appointed as an Independent Director.
- Not being related by blood or by legal registration to (as a father, mother, spouse, sibling or child, and including a spouse of the children of) members of the Management group or the majority Shareholders of, as well as a person with a controlling power over or a person nominated to be a member of the Management group of or to have a controlling power over, the Company or its Subsidiary Companies.
- Not having or had any business relationships with the Company, the Parent Company, a Subsidiary Company, a JV Company, or a legal entity that may have a conflict of interests in a manner that may compromise or hinder the full independent judgment of the person in question; as well as not being or having been a majority shareholder, Director (who is not an Independent Director) or a member of Management of a Party who has a business relationship with the Company, the Parent Company, a Subsidiary Company, a JV Company, or a legal entity that may have a conflict of interests with these entities - unless the person in question has ceased to have such a status for not less than 2 years prior to being appointed as an Independent Director.

The 'business relationships' as stated in the paragraph above includes undertaking any core business transactions relating to the Company's operations, and renting or leasing of any properties. It also includes any transactions relating to any use of assets and provision of services, or to giving and receiving of any financial assistance in the form of loans or guarantees and/or pledging of any assets as loan collaterals, or any other transactions of a similar nature, which will result in the Company (or the counterparty) having a debt obligation to the other party that is equal to 3% of the total tangible assets of the Company or that is equal to Baht 20 million or more - whichever is the lower value. As such, the calculation of this debt obligation should be made in accordance with the method of valuation of any connected or related transactions as specified by the SEC relating to the required criteria to be used for any related or connected transactions. However, the calculation of such debt obligations should include only those debts incurred during a period of one year prior to start of the business relationship with the person in question.

- Not being or having been an external auditor of the Company, the Parent Company, a Subsidiary Company, a JV Company, or a legal entity that may have a conflict of interests with these entities; as well as not being a majority shareholder, Director (who is not an Independent Director), Managing Partner/Member of the Senior Management of the authorised Audit Firm of the Company, the Parent Company, a Subsidiary Company, a JV Company, or a legal entity that may have a conflict of interests with these entities - unless the person in question has ceased to have such a status for not less than 2 years prior to being appointed as an Independent Director.
- Not being or having been a 'professional services' provider – including financial or legal advisory services – for the Company, the Parent Company, a Subsidiary Company, a JV Company, or a legal entity that may have a conflict of interests with these entities - with an annual professional services fee exceeding Baht 2 million or more; whereby, in the event that the 'professional services' provider is a legal entity, then this restriction also includes those who are or have been a majority shareholder, a Director (who is not an Independent Director), Managing Partner/Member of Senior Management of such a legal entity - unless the person in question has ceased to have such a status for not less than 2 years prior to being appointed as an Independent Director.
- Not being a Director who has been appointed to represent a Director of the Company or of the majority Shareholder of the Company, or of a Shareholder who is related to/connected with the majority Shareholder of the Company.
- Not having an occupation that is similar in nature to the Company and/or a significant competitor of the Company or a Subsidiary Company; or not being a significant shareholder in a Partnership, as well as an Executive Director, Employee or Staff, a consultant, with a monthly retainer, or a shareholder of more than 1% of the total voting shares of any other company that has a similar nature of business as or is a direct competitor of the Company or Subsidiary Company.
- Not possessing any other characteristics or qualifications that would render the person in not being able to give advice in a fully independent manner relating to the operations of the Company.

An Independent Director may be assigned by the Board of Directors to make decisions regarding the operations of the Company, the Parent Company, a Subsidiary Company, a JV Company and a Subsidiary Company of parallel status.

4. Term of Office for Company Directors

- 4.1 At each Annual General Shareholders Meeting (AGM), 1/3rd of the total existing Directors are required to retire by rotation upon completing their term of office; or if an exact 1/3rd total number is not possi-

ble, then the number of Directors that is closest to 1/3rd of the total existing Directors are to retire by rotation accordingly.

- 4.2 The directors to be retired from office in the first and second year following the registration of the Company shall be made by drawing lots. For Subsequent years, the director holding office longest shall retire. Those Directors, who retire by rotation as stated above, can be reelected as a Company Director for another term.

Apart from completing the term of office, a Company Director can also cease to be a Director upon

- 1) Death;
- 2) Resignation;
- 3) Ceasing to have the required qualifications, or acquiring the 'prohibited qualifications' in being a Director as specified by the relevant laws or the Company's Articles of Association;
- 4) A Shareholders Meeting passing a 'resolution to discharge' the Director in question with a total vote of not less than 3/4 of the total number of Shareholders present at the Meeting and entitled to vote, as well as with a total of not less than half of the total number of shares held by the Shareholders present at the Meeting and entitled to vote;
- 5) Receiving a Court order to terminate the Directorship.

- 4.3 A Company Director wishing to resign is required to submit a written letter of resignation to the Company. The resignation takes effect on the day the resignation letter is received by the Company.

- 4.4 An Independent Director is able to be appointed for not more than 2 consecutive terms of office so as to maintain the degree of independence in expressing any opinions or discharging the duty as an "Independent Director" of the Company

The Board could extend independent directors' terms as seen fit. When independent directors complete their terms, the Board may nominate their names to the AGM for possible re-election and extension of their terms.

5. Nomination of Directors

- The Nomination & Compensation Committee is responsible for identifying and reviewing persons, with the appropriate qualifications, to be proposed to the Board of Directors for consideration as a 'Company Director' nominee.
- The process for nomination of a new Company Director is required to be transparent, equitable and accountable, as well as in accordance with the specified relevant laws and regulations relating to the Securities business, the SET and the Public Companies together with the Company's Charter for the Board of Directors and good corporate governance policies, or other applicable criteria and requirements.

- Criteria and procedure: The Nomination and Remuneration Committee is responsible for selecting and screening qualified people under company's regulations, Board charter, and applicable criteria before tabling their names for the Board's endorsement and finally for the shareholders' appointment.

The Nomination and Remuneration Committee reviews eligible directors by:

- Allowing the major shareholder, minor shareholders, directors, and executives to nominate directors
- Examining the Director Pool of the Thai Institute of Directors Association or other agencies with similar lists
- Leveraging other channels considered suitable by the Nomination and Remuneration Committee.

6. Duty and Responsibilities of the Board of Directors

- Act in accordance with the relevant laws, the Company's objectives, the Articles of Association and regulations of the Company together with the resolutions of the Board of Directors and the Shareholders Meetings, as well as in an honest, responsible and ethical manner, together with always taking into consideration the best interests of the various Stakeholder groups on an equal basis.
- Review and approve all significant and important matters relating to the operations of the Company; define the Company's vision and mission; determine key strategies, business objectives and annual budgets; as well as oversee and monitor that the Management group act both in an efficient and effective manner in full accordance with the established policies and agreed business plans.
- Consider to approve key transactions under the Board's authority scope under the law and corporate regulations and approval protocol
- Set and review Board structure, specifically the number of directors and ratio of independent directors, as well as diverse qualifications suiting corporate business. Review Board and committee compensation as proposed by the Nomination and Remuneration Committee
- Review and approve the establishment of various Board Committees to effectively support the discharge of the various responsibilities of the Board, as appropriate and necessary; whereby the Board will follow up on the activities of these Board Committees on a regular basis.
- Independent Directors should use their judgment in a fully independent manner in regards to reviewing and defining the Company's strategies, the management of the Company's resources, the appointment of Company Directors, and the business operational standards; as well as should be prepared to dispute or oppose any actions undertaken by the Management group or

other Directors, in the event that they disagree with any activities that affect the equality of all Shareholders.

- Disclose information to all shareholders and stakeholders on a correct, complete, transparent, reliable, timely, and equitable.
- Set up efficient and effective internal control and internal audit systems
- Institute a suitable and efficient risk management policy and procedures with regular monitoring and assessment of risk management performance
- Arrange for the company secretary to assist the directors' activities and ensure that the Board and the Company comply with the relevant law and regulations
- Develop a code of business conduct for the directors, executives, and employees to set the standards for the Company's business operation. All directors, executives, and employees shall perform their duties ethically and in strict compliance with the Company's code of conduct.
- Ensure business operation based on good corporate governance principles and provide support to communicate to every personnel in the Company to acknowledge and strictly adhere to them
- Ensure clear and transparent connected transactions
- Determine clear procedures for the Audit Committee to report to the Board of Directors whenever an actual transaction is found or a suspicious transaction is apparent, that may have a significant impact on the financial status or the overall operating performance result of the Company; whereby the Board of Directors must then rectify the situation within the appropriate time frame recommended by the Audit Committee
- Ensure the succession planning of the Company's top executives and annually arrange effective assessment of their performance
- Ensure that procedures are in place to regularly review and improve/amend the Company's key policies and various business plans, so that they are always appropriate, relevant and timely to the current business environment.
- Annually assess Board performance and monitor Board and committee performances for joint review in the Board
- Constantly develop competency through training and participation in courses on Board performance or in other activities designed to enhance job expertise
- Steer the formulation of an anti-corruption policy and practical guidelines, strictly conform to the corporate policy and measures to set good examples for all personnel, and advocate internal and external communication for genuine conformance
- Steer the institution of processes and channels for receiving and effectively handling complaints filed by those with fraud leads and all stakeholders

- Steer the institution of an information security system, which includes the defining of a policy and procedures for confidentiality, integrity, availability, and the handling of market-sensitive information. Ensure conformance to this system by all directors, top management, personnel, and relevant third-party personnel
- Review and rectify the charter of the board as appropriate under prevailing circumstances
- Seek professional opinions by hiring outside advisers paid for by the Company
- Undertake any other duties or activities, relating to the Company's business operations, as may be required and assigned by the Shareholders.

7. Appointment of Board Committees

The Board of Directors of the Company should establish and appoint various Board Committees to assist and support the Board in the overall governance of the Company, through overseeing and reviewing various significant matters or aspects of the Company 's operations as well as regularly reporting their findings to the Board of Directors.

7.1 The Audit Committee

The Audit Committee had the duty and responsibility for various activities as assigned by the Board of Directors, through working within the scope of the Charter for the Audit Committee, namely: review and assess (together with the external auditors and Internal Audit Group) that the Company's internal controls system is appropriate and effective; and review documents and evidence resulting from internal investigations in the event that any irregular or fraudulent activities are suspected or assumed to have occurred or where significant deficiencies within the existing internal controls systems are found, in order to then report the results of such reviews to the Board of Directors for further action accordingly.

The Audit Committee is also responsible for assessing and proposing persons, who are fully independent, to be appointed as the authorized external auditors of the Company together with the associated audit fees; as well as for meeting with the auditors, without any members of the Management group being present, at least once a year.

The Audit Committee is to comprise of not less than 3 persons (or as specified by the SEC) - consisting of the Chairman of the Committee and Committee Members, all of whom must be Independent Directors able to fully discharge the prescribed duties and to make judgments with full independence and equitability, and must have all the required qualifications as specified by the SEC.

Members of the Audit Committee should have both sufficient knowledge and experience to effectively carry out the required duties of the Audit Committee; whereby at least one Member must possess the knowhow and experience to be responsible for reviewing the creditability of the Company's Comprehensive Financial Statements.

In any meeting of the Audit Committee, not less than half of the total number of appointed Members must be present to constitute a quorum

The term of office for a Member of the Audit Committee is 3 years – or equal to the existing term of office as a Member of the Board of Directors; whereby a Member who has completed his/her term of office may be re-elected for another term. However, in the event that a membership of the Audit Committee becomes vacant for any reason other than the expiry of the term of office, the Board of Directors can appointed another person, possessing all the required qualifications, as a replacement Member so that the Audit Committee will comprise of the total number of Members as required; whereby the replacement Member will hold office for the duration equal to the remaining term of office of the former Member being replaced.

The Director of the Company's Internal Audit Group is to act as the Secretary of the Audit Committee, with the responsibility for making preparations for and coordinating Audit Committee Meetings, together with ensuring that reports are submitted to the Board of Directors, Investors, Shareholders, and the SET. However, while the Secretary of the Audit Committee can attend Committee Meetings, but he/she is not entitled to vote on any matters being considered; although the Secretary is entitled to propose that an assistant be appointed.

The Audit Committee is required to meet at least 4 times a year to review financial statements, the internal controls system, and risk management matters, as well as the Company's full compliance to the relevant applicable SET regulations and laws relating to Public Companies.

Notifications for Audit Committee Meetings are to be made in writing to all Members not less than 5 days prior to the proposed meeting date, which are pre-determined for the entire year; whereby Members are required to attend not less than 3 / 4 of the total scheduled number of Audit Committee Meetings during the year.

7.2 The Nomination & Compensation Committee

The Nomination & Compensation Committee is required to have not less than 5 Members, of whom not less than half must be Independent or Outside Directors; whereby also not less than half of the total number of Members and also at least one Independent or Outside Director must be present to constitute a quorum for each meeting of the Committee.

The Nomination & Compensation Committee has a term of office of 3 years; whereby each respective Member's term of office is only to be equal to that Director's current term of office as a Company Director. Each Member is to be selected and appointed by the Board of Directors; and upon the completion of the term of office as a Member, that person can be reappointed as a Member of the Nomination & Compensation Committee of the for another term.

The Nomination & Compensation Committee is required to meet at least once a year, or as necessary and appropriate during the year, in order to effectively discharge the responsibilities specified by the regulations of the Nomination & Compensation Committee. The Chairman of the Committee must arrange that a written notice together with the proposed agenda items and all supporting documentations is sent to all Members sufficiently in advance as appropriate, so that they can reviewed details prior to the Meeting. A written report of the Committee's actions and decisions must also be submitted, for acknowledgement and consideration, to the Board of Directors after each Meeting.

Duty and responsibilities for selection and nomination

1. Propose policies relating to the selection and nomination of proposed Company Directors, through using clearly defined procedures and criteria that are equitable as well as reasonable, for review by the Board of Directors and eventual consideration for approval by the Annual Shareholders Meeting.
2. Propose policies relating to the selection and nomination of the proposed CEO, through using clearly defined procedures and criteria that are equitable as well as reasonable, for consideration and approval by the Board of Directors.
3. Review and propose to the Board of Directors for consideration specific policies and strategies relating to the human resources of the Company that are fully aligned with the overall established corporate operating strategies.
4. Recruit and nominate for consideration by the Board of Directors persons, who have the required appropriate business and professional qualifications as well as moral and ethical characteristics, for possible election as Company Directors or appointment as the CEO, as applicable.

5. Review the required mix and number, together with the respective professional experiences profile, of Company Directors as well as recommend replacement Directors to fill any vacancies as may be required.
6. Oversee and ensure that effective succession plans for Company Directors and the CEO position are in place.
7. Determine the terms of contract for the hiring of the CEO, together with undertaking the associated performance appraisal as well as recommending a successor.

Duty and responsibilities for reviewing and determining compensation

1. Determine, through using clearly defined procedures and criteria that are equitable and reasonable, policies as well as the types of compensation and benefits plans for Company Directors, that are fully aligned with the overall established corporate operating strategies, for review by the Board of Directors and eventual consideration for approval by the Annual Shareholders Meeting.
2. Determine, through using clearly defined procedures and criteria that are equitable and reasonable, policies as well as the types of compensation and benefits plans for the CEO, that are fully aligned with the overall established corporate operating strategies, for consideration and approval by the Board of Directors.
3. Recommend guidelines and procedures relating to the compensation (both monetary and other benefits) plan for the Board of Directors, the various Board Committees established by the Board, as well as for the CEO position.
4. Assess and review the compensation plan structure as well as the actual overall compensation amount for Company Directors and the CEO, as applicable, that are aligned with the current market environment as well as considered appropriate to the overall operating performance result of the Company and that of those position holders.
5. Oversee and ensure that Company Directors and the CEO are adequately compensated appropriate to their scope of duties and required responsibilities towards the Company.
6. Determine the procedures to be used in the performance appraisal of Company Directors and the CEO, so that these evaluation outputs can be used in reviewing and adjusting the respective annual compensation plan based on the required responsibilities and involved risks, as well as the importance of economic value added to the Shareholders Equity in the longer term.
7. Review and determine the annual compensation plan for Company Directors, which is to be proposed consideration and approval by the Annual Shareholders Meeting.

7.3 The Risk Management and Corporate Governance Committee

Risk Management and Corporate Governance Committee – at the Corporate level

The Risk Management and Governance Committee at the corporate level, appointed by the Board of Directors and comprising of Independent Directors together with those Members who represent the Management group, with an Independent Director being appointed as the Chairman of the Committee, has the following duties and responsibilities:

Management of Risks

- Assess and review appropriate policies, strategies and associated the risk management structure, as well as undertake various activities to ensure that the proposed strategies are in line with the acceptable level of risks (or risk appetite) of the Company and that of the various Stakeholders.
- Support the risks management activities of the various Risks Management Sub-Committees at the operating level.
- Monitor and evaluate the results of these risks management activities, in terms of effectiveness and efficiency, within the organisation.
- Understand the various situations, in order to assess the various possible risks that may occur to impact the potential achievement of the Company's established objective, and to ensure that such identified risks are effectively managed to the meet the Company's established risk appetite.
- Make recommendations regarding and give concurrence to various proposed corporate risk management measures.

Corporate Governance

- Determine as well as review overall policies and requirements, together with associated practices and procedures, to ensure that they are in full compliance with the established principles of good corporate governance.

Define policies and associated activities plans relating to social responsibility; as well as monitor and assess the progress of any corporate governance activities regarding such social responsibility matters. Additionally, make recommendations and give required support to associated corporate governance working teams, and undertake internal assessments against established corporate governance criteria, in order to determine any necessary improvements.

Represent the Company in communicating information – to the Management group, the Staff and outside parties - about as well as in undertaking any corporate governance related activities.

7.4 Chief Executive Officer (CEO)

The Chief Executive Officer (CEO) is the top-most Senior Executive of the Company, appointed by the Board of Directors, responsible for the overall management and operations of the Company in accordance with the established corporate strategies as well as vision and mission; whereby the scope of authority is as specified by the relevant applicable laws, corporate objectives and Article of Associate of the Company, together with the resolutions of the Board of Directors and the Shareholders Meetings.

As such, the CEO may also be a Director in other companies; whereby it must not be a hindrance to the discharging of his/her duties as the Company's CEO, as well as those other companies do not have operate the same businesses as and are not competitors of the Company. Prior approval is also required to be given by the Board of Directors before the CEO can assume a Directorship in another company.

Undertaking the performance appraisal of the CEO is the initial responsibility of the Nomination & Compensation Committee; whereby the evaluation results will then be submitted to the Board of Directors for review and concurrence, as well as the CEO is also involved in both determining the required objectives and acknowledging the approved final performance targets for each year.

Nomination of Management

- Nomination of President & CEO

The Nomination and Compensation Committee conducts a preliminary screening of candidates with the required qualifications, knowledge, skills, and experience and then tables them to the Board for its consideration.

- Nomination of Management

The President & CEO selects and appoints candidates with the qualifications, knowledge, skills, and experience suitable for each executive position. The recruitment will be done under Human Resources Department's regulations.

8. Board of Directors Meetings

- The Board of Directors is required to hold a meeting at least every 3 months (Quarterly), with the planned meeting dates being scheduled in advance for the year, and special Board of Directors Meetings may also be held as required and necessary.
- At least 2 Directors, or more, together have the right to propose to have a special Board Meeting; whereby the Chairman of the Board (or an assigned person) will then schedule a Meeting to take place within 14 days after receiving such a proposal.
- For every Board Meeting, the Chairman (or an assigned person) is responsible for sending out a Letter of Invitation or Notification for a scheduled Board Meeting, designating the date, time and

venue as well as the proposed activities/meeting agenda, to all Board Directors at least 7 days in advance of the proposed meeting date - unless a special event requires a special meeting to take place in order to protect the benefits of the Company, whereby another method of notification can be used to advise of such a special meeting within a shorter time frame.

- Board Meetings require not less than half of the total number of Board Directors to be present in order to constitute a quorum. As such, the Chairman of the Board will act as the Meeting Chairman; or, in the event that Board Chairman is not present or is unable to undertake this duty, then those Directors present will then elect one of the Directors to act as the Meeting Chairman.
- Any resolutions of the Board of Directors Meeting is required to be based on a 'majority vote' with each Director having only one vote; however, in the event of a 'tie', then the Meeting Chairman will have one additional and deciding vote. Additionally, any Director having vested interests in any agenda item being considered will not be allowed to participate or vote on that respective matter.
- The Board of Directors have the authority to invite any Senior Executive, any member of the Management group and any outsider to participate in a Board Meeting, in order to give any additional information as required to support the consideration of an agenda item.
- Directors who are not Executive Directors are required to meet without any members of the top Management being present at least once a year, in order to discuss details or exchange opinions relating to Management group's responsibilities.
- The Company Secretary (or an assigned person) will be responsible for recording the Minutes of Board Meetings.

9. The Company Secretary

The Company has assigned the following responsibilities to the appointed Company Secretary.

- Prepare, arrange and keep safe all documentations relating to the Board of Directors and Shareholders, such as: Directors register, notifications for Board and Shareholders Meetings, Minutes of Board Meetings and Shareholders Meetings, as well as the Company's Annual Reports and Quarterly Financial Statements.
- Safe keeping of any reports of 'vested interests' submitted by Company Directors and members of the Management group.
- Making recommendations regarding any relevant applicable legal matters or issues relating to the activities and responsibilities of Company Directors.
- Any other matters as assigned by the Board

The Board of Directors has also determined various oversight measures and policies to be observed in the event that possible situations of 'conflict of interests' occur, together with specific and clear procedures to be strictly adhered to and undertaken in approving 'related or connected' transactions. As such, the Audit Committee will review the proposed transactions and express its opinion on those of any significant importance which are beyond the authority of the Executive Committee; and then submit to the Board of Directors for further careful consideration of the appropriateness of the transaction, taking account of the best interests of the Company; whereby members of the Board having any vested interests in the matter will not be allowed to participate in the Board Meeting during the consideration of such matters.

10. Self-Evaluation by the Board of Directors

The Board of Directors has determined the criteria and procedures for the process of self-evaluation; whereby an evaluation will be made for both each individual Board Member's performance for the year and that of the Board, as a collective group, every time there is a Board Meeting, with these assessment outputs to be reviewed and discussed together including determining ways to make further improvements to their activities.

At each Board meeting, the directors assess collective meeting efficiency to improve the performance of directors and meeting organisation.

11. Compensation for Company Directors

- The Board of Directors has clearly defined the structure and criteria for determining the compensation and benefits plans for the Board of Directors, through making comparisons with actual plans of other comparable companies in the same industry sector; whereby this matter is then proposed for consideration and approval by the Annual Shareholders Meeting. The Nomination & Compensation Committee will determine and review the proposed total compensation amount for each year in a transparent and equitable manner, so that it is appropriate to the duties and required responsibilities as well as in to be line with the current business environment and the benefits or contributions to be derived from each respective Director.
- Newly appointed Directors are fully informed about the Company and the nature of its business operations together with those relevant applicable laws and regulations, and other important business-related information regarding the duties of being a Company Director. Copies of the previous Minutes of the Company's Board Meetings and Audit Committee Meetings are also given to them for reference. They are also introduced to the other Board Members and the Senior Management group.

Additionally, all Directors are encouraged to attend relevant training sessions and seminars at least once a year, in order to enhance their knowledge relating to discharging their duties as a Company Director.

INTERNAL CONTROLS

The Board of Directors has determined and established a system of internal controls for all areas of the Company's operations – namely: financial aspects, operational aspects so as to ensure full compliance to the various relevant applicable laws and regulations, and risk management activities - together with procedures for monitoring and implementing a check and balance process, in order to effectively and adequately protect or oversee the investments made by the Shareholders as well as the assets of the Company on a regular basis. Varying levels of approval authority have also been established, together with levels of responsibilities for both the Management group and Staff.

There is also an Internal Audit Group, responsible for monitoring the activities of all business units (both operational and support groups), in order to ensure that they act in line with the established objectives and goals of the Company, as well as for assessing the effectiveness and adequacy of the established internal controls relating to each respective business unit. Furthermore, the Board of Directors has arranged that the Internal Audit Group is fully independent, with the ability to review and be an effective 'check and balance' mechanism, reporting directly to the Audit Committee on a regular specified basis.

The Audit Committee assesses and reviews the qualifications and appropriateness of the person to be appointed as the Director of the Internal Audit Group, and will then appoint this person to also act as the Secretary of the Audit Committee, responsible for preparing and arranging the meetings of the Audit Committee as well as for coordinating the various reports to be made to the Board of Directors, Investors, Shareholders, and the SET. The Secretary of the Audit Committee has the duty to attend Audit Committee Meetings, but he/she is not entitled to vote on any matters being considered; although the Secretary is entitled to propose that an assistant be appointed.

Further, the appointment, discharge or transfer of the Director of the Internal Audit Group requires the formal approval of the Audit Committee.

POLICIES ON ANTI-CORRUPTION

- A system of internal controls is to be established together with effective and appropriate procedures for assessing various risks, so as to prevent against possible occurrences of corruption or any inappropriate activities on the part of the Company's personnel or any outside parties associated with the Company's business operations.
- Promote and support that the value of honesty to be embedded as part of the corporate culture of the Company, together with the awareness, on the part of the Company's personnel, that any sort of corrupt practices should not be undertaken.

- Procedures for the preparation of financial reports in a fully transparent and accurate manner are to be established, based on internationally accepted standards of accounting.
- Channels of communications are to be established to enable the Company's personnel to act as 'informants' and to submit suggestions or complaints relating any (suspicious or actual) occurrences of corruption, together with procedures to protect the rights of such 'whistle-blowers' or informants.
- Define and establish clear procedures to prevent the giving or receiving of any inappropriate gifts or benefits, as well as any entertainment or associated expenses that are beyond the established limit and regulations of the Company or that violate the relevant laws of any involved country.
- Define and establish clear measures to prevent any types of bribery – regardless of whether such acts are undertaken to, indirectly or directly, induce good business relations or to expedite any business process and activities.
- The procurement process relating to any Government or State Enterprise organisations – both in Thailand and overseas – must be strictly adhered to in a fully transparent and equitable manner, as well as through the required legal and correct procedures.

BUSINESS ETHICS

In operating the Company's business for the fullest benefit of its Shareholders, the Board of Directors has established a core policy that places great importance *equally* to the achievement of the stated objectives as to the methods or means used to achieve such goals.

As such, in order to comply to the abovementioned core policy, the Board of Directors has defined a guideline of various practices relating to its business operations, that are to be adhered to by all Directors, members of the Management and all Staff alike; whereby these practices have been formally documented as the Company's "Handbook on Business Ethics and Conduct" for convenient reference, so that the all Directors, members of Management and Staff will clearly understand the required and expected behaviour, on their part, in regards to their treatment towards the Company's Staff, Shareholders, customers, business partners, competitors, and to society as a whole.

Further, the Board of Directors has also determined various associated procedures to oversee and monitor that such required practices are fully and strictly adhered to.

BUSINESS ETHICS

In undertaking the Company's businesses, apart from placing great importance on the achievement of the stated operational objectives, CENTRAL PLAZA HOTEL Pcl. (CENTEL) has always given importance, on an equal basis, to the methods or means used in operating the businesses in order to achieve those goals; whereby all business activities as well as relationships with all Stakeholders strictly adhere to the principles of moral, ethical and equitable standards of behaviour.

Such principles of behaviour are key factors for the Company's successful achievements and good acceptance by all involved parties. Further, the Company will maintain such policies as well as will strive to develop these standards even further; whereby the Board of Directors has determined the following guidelines for ethical business practices as shown below.

1. Required Ethics for Directors and Management Group

1. Carry out the required duties according to the relevant applicable laws, regulations, requirements and various established policies.
2. Carry out the required duties honestly and legally, with all due care and in an ethical manner, so as to achieve the fullest benefits for the Company and all associated Stakeholders.
3. Devote the time to effectively discharge the required duties and responsibilities, knowledgeably and to the fullest ability.
4. Avoid any behaviour that will result, directly or indirectly, in conflict of interests situations with the Company.
5. In undertaking any 'related or connected' transactions between yourself and the Company, such transactions should be done as if between a normal outside party; whereby Directors or Staff having any associated vested interests must not participate in the consideration and approval process relating to the transaction in question.
6. Not to participate or be involved in any situation relating to the giving to or receiving from an involved Stakeholder of the Company, any money or other types of benefits in an inappropriate manner. Also not to take advantage of any situation or to use any information, acquired as a result of being a Director or an involved Staff, to achieve any personal gains or to compete with the Company business or that of any related party.
7. Maintain your honour so as to be well-accepted in the social circles; as well as behave appropriately and properly according to the your status or position as well as role and responsibilities.
8. Act towards others in a generous manner; show mutual respect; and value other people's rights and dignity.

9. Maintain the confidentiality of any information relating to the Company and any associated Stakeholders; and ensure that no information is revealed to others who are not involved in the matter, even if you no longer have any role or responsibility relating to the Company – unless required to disclose such information by law or through any relevant regulatory requirements.
10. Not to use any 'inside information' for any personal gain in regards to buying, selling, or transferring to or from others any shares of the Company; or not to disclose such 'inside information' to others for their use in buying, selling, or transferring to or from others any shares of the Company.

2. Required Ethics for the Staff

1. Maintain strict discipline relating to those actions specified as expected and prohibited.
2. Adhere to the principles of personal honesty, trustworthiness and equitability as well as moral ethics in discharging your duties.
3. Act responsibly with all due care, as well as devote yourself to undertaking the required duties with the intent of achieving positive results and progress for the Company.
4. Seek out ways to develop and always enhance your job responsibilities in order to become more effective.
5. Carry out your responsibilities diligently; as well as take good care of and protect the benefits or interests of the Company; and not be reckless, careless and negligent in your discharging your duties.
6. Maintain your own honour, so as to be well-accepted in social circles; as well as behave appropriately and properly according to the your status or position as well as role and responsibilities.
7. Act towards others in a generous manner; show mutual respect; and value other people's rights and dignity.
8. Listen to other people's opinions objectively and with reason, as well as without any prejudice or bias.
9. Do not tell lies to or keep any information that should be disclosed from your supervisors.
10. Always act politely; maintain unity; and refrain from acting in a harmful or inappropriate manner towards others.
11. Maintain the confidentiality of any information relating to the Company and any associated Stakeholders; and ensure that no information is revealed to others who are not involved in the matter, even if you no longer have any role or responsibility relating to the Company – unless required to do disclose such information by law or through any relevant regulatory requirements.
12. Not to use any 'inside information', acquired in the course of your duties, in any improper manner for any personal gain or that of others.

13. Not to take advantage of or allow others to take advantage of your authority and duties, in a direct or indirect manner, for your own personal gain or that of others; as well as not act or neglect to act in an improper manner in order to gain any illicit benefits personally or for others.

3. Ethics towards Stakeholders

3.1 Ethics towards Shareholders

The Company has a policy to operate its businesses in an honest, trustworthy, correct and fully ethical manner; as well as to endeavour, as much as possible, to develop and grow the business in order to achieve the best financial returns for the investments of its Shareholders on an ongoing and sustainable basis through adhering to the core principles of giving equal treatment to all its Shareholders.

So as to comply to such policies, the Company has the following practices guideline.

1. Operate our business in an honest and trustworthy manner, inclusive of making any decisions in a fully sincere and open manner and with all due care and perseverance, together with being equitable to both majority and minority Shareholders alike as well as for the overall full benefits of all Shareholders.
2. Take good care of all the assets of the organisation, in order to prevent any decreases in its value or loss of assets in any improper manner.
3. Regularly report on the status of the organisation in a truthful, accurate and timely manner.
4. Inform all Shareholders, on an equal basis, in regards to the future (negative and positive) prospects of the Company based on realistic assumptions, together with fully available supporting facts that are sufficiently within reason.
5. Ensure that all Directors as well as members of Management and Staff do not use, for their own personal gain or that of other involved parties, any confidential Company-related information that has not yet been publically disclosed, through improperly disclosing such information to others; and/or do not act in any way that may result in situations of conflict of interests with the Company.
6. Act strictly in full accordance with the resolutions of the Shareholders Meetings. However, in the event that this is not possible, inform the Shareholders without delay; or call for a special Shareholders Meeting, in order that the Meeting can consider for approval any matters of significant importance that are beyond the scope of authority of the Board of Directors or the Management group.

7. Be committed to develop and create growth for the Company that incorporates both quality and stability, so that Shareholders will benefit from the sustained returns from the effective operations that result in the Company achieving positive operating performances.

3.2 Ethics towards Customers and Clients

The Company recognises the importance of 'customer satisfaction' towards the success of the Company's businesses; and therefore the Company always has firm intentions to find ways to meet the various needs of its customers in a more effective and efficient manner; whereby the following policies and practices have been determined accordingly.

1. Deliver quality products and services that meet or exceed the expectations of our customers at equitable and reasonable price points.
2. Meet all agreed terms and conditions relating to the customer in an equitable manner; and in the event that this is not possible, then to quickly discuss any issues in advance with the customer, so as to arrive at a mutually acceptable solution and to prevent any damages that may be incurred.
3. Disclose any information or news to customers in an accurate and timely manner, relating to any products or services – without any exaggerations or overstating the situation that may result in some misunderstanding on the part of the customers with regard to the quality, quantity or relevant terms and conditions of the product or service in question.
4. Treat or communicate with customers in a polite and effective manner so as to gain their trust and confidence; and establish the necessary procedures and channels of communications for customers to submit any complaints relating to the quality, quantity and safety of the products and services provided, or in regards to the responsiveness in meeting the customer's needs, in delivering of such products or services, or in undertaking every possible action to fulfill the customers' requirements.
5. Maintain the customer-related confidential information; and not to make improper use of such information for personal gain or that of any other involved party.
6. Make recommendations regarding the effective use of the products and services provided, so that customers will gain the fullest benefits and value.
7. Treat all customers equally and in the same manner without bias or prejudice.
8. Take care of the environment – both inside and in the immediate surrounding area for which the Company is responsible and in which it operates its businesses, so that it is safe for everybody's personal safety, health, and property.

3.3 Ethics towards Business Partners

The Company has policies relating to the equal treatment of all business partners, while also keeping in mind the best interests of the Company as well as based on both parties receiving mutual benefits on an equitable basis.

Additionally, any possible conflict of interest situations will be avoided; all terms and conditions as agreed to will be fulfilled; any associated information used and reports given will be accurate and truthful; and all negotiations and discussions to resolve any issues will be undertaken based on good business relations as well as on the following guidelines:

1. No improper requests for extra benefits will be made to or entertained from any relationships with our business partners.
2. In the event that there is evidence of any request being made or any receipt of such benefits is apparent in an improper manner, then this information must be shared with the business partner in question in order to mutually resolve the issue in an equitable and fair manner and as quickly as possible.
3. All terms and conditions will be strictly fulfilled; and in the event that any term or condition cannot be met, then immediate notification must be made so as to consider ways of resolving the problem together.
4. Maintain good business relationship with all business partners, as well as give full cooperation in regards to economic, social and environmental issues.
5. Ensure that a transparent procurement process (for both goods and services) is in place; whereby every business partner will be treated equally and on an equitable basis in full accordance with the Company's regulations.
6. Check and inspect all goods received or services provided, as well as make all associated payments in a correctly as well as quickly.
7. Ensures hiring & purchasing processes for products and services that are fair, transparent, and corruption-free, marked by fair selection and treatment of all business partners under the regulations of the company and applicable government agencies.
8. Has in place a screening process for business partners before taking on jobs, which also sees annual assessment of their performances and risks.
9. Employees must not participate in hiring & purchasing processes with business partners close to themselves, including parties or businesses of families, siblings, or close relatives.

3.4 Ethics towards Creditors

1. Strictly fulfill all terms and conditions as agreed with all creditors; and in the event that any term or condition cannot be fulfilled, quickly notify and negotiate with the creditor in advance, so as to find ways to resolve the problem as well as to prevent any damages from being incurred.
2. Manage the business that will enable creditors to be confident of the Company's positive financial status as well as ability to service any debt obligations.
3. Manage all borrowings in full accordance with the original intent for the use of such funds; whereby the funds are not used in ways that will result in any damages for the Company.

3.5 Policies relating to and the treatment of the Company's Staff

The Company is fully aware that its staff is one of the most valuable key success factors for its success and the achievement of its targeted goals. As such, the Company has policies to always treat its staff in a fully equitable manner - with regard to career opportunities, compensation and benefits, appointments and transfers to various positions, as well as development of their potential capabilities.

As such, in accordance with these policies, the Company has determined the following guidelines relating to the treatment of its staff:

1. Treat all staff in a polite manner, as well as respect their individuality and human dignity.
2. Offer compensation plans that are equitable, so that the Staff receives compensation that is appropriate with their knowledge, capability, potential ability and actual performance, as well as is in line with the Company's overall operating results.
3. Look after and ensure that the workplace environment is always safe relating their person and their property.
4. Any appointments to or transfers of positions as well as any rewards given or penalties imposed should be undertaken in both an honest, open and equitable manner, as well as should be undertaken with full transparency and accountability.
5. Give importance to the development of the staff's knowledge, skills and capabilities through giving equal opportunity to all staff on a regular basis.
6. Listen to their ideas and suggestions; respect the staff's right to express their opinions on an equal basis without bias or interference; and ensure that an appropriate and equitable system is in place to receive any staff suggestions or complaints.
7. Strictly adhere to all related labour and employment laws and regulations.
8. Avoid any acts that are not equitable, which may impact the job security of the staff, or that may be threatening to or cause undue mental pressure on the part of the staff.
9. Support discussions and cooperation between the Company and the staff (or their representative) in regards to submitting, to those in authority, any proposals that relate to improving the quality of their working conditions and in order to achieve joint development in such matters.

3.6 Ethics towards Business Competitors

The Company has a policy to act towards and treat its business competitors in line with internationally accepted general practices within the framework of relevant laws and regulations relating to interactions with competitors; as well as not to seek out, infringe and violate any competitors trade secrets, with the following guidelines:

1. Act within the normally accepted and sound competitive business practices.
2. Not to seek out any competitor's business or trade secrets in an illegal or dishonest manner.
3. Not to undertake any improper or inappropriate actions in trying to destroy or defame the reputation of competitors.

3.7 Ethics towards Society, Communities and the Environment

1. Operate the businesses of the Company that will benefit the economy and society, giving special importance to protecting and taking care of the environment, and to maintaining established the local customs and culture of the immediate communities where the Company operates.
2. Adhere to the principle of being a good corporate citizen, relating looking after the environment and safety aspects resulting from the Company's operations.
3. Fully comply to all the relevant applicable laws and regulations.
4. Fully committed to endeavouring to implement activities that aim to raise the quality standards of the environment on an ongoing basis.
5. Oversee safety aspects both through own initiatives as well as through cooperating with the Government sector and local communities.
6. Undertake activities to create awareness and full understanding, on the part of our staff at all levels, of the duties and responsibilities in being committed to looking after the quality of the environment and the available natural resources on a sustained basis.

Management will continuously as well as regularly assess and review the Company's goals and objectives relating to society, local communities and the environment, in order to further improve such objectives on an ongoing basis.

3.8 Ethics towards the Government Sector

1. Cooperate fully with the Government sector in strictly complying with the relevant applicable laws, rules and regulations relating to the operations of the Company.
2. Promote and support various projects that will benefit the general public – which that are based on Government policies as well as those initiated by the Company.

OPERATING POLICIES & PROCEDURES GUIDELINE

1. Policy on Protecting and Use of Inside Information

CENTRAL PLAZA HOTEL Pcl.(CENTEL) is a SET public listed company; and, as such, having a policy relating to the protection and use of any 'inside information' is of critical importance.

The Company's staff must not make use of any confidential 'inside information' relating to the Company, that has not yet been disclosed to the general public, in an improper or illegal manner for the sake of personal gain or that of others. Any disclosures of such important Company information must be done by only those authorised to do so; whereby such authorised disclosures must be done on an uniform and equal basis, as well as in an equitable and fully transparent, manner.

In the event of any rumours occurring that may affect investors' investment decisions, the Company will authorise a specific person to immediately make an announcement as to the associated true facts and accurate information.

2. Policy on Information Security

The Information Technology (IT) systems must be used only for the Company's operations; whereby every staff member must act in accordance with the established policies relating to the security of the IT systems, as well as to the associated, relevant and applicable laws, regulations and requirements.

All staff members are required to use only legal and licensed software programmes or applications; additionally they must not use the internet to search for any contents or information that is illicit, illegal, culturally improper, or in violation of any associated specified laws, regulations and policies.

3. Policy on Internal Controls and Risk Management

The Board of Directors has determined that the Company establishes a system of internal controls that covers all key aspects of the business – such as, financial, operations, and complete compliance to all relevant applicable legal and regulatory requirements.

Additionally, various procedures have been established to audit and monitor as well as to be an system of 'check and balance', so as to always sufficiently and effectively protect, preserve and look after both the Shareholders' investments and assets of the Company.

The Company has also established various levels of approval authority, on the part of the Management and operational staff, together with comprehensively documented working and operating procedures. An Internal Audit Group has also been established, responsible for monitoring all (operational and support) business units, so as to ensure full adherence to the required procedures and guidelines, and for assessing the effectiveness and adequacy of the various internal controls implemented for each respective business unit. As such, the Audit Committee has authorised that the Internal Audit Group to work with full independence, so that it can fully monitor all activities and be an effective 'check and balance'; whereby it is responsible to and submits all reports directly to the Audit Committee on a regular basis as specified.

Furthermore, a policy on risk management has been determined in accordance with the principles of good corporate governance; whereby the Management group is required to understand the various risks factors involved, and then to assess the degree of associated risks – in terms of the potential opportunities and benefits as well as the possible negative impacts for the organisation – so that these risks can be managed to the levels that are acceptable to the Company in a timely manner.

4. Policy on Respecting the Law on Human Rights

The Company fully supports the protection and respects the principle of human rights; as well as respects and treats all Stakeholders in an equitable manner without bias or prejudice in regards to race, religious beliefs, ages, and sex.

5. Policy on Participating in Political Activities

The company has a policy of not participating in or expressing any opinions and its position relating to the political situation. Otherwise, this may create an understanding that the Company is involved with, actively supports, or is biased towards one particular party over the others - thus also creating some disunity, or that the Company is receiving some special privilege in an improper or illegal manner.

6. Policy on Social Responsibility, and Responsibility towards Communities and the Environment

The Company has a policy to create and communicate a positive understanding, within the organization, in regards to its social responsibility as well as its responsibility towards local communities and the environment for the sake of sustainable development.

This also includes implementing effective external public relations and creating positive mindsets relating the such policies and guidelines regarding the Company's social responsibility and its responsibility towards local communities and the environment, in order to gain outside support for the various associated Company activities - such as: taking in students from various colleges universities majoring in hospitality studies for training in Centara hotels and resorts, so as to create unique on-the-job learning opportunities for these students; as well as supporting the development of various integrated local community assistance projects aimed at creating job opportunities and new vocations for their residents, so that they can be more self-sufficient in taking care of themselves and their families.

Additionally, the Company is committed to undertaking all activities in line with the relevant laws and regulations regarding problems for the immediate environment in which the Company operates; as well as to regularly reviewing, monitoring and assessing these situations in order to reduce any impacts on the environment as a result of the Company's business operations.

The Company also undertakes to create greater awareness, on the part of its staff, of their role and responsibilities relating to protecting the quality of the immediate environment and to preserving the available natural resources on a sustainable basis.

7. Policy on Energy Conservation

Full adherence to the relevant laws, regulations and other applicable procedures regarding energy conservation and saving within the Company's operations is required; whereby ongoing development of effective and efficient energy savings and management systems as well as regular staff training on the energy usage is undertaken. Further, such policies and activities regarding energy conservation are communicated to the Staff, so as to trigger and create better awareness, by everyone, of the importance of such policies and activities, as well as to promote their full participation in such energy conservation and saving activities.

8. Policy on Safety and Occupational Health

Full adherence to the relevant laws and regulations regarding occupational health and workplace safety is required for the sake of both our staff as well as customers; whereby regular reviews and assessments are made relating to such safety and occupational health aspects - such as, reducing risks of accidents occurring as a result of the staff carrying out their work or of any sickness caused by improper work procedures, so that the findings can be used to make ongoing and effective improvements.

Further, regular and ongoing training sessions are also undertaken, in order to prepare the Staff to effectively deal with any critical situations that may occur at anytime.

9. Policy on Public Relations and Marketing

The Company undertakes all public relations and marketing activities that is clear, comprehensive, timely, equal and equitable, as well as accurate, truthful and without any misrepresentations that may be misleading to consumers.

Further, currently, there are various ways of communicating information – inclusive of the popular social media - regarding social and consumer expectations, therefore, any communications regarding or response to various situations must be fully accurate and immediate. This also includes any interviews given to various media, which must be undertaken willingly and wholeheartedly.

10. Tax Policy

The Company has in place transparent, fair, and auditable tax management practices in line with the laws and applicable regulations in each country where it does business. This provides company with suitable tax benefits, while supplementing optimal benefits for company and its stakeholders and has in place proper planning, investigation, and analysis of tax impacts for its international investment projects before actual investment.

11. Intellectual properties policy

The Company must conduct business and encourage employees to obey the law or regulations on intellectual property rights, whether in trademarks, patents, copyrights, commercial secrets, or other intellectual properties as stipulated by law and cultivates employees' awareness of the importance of respecting intellectual property rights, whether involving direct operation of work or daily life.

This Good Corporate Governance Principles Guideline is effective as of November 8, 2018.

Approved:

Suthikiati Chirathivat

Chairman, Central Plaza Hotel Public Company Limited

General Information of Businesses held by the Company 10% upward

	Company	Nature of Business	Issued Ordinary Share	Percentage of Shareholding (%)
1	Central Hua Hin Beach Resort Co., Ltd. 1 Damnekkasem Road, Hua Hin, Prachuab-Khirikhan Tel. : (032) 512-021 Fax : (032) 511-099	Centara Grand Beach Resort & Villas Hua Hin (249 rooms)	1,850,000 shares, at par 100 Baht each	63.9%
2	Central Samui Hotel Management Co., Ltd. 38/2 Moo 3 Tambon Bophut, Koh Samui, Suratthani Tel. : (077) 230-500 Fax : (077) 230-522	Centara Grand Beach Resort Samui (203 rooms)	12,500 shares at par 100 Baht each	100.0%
3	Central Samui Beach Resort Co., Ltd. 38/2 Moo 3 Tambon Bophut, Koh Samui, Suratthani Tel. : (077) 230-500 Fax : (077) 230-522	Centara Grand Beach Resort Phuket (262 rooms)	6,700,000 shares at par 100 Baht each	100.0%
4	Central Samui Village Co., Ltd. 111 Moo 2 Tambon Maret, Koh Samui, Suratthani Tel. : (077) 424-020 Fax : (077) 424-022	Centara Villas Samui (102 rooms)	550,000 shares at par 100 Baht each	100.0% (Owned by Central Samui Beach Resort Co., Ltd.)
5	Central Hotel Management Co., Ltd. 1695 Paholyothin Road, Chatuchak, Bangkok Tel. : (02) 769-1234 Fax : (02) 100-6232	Holding Company	2,500,000 shares at par 100 Baht each	100.0%
6	Central Sukhontha Hotel Co., Ltd. 3 Sanehanusorn Road, Hat Yai, Songkla Tel. : (074) 352-222 Fax : (074) 352-223	Centara Hotel Hat Yai (248 rooms)	1,450,000 shares at par 100 Baht each	100.0% (Owned by Central Hotel Management Co., Ltd.)
7	Central Karon Village Co., Ltd. 701 Patak Road, Tambon Karon, Muang, Phuket Tel. : (076) 286-300 Fax : (076) 286-316	Centara Villas Phuket (72 rooms)	375,000 shares at par 100 Baht each	100.0%

	Company	Nature of Business	Issued Ordinary Share	Percentage of Shareholding (%)
8	Central Mae Sot Hill Hotel Co., Ltd. 100 Asia Road, Mae Sot, Tak Tel. : (055) 532-601 Fax : (055) 532-600	Centra by Centara Mae Sot (120 rooms)	190,000 shares at par 1,000 Baht each	98.4% (Owned by Central Hotel Management Co., Ltd.)
9	Central Krabi Bay Resort Co., Ltd. 396-396/1 Moo 2 Tambon Ao Nang Muang, Krabi Tel. : (075) 637-789 Fax : (075) 637-800	Centara Grand Beach Resort & Villas Krabi (192 rooms)	5,000,000 shares at par 100 Baht each	100.0%
10	Karon Phuket Hotel Co., Ltd. 502/3 Patak Road, Tambon Karon, Muang, Phuket Tel. : (076) 396-200-5 Fax : (076) 396-491	Centara Karon Resort Phuket (335 rooms)	5,200,000 shares at par 100 Baht each	99.3%
11	Kata Phuket Hotel Co., Ltd. 54 Kedikwan Road, Tambon Karon, Muang, Phuket Tel. : (076) 370-300 Fax : (076) 333-462	Centara Kata Resort Phuket (163 rooms)	1,200,000 shares at par 100 Baht each	99.0%
12	Central World Hotel Co., Ltd. 999/99 Rama 1 Road, Pathumwan, Bangkok Tel. : (02) 100-1234 Fax : (02) 100-1235	Centara Grand & Bangkok Convention Centre at Central World (512 rooms)	20,000,000 shares at par 100 Baht each	100.0%
13	Central Laundry Services Co., Ltd. 1695 Paholyothin Road, Chatuchak, Bangkok Tel. : (02) 769-1234 Fax : (02) 100-6232	Not operate yet	15,000 shares at par 100 Baht each	100.0% (Owned by Central Hotel Management Co., Ltd.)
14	Central Koh Kood Hotel Co., Ltd. 1695 Paholyothin Road, Chatuchak, Bangkok Tel. : (02) 769-1234 Fax : (02) 100-6232	Not operate yet	1,200,000 shares at par 100 Baht each	100.0%

	Company	Nature of Business	Issued Ordinary Share	Percentage of Shareholding (%)
15	Tripline Decor Co., Ltd. 999/99 Rama 1 Road, Pathumwan, Bangkok Tel. : (02) 769-1234 Fax : (02) 100-6232	To lease the land Partially	800,000 shares at par 100 Baht each	100.0%
16	S.P. Realty Lanta Beach Co.,Ltd. 999/99 Rama 1 Road, Pathumwan, Bangkok Tel. : (02) 769-1234 Fax : (02) 100-6232	Not operate yet	360,000 shares at par 100 Baht each	100.0% (Owned by Central Krabi Bay Resort Co., Ltd.)
17	S.P. Realty Pattaya Beach Co.,Ltd. 999/99 Rama 1 Road, Pathumwan, Bangkok Tel. : (02) 769-1234 Fax : (02) 100-6232	To lease the land Partially	800,000 shares at par 100 Baht each	100.0%
18	S.P. Realty Had Farang Resort Co.,Ltd. 999/99 Rama 1 Road, Pathumwan, Bangkok Tel. : (02) 769-1234 Fax : (02) 100-6232	Not operate yet	885,000 shares at par 100 Baht each	100.0%
19	Centara International Management Co., Ltd. 999/99 Rama 1 Road, Pathumwan, Bangkok Tel. : (02) 769-1234 Fax : (02) 100-6232	Holding Company and Hotel Management	1,500,000 shares at par 100 Baht each	100.0%
20	R.M.L LEISURE Pvt. Ltd. 2nd Floor 12 Boduthakurufaanu Magu K. Male/ 20094 Maldives Tel : + 960 330 6566 Fax : + 960 330 9796	Centara Grand Island Resort & Spa Maldives (112 Suites & Villas)	17,990 shares at par of US\$ 778.21 per share	74.0% (Owned by Centara International Management Co., Ltd.)
21	Refresh Zone Co., Ltd. (Formerly : Cenwaree Healthy Spa Co., Ltd.) 999/99 Rama 1 Road, Pathumwan, Bangkok Tel. : (02) 769-1234 Fax : (02) 100-6232	Spa	10,000 shares at par 100 Baht each	100.0%

	Company	Nature of Business	Issued Ordinary Share	Percentage of Shareholding (%)
22	Central Bangkok Convention & Exhibition Co., Ltd. 999/99 Rama 1 Road, Pathumwan, Bangkok Tel. : (02) 769-1234 Fax : (02) 100-6232	Not operate yet	10,000 shares at par 100 Baht each	100.0%
23	Centara International Management (Thailand) Co., Ltd. 999/99 Rama 1 Road, Pathumwan, Bangkok Tel. : (02) 769-1234 Fax : (02) 100-6232	Hotel Management	1,000,000 shares at par 100 Baht each	100.0%
24	Centara Maldives Pvt. Ltd. 2nd Floor (Eastwing), AAGE Henveiru, Male 20094 Republic of Maldives Tel : + 960 333 3644 Fax : + 960 331 5453	Centara Ras Fushi Resort & Spa Maldives (140 Suites & Villas)	40,560,000 shares at par of MVR 9.16 per share	75.0% (Owned by Centara International Management Co., Ltd.)
25	Central Restaurants Group Co., Ltd. 306 Silom Road, Suriyawong Bangkok, Bangkok Tel. : (02) 635-7930-9 Fax : (02) 635-7940-1	Franchisee of KFC, Mister Donut, Auntie Anne's, Katsuya, Chabuton Ramen, Tenya, Cold Stone Creamery, Yoshinoya, The Terrace, Pepper Lunch, Aroi Dee, Kowlune, Brown, Every Food	6,200,000 shares at par 100 Baht each	100.0%
26	CRG Manufacturing Co., Ltd. 55/18 Moo 13 Paholyothin Road, Tambon Klong Neung, Klong Luang, Pathumthani Tel. : (02) 909-2277-9 Fax : (02) 529-4900	Manufacturer of ice cream	16,000,000 shares at par 10 Baht each	100.0% (Owned by Central Restaurants Group Co., Ltd.)
27	CRG International Food Co., Ltd. 306 Silom Road, Suriyawong Bangkok, Bangkok Tel. : (02) 635-7930-9 Fax : (02) 635-7940-1	Japanese Restaurant "Ootoya"	1,797,600 shares at par 100 Baht each	100.0% (Owned by Central Restaurants Group Co., Ltd.)

	Company	Nature of Business	Issued Ordinary Share	Percentage of Shareholding (%)
28	Centara Import-Export Co., Ltd. 999/99 Rama 1 Road, Pathumwan, Bangkok Tel. : (02) 769-1234 Fax : (02) 100-6232	Import and Export	100,000 shares at par 10 Baht each	100.0%
29	Coai Hotels Co., Ltd. 999/99 Rama 1 Road, Pathumwan, Bangkok Tel. : (02) 769-1234 Fax : (02) 100-6232	Coai Samui Chaweng Beach (150 rooms) Coai Pattaya Wong Amat Beach (282 rooms)	5,000,000 shares at par 100 Baht each	100.0%
30	Coai Hotel Management Co., Ltd. 999/99 Rama 1 Road, Pathumwan, Bangkok Tel. : (02) 769-1234 Fax : (02) 100-6232	Not operate yet	50,000 shares at par 100 Baht each	100.0%
31	Centara Loyalty Marketing Co., Ltd. 999/99 Rama 1 Road, Pathumwan, Bangkok Tel. : (02) 769-1234 Fax : (02) 100-6232	Offer privileges for customer	500,000 shares at par 100 Baht each	100.0%
32	Centara Learning Centre Co., Ltd. 999/99 Rama 1 Road, Pathumwan, Bangkok Tel. : (02) 769-1234 Fax : (02) 100-6232	Learning Centre	1,000,000 shares at par 10 Baht each	100.0%
33	Centara Hotels & Resorts Leasehold Property Fund 400/22 6 th Floor, Kasikornbank Building Paholyothin Road, Samsen Nai, Phaya Thai, Bangkok Tel : (02) 673-3999 Fax : (02) 673-3900	Property Fund	320,000,000 units at par 10 Baht each	25.3%
34	Centara (Shanghai) Hotel Management Co., Ltd. Room 2306-7, Cross Tower, No.318 Fuzhou Road, Huangpu District, Shanghai, 200001	Not operate yet	Registered share capital of 18,000,000 Chinese Yuan Issued share capital of 13,600,000 Chinese Yun	100.0% (Owned by Centara International Management Co., Ltd.)

	Company	Nature of Business	Issued Ordinary Share	Percentage of Shareholding (%)
35	CIM for Hotel Management - Egypt, S.A.E North Tower, Nile City Buildings, 22nd Floor, Room No.2328-05, Ramlet Boulac, Corniche El Nile, Cairo	Not operate yet	20,000 shares at par 25 Egyptian Pound each	100.0% (Owned by Centara International Management Co., Ltd.)
36	Centara Capital Limited (Formerly Centara (Hong Kong) Hotel Management Co.,Ltd.) Level 54, Hopewell Centre, 183 Queen's Road East, Hong kong	Holding Company	192,400,000 shares at par 1 HKD each	100.0% (Owned by Centara Management Headquarter Co., Ltd.)
37	Centara Management Headquarter Limited 999/99 Rama 1 Road, Pathumwan, Bangkok Tel. : (02) 769-1234 Fax : (02) 100-6232	Hotel Management	6,900,000 shares at par 100 Baht each	100.0%
38	Lagoon Assets Private Limited 6th Floor, Aage 12 Boduthakurufaanu Magu K. Male' 20094 Maldives	Not operate yet	5,000 shares at par of MVR 100 each	100.0% (Owned by Centara Capital Limited)
39	Nakheel CT Deira Islands Hotel - FZCO Plot No. DIA - BR - 0004B Palm Deira Area, Dubai City, Dubai	Not operate yet	5 shares at par of AED 100,000 each	40.0% (Owned by Centara Capital Limited)
40	Central South Pattaya Limited 999/99 Rama 1 Road, Pathumwan, Bangkok Tel. : (02) 769-1234 Fax : (02) 100-6232	Not operate yet	100,000 shares at par 10 Baht each	100.0%
41	Central Restaurants Group (HK) Limited Level 54, Hopewell Centre, 183 Queen's Road East, Hong kong	Holding Company	1 share at par 1 HKD	100.0% (Owned by Central Restaurants Group Co., Ltd.)
42	Centara Singapore Private Limited 80 Robinson Road, #02-00, Singapore (068898)	Holding Company	7,000,000 shares at par 1 USD each	100.0% (Owned by Centara Management Headquarter Co., Ltd.)
43	Centara Lagoon Private Limited 6th Floor, Aage 12 Boduthakurufaanu Magu Maafannu, Republic of Maldives	Not operate yet	Registered share capital of 10,000,000 shares Par value 1 USD per share	100.0% (Owned by Centara Capital Limited)

	Company	Nature of Business	Issued Ordinary Share	Percentage of Shareholding (%)
44	Centara Japan Capital Godo Kaisha 6-11, Ginza 1-chome, Chuo-ku, Tokyo	Holding Company	Reserved and Paid-up share capital of 100,000,000 YEN	100.0% (Owned by Centara Singapore Private Limited)
45	Green Food Factory Limited 306 Central Silom Tower 5-8 Floor, Silom Suriyawong, Bang Rak, Bangkok 10500	Restaurant	190,000 shares at par 100 Baht each	51.0% (Owned by Central Restaurants Group Co., Ltd.)
46	Centara Osaka Japan Kabushiki Kaisha 6-11, Ginza 1-chome, Chuo-ku, Tokyo	Not operate yet	Reserved and Paid-up share capital of 100,000,000 YEN (1,000,000 shares at par 100 Yen each)	100.0% (Owned by Centara Singapore Private Limited)
47	Central Restaurants Group (Vietnam) Company Limited 163 Phan Dang Luu Street, Ward 01, Phu Nhuan District, Ho Chi Minh City, Vietnam	Holding Company	Registered and issued share capital of 23,200,000,000 Vietnamese Dong	100.0% (Owned by Central Restaurants Group (HK) Limited)
48	Brown Dessert Company Limited 306 Central Silom Tower 5-8 Floor, Silom Suriyawong, Bang Rak, Bangkok 10500	Restaurant	93,976 shares at par 100 Baht each	51.0% (Owned by Central Restaurants Group Co., Ltd.)
49	Centara Osaka Tokutei Mokuteki Kaisha Chidoya-ku, Tokyo	Not operate yet	Common shares of 100,000 YEN Preferred shares of 6,200,000,000 YEN	51.0% (Owned by Centara Singapore Private Limited and Centara Japan Capital Godo Kaisha)
50	ORC Coffee Passion Group Joint Stock Company G11, Ground Floor (Commercial Area), Satra Edimland Building, 163 Phan Dang Luu, Ward 1, Phu Nhuan District, Ho Chi Minh City	Restaurant	5,762,625 shares at par 10,000 Vietnamese Dong each	40.0% (Owned by Central Restaurants Group (Vietnam) Company Limited)

CORPORATE MANAGEMENT HOTEL BUSINESS

CENTARA HOTELS & RESORTS

Corporate Management

Chairman of the Board	Mr. Suthikiati Chirathivat
Vice Chairman	Mr. Suthichai Chirathivat
Honorary Advisor to the Board	Khunying Suchitra Mongkolkiti
Advisor to Chairman of the Board	Mr. Dan Chinsupakul
Advisor to the Board	Mr. Gerd Kurt Steeb

Hotels Business Group

Operations

Chief Executive Officer	Mr. Thirayuth Chirathivat
Deputy Chief Executive Officer	Mr. Timothy Markland Blaiklock
Vice President - Operations	Mr. David Robert Good

Corporate Affairs & Social Responsibilities

Senior Vice President - Corporate Affairs & Social Responsibilities	Mrs. Supatra Chirathivat
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Centara International Management

Senior Vice President - Business Development	Mr. Andrew Frederick Langston
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Finance & Administration

Senior Vice President - Finance & Administration	Dr. Ronnachit Mahattanapreut
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Procurement

Vice President - Procurement	Mr. Thirakiati Chirathivat
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Sales & Marketing

Vice President - Brand, Marketing & Digital	Mr. Thomas Roger Thrussell
Vice President - Commercial	Ms. Tabatha Kristen Ramsay

Human Resources

Vice President - Human Resources	Ms. Rujapa Hamnilrat
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Design & Technical Services

Vice President - Design & Technical Services	Mr. Adrian Hardwick-Jones
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Group Director of Operations

Corporate Director of Operations	Mr. Robert Frederik Maurer-Loeffler
Corporate Director of Operations	Mr. David Martens
Corporate Director of Operations	Mr. Kamal Chaoui

Hotel Management

Centara Reserve Samui	Mr. Patrick Moukarzel
Centara Grand & Bangkok Convention Centre at CentralWorld	Mr. Robert Frederik Maurer-Loeffler
Centara Grand at Central Plaza Ladprao Bangkok	Mr. James Robert Wilson
Centara Grand Beach Resort & Villas Hua Hin	Mr. David Martens
Centara Grand Beach Resort & Villas Krabi	Mr. Voytek Klasicki
Centara Grand Beach Resort Phuket	Mr. Kamal Chaoui
Centara Grand Mirage Beach Resort Pattaya	Mr. Denis Thouvard
Centara Grand Island Resort & Spa Maldives	Ms. Prapaijit Thongma
Centara Karon Resort Phuket	Mr. Wayne Graydon Duberly
Centara Kata Resort Phuket	Mr. Gorn Puangkhaio
Centara Villas Samui	Mr. Paul Maneerat
Centara Hotel Hat Yai	Mr. Manoon Wutti
Centara Watergate Pavillion Hotel Bangkok	Mr. Sanon Wilaiwongs (Executive Assistant Manager)
Centara Hotel & Convention Centre Udon Thani	Mr. Preecha Yarangwong
Centara Koh Chang Tropicana Resort	Mr. Pius Luechinger
Centara Sonrisa Residences & Suites Sriracha	Ms. Metta Boonyaritipong
Centara Ao Nang Beach Resort & Spa Krabi	Mr. Michael Gaarde-Nielsen
Centara Pattaya Hotel	Mr. Jonas Sjostedt
Centara Nova Hotel & Spa Pattaya	Mr. Jonas Sjostedt
Maikhao Hotel	Mr. Ruud Andries Hulscher
Centara Ras Fushi Resort & Spa Maldives	Ms. Prapaijit Thongma
Centara Ceysands Resort & Spa, Sri Lanka	Mr. Mario Taulien
Centara West Bay Hotel and Residences Doha	Mr. Sean Spinks
Centara Muscat Hotel	Mr. Manop Wongchaikam
Centara Mirage Beach Resort Mui Ne	Mr. Franck Rodriguez
Khum Phaya Resort & Spa, Centara Boutique Collection	Ms. Suk-ura Wittayaporn (Operations Manager)
Maikhao Dream Villa Resort & Spa, Centara Boutique Collection	Mr. Ruud Andries Hulscher
Centra by Centara Government Complex Hotel & Convention Centre Chaeng Watthana	Mr. Wuthisak Pichayagan
Centra by Centara Hotel Mae Sot	Mr. Somsak Saisawad
Centra by Centara Maris Resort Jomtien	Mr. Chaiphun Thongsuthum
Centra by Centara Phu Pano Resort Krabi	Mr. Dechanont Wangthong
Centra by Centara Cha Am Beach Resort Hua Hin	Mr. Asdang Sukwises
COSI Pattaya Wong Amat Beach	Mr. Jakub Stanislaw Piowowski
COSI Krabi Ao Nang Beach	Ms. Rutjiret Ananphong

Resort Manager

Centara Q Resort Rayong	Ms. Sitapaat Suttisuntrangkura
Centara Chaa Talay Resort & Villas Trat	Ms. Annaliza Bisnar
Centra by Centara Coconut Beach Resort Samui	Ms. Supaporn Nouching
Waterfront Suites Phuket by Centara	Ms. Nattiya Akhophan (Operations Manager)

Hotel Manager

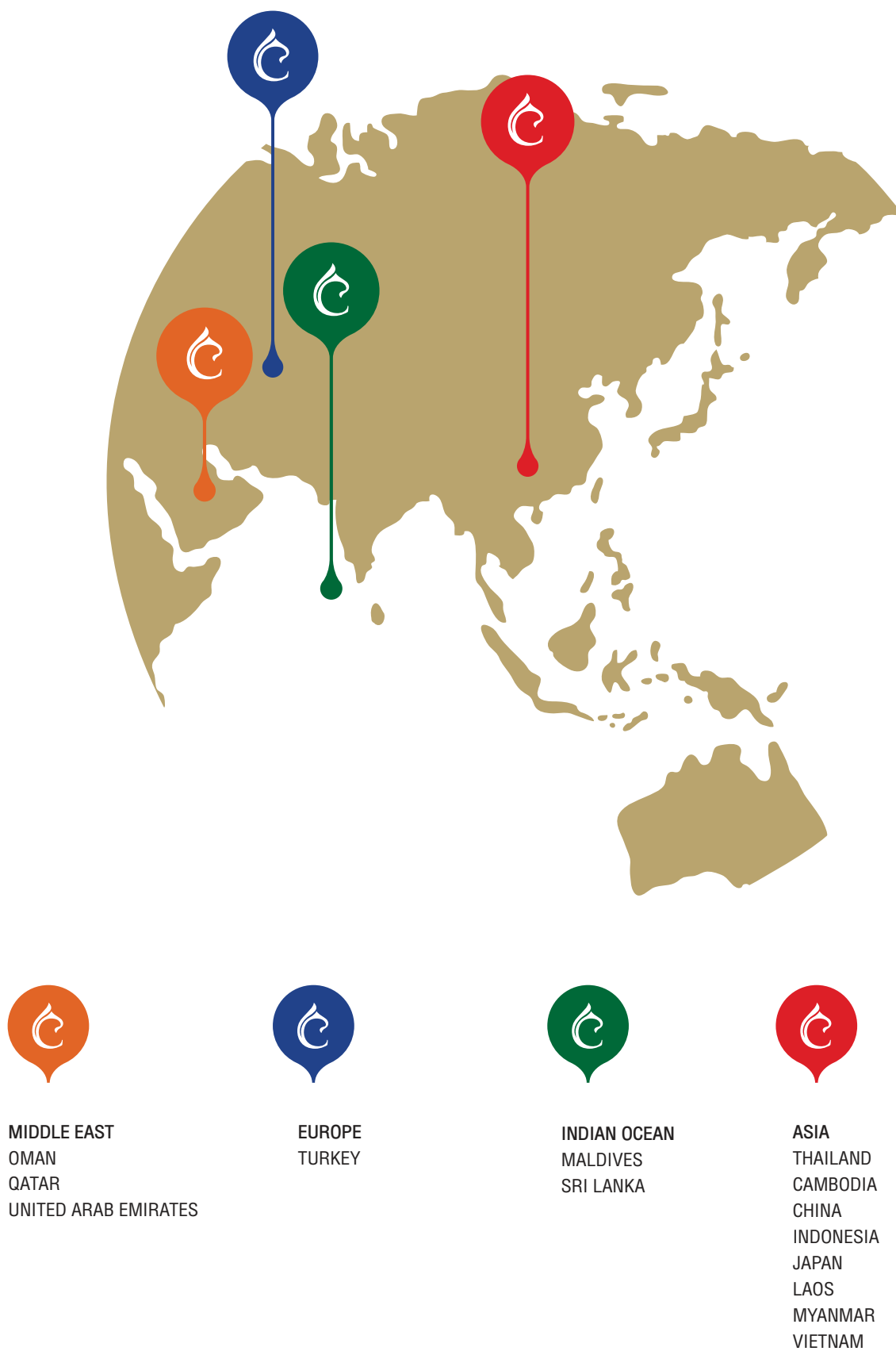
Centara Villas Phuket	Ms. Saijai Maneemas
Centara Anda Dhevi Resort & Spa Krabi	Mr. Michael Gaarde-Nielsen
Centara Azure Hotel Pattaya	Mr. Khajohn Wimolcharoensuk
Centra by Centara Avenue Hotel Pattaya	Mr. Khajohn Wimolcharoensuk
COSI Samui Chaweng Beach	Ms. Vatmongkol Rasrisawas

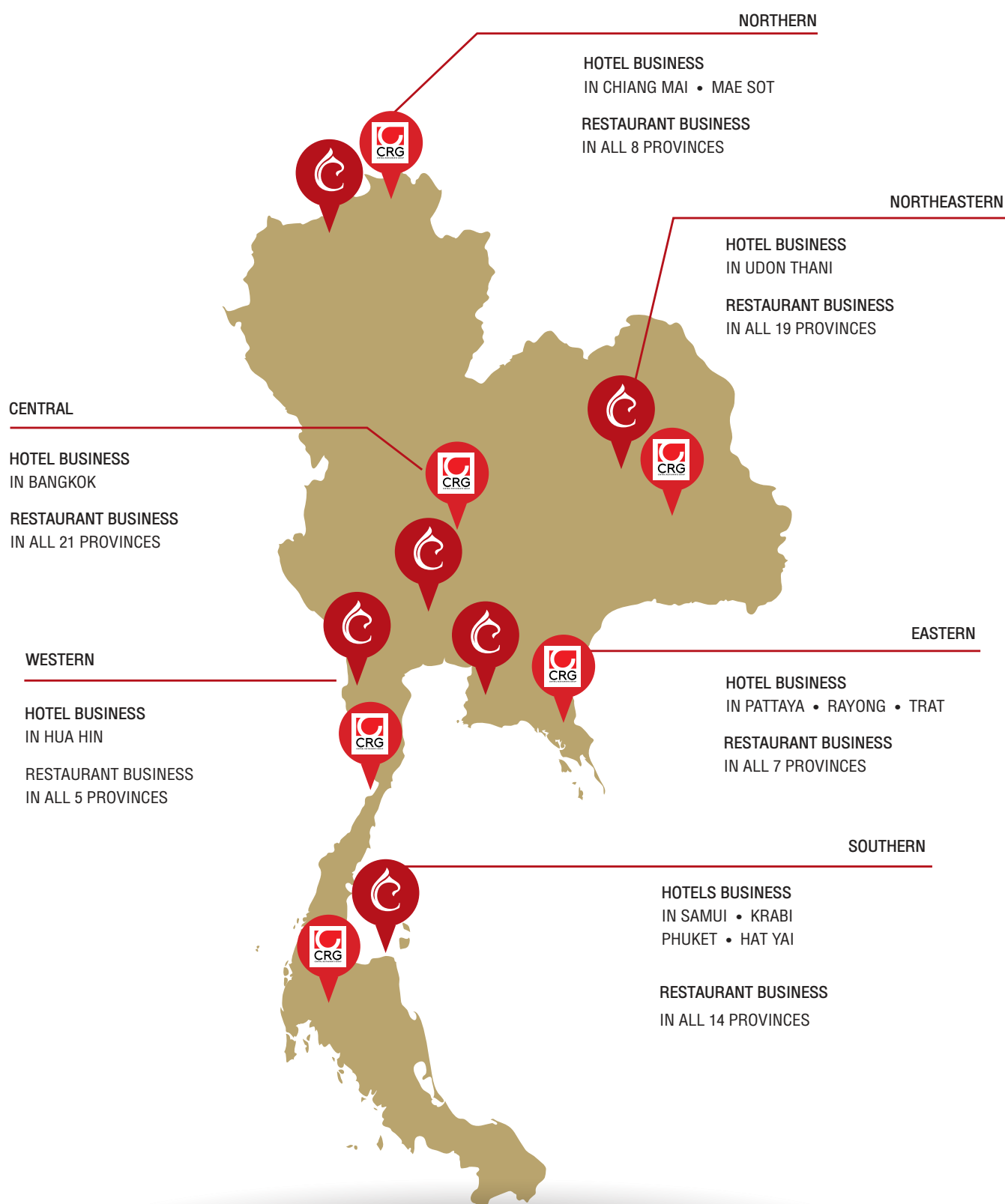
CORPORATE MANAGEMENT FOOD BUSINESS

Central restaurants group

President of CRG	Mr. Nath Vongphanich
Chief Operating Officer	Mr. Sucheep Tamacheepjareon
Chief Financial Officer	Ms. Nanthawan Vacharakomolpun
Head of International Business & Japanese Cuisine II	Mrs. Pentip Ungpakorn
Head of QSR & Western Cuisine	Mr. Piyapong Chitchumnong
Head of Thai & Chinese Cuisine	Mr. Tanapoln Tunpasit
Head of President Human Resources	Ms. Jaruwan Ngampisutpaisan
Head of Corporate Strategy and Development	Dr. Chatchai Unahabhokha
Head of Business Development	Mr. Sitthisak Wongsamut
Advisor to Operation	Mr. Chainarong Lerlertvanich
Head of Japanese Cuisine I	Mr. Denchai Petchamarat
Head of Mister Donut	Ms. Sineenart Sookthavorn
Head of Supply Chain Management	Mr. Thirawat Loetthiraphan
Head of Food Innovation	Ms. Jittapat Yaempae
Head of Auntie Anne's	Mrs. Nongnapas Rumpeuy
Head of Pepper Lunch & Chabuton	Mrs. Orawan Komonpunporn
Head of Ootoya & Tenya	Mr. Parwit Amtim
Head of Yoshinoya & Katsuya	Mrs. Siriporn Thanintharatharn
Head of CRG Manufacturing	Mr. Rastam Benraheem
Head of Finance and International Business	Ms. Kalya Subhakornpichan
Head of Construction	Mr. Chatree Tinsiripattanakij
Head of Site Acquisition	Mr. Anucha Thananan
Head of Corporate Planning	Mrs. Sirirat Wisetjindavat
Head of KFC Operations	Mr. Kanop Sriarwut
Head of KFC Marketing	Ms. Napatsorn Sakulchaivanich
Head of Application Development & Services	Mr. Chattawat Chancharung
Head of Channel Management	Ms. Shanoknatnapat Sinvivathanachai
Head of HR Shared Services	Mr. Thawat Thong-In







CENTARA RESERVE

CENTARA
GRAND

CENTARA

CENTARA
HOTELS & RESORTS

Centara
BOUTIQUE COLLECTION

centra
by CENTARA

COSI

SPA
Cenvaree

Cense
by SPA Cenvaree

CENTARA The1

Mister
Donut

KFC

Auntie Anne's
Freshly Baked

Pepper
Lion
เปปเปอร์ ลันซ์

CHABUTON
ชาบูคัง รามเม

COLD STONE
CREAMERY
Ultimate Ice Cream Experience

CRG
CENTRAL RESTAURANTS GROUP

ไทยเทอเรส
THAI TERRACE
TOUCH OF THAI CUISINE

吉野家
YOSHINOYA

โอโตยะ
大戸屋
OTOYA
Japanese Restaurant

เทนยะ
天丼TNT
TEMPURA TENDON TENYA
ASAKUSA TOKYO

カツ
WASO

ไอโรยดี
aroidee

KOWLUNE

SALAD
FACTORY
FAMILY RESTAURANT

brown
ブラウン
Cafe & Eatery

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