



Annual Report

Form 56-1 One Report

As of 31 December 2021

Grande Asset Hotels and Property Public Company Limited

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Part 1

Business Operations and Performance

Part 1

Business Operations and Performance

1. Structure and Operations of the Corporation

1.1. Policy and Business Overview

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

Grande Asset Hotels and Property Public Company Limited ("the Company") has put in place a hybrid business strategy, so as to conduct business in property development for short and medium-term revenue recognition, and to invest in the hotel business which is investing in property to achieve long-term revenue recognition. Moreover, the Company has invested in manufacturing and distribution of rubber gloves in order to continuously generate income under the current situation and market demand. The purpose of such strategies is to reduce dependence on one business and to add value to business for long term property.

The Company divided business operation and strategy into 4 categories as follows:

(a) **Real Estate Development Business:** The Company will focus on the investment in business district or tourism area that has high potentials to be developed, accessible to various convenient transportation networks with variety of facilities located nearby e.g., hotel, academy, entertainment place, shopping mall, hospital, etc. The Company is targeting medium to high income customers who require a convenience of living.

(b) **Hotel Business:** The Company is aiming to focus on the investment in 5-star hotels by hiring experience hotel management company with international and global network to manage the business such as Marriott International and Hyatt International Corporation. For hotel investment in Bangkok Metropolitan, the Company choosed to invest in hotels with locations that are convenient to commute and are located in central business district. In addition, the Company also has a policy to diversify its investment to other provinces or foreign in the future by selecting the location that are the leading tourist attractions of the country.

(c) **Rental Business**

Rental areas which are under the Company are listed below:

- Rental area for Robinson Department Store which is located next to the Westin Grande Sukhumvit
- Rental area for the Allez which is located next to Hyatt Regency Bangkok Sukhumvit

- Condominium unit for commercial purpose within the Hyde Sukhumvit 11 (Operated in May 2019)

(d) **Manufacturing and Distribution of Rubber gloves:** The Company is aiming to manufacturing and distribution of medical rubber gloves which are high demand in medical business and others such as restaurant, hotel, etc. The Company's factory building located at TFD Industrial Estate 2, Bangpakong District, Chachoengsao Province. Currently, the construction of the first factory building has been completed and the machines is under installation gradually. It is expected to complete and able to production and distribution within 2022.

1.1.2. Change and Major Developments

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

As of December 31, 2021, the Company has a registered capital of THB 5,000,000,000, comprising 5,000,000,000 ordinary shares with par value of THB 1 per share, the issued and paid up capital in amount of THB 3,615,929,965.

The Company and subsidiaries ("the Group") has changes and major developments as follows:

2019

- The Company lauched Hyde Heritage Thonglor project which is a super-luxury condominium comprises a single tower with 45-floors and 311 units. This project nestled on Sukhumvit Road, close to Thonglor BTS station just 250 metres. The project value is more than 6,000 million Baht and it launched this project in the first quarter of 2019.
- In March 2019, Hyatt Regency Bangkok Sukhumvit, a five-star hotel, was fully operated. It is located on Sukhumvit Road next to Sukhumvit Soi 13. The hotel features various room type with full facilities and amenities such as Thai and International restaurants, Banquet Hall and Ballroom, 24-hour fitness center, free form swimming pool with outdoor Jacuzzi and steam room.

- In April 2019, The Allez project was fully operated. It is located in front of Hyatt Regency Bangkok Sukhumvit. This project is a three-storey building with the approximated area of 2,000 Sq.m. for rental area of restaurant, spa, beauty clinic and financial services.

2020

- In November 2020, The Company established new joint ventures as Grand Global Gloves Company Limited ("GGG") which manufacturing and distribution of medical rubber gloves for domestic and foreign customers. GGG had a registered capital of Baht 100 million and issued and paid-up share capital in amount of Baht 75 million. The Company held 50.50% in GGG.

2021

- On 23 June 2021, The Extraordinary General Meeting of Grand Global Gloves No.2/2021 which a joint venture, had resolved and approved the increase of registered share capital from 100 million Baht to 350 million Baht by issuing new ordinary shares 2,500,000 shares, with par value of THB 100 per share to the existing shareholders of GGG in proportion to their shareholding. The subsidiary called for paid-up increase share capital with Baht 25 each, totaling amount of Baht 62.50 million. GGG had already received the increase paid-up share capital for the full amount and registered with the Ministry of Commerce on 8 July 2021.
- On 15 July 2021, Royal Orchid Hotel (Thailand) Public Company Limited, a subsidiary, sold assets to Grand Royal Orchid Hospitality Real Estate Investment Trust with Buy-Back Condition ("GROREIT") amounting to Baht 4,498 million and entered into an agreement with MFC Asset Management Public Company Limited ("MFC"), as the trustee of GROREIT. The term of the lease is 3 years since from the date that the lease agreement was signed, whereby each party having the right to renew the lease 2 times, for period of 1 year each time, total rental period of 5 years and the Company is able to buy back the assets from the third year to fifth year.

1.1.3. Use of Company's Funds according to Objectives Stated in Registration Statement for Public Offering of Securities

Use of Fund	Estimated Amount Used	Estimated Period of Amount Used	Descriptions / Progress of Use of Funds / Reasons and Measures in the case of Use of Funds Non-Compliant with Objectives
1. To purchase assets or invest in businesses relating to the current business operations	230 MB 150 MB	3 months 4 months	To use as loan to joint venture for investing property development project and working capital in business
2. To repay loans or debts from the issuance of bonds			
<ul style="list-style-type: none"> • Debentures issued in April 2021 amounting to Baht 373.9 million 	273.9 MB	2 months	To repay the existing debentures with the due date in June 2021 in the amount of Baht 1,000 million
<ul style="list-style-type: none"> • Debentures issued in October 2021 amounting to Baht 230 million 	230 MB	1 day	To repay the existing short-term debentures with the due date in October 2021 in the amount of Baht 230 million
<ul style="list-style-type: none"> • Debentures issued in November 2021 amounting to Baht 732.1 million 	130 MB	4 months	To repay the existing loans to financial institutions
3. The others such as working capital in the business	100 MB 450 MB	3 months 4 months	To use as working capital in the business and/or invest in the exist property development project

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

Existence of Financial Ratio and other condition

1. The Company will maintain the net debt to equity ratio at the end of the fiscal year of each quarter or at the end of accounting period in the case of the last quarter not more than 3.0 : 1 and not more than 3.5 : 1 in the accordance with the rights and obligations of the Issuer and the Debenture Holders.

"Total amount of net debt"	Refer to total liabilities as shown in the debenture issuer's consolidated financial statements which have been audited or reviewed by the debenture issuer's auditor, with interest bearing or under discount included financial obligations and liabilities which may occur from the issuer's pledge, aval or other similar obligations with other persons or other entities (not including the subsidiaries) that not shown in the consolidated financial statements but shown in notes to consolidated financial statements and not included liabilities related to the issuance of letter of guarantee as collateral for land allocation or utilities or any others, minus cash and cash equivalents that shown in the statement of financial position with including the restricted deposits that was pledge to others. For the avoidance of doubt, such liabilities are not including trade payables, cash received in advance, lease liabilities, liabilities from change of the accounting standard or any non-interest bearing liabilities.
"Total amount of equity"	Refer to total amount of equity as shown in the consolidated financial statement which have been audited or reviewed by auditor. In addition, the equity includes non-controlling interest of the shareholders
"Statement of financial position"	Refer to the latest statement of financial position of the debenture issuer and its subsidiaries which have been audited or reviewed by auditor who certified by the Securities and Exchange Commission ("SEC")

2. The debenture issuer will not declare a dividend payment to shareholders in the event that the debenture issuer fails to pay the principal and/or interest of the maturity debenture or has an event of default or an event that may be default excepted resolved to approved by the General Shareholders Meeting.

1.2. Nature of Business

1.2.1. Revenue Structure

The revenue structure in details breakdown by business for during the past three years (for the year 2019 to 2021) can be summarised as follows:

Revenue structure	2021		2020		2019	
	THB Million	%	THB Million	%	THB Million	%
Revenue from hotel operations						
Rooms	259	40	462	40	1,636	52
Food and beverage	161	24	299	26	803	26
Others ¹	18	3	32	3	83	3
Total revenues from hotel operations	438	67	793	69	2,522	81
Revenue from sales of real estate	60	9	171	15	413	13
Revenues from rental income	17	3	36	3	38	1
Dividend income	11	2	11	1	11	-
Other income ²	124	19	133	12	158	5
Total revenues	650	100	1,144	100	3,142	100
Growth rate of total revenue (%)	(43%)		(64%)		(15%)	
Growth rate from hotel operations business (%)	(45%)		(69%)		45%	
Growth rate from sales of real estate business (%)	(65%)		(59%)		(74%)	

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

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

1.2.2. Nature of Product or Service

The Company divided business operation into 4 categories as follows:

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

The Trendy Condominium

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

Hua Hin Blue Lagoon Resort

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

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

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

Hyde Sukhumvit

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

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

Hyde Sukhumvit 11

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

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

Hyde Heritage Thonglor

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

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

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

Rayong Villa & Condominium

The Rayong Villa & Condominium Project divides the area into two parts; Villa and Condominium both projects are upcoming situated next to 5-Star Hotels. The Villa part is set on 37 Rais of the land plot, and will comprise of 2-4 bedrooms stand-alone villas with swimming pools, with a total of 61 units. The project is expected to be launched during 2022. The aim of the project is to allow customers to immerse with nature, including sea and mountain surrounding with big trees around the area. The high-rise condominium beach-front will be built on a 5-Rais land plot, complete with 5-star facilities.

- (b) **Hotel business** The Company has invested in the project development by ourselves or acquisition of another hotel that is already in operation. Hotel development includes purchasing or leasing land, procure and hire consultants, contractors, suppliers involved in the development of such projects. and hire experienced hoteliers with global network to manage the assets. At present, the company has hired Marriott International Group and Hyatt

International Corporation to operate the hotel. The hotels manage by Marriott International are The Westin Grande Sukhumvit, Bangkok, Royal Orchid Sheraton Hotel and Towers, which the Company acquired in April 2018. Sheraton Hua Hin Resort and Spa Phetchaburi province and Sheraton Hua Hin Pranburi Villas Prachuap Khiri Khan province, Marriott International Group is a leading hotel management company Has experience in hotel management and has more than 7,000 hotels in more than 100 countries around the world. and is one of the largest hotel company in the world. Manages 30 hotel brands: Westin®, Sheraton®, W®, St. Regis®, JW Marriott®, The Ritz-Carlton®, The Luxury Collection®, EDITION®, BVLGARI®, Marriott®, Marriott Executive Apartments®, Delta. Hotels®, Renaissance Hotels®, DESIGN HOTELS®, Autograph Collection®, Le Meridian®, TRIBUTE PORTFOLIO®, Courtyard Marriott®, SpringHill Suites®, FourPoints® by Sheraton, Aloft®, Residence Inn®, AC Hotels®, Gaylord®, Protea Hotels®, Fairfield Inn®, TownePlace Suites by Marriott®, Moxy Hotels® and Element by Westin®, while Hyatt International Corporation operates the Hyatt Regency Bangkok Sukhumvit. It is a latest hotel for the company. The hotel was officially opened in March 2019. The Hyatt International Corporation is another leading 5-star hotel management company with experience in hotel management and has more than 700 hotel chains in more than 54 countries around the world. and is considered one of the best hotel management companies in the world. Currently, Hyatt International Corporation operates 12 hotel brands: Park Hyatt®, Grand Hyatt®, Hyatt Regency®, Hyatt Hotels®, Andaz®, Hyatt Centric®, Unbound Collection®, Hyatt Place®, Hyatt House®, Hyatt Ziva®, Hyatt Zilara® and Hyatt Residence Club®.

Details of each hotel of the company are as follows

The Westin Grande Sukhumvit, Bangkok

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

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

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

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

Room Accommodation

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

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

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

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

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

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

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

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

The Westin Grande Sukhumvit	2021	2020	2019
Occupancy (%)	19.5%	17.2%	83.7%
Average Daily Rate	2,308	4,017	4,550

Food and Beverage

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

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

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

	Size Sqm.	Floor	Capacity
Grand Ballroom (Ballroom A+B)	624.00	7	Cocktail / Classroom 500 / 350
Ballroom A	312.00	7	Cocktail / Classroom 180 / 130
Ballroom B	312.00	7	Cocktail / Classroom 180 / 130
(State Room 1+2)	153.00	8	Cocktail / Classroom 100 / 60
State Room 1	76.5	8	Cocktail / Classroom 40 / 24
State Room 2	76.5	8	Cocktail / Classroom 40 / 24
State Room 3	148.50	8	Cocktail / Classroom 100 / 60
Board Room 1	36.00	8	Cocktail / Classroom 30 / 18
Board Room 2	21.00	8	Cocktail / Classroom 15 / 10
Botan 1	20.6	8	Cocktail / Boardroom 10 / 8
Botan 2	19.6	8	Cocktail / Boardroom 10 / 8
Botan 3	19.4	8	Cocktail / Boardroom 10 / 8
Botan 4	18.4	8	Cocktail / Boardroom 10 / 8
Altitude Lounge	255	25	Cocktail / Boardroom 200 / 40
Altitude Library	49	25	Cocktail / Boardroom 20 / 15

Other Services

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

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

emphasizes the importance of children by providing special equipment and supplies necessary for children as well as toys baby bed This is a special tool provided by Westin standards for children aged 3-12 years.

Royal Orchid Sheraton Hotel and Towers

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

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

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

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

Royal Orchid Sheraton Hotel and Towers	2021	2020	2019
Occupancy (%)	6.2%	20.2%	84.8%
Average Daily Rate	2,345	3,063	3,096

Sheraton Hua Hin Resort & Spa

Sheraton Hua Hin Resort & Spa, a 5-star resort under the brand “Sheraton Hotels & Resorts” of Marriott International Group. Located on the secluded beach of Cha Am. Only 200 kilometers from Bangkok, convenient travel It takes about 2.5 hours by car. The hotel building is a two-storey building lined around a swimming pool and surrounded by lush gardens. offering 228 rooms and 12 suites, the resort offers direct access to a 560-meter lagoon swimming pool that winds its length. Various types of trees inserted in harmony to provide shade and enjoy the sea view blue sky and beautiful beaches. The deluxe rooms are 49 square meters in size, with high ceilings giving an airy feeling. Warm with color tones and decorations in contemporary Thai style. The rooms include the "Sheraton Suite Sleeper Bed", a bed that is exclusive to Sheraton. The spacious bathroom is characterized by a large mirror. with separate bathtub and shower room and entertainment system. Choose to stay in rooms with private garden or pool access rooms that just step down from the balcony to enjoy swimming immediately. There are 12 suites in total, measuring 98 square meters, equipped with entertainment system. A large wardrobe with dressing corner silk bathrobe Bath amenities from Shine for Sheraton™ bath amenities. All rooms have a private balcony to sit and relax outside. High speed internet and wireless internet in room Facilitate guests to stay connected

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

Room accommodation

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

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

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

Sheraton Hua Hin Resort & Spa	2021	2020	2019
Occupancy (%)	33.0%	32.1%	63.6%
Average Daily Rate	2,862	3,693	3,802

Food and Beverage

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

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

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

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

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

Other services

The conference venues of the Sheraton Hua Hin Resort & Spa are meticulously designed and perfectly allocated to accommodate a wide range of event types. Consisting of a Grand Ballroom and 2 smaller meeting rooms with a total area of 820 square meters, meeting rooms the most luxurious, majestic and perfect. Also "The Chandelier" has an area of 892 square

meters with a ceiling height of 7.6 meters, decorated in warm colors. with ceiling-length windows for natural light. Capable of accommodating up to 800 people for large meetings or banquets, all meeting rooms are equipped with state-of-the-art facilities and technology. and can be subdivided for convenience and can meet the needs in different styles, including 7 rooms together

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

The Star Club Children's Club Offers a special space for children between 4-12 years old, looks like a large brightly colored dice house. separate from the resort building spacious area brightly colored furniture and equipment are designed especially for children to facilitate children to have fun with varies toys including a complete set of learning tools that help children's creativity. Surrounded by lawns for running and playing every day, the Star Club hosts activities that help train children's imagination. Playground in front of the stars club is a space where children Have more fun and exercise, open for service every day from 9:00 a.m. - 18:00 hrs.

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

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

Sheraton Hua Hin Pranburi Villas

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

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

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

Room Accommodation

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

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

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

Sheraton Hua Hin Pranburi Villas	2021	2020	2019
Occupancy (%)	57.6%	50.6%	41.8%
Average Daily Rate	5,937	6,070	6,229

Food and Beverage

Dalah Restaurant serves breakfast buffet and an a la carte menu for lunch and dinner. There is a choice of Thai food. Dala also presents the distinctive identity of the health-conscious Sheraton brand with “Color Your Plate” a menu that will balance and color the favorite dishes for the whole family. and the time of “Sheraton Social Hour”, a social gathering place on the next level of tasting specially selected premium quality wines. Open for breakfast buffet from 7.00-11.00 hrs., lunch from 11.00-14.30 hrs. and dinner from 18.00-24.00 with special BBQ buffet in dinner every Saturday.

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

Other Services

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

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

Hyatt Regency Bangkok, Sukhumvit

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

Hyatt Regency Bangkok Sukhumvit is a 31- storey 5- star hotel located along Sukhumvit Road at the entrance of Soi Sukhumvit 13, there is a bridge directly connecting to Nana BTS Station. There are 273 rooms in a variety of styles, fully equipped with both Thai

and international restaurants. Banquet Hall and Ballroom 24-hour fitness center, free form swimming pool with outdoor Jacuzzi and steam room.

Room Accommodation

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

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

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

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

Hyatt Regency Bangkok Sukhumvit	2021	2020	2019
Occupancy (%)	12.5%	16.4%	65.2%
Average Daily Rate	2,956	5,209	4,999

Food and Beverage

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

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

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

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

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

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

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

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

1.2.3. Marketing and Competition

(a) Property Development

Due to the spread of COVID-19 pandemic from 2020 to 2021, property market will be on its downtrend. New projects launched rate is at the lowest level in the last 6 years record and more than 165,000 units are abandoned in the market. However, many believe that once the COVID-19 has come to an end or the spread continues to be less and less and more people get vaccinated. It is likely we could expect that the market will return to pre-pandemic in 2022.

According to the survey revealed from the Real estate information center Government Housing Bank. It has obviously appeared that the overall market in Bangkok and the surrounding area has dropped in both numbers of units and prices. Newly-launched units rate decreased more than 37 % and it is also noted that condominiums alone fell by 42.5% which is extremely high. It seems that property developers have slowed down to invest in new projects, especially in the areas of Nonthaburi, Pathum Thani, and Bangkok. Meanwhile, there were still more new project developments in the area of Nakhon Pathom, Samut Sakhon, and Samut Prakan compared to data from the same period of last year.

Overall, demanding on newly sold units, both the number of units and the prices decreased by about 9 % and in case of considering on the absorption rate condos, it has shown that the level has increased due to decreasing of new projects, not as of result from total sold units.

Having the overall picture of 2021, it is expected that there will be approximately 53,693 new residential units on the market, with approximately 171,283 units for sale.

In 2022, As soon as the vaccine is distributed throughout the country, the assets situation will be in a better place as expected. This will increase the number of new residential units in the market by at least 80,117 new residential units and it is expected to result in a decrease in the number of remaining units for sale by approximately 161,120 units or a 5.9% decrease compared to 2021

According to the Real Estate Information Center (REIC), in the first half of 2021, its officers had been managing with onsite surveys and gathering data on the movement of investment in residential development by the time that Thailand continued to experience the 3rd and 4th waves of COVID-19 spreading. It was indicated that this crisis has made such a significant impact on the supply of new residential units in the market in Bangkok and perimeter area.

New house-condo projects, by first half of 2021

It seems that new housing projects are unlikely to enter the market. The data appeared to be at only 18,713 units or a decrease of 4.7%, and a total value of 86,419 million baht, or a decrease of 5.9% compared to the same period last year, resulting in the supply of all housing units sold in the Bangkok-perimeter area.

A total of 194,779 units or a decrease of 5.4% and a total value of 971,460 million baht or a decrease of 6.4% with a decrease in new units sold in both the number of units and price of approximately 29,776 units or a decrease of 9.1% and a value of 144,651 million baht or a decrease 9%, resulting in approximately 165,003 units remaining in the market and a total value of approximately 826,809 million baht, a decrease in both the number of units and the value of 4.7% and 5.9%, respectively, which is a decrease of 10.7% of the remaining condominium units, while the remaining housing units for sale dropped only 0.3% as a result of operators adjusting by reducing the number of condominium developments and adjusting business strategies to develop housing projects into the market

Once considering and getting in the dept details, the officer found a slowdown in the opening of new sales in Nonthaburi, Pathum Thani, and Bangkok provinces. The number of units decreased by 70.1%, 67.1%, and 29.1%, respectively. In Nakhon Pathom, Samut Sakhon, and Samut Prakan provinces, there were still new units launched for sale, increasing by 82.4%, 43.1%, and 16.8%, respectively. This is an increase in the development of almost all housing projects.

Forecasting new houses-condos to enter the market in 2021. It is estimated that new homes for sale will enter the market in 2021, approximately 53,693 units, with a total value of approximately 239,736 million baht, consisting of housing project approximately 30,556 units, total value approximately 152,659 million baht. Condominium projects approximately 23,137 units, total value approximately 87,077 million baht.

In the second half of 2021, the growth rate of new residential project units will be at a lower negative rate than in the first half of the year.

It is expected to decrease by 3.9% compared to the same period last year. While the value dropped by about 22.2%, we are confident that the situation of new units in Bangkok and its vicinity will improve over the first half of 2021.

(b) Hotel Business

The tourism situation in Thailand in 2021 has accumulated 4 thousand foreign tourists, most of them arriving in Thailand in November-December as a result of the Test & Go travel policy that allows travelers who have completed 2 vaccinations and have negative RT-PCR result from country of origin and upon arrival in Thailand able to enter the country without quarantine, the overall 2021 number of tourists has decreased by 6.3 million from 2020 due to the COVID-19 pandemic affecting tourism in Thailand and around the world. The global tourism sector continues to be heavily impacted by border lockdowns. As for Thailand measures have been taken to prevent the spread of the coronavirus disease (COVID-2019) from abroad since March 2020, resulting in no foreign tourists traveling for 21 months consecutive since April - December 2021. While the government has relaxed the quarantine measures for travelers entering the Kingdom from November 2021 by the Test & Go measure, Phuket, Samui, Krabi Sandbox and reducing the number of quarantine days for unvaccinated travelers from 14 days to 7 days, including meetings that can hold more than 200 people, and easing alcohol sales among others showing signs of recovery in the hotel sector in 4th quarter.

Number of Tourists since January – December 2021 vs 2020

Country of	Number		%Change
Nationality	2021P	2020P	2021/20
East Asia	73,428	3,739,408	-98.0%
Europe	250,948	2,078,979	-87.9%
The Americas	47,395	318,426	-85.1%
South Asia	12278	321,753	-96.2%
Oceania	10851	139,891	-92.2%
Middle East	29,694	79,674	-62.7%
Africa	3275	24,265	-86.5%
Grand Total	427,869	6,702,396	-93.6%

Reference: Ministry of tourism and sport

While our hotels in Hua Hin and Pranburi have benefited due to their proximity to Bangkok. Including activities from the company to boost sales by issuing Grande Asset Exclusive Cash Voucher to attract customers to use the services of the company's hotels. together with other private sectors such as credit card companies Insurance companies, hospitals, tour companies to build confidence and give special privileges to customers.

Forecast of tourism situation in 2022 from the Tourism Authority of Thailand.

Foreign tourists will gradually enter Thailand because there are still restrictions about international travel patterns such as traveler screening guidelines, but a good image of Thailand's in COVID-19 control will build confidence for tourists. Including the beautiful nature that has been restored in the past will attract foreign tourists.

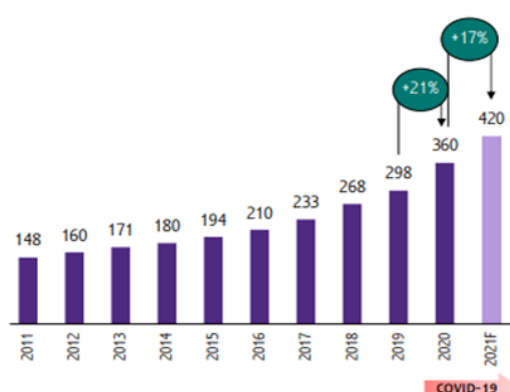
As for the direction of domestic tourism, under the situation that began to find more infected case with the corona virus (COVID-2019), the government might announce aggressive measures to control the epidemic such as lock down. This might make the overall tourism in Thailand stagnate again. Domestic tourists have begun to change their spending habits for vacations, as they still worried about infection from traveling to various tourist attractions. Although it is expected that domestic tourism in the first quarter of this year will not recover to a positive yet due to the spread of the COVID-19 Omiron variant, but the government's tourism promotion and marketing activities to stimulate domestic travel demand will create interest in traveling within the country and gradually recovered again from the end of the 1st quarter onwards.

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

The ongoing COVID-19 epidemic in many regions around the world today results in the world's use of rubber gloves in 2021 continue to increase. The Malaysian Rubber Glove Manufacturers Association (MARGMA) forecasts that the world use of rubber gloves in 2021 is likely to be 420,000 million pieces expanded by 17% from 2020, which was 360,000 million pieces, as shown in Figure 1: Predicted global rubber glove demand. In addition, in March 2021, COVID-19 has returned to epidemic more severely in many countries. As a result, the world demand for rubber gloves is likely to expand at a high rate this year. This is an opportunity for Thai entrepreneurs to produce and export rubber gloves to the world market.

Picture 1: Predicted global rubber glove demand

Unit: billion pieces



Source: EIC analysis based on data from Malaysian Rubber Glove Manufacturers Association (MARGMA)

MARGMA expects demand for gloves in 2022 and 2023 to be 10%-15% higher than COVID-19 pre-pandemic level. From 2022 onwards, the demand for rubber gloves in addition to testing for COVID-19 It is also used in the treatment and vaccination for immunity. Due to the multitude of strains of COVID-19 and the mutation of COVID-19, it is imperative that the world's population is encouraged to have more than one vaccination per year in order to continuously boost their immunity against the virus. The demand for rubber gloves in vaccination continues to exist. In addition, factors that increase the demand for rubber gloves comes from changing lifestyle behaviors of people around the world who have turned to pay more attention to hygiene and cleanliness. As a result, other industries need more rubber gloves to create cleanliness and self-confidence for themselves and service users, such as the food industry, department stores, shops, etc., where many places have adjusted employees to wear rubber gloves for the safety.

1.2.4. Assets for Business Operations

The Company has disclosed details of Cost of real estate development, Property, plant and equipment, Intangible assets, Investment properties, Right-of-use assets and Land held for development that the Company and subsidiaries used in Business Operation and Investment Policy in Subsidiaries in "Attachment 4 Assets for business operations".

1.2.5. The projects which have not been transferred

As of 31 December 2021, the Company has condominium units that entered into Sales and Purchase Agreements but has not been transferred in number of 131 units of 2 projects, totaling amount of Baht 2,220.51 million as follows:

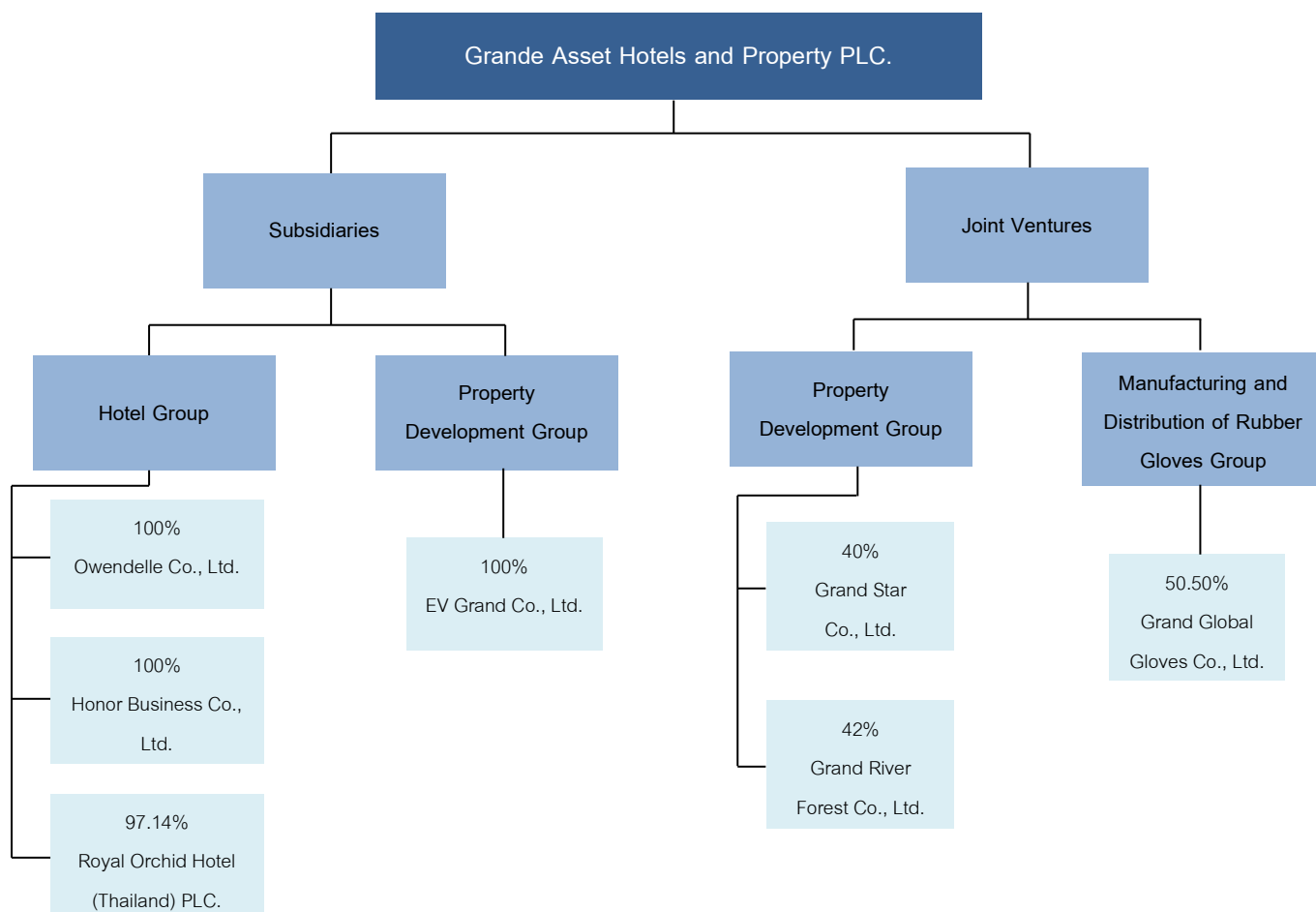
Project	Number of Units (Unit)	Amount (MB)
Completed Project		
- Hyde Sukhumvit 11 project	3	30.46
Developed Project		
- Hyde Heritage Thonglor project	128	2,190.05
Total	131	2,220.51

1.3. The Corporation's Shareholding Structure

1.3.1 The Corporation's Shareholding Structure

Company's name	Nature of Business	Location	Percentage of Shareholding (%)	
			2021	2020
<u>Subsidiaries</u>				
Honor Business Company Limited	Hotel	Thailand	100	100
Owendelle Company Limited	Hotel	Thailand	100	100
EV Grand Company Limited ⁽¹⁾	Property Development	Thailand	100	100
Royal Orchid Hotel (Thailand) Public Company Limited	Hotel	Thailand	97.14	98.48
<u>Joint Ventures</u>				
Grand Star Company Limited	Property Development	Thailand	40	40
Grand River Forest Company Limited	Property Development	Thailand	42	42
Grand Global Gloves Company Limited	Manufacturing and Distribution of Rubber Gloves	Thailand	50.5	50.5

(1) Formerly known as Grande Equity Development Company Limited, the company's name was changed on February 15, 2021.



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

Grande Asset Hotels and Property Public Company Limited

Grande Asset Hotels and Property Public Company Limited ("the Company") is located at 388, Exchange Tower Building, 32nd Floor, Room No. 3203-4, Sukhumvit Road, Klongtoey, Klongtoey, Bangkok. The Company became a public company on July 7, 2003. At present, the Company has a registered capital of Baht 5,000,000,000 ordinary share, the issue and paid up capital as of December 31, 2021 in amount of Baht 3,615,929,965.

The Company engages in two main business which are Hotel business and Real Estate development business. At present, there are 5 hotels in operation:

1. The Westin Grande Sukhumvit Hotel is located on Sukhumvit Soi 19, Bangkok which is a 5-star hotel, residing in a 25-storey building and comprising of 362 rooms.
2. Royal Orchid Sheraton Hotel and Towers is located on Charoen Krung 30 Road, Bangkok which is a 5-star hotel, residing in a 28-storey building and comprising of 726 rooms.
3. Sheraton Hua Hin Resort & Spa is located on Cha-Am District, Phetchaburi which is a 5-star hotel, residing in a 2-storey building and comprising of 240 rooms.
4. Sheraton Hua Hin Pranburi Villas is located on Pranburi District, Prachuap Khirikhan which is a 5-star hotel which consist of 53 private pool villas.
5. Hyatt Regency Bangkok Sukhumvit Hotel is upper upscale hotel, located on Sukhumvit Soi 13, Bangkok. The hotel is a 31-storey building and comprised of 273 rooms.

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

As of December 31, 2021, the Company had 4 projects currently opening for sale namely Hyde Heritage Thonglor, Hyde Sukhumvit 11, The Trendy Condominium and Hua Hin Blue Lagoon Condominium.

As of 31 December 2021, the Board of directors of the Company comprises of 12 members as follows:

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

9. Mr. Pornchai	Kittipanyangam	Independent Director and Chairman of Audit Committee
10. Mr. Wattana	Suthipiniytham	Independent Director, Audit Committee and Risk Management Committee
11. Mr. Chaiwat	Uthaiwan	Independent Director and Chairman of Risk Management Committee
12. Dr. Boonrux	Yodpheth	Independent Director and Audit Committee

EV Grand Company Limited (Subsidiary)

EV Grande Company Limited (formerly known as Grande Equity Development Company Limited, the company's name was changed on February 15, 2021) is located at 388, Exchange Tower Building, 32nd Floor, Room No. 3203-4, Sukhumvit Road, Klongtoey, Klongtoey, Bangkok. The Company holds 100% of the registered capital of EV Grand. EV Grand operates real estate development business. At present, there is Rayong Villa project for future development.

As of 31 December 2021, the Directors of EV Grand Co., Ltd. comprise of 4 members as follows:

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

Honor Business Company Limited (Subsidiary)

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

As of 31 December 2021, the Directors of Honor Business Co., Ltd. comprise of 5 members as follows:

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

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

Royal Orchid Hotel (Thailand) Public Company Limited ("ROH") is located on 2 Captain Bush Lane, Charoen Hrunf Road, Kwaeng Bangrak, Khet Bangrak, Bangkok. ROH was listed in the Stock Exchange of Thailand on July 21, 1989. At present, ROH has a registered capital of Baht 1,117,500,000, comprising 1,117,500,000 ordinary shares with par value of Baht 1 per share, the issued and paid-up capital in amount of Baht 937,500,000. The Company's shareholding of ROH is a total of 910,710,380 shares or 97.14%.

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

As of 31 December 2021, the Board of directors of Royal Orchid Hotel (Thailand) PLC. comprises of 12 members as follows:

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

Owendelle Company Limited (Subsidiary)

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

As of 31 December 2021, the Directors of Owendelle Co., Ltd. comprise of 5 members as follows:

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

Grand Star Company Limited (Joint Venture)

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

As of 31 December 2021, the Directors of Grand Star Co., Ltd. comprise of 4 members as follows:

<u>Director's name</u>		<u>Position</u>
1. Mr. Sanith	Adhayanasakul	Director
2. Mr. Vitavas	Vibhagool	Director
3. Mr. Atsuhisa	Ogura	Director
4. Mr. Kazuhiko	Matake	Director

Grand River Forest Company Limited (Joint Venture)

Grand River Forest Company Limited is a Joint Venture of Sumitomo Forestry Company Limited, Grande Asset Hotels and Property Public Company Limited and Property Perfect Public Company Limited. It was established on 6 July 2018 which located at 388, Exchange Tower Building, 32nd Floor, Room No. 3203-4, Sukhumvit Road, Klongtoey, Klongtoey, Bangkok. Grand River Forest invests in a real estate development project for sale on Charoennakorn Road. It is registered with Baht 450 million capital, fully paid-up. The Company holds 42% in the joint venture.

As of 31 December 2021, the Directors of Grand River Forest Co., Ltd. comprise of 4 members as follows:

<u>Director's name</u>		<u>Position</u>
1. Mr. Sanith	Adhayanasakul	Director
2. Mr. Vitavas	Vibhagool	Director
3. Mr. Atsuhisa	Ogura	Director
4. Mr. Kazuhiko	Matake	Director

Grand Global Gloves Company Limited (Joint Venture)

Grand Global Gloves Company Limited ("GGG") is a joint venture of Grande Asset Hotels and Property Public Company Limited and W.A. Rubbermate Company Limited. It was established on 9 November 2020 which located at 388, Exchange Tower Building, 32nd Floor, Room No. 3203-4, Sukhumvit Road, Klongtoey, Klongtoey, Bangkok. GGG operates manufacturing and distribution of rubber gloves. At present, GGG has Baht 350 million in registered capital and paid-up shares is Baht 162.5 million. The Company holds 50.5% in joint venture.

As of 31 December 2021, the Directors of Grand Global Gloves Co., Ltd. comprise of 4 members as follows:

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

1.3.2. Shareholders' Structure

The Company's first 10 major shareholders based on the closing of the register book as of December 30, 2021, details are as follows:

Shareholders	As at December 30, 2021	
	No. of Ordinary Shares	% of Total Shares
1. Metro Premier Holding Company Limited	1,223,521,003	33.84
2. Property Perfect Public Company Limited	343,563,811	9.50
3. Thai Property Public Company Limited	196,980,000	5.45
4. Mr. Surachai Ratithong	196,400,000	5.43
5. Mr. Vilert Wongaphisamphan	84,081,866	2.33
6. Miss Orawanya Jarusirikankul	55,000,000	1.52
7. Mr. Surakit Ratithong	43,000,000	1.19
8. Mr. Kirin Narula	39,267,263	1.09
9. Mr. Wuthiluck Poolvaraluck	39,111,000	1.08
10. Thai NVDR Company Limited	38,685,386	1.07
Total	2,259,610,329	62.49
Minor Shareholders	1,356,319,636	37.51
Grand Total	3,615,929,965	100.00

Remark: Metro Premier Holding Company Limited, which is the 1st shareholder, Property Perfect Public Company Limited, which is the 2nd shareholder, and Thai Property Company Property Public Company Limited, the 3rd shareholder, is a company in the same group. All three companies are companies registered in Thailand. Metro Premier Holding Company Limited is a subsidiary of Thai Property Public Company Limited, which is a 100% shareholder, and Thai Company. Property Public Company Limited is a subsidiary of the Company. Property Perfect Public Company Limited, which is a 94.60% shareholder by means of a tender offer method of Thai Property Co., Ltd. Titi Public Company Limited and Thai Property Public Company Limited let Metro Premier Holding Company Limited become a shareholder in the Company by purchasing shares from the existing shareholders and later Metro Premier Holding Company Limited transferred some of its shares to Thai Property Public Company Limited.

1.4. Securities and Shareholder Information

Registered Capital and Paid-up Capital

At the end of the fiscal year	31 Dec 2021	31 Dec 2020	31 Dec 2019
Registered Capital			
- Value (Baht)	5,000,000,000	5,000,000,000	5,000,000,000
- Number (Shares)	5,000,000,000	5,000,000,000	5,000,000,000
Paid-up Capital			
- Value (Baht)	3,615,929,965	3,615,929,965	3,615,929,965
- Number (Shares)	3,615,929,965	3,615,929,965	3,615,929,965
- Par Value (Baht per share)	1	1	1

As of January 1, 2019, the company's registered capital has not changed 5,000,000,000.00 baht (the number of ordinary shares 5,000,000,000 shares with a par value of 1.00 baht) with an increase in issued and paid-up capital 3,615,929,965.00 baht (the number of ordinary shares 3,615,929,965 shares with a par value of 1.00 baht per share), which is a result of dividend payment of ordinary shares to the Company's shareholders.

As of April 22, 2019, the 2019 Annual General Meeting of Shareholders resolved as follows:

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

- 1.1. The Company shall allocate and offer to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering) in the ratio of 10 existing shares to 1 new share (in the case of fractional shares from the calculation, will be disregarded) at the offering price of 1.00 baht per share by specifying the date to determine the names of shareholders (Record Date) for the rights In the subscription for newly issued ordinary shares allocated and offered to shareholders of the Company on Monday, March 25, 2019.

- 1.2. The company shall bring the number of newly issued ordinary shares that have not been issued 1,022,477,039 shares with a par value of 1.00 baht per share and the remaining ordinary shares after the allocation to the existing shareholders of the Company under (1.1) above (if any), allotted and offered for sale at one time or in parts for Offered from time to time to a specific person (Private Placement) according to the Notification of the Capital Market Supervisory Board No.TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement.

As of December 31, 2020, the company's registered capital has not changed 5,000,000,000.00 baht (the number of ordinary shares 5,000,000,000 shares with a par value of 1.00 baht) with unchanged issued and paid-up capital 3,615,929,965.00 baht (the number of ordinary shares 3,615,929,965 shares with a par value of 1.00 baht per share).

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

1. Cancel the allocation of the newly issued ordinary shares that have not been issued in full. 1,384,070,035 shares with a par value of 1.00 baht per share, according to the Annual General Meeting of Shareholders of the Company for the year 2019 on April 22, 2019, has approved the allocation of such newly issued ordinary shares to the shareholders of the Company and Private placement.
2. The Company shall allocate and offer to the existing shareholders of the Company in the amount of 602,654,994 shares with a par value of 1.- Baht per share, allocating and offering to the existing shareholders of the Company in proportion to the number of shares each shareholder Rights Offering) in the ratio of 6 existing shares to 1 new share (in case of fractional shares being calculated to be disregarded) at the offering price of 0.56 baht per share (with a discount from the par value of 0.44 baht per share).
3. The Company shall bring 781,415,041 unissued newly issued ordinary shares with a par value of 1.- baht per share and the remaining ordinary shares after the allocation to the existing shareholders of the Company under Clause 2 above (if any) issuing and offering for sale at one

time or in parts to offer for sale from time to time to private placement according to the Notification of the Capital Market Supervisory Board No.TorJor. 72/2558 Re: Permission for Listed Companies to Offer Newly Issued Shares to Private Placement, which such person must not be a connected person of the Company by assigning the Board of Directors or persons assigned by the Board of Directors to have the power in determining the offering price of shares at the best price according to market conditions during the offering of shares to investors, which must not be less than 0.65 baht per share (with a discount from the par value of not more than 0.35 baht per share).

As of December 31, 2021, the company's registered capital is unchanged in the amount of 5,000,000,000.00 baht (the number of ordinary shares 5,000,000,000 shares with a par value of 1.00 baht) with unchanged issued and paid-up capital of 3,615,929,965.00 baht (the number of ordinary shares 3,615,929,965 shares with a par value of 1.00 baht per share).

1.5. Issuance of other securities

(1) Bill of exchange

As of December 31, 2021, the Company has no outstanding bill of exchange.

(2) Debentures

As of December 31, 2021, the Company has the outstanding debentures amount of 4,804.10

Million Baht as detailed below: -

- Name of Debenture	Debentures of Grande Asset Hotels and Property Public Company Limited No. 1/2019 Due 2022
Total Amount	1,489.40 Million Baht
Face value	1,000 Baht/unit
Type of offering	To offer the Debentures to institutional investors and/or high net worth (II-HNW)
Issue date	18 February 2019
Maturity date	18 February 2022
Interest rate	Fixed interest rate 6.25% per annum
- Name of Debenture	Debentures of Grande Asset Hotels and Property Public Company Limited No. 2/2019 Due 2022
Total Amount	1,402.20 Million Baht
Face value	1,000 Baht/unit
Type of offering	To offer the Debentures to institutional investors and/or high net worth (II-HNW)
Issue date	12 July 2019

Maturity date	12 July 2022
Interest rate	Fixed interest rate 6.75% per annum
- Name of Debenture	Secured Debentures of Grande Asset Hotels and Property Public Company Limited No. 2/2020 Due 2023 with the issuer's right of early redemption
Total Amount	300 Million Baht
Face value	1,000 Baht/unit
Type of offering	To offer the Debentures to specific investors (not more than 10 investors during any 4-month period)
Issue date	11 September 2020
Maturity date	11 March 2023
Interest rate	Fixed interest rate 7.00% per annum
- Name of Debenture	Secured Debentures of Grande Asset Hotels and Property Public Company Limited No. 3/2020 Due 2023 with the issuer's right of early redemption
Total Amount	276.50 Million Baht
Face value	1,000 Baht/unit
Type of offering	To offer the Debentures to institutional investors and/or high net worth (II-HNW)
Issue date	22 October 2020

Maturity date 22 April 2023

Interest rate Fixed interest rate 6.85% per annum

- Name of Debenture Secured Debentures of Grande Asset Hotels and Property Public Company Limited No. 1/2021 Due 2023 with the issuer's right of early redemption

Total Amount 373.90 Million Baht

Face value 1,000 Baht/unit

Type of offering To offer the Debentures to institutional investors and/or high net worth (II-HNW)

Issue date 29 April 2021

Maturity date 29 July 2023

Interest rate Fixed interest rate 6.80% per annum

- Name of Debenture Secured Debentures of Grande Asset Hotels and Property Public Company Limited No. 3/2021, Tranche 1, Due 2023 with the issuer's right of early redemption

Total Amount 230 Million Baht

Face value 1,000 Baht/unit

Type of offering To offer the Debentures to institutional investors and/or high net worth (II-HNW)

Issue date 28 October 2021

Maturity date	28 October 2023
Interest rate	Fixed interest rate 7.50% per annum
- Name of Debenture	Secured Debentures of Grande Asset Hotels and Property Public Company Limited No. 3/2021, Tranche 2, Due 2023 with the issuer's right of early redemption
Total Amount	732.10 Million Baht
Face value	1,000 Baht/unit
Type of offering	To offer the Debentures to institutional investors and/or high net worth (II-HNW)
Issue date	4 November 2021
Maturity date	4 May 2023
Interest rate	Fixed interest rate 7.00% per annum

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

1.6. Dividend Policy

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

Record of Dividend Yield of the Company

Duration	2021 ^{4/}	2020	2019
Stock Dividend (Initial Amount: Stock Dividend)	-	-	-
Value of Stock Dividend per share (Prior to deduction)	-	-	-
Cash value of dividend per share (Baht per share)	-	-	-
Total value of dividend (Baht per share)	-	-	-
Net EPS ^{1/}	(0.239)	(0.287)	(0.084)
Dividend Yield (%) ^{3/}	-	-	-

Remarks:

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

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

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

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

2. Risk management

2.1. Policy and Risk Management Plan

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

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

2.2. Risk Factors for the company's Business Operations

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

The Risk of Real Estate Business

1. Risk from global economic volatility

The world economy in 2021 is likely to expand to a growth of 4-5.5 % from a contraction (negative) of 5% in 2020. As many countries around the world begin to relax the lockdown measures used to control the pandemic COVID -19, it is possible to resume economic activities. According to economic indicators such as World Trade Index and Manufacturing Purchasing Manager Index-PMI, there is a positive trend of recovery. However, the world economy will not be able to expand as easily as estimated prior to the spread of COVID-19 if there is no available vaccine as well as the global distribution of the vaccine. Furthermore, it may take up to 12-18 months or longer until 2022 for the world economy to recover. The main risk factor that will hold back the global economic recovery in 2021 is the new wave of the pandemic that could cause the global economy to slow down significantly once again or may recover slower than expected. In addition, many governments are facing obstacles in fiscal disbursement, including the limited capacity of monetary and fiscal policy in many countries especially in the developing country; many businesses are on the verge of default and bankruptcy. This can potentially cause a widespread problem affecting the global economic and global financial system, especially in the tourism and travel industry. Moreover, the world may also face risks from the long-term effects from stimulus policies, the easing monetary policy in the form of extremely low interest rate, and the implementation of the Quantitative Easing-QE policy for a long period of time. Also, the increasing global debt level aimed to mitigate the impact of the COVID-19 pandemic is likely to rise more than 331% of Gross Domestic Products (GDP) at the end of the first quarter of 2020, which may impact the financial market dramatically if there is a serious default; this will halt public and private spending in the future. On top of that, governments around the world may encounter political conflicts from future attempt of debt reduction and the backlash from the people about the tax increase for the purpose of debt repayment.

2. Risk from economic volatility caused by the spread of the COVID- 19 virus

Throughout the past year, the real estate sector continues to be affected by Covid-19 until the end of the year. It was expected to be somewhat relaxing for both public and private sectors. The government has opened the country as well as economic stimulus policies in place. The private sector is now introducing new projects and a variety of interesting brands to attract potential customers unlike the uneventful period during the beginning of the Covid-19 last year. Admittedly, last year was the year of low-rise segments, such as single-detached houses, twin houses, and townhomes that several developers chose as their main choice in the housing market due to people needing a home to live in. As a result of changing lifestyles from having to work from home for a long period of time, potential buyers are more inclined to look for places with enough space to work, spend more time in the house, relax, and have plenty of room for greenery. Therefore, low-rise houses are a more suitable option.

On the other hand, although the condominium market may not be able to generate sales as well as low-rise houses, we have seen the change in condominium projects that reflect the changing lifestyle. The residents can choose from a variety of designs according to their working lifestyles, for instance, the design of living areas to accommodate working from home and the design of common areas to be workspaces, conference rooms, studios, or suitable areas for e-commerce sales. This flexible design is even a selling point for some projects. If anyone is looking for houses and condos now, in addition to getting an attractive price because of various promotions, there will be more options with new designs that will help new owners live and work at home or condominiums better than before.

For investors, they continue to slow down investment, especially the foreign investors; it is reported that half had withdrawn their investment. Therefore, Thai investors are the focus once again. It is predicted that the trend in 2022 will gradually improve because most people have adjusted to coexistence with Covid-19 as well as started to commute, go out and enjoy life normally. Though purchasing power is likely to recover in 2022, it will still be an unsettling year if the Covid-19 situation persists. This will likely affect the decision to buy a house due to careful spending behavior of prospective consumers.

However, the company has adjusted the operating plan in both countermeasures to build confidence for customers who visit the project and measures to stimulate sales as follows:

- preventive measures by raising the standard hygiene in the project, both in the sales office and the showroom to prevent the spread of the virus continually, such as spraying disinfectants in sales offices, placing alcohol gel and measuring the temperature of visitors and employees as well as providing masks for both related personnel at the site, and visitors every time.

- Countermeasures by delivering online media to customers to be able to visit the showroom while having salespeople available to talk in real time one-on-one via various applications such as Official LINE, YouTube, Facebook, Instagram, and Website and creating a 360 Virtual Tour of the showroom for customers to visit 24 hours a day.
- There are more than 70 sales representatives in Thailand, where CBRE acts as an intermediary for all communications, which is known for experience and expertise in real estate brokerage to help in marketing.
- Limited budget marketing in Hong Kong and Taiwan, emphasizing on online media and mini sales events at the sales representative's company. No expenses for organizing events at hotels.
- Conduct marketing activities to promote the company's sales, such as a bundle deal topped with discounts like On-Top promotions, condominium purchase plus other amenities promotions including electrical appliances and/or furniture, 50% down payment promotions, etc.

3. Risk from exchange rate fluctuations

The situation in 2021, Thai financial market has been highly volatile, both because of external factors and a new round of COVID-19 outbreak in Thailand. This caused Thai baht to depreciate rapidly in March. Then, fluctuated in the range of 31.00-31.50 baht per US dollar in the two following months. However, it was estimated that in the second half of 2021, Thai baht would continue to appreciate against the US Dollars corresponding to Asian currencies and emerging markets. The main driving force behind the appreciation of the baht and other Asian currencies is the overall global economic recovery trend, starting from the business sectors of developed countries that have gradually resumed their operations and resulting in higher demand for exports from emerging markets; this became a supporting factor in emerging market economy.

As a result, confidence in these currencies was likely to rise. The company therefore adjusted sales and marketing strategies to reduce risks that may arise from the volatility of Thai baht by using real estate agents to reach foreign customers such as Taiwanese, Hongkonger, Singaporean, and Thai customers with more purchasing power.

4. Real estate business risk due high investment costs

Investment in the development of various projects of the company relies heavily on credit from various financial institutions, including other sources of loans such as issuing debentures, etc. In this case, procuring a large amount of capital poses a risk if the company is unable to provide funding. Therefore, the company has prepared a clear financing plan for each project so that the company and

its subsidiaries can be considered taking out loans from stable financial institutions to support various projects for the company in the long term, which also provide flexible credit terms and conditions that are the most beneficial to the company. In the past, the company has never faced a problem acquiring funds for developing projects

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

According to Section 19 of the Condominium Act B.E. 2522 as amended by the Condominium Act (No. 2) B.E. 2534 and (No. 3) B.E. 2542, foreigners are restricted to own condominium units in a ratio of no more than 49 percent of the unit area in each condominium. This limited ownership affects the ability to manage the execution of marketing activities and close sales because the company's projects are in the inner-city areas, which are the target areas that foreigners are more inclined to buy as residential properties and/or as an investment. The company focuses on creating a marketing plan to be able to manage the condominium ownership ceiling appropriately and efficiently.

6. Risk from increasing number of competitors in inner Bangkok

Real estate business is one of the most competitive businesses in Bangkok metropolitan areas, especially on Sukhumvit Road, Silom Road, Sathorn Road, or even in the Lumpini, Ploenchit or riverside areas. There are numerous developers: large, medium, small, and new incomings entering the real estate business. With limited space, several developers may want to develop projects on the same piece of land. Consequently, it drives up the price of the land, specifically for the development of condominium projects that focus on locations near the mass transit system stations.

Most of the developers that focus on development in the aforementioned areas are large developers listed on the stock exchange. Naturally, being a listed company will increase options including but not limited to opportunities and advantages of multi-channel fundraising both from individual and institutional investors in the capital market or requesting loans from various financial institutions since investors and financial institutions have more confidence in notable developers than in small or non-listed developers. This in turn makes them stronger due to their higher investment potential and leverage in financial status and initial investment, and ultimately results in higher competition in the real estate market. Thus, it is important to study and conduct a survey of the needs of target customers in various aspects by considering the choice of location, the design of usable space that emphasizes the cost-effective use of limited spaces, and the project plans that are consistent with the target group to increase the ability to compete with other developers. This includes the company use of new promotions such as offering 0% installments for 10 months, free furniture, and special interest rates for customers (subsidy) that are affiliated with various banks to increase

purchasing power and to be accepted among customers while differentiating the company's products from other competitors.

7. Risks from the promulgation of the new Land and Buildings Tax Act

According to the Land and Buildings Tax Act B.E. 2562, the new tax assessment criteria have been changed from the former criteria for assessing property income to appraisal based on the property value of the land and buildings combined, which uses the central appraisal price from the Treasury Department. The tax rate will be assessed based on the intentional utilization of the property whereby increasing the cost of real estate projects for on-going projects, land waiting for development, and the accumulated remaining units of the project. The tax will be charged at the rate of commercial land use with the highest tax ceiling rate of 1.2%. The company has conducted a marketing plan to promote the company's sales such as a bundle deal like all costs covered with a discount, an On-Top promotion like buying a room with free amenities to reduce the accumulated unsold units of the project as well as a clear plan for future projects for land awaiting development to prevent taxation at the rate of waste land, which is higher than the commercial one.

8. Risk of delays in transfer of customer ownership

In general, when customers sign the condominium sale agreement, the company will determine the ownership transfer on a certain date in both completed projects and ongoing projects in the contract. However, the company may face risks of delaying ownership transfer on the predetermined date and risks of failure to pay for the ownership transfer. In the past cases, it resulted from the customers' inability of acquiring loans from financial institutions. Such events may impact the company's revenue recognition that may not be in accordance with the estimates or cash and liquidity management plans, causing the company to resell such units. Nevertheless, at present, the company has collaborated with various financial institutions for a pre-approved process to determine the buyer's ability to apply for preliminary loans and amount that will be approved before deciding to buy a condominium unit with the company. The process does not take long. Moreover, the sales as well as the legal department has a clear written procedure to monitor and schedule the transfer of ownership for customers so that the sales, accounting, and finance along with the customer service department can appropriately and efficiently implement financial planning.

The Risk of Hotel Business

1. Risk from economic fluctuation caused by the outbreak of the COVID-19 virus for example as a result of the US anti-trade policy, oil price volatility fluctuations in foreign exchange rates rising inflation around the world. Including factors related to the epidemic of the COVID-19 virus is the main factor affecting purchasing power and decision making to travel abroad. due to epidemic control measures Both travel

restrictions and quarantine have reduced domestic tourists. As a result, the average occupancy rate at the end of 2021 was 15.7 percent, equal to 6 percent drop compared to the previous year, as a result, the hotel business has a loss

2. The risk of the number of employees being inconsistent with the hotel's income, even though the company has adjusted the number of employees in each hotel to make expenses consistent with income. and has planned to improve and adjust by controlling the number of employees after having resigned and there is more work in groups, known as Cluster, to consider the optimization. (Productivity), for example, one position can work in two hotels. and some positions can work up to three hotels, etc. In addition, the company Operating expenses are also controlled in line with lower customer occupancy rates, such as utilities. Management Fee, including any unnecessary expenses
3. Risks from a number of hotel business operators this is inconsistent with the decrease in tourist numbers from the COVID-19 epidemic, both from new build hotels and alternative accommodations, such as apartments or guesthouses through Airbnb and through new operators, including OYO. To the price strategy competition to compete for a limited market share. However, the strength of our hotel business compared to the private rental rooms are the choice is the facilities, safety, cleanliness, services.
4. Restrictions on leasehold land being the sites of the Group's hotels required the Group to be compliance with those specified in the lease agreements. Some of this limits the hotel's flexibility to improve business's productivity and competitive ability.
5. Risk from domestic factors such as the national airline or Thai Airways is in bankruptcy stage, causing travel route to the country of tourists relying and depending only on foreign airlines that cannot be control and competitive the stability of the flight number and can change at any time or political protests in the country, etc.

3. Business Driving for Sustainability

In 2021, the company and its hotel chains have established guidelines to drive business for sustainability. by operating through hotel chains, the objective is to manage the impact on stakeholders in the business chain. and has set the issue and made a sustainability assessment It is divided into 8 topics: Service Safety, Product and Service Development, Raw Material Sourcing, Human Resources Management, Environmental Management, Governance, Technology and Innovation, Safety Management. relationship with customers

1. Service Security

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

2. Product development

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

3. Sourcing of raw materials

- a. Standards for raw material procurement are established. in accordance with safety standards to ensure that the raw materials are carefully selected and undergo a socially responsible

procurement process, such as the selection of the source of raw materials. Standardized sources comply with the law. Relevant and traceable regulations

- b. Supporting the occupation of the community by purchasing products for the cooperative community to earn income to promote the national economy.

4. Human Resources and Social Management

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

5. Environmental Management

- a. Waste management
 - i. Recycled waste is classified as waste. To manage waste to be disposed of properly and can be reused. It is beneficial according to the circular economy.
 - ii. Reducing food waste by planning from start to finish
- b. The hotel has reduced the use of plastic and foam materials, for example. Providing paper straws only if required by the customer. Using biodegradable or recycled materials. Including refraining from bringing in products that are not such types and coordinating with the shipper to use recycled packaging for delivery only. All changes and arrangements must not affect the measures to control the spread of the COVID-19 virus.
- c. Reduction of greenhouse gas emissions by using the principles of efficient energy management and social responsibility
- d. Internal oversight for efficient use of resources.
- e. The hotel has actively discussed the following water and energy management measures:
 - i. Set the temperature of the air conditioner in the hotel's interior to 25 degrees Celsius and have an automatic shut-off every 4 hours.
 - ii. Reduce water consumption from toilet bowls to 75% without affecting sanitation.
 - iii. Install the window film in the guest room to reduce the temperature by 5 – 7 degrees Celsius.
 - iv. Open large cooling towers only on high utilization days. At the same time, it communicates with staff members to realize energy efficiency.
 - v. The wastewater management system is continuously inspected and maintained to ensure compliance with local standards. The wastewater bill is periodically inspected to meet the requirements with a BOD value of 8.1 (the standard requirement must be lower than 20).

6. Good governance and compliance with the law

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

7. Technology and innovation

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

8. Customer Relationship Management

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

4. Management Discussion and Analysis: MD&A

4.1. Management Discussion and Analysis

4.1.1. The Group Company's Overview

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

1. Property Development Business

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

Under the Company

- Hyde Sukhumvit 11 (Completed. As of 31 December 2021, the outstanding units were 125 units)
- Hua Hin Blue Lagoon Condominium (Completed. As of 31 December 2021, the outstanding unit was 1 unit)
- The Trendy Condominium (Completed. As of 31 December 2021, the outstanding units was 1 unit)
- Project Rayong Villa (Under construction and expected to be sold in early 2022)
- Project Rayong Condominium (Under planning phase)

Under EV Grand Company Limited (Formerly known as Grande Equity Development Company Limited)

- Project Rayong Villa (Under construction)

Under Grand Star Company Limited

- Hyde Heritage Thonglor (Under construction, presently on the market and expected to be transferred in early 2022)

Under Grand River Forest Company Limited

- Project Hyde River Bay (Under planning phase)

2. Hotel Business

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

attractions and various group of target customers, currently the hotels which are under the Group are listed below:

Hotels situated in the center of Bangkok:

Under the Company

- The Westin Grande Sukhumvit
- Hyatt Regency Bangkok Sukhumvit

Under Royal Orchid Hotel (Thailand) Public Company Limited

- Royal Orchid Sheraton Hotel and Towers

Hotels situated in tourist attraction:

Under the Company

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

Under Honor Business Company Limited

- Sheraton Hua Hin Resorts and Spa

Under Owendelle Company Limited

- Sheraton Hua Hin Pranburi Villas

3. Rental Business

Rental areas which are under the Company are listed below:

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

4.1.2. Summary Consolidated Operating Performance

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

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

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

Total Revenues

The Group's main businesses are hotel and property development business which generated 67% and 9% of the Group's total revenues as at December 31, 2021, respectively.

The details of the aforesaid performance are described as follows:

	2021		2020		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenue from hotel operations	437.35	67.33	793.01	69.30	2,521.93	80.28
Revenue from sales of real estate	60.11	9.25	170.58	14.91	413.18	13.15
Revenue from rental income	17.19	2.65	36.20	3.16	37.93	1.21
Total revenues from main businesses	514.65	79.23	999.79	87.37	2,973.04	94.64
Dividend income	10.53	1.62	10.53	0.92	10.53	0.34
Other incomes	124.42	19.15	133.92	11.71	157.95	5.02
Total revenues	649.60	100.00	1,144.24	100.00	3,141.52	100.00

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

Revenue from hotel operations

The Group's revenue from hotel operations in the year 2021 was Baht 437 million or equivalent to 67% of total revenues which decreased from the year 2020 by Baht 356 million, equivalent to 45% as a consequence of the decreased revenues from accommodation and food and beverages due to the

ongoing preventive measures against the pandemic COVID-19. Moreover, a subsidiary's hotel temporarily closed for pipe system renovation during June till October 2021.

Revenue from sales of real estate

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

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

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

Revenue from rental income

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

Other incomes

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

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

Cost, Selling Expenses, Administrative Expenses and Finance Costs

The Group recognised such expense during the year 2021 at the amount of Baht 2,732 million which increased from the year 2020 by Baht 316 million, equivalent to 13%. The increasing consists of impairment losses on hotel building by Baht 560 million and finance costs by Baht 141 million.

However, cost of sales of goods and services decreased by Baht 199 million, selling expenses decreased by Baht 77 million, administrative expenses decreased by Baht 46 million and the expected credit losses on financial asset decreased by Baht 64 million.

Cost of sales of goods and services

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

	2021		2020		2019	
	Million Baht	%	Million Baht	Million Baht	%	Million Baht
Cost of hotel operations	782.73	93.04	919.92	88.46	1,415.11	83.45
Cost of sales of real estate	43.30	5.15	107.02	10.29	259.04	15.28
Cost of rental	15.22	1.81	13.05	1.25	21.59	1.27
Total cost of sales of goods and services	841.25	100.00	1,039.99	100.00	1,695.74	100.00

Cost of hotel operations

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

Cost of sales of real estate

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

Cost of rental

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

Gross profit

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

	2021		2020		2019	
	Gross profit (loss)	Gross margin (loss) ratio	Gross profit (loss)	Gross margin (loss) ratio	Gross profit	Gross margin ratio
	(Million Baht)	(%)	(Million Baht)	(%)	(Million Baht)	(%)
Hotel business	(345.38)	(78.97)	(126.91)	(16.00)	1,106.82	43.89
Property development business	16.81	27.97	63.56	37.26	154.14	37.31
Rental business	1.97	11.46	23.15	63.95	16.34	43.08
Gross profit (loss)	(326.60)	(63.46)	(40.20)	(4.02)	1,277.30	42.96

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

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

Selling expenses

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

Administrative expenses

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

Impairment losses on non-financial assets

Due to the pandemic COVID-19, the hotel's performance has been continuously and significantly declining. Management therefore considered impairment of property, plant and equipment by calculating the recoverable amount of each hotel. As the above result, the Group recognised impairment losses Baht 560 million of such hotel during the current year.

Finance costs

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

Share of losses from investments in joint ventures

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

Income tax

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

Other comprehensive income

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

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

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

(Unit: Million Baht)

	2021	2020	2019
Earnings (loss) before interest, tax, depreciation and amortisation	(911.56)	(218.46)	519.54
Net loss	(1,734.83)	(1,041.14)	(302.18)
Total revenues	649.60	1,144.24	3,141.52
Net loss margin (%)	(267.06)	(90.99)	(9.62)

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

Table below shown return on equity

(Unit: Million Baht)

	2021	2020	2019
Net loss	(1,734.83)	(1,041.14)	(302.18)
Issued and paid-up share capital	3,615.93	3,615.93	3,615.93
Total equity	4,380.90	3,111.24	4,160.45
Return on equity (%)	(46.31)	(28.64)	(6.93)

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

4.1.3. Financial Position Analysis

Financial position of the Group was shown in the table as follows:

(Unit: Million Baht)

	2021	2020	2019
Assets	17,596.02	13,507.76	14,524.82
Liabilities	13,215.12	10,396.52	10,364.37
Equity	4,380.90	3,111.24	4,160.45

Assets

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

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

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

Property, plant and equipment

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

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

Cost of real estate development

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

Long-term loans to related parties

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

Cash and cash equivalents

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

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

Investments in joint ventures

Details of investments in joint ventures are as follows:

Jointly controlled entities	Nature of business	Percentage of shareholding held by the Group	Investment value according to Equity method		
			2021	2020	2019
		%	Million Baht	Million Baht	Million Baht
Grand Star Company Limited ⁽¹⁾	Property development, Project Hyde Heritage Thonglor	40.00	433.79	443.02	452.82
Grand River Forest Company Limited ⁽¹⁾	Property development, Project Hyde River Bay	42.00	183.20	184.65	164.97
Grand Global Gloves Company Limited ⁽²⁾	Manufacturing and distribution of rubber gloves	50.50	64.33	37.78	-
			681.32	665.45	617.79

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

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

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

Deferred tax assets

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

Right-of-use assets

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

Liabilities

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

The structure of liabilities was shown in table below:

	2021		2020		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Debentures	4,782.64	27.18	6,447.82	62.02	6,852.50	66.12
Liability from lease agreement with buy-back obligation	4,312.24	24.51	-	-	-	-
Long-term borrowings from financial institution	1,680.65	9.55	2,046.10	19.68	1,458.29	14.07
Deferred tax liabilities	708.88	4.03	722.03	6.95	735.70	7.10
Corporate income tax payable	599.69	3.41	0.03	-	20.62	0.20
Lease liabilities	408.89	2.32	539.93	5.19	26.92	0.26
Trade and other payables	389.38	2.21	314.21	3.02	566.59	5.47
Deposits and cash received in advance	95.20	0.54	93.43	0.90	151.69	1.46
Bills of exchange payables	-	-	-	-	149.71	1.44
Others	237.55	1.35	232.97	2.24	402.35	3.88
Total liabilities	13,215.12	75.10	10,396.52	100.00	10,364.37	100.00

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

Debentures

(Unit: Million Baht)

	2021	2020	2019
Debentures	4,782.64	6,447.82	6,852.50
<u>Less</u> current portion	(2,888.27)	(2,995.00)	(1,642.85)
Non-current portion	1,894.37	3,452.82	5,209.65

The Company's debentures at the end of the year 2021 were at the amount of Baht 4,783 million, a decrease from the end of the year 2020 by Baht 1,665 million, equivalent to 26% because the newly issued debentures were less those in maturity. During the year, the Company issued debentures of Baht 1,566 million and made repayment due of Baht 3,229 million. The debentures issued and offered during the year 2021 were as follows:

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

Liability from lease agreement with buy-back obligation

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

Long-term borrowings from financial institution

(Unit: Million Baht)

	2021	2020	2019
Long-term borrowings from financial institution	1,680.65	2,046.10	1,458.29
<u>Less</u> current portion	(232.32)	(215.50)	(136.56)
Non-current portion	1,448.33	1,830.60	1,321.73

The Company's long-term borrowings from financial institutions at the end of the year 2021 were at the amount of Baht 1,681 million, a decrease from the end of the year 2020 by Baht 365 million, equivalent to 18% mainly due to the repayment at the amount of Baht 1,266 million was made in accordance with the term under loan agreement, whereas, new borrowing at the amount of Baht 899 million during the year,

Deferred tax liabilities

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

Corporate income tax payable

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

Lease liabilities

(Unit: Million Baht)

	2021	2020	2019
Lease liabilities	478.60	646.93	31.48
<u>Less</u> Future finance charges on leases	(69.71)	(107.00)	(4.56)
Present value of lease liabilities	408.89	539.93	26.92

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

Trade and other payables

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

Deposits and cash received in advance

The Group's deposits and cash received in advance at the end of the year 2021 were at the amount of Baht 95 million, an increase from the end of the year 2020 by Baht 2 million, equivalent to 2% because the down payment of real estate project increased by Baht 2 million, while hotel customers' deposit decreased by Baht 1 million.

Bills of exchange payables

During the year, the Company issued bills of exchange at the amount of Baht 1,000 million carrying interest rate at 12.00% per annum and made totally repayment maturity in July 2021. There was no outstanding bill of exchange at the end of the year 2021.

Equity

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

The structure of equity was shown in table below:

(Unit: Million Baht)

	2021	2020	2019
Issued and paid-up share capital	3,615.93	3,615.93	3,615.93
Legal reserve	49.89	49.89	49.89
Unappropriated retained earnings (deficits)	(2,306.45)	(578.14)	448.42
Other components of equity	2,909.53	(30.19)	(12.64)
Equity attributable to owners of the parent	4,268.90	3,057.49	4,101.60
Non-controlling interests	112.00	53.75	58.85
Total equity	4,380.90	3,111.24	4,160.45

The appropriateness of the capital structure

Debts to equity ratio (Times)

	2021	2020	2019
Debts to equity ratio	3.02	3.34	2.49
Net debts to equity ratio ¹	1.25	2.52	1.58

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

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

4.1.4. Liquidity and Adequacy of Capital

Financial sources

(Unit: Million Baht)

	2021	2020	2019
Net cash used in operating activities	(801.62)	(946.06)	(229.15)
Net cash generated from (used in) investing activities	(661.93)	1,124.32	(1,314.46)
Net cash generated from (used in) financing activities	1,774.11	(201.37)	1,166.32
Net increase (decrease) in cash and cash equivalents	310.56	(23.11)	(377.29)

Cash flow from operating activities

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

Cash flow from investing activities

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

Cash flow from financing activities

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

The history of dividend payment from the year 2019 to present is as follows:

Operation performance year	Dividend per share (Baht)	Dividend payout (Million Baht)	Payment date
2018	0.025	90.39	17 May 2019
2019	Dividend payment not declared		
2020	Dividend payment not declared		

Liquidity

Due to the impact of the COVID-19 pandemic, which continues to affect the Group's performance, the Group had net losses for the year 2021 of Baht 1,735 million and as of 31 December 2021 the Group had current liabilities exceed current assets of Baht 1,486million. However, the Group's management manage sales promotions to increase hotel occupancy rates and condominium unit sales in real estate projects. This includes a policy to continuously reduce costs in all departments and kickstart the rubber glove business that the Group has jointly invested in. In addition, the Group plans to take out additional loans from financial institutions, increasing the share capital of the Company and its subsidiaries by issuing additional bonds and convertible bonds, including a plan to sell a hotel asset. Because of these plans, the Group would be able to manage the current and future of the Group 's liquidity and liabilities appropriately.

Compliance with borrowing conditions

Under the terms of the borrowing facilities and debenture, the Group is required to comply with the net debt to equity ratio at the rates prescribed. The Group has complied with these covenants. As at 31 December 2021, the net debt to equity ratio was 1.25 times.

4.1.5. Commitments and contingent liabilities

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

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

(Unit: Million Baht)

Capital expenditure commitments related to	2021
Cost of real estate development	66
Property, plant and equipment	28
Total	94

4.1.6. Factors which may impact the future operation

Please refer to further details in the topic “2.2 Risk Factors” section of this report as the Company has also described the circumstances or factors which may significantly impact the future operation or the financial position.

4.2. Financial Highlight

4.2.1. Summary of Auditor's Report

Financial Statements	Auditor	Auditor's Report
Financial statements for the year ended 31 December 2019	Mr. Chanchai Chaiprasit, CPA Registration No. 3760, of PricewaterhouseCoopers ABAS Ltd.	The auditor gave an unqualified opinion in the auditor's report that the separate financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries present the financial position, financial performance and cash flows fairly, in all material respects in accordance with Thai Financial Reporting Standards.
Financial statements for the year ended 31 December 2020	Miss Rodjanart Banyatananusard, CPA Registration No. 8435, of PricewaterhouseCoopers ABAS Ltd.	The auditor gave an unqualified opinion in the auditor's report that the separate financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries present the financial position, financial performance and cash flows fairly, in all material respects in accordance with Thai Financial Reporting. The auditor drew attention to the financial statements for the year 2020 regarding the significant events during the current year in connection with the pandemic of Coronavirus Disease 2019 (COVID-19) and the accounting policies in relation to adopting the temporary exemption guidance for additional accounting options to relieve the impact from COVID-19 announced by the Federation of Accounting Professions for the reporting periods ending between 1 January 2020 and 31 December 2020.
Financial statements for the year ended 31 December 2021	Miss Rodjanart Banyatananusard, CPA Registration No. 8435, of PricewaterhouseCoopers ABAS Ltd.	The auditor gave an unqualified opinion in the auditor's report that the separate financial statements of the Company and the consolidated financial statements of the Company and its subsidiaries present the financial position, financial performance and cash flows fairly, in all material respects in accordance with Thai Financial Reporting Standards.

4.2.2. Significant changes in accounting policy

During the year 2019 - 2020, the Group has not significant change in accounting policies. However, each year the Group has adopted new financial reporting standards as follows:

The Group has adopted the new TFRS 15, Revenue from contracts with customers from 1 January 2019 by applying the modified retrospective approach and the comparative figures have not been restated. The Group applied practical expedient relates to completed contracts and contract modifications as allowed by TFRS 15.

On 1 January 2020, the Group has adopted the new financial reporting standards are as follows:

TAS 32	Financial instruments: Presentation
TFRS 7	Financial instruments: Disclosures
TFRS 9	Financial instruments
TFRS 16	Leases

by applying the modified retrospective approach. The comparative figures have not been restated.

In addition, the Group chose to apply the temporary exemption guidance for accounting options to relieve the impact from COVID-19 ("temporary accounting relief") announced by the Federation of Accounting Professions for the fiscal year ended 31 December 2020 are as follows:

- Measurement of expected credit losses of trade receivables

The Group chose excluding forward-looking information in assessing the expected credit loss. The Group applied historical credit loss adjusted with the management's judgement in estimating the expected credit loss.

- Fair value measurements of investment properties

The Group chose not to take into account the information related to COVID-19 in its financial projections for the purpose of fair valuing investment properties as at 31 December 2020.

- Impairment of assets

The Group chose excluding information related to COVID-19 as an indication of the impairment of assets.

- Modification of leases agreements according to TFRS 16

The Group chose reducing lease liabilities, reversed depreciation charges on the right-of-use assets and interest expenses in the proportion of the reduction to the lease payments throughout the year that the Group has received the reduction. The differences between the reduction of the lease liabilities and the reversal of the expenses are recognised in other gains(losses) instead of

remeasuring lease liabilities and adjusting the corresponding right-of-use assets from the lease modification.

- Reversal of deferred tax assets

The Group chose excluding information related to COVID-19 which causes uncertainty when considering the sufficiency of future taxable profit for the purpose of assessing the utilisation of deductible temporary differences. Instead, the Group writes down the carrying amount of the deferred tax assets when it's not probable that the future taxable profit will be available for utilising the deductible temporary differences.

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

The Group recognised the impacts of the change in financial statements as at/ for the year ended 31 December 2021 as follow:

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

4.2.3. Shareholding information in subsidiaries

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

Company	Nature of business	Country of incorporation	Percentage of shareholding held by the Group as at 31 December		
			2021	2020	2019
Subsidiaries directly owned by the Company					
EV Grand Company Limited*	Real estate development	Thailand	100.00	100.00	100.00
Honor Business Company Limited	Hotel	Thailand	100.00	100.00	100.00
Owendelle Company Limited	Hotel	Thailand	100.00	100.00	100.00
Royal Orchid Hotel (Thailand) Public Company Limited**	Hotel	Thailand	97.14	98.48	98.48
Subsidiaries which the Company owns through Royal Orchid Hotel (Thailand) Public Company Limited					
Thai Royal Orchid Real Estate Company Limited	Rental of assets	Thailand	97.13	98.47	98.47

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

** The Company disposed ordinary stock of Royal Orchid Hotel (Thailand) Public Company Limited 1,250,000 stocks to the third party, as a result of the decrease in proportion of shareholding from 98.48% to 97.14% on 31 March 2021.

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

Summary Table of Financial Position and Operating Results of the Consolidated Financial Statements during the Fiscal Years 2019 - 2021

Consolidated Statement of Financial Position

	As at 31 December					
	2021		2020		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Assets						
<u>Current assets</u>						
Cash and cash equivalents	988.86	5.62	678.30	5.02	701.41	4.83
Short-term investments	-	-	-	-	519.78	3.58
Trade and other receivables, net	163.24	0.93	285.50	2.12	377.14	2.60
Short-term loans to related parties, net	3.50	0.02	-	-	-	-
Inventories	9.84	0.05	9.94	0.07	15.07	0.10
Advance for acquisition of land for real estate development	130.00	0.74	150.00	1.11	150.00	1.03
Cost of real estate development	1,626.91	9.25	1,584.48	11.73	1,636.56	11.27
Other current assets	66.75	0.38	27.73	0.21	44.16	0.30
Total current assets	2,989.10	16.99	2,735.95	20.26	3,444.12	23.71
<u>Non-current assets</u>						
Bank deposits pledged as security	21.64	0.12	16.21	0.12	814.33	5.61
Available-for-sale investments, net	-	-	-	-	159.71	1.10
Financial assets measured at fair value through other comprehensive income	152.69	0.87	137.77	1.02	-	-
Investments in joint ventures	681.32	3.87	665.45	4.93	617.79	4.25
Long-term loans to related parties	1,097.40	6.24	523.40	3.87	395.00	2.72
Land held for development	129.49	0.74	129.49	0.96	129.49	0.89
Investment properties, net	235.56	1.34	244.01	1.81	249.33	1.72
Property, plant and equipment, net	10,735.28	61.01	7,816.01	57.86	8,121.84	55.92
Right-of-use assets, net	510.02	2.90	673.24	4.98	-	-
Intangible assets, net	71.16	0.40	84.22	0.62	96.62	0.66
Leasehold rights, net	-	-	-	-	245.72	1.69
Guarantee for lease agreement	311.37	1.77	88.00	0.65	88.00	0.61
Deferred tax assets	651.57	3.70	380.82	2.82	148.57	1.02
Other non-current assets	9.42	0.05	13.19	0.10	14.30	0.10
Total non-current assets	14,606.92	83.01	10,771.81	79.74	11,080.70	76.29
Total assets	17,596.02	100.00	13,507.76	100.00	14,524.82	100.00

Consolidated Statement of Financial Position (Cont'd)

	As at 31 December					
	2021		2020		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Liabilities and equity						
<u>Current liabilities</u>						
Trade and other payables	389.38	2.21	314.21	2.33	566.59	3.90
Bills of exchange payables	-	-	-	-	149.71	1.03
Short-term borrowings from related parties	30.00	0.17	30.00	0.22	140.00	0.96
Current portion of lease liabilities	193.85	1.10	190.75	1.41	8.01	0.06
Current portion of debentures	2,888.27	16.41	2,995.00	22.17	1,642.85	11.31
Current portion of long-term borrowings from financial institution	232.32	1.32	215.50	1.60	136.56	0.94
Deposits and cash received in advance	95.20	0.54	93.43	0.69	151.69	1.04
Corporate income tax payable	599.69	3.41	0.03	-	20.62	0.14
Other current liabilities	46.84	0.27	52.83	0.39	72.13	0.50
Total current liabilities	4,475.55	25.43	3,891.75	28.81	2,888.16	19.88
<u>Non-current liabilities</u>						
Lease liabilities	215.04	1.22	349.18	2.59	18.91	0.13
Liability from lease agreement with buy-back obligation	4,312.24	24.51	-	-	-	-
Debentures	1,894.37	10.77	3,452.82	25.56	5,209.65	35.87
Long-term borrowings from financial institution	1,448.33	8.23	1,830.60	13.55	1,321.73	9.10
Employee benefit obligations	155.19	0.88	143.83	1.06	178.44	1.23
Deferred tax liabilities	708.88	4.03	722.03	5.35	735.70	5.07
Other non-current liabilities	5.52	0.03	6.31	0.05	11.78	0.08
Total non-current liabilities	8,739.57	49.67	6,504.77	48.16	7,476.21	51.48
Total liabilities	13,215.12	75.10	10,396.52	76.97	10,364.37	71.36
Equity						
Issued and paid-up share capital	3,615.93	20.55	3,615.93	26.77	3,615.93	24.89
Retained earnings (deficits)						
Appropriated - legal reserve	49.89	0.28	49.89	0.37	49.89	0.34
Unappropriated	(2,306.45)	(13.11)	(578.14)	(4.28)	448.42	3.09
Other components of equity	2,909.53	16.54	(30.19)	(0.23)	(12.64)	(0.09)
Equity attributable to owners of the parent	4,268.90	24.26	3,057.49	22.63	4,101.60	28.23
Non-controlling interests	112.00	0.64	53.75	0.40	58.85	0.41
Total equity	4,380.90	24.90	3,111.24	23.03	4,160.45	28.64
Total liabilities and equity	17,596.02	100.00	13,507.76	100.00	14,524.82	100.00

Consolidated Statement of Comprehensive Income

	For the year ended 31 December					
	2021		2020		2019	
	Million Baht	%	Million Baht	%	Million Baht	%
Revenues						
Revenues from hotel operations	437.35	67.33	793.01	69.30	2,521.93	80.28
Revenues from sales of real estate	60.11	9.25	170.58	14.91	413.18	13.15
Revenues from rental income	17.19	2.65	36.20	3.16	37.93	1.21
Total revenues	514.65	79.23	999.79	87.37	2,973.04	94.64
Cost of sales of goods and services						
Cost of hotel operations	(782.73)	(120.49)	(919.92)	(80.40)	(1,415.11)	(45.05)
Cost of sales of real estate	(43.30)	(6.67)	(107.02)	(9.35)	(259.04)	(8.25)
Cost of rental	(15.22)	(2.34)	(13.05)	(1.14)	(21.59)	(0.69)
Total cost of sales of goods and services	(841.25)	(129.50)	(1,039.99)	(90.89)	(1,695.74)	(53.99)
Gross profit (loss)	(326.60)	(50.27)	(40.20)	(3.52)	1,277.30	40.65
Dividend income	10.53	1.62	10.53	0.92	10.53	0.34
Other incomes	124.42	19.15	133.92	11.71	157.95	5.02
Selling expenses	(89.47)	(13.77)	(166.14)	(14.52)	(324.37)	(10.32)
Administrative expenses	(553.43)	(85.20)	(599.22)	(52.37)	(964.11)	(30.69)
Expected credit losses on financial asset	0.52	0.08	(63.52)	(5.55)	0.17	0.01
Impairment losses on non-financial assets	(560.00)	(86.21)	-	-	-	-
Finance costs	(687.90)	(105.90)	(546.88)	(47.79)	(497.58)	(15.84)
Share of losses from investments in joint ventures	(28.32)	(4.36)	(11.22)	(0.98)	(17.23)	(0.55)
Loss before income tax	(2,110.25)	(324.86)	(1,282.73)	(112.10)	(357.34)	(11.38)
Income tax	375.42	57.79	241.59	21.11	55.16	1.76
Loss for the year	(1,734.83)	(267.07)	(1,041.14)	(90.99)	(302.18)	(9.62)
Other comprehensive income (expense)	2,956.44	455.12	(6.04)	(0.53)	(2.94)	(0.09)
Total comprehensive income (expense) for the year	1,221.61	188.05	(1,047.18)	(91.52)	(305.12)	(9.71)
Profit (loss) attributable to:						
Owners of the parent	(1,728.31)	(266.06)	(1,038.11)	(90.72)	(303.69)	(9.67)
Non-controlling interests	(6.52)	(1.01)	(3.03)	(0.27)	1.51	0.05
	(1,734.83)	(267.07)	(1,041.14)	(90.99)	(302.18)	(9.62)
Total comprehensive income (expense) attributable to:						
Owners of the parent	1,209.55	186.20	(1,044.11)	(91.25)	(306.66)	(9.76)
Non-controlling interests	12.06	1.85	(3.07)	(0.27)	1.54	0.05
	1,221.61	188.05	(1,047.18)	(91.52)	(305.12)	(9.71)

Consolidated Statement of Cash Flows

	For the year ended 31 December		
	2021	2020	2019
	Million Baht	Million Baht	Million Baht
Cash flows from operating activities			
Loss before income tax	(2,110.25)	(1,282.73)	(357.34)
Adjustments for:			
Depreciation and amortisation	510.79	518.55	379.30
Reversed depreciated item from discount in lease payment	-	(1.16)	-
Difference from discount in lease payment and contract modification	(1.76)	0.03	-
(Reversal) allowance for expected credit losses	(0.52)	63.52	(0.17)
Impairment losses on assets	560.00	-	-
Amortisation of unearned leasehold rights	(1.12)	(10.18)	(12.84)
Withholding tax deducted at source written-off	0.02	0.01	-
Net (gain) loss on disposals and written-off of equipment and right-of-use assets	(2.82)	1.74	0.16
Warranty provision for real estate project	0.28	0.97	3.63
Employee benefit expenses	17.95	31.61	60.04
Dividend income	(10.53)	(10.53)	(10.53)
Interest income	(65.20)	(52.46)	(46.60)
Finance costs	687.90	546.88	497.58
Share of losses from investments in joint ventures	28.32	11.22	17.23
Changes in operating assets and liabilities:			
Trade and other receivables	136.52	23.48	(214.94)
Inventories	0.10	5.14	(1.96)
Cost of real estate development	(2.16)	83.16	82.42
Other current assets	(36.15)	4.33	14.68
Other non-current assets	0.02	(0.04)	1.19
Trade and other payables	34.28	(165.48)	(103.65)
Deposits and cash received in advance	1.78	(58.26)	(22.43)
Other current liabilities	(5.07)	(20.26)	13.14
Employee benefit obligations	(6.59)	(51.83)	(11.17)
Other non-current liabilities	0.34	4.70	2.03
Cash generated from (used in) operating activities	(263.87)	(357.59)	289.77
Interest paid	(516.06)	(577.13)	(478.11)
Income tax paid	(32.13)	(30.11)	(40.85)
Income tax received	10.44	18.77	0.04
Net cash used in operating activities	(801.62)	(946.06)	(229.15)

Consolidated Statement of Cash Flows (Cont'd)

	For the year ended 31 December		
	2021	2020	2019
	Million Baht	Million Baht	Million Baht
Cash flows from investing activities			
Decrease (Increase) in bank deposits pledged as security	(5.42)	798.12	(806.87)
Net proceeds (payments) for financial assets measured at amortised cost - fixed deposits with bank	-	519.78	(59.72)
Payment for short-term loans to related parties	(3.50)	-	-
Payment for investments in joint ventures	(44.19)	(58.87)	(42.00)
Payment for long-term loans to related parties	(574.00)	(128.40)	(80.00)
Proceeds for advances for land for real estate development	20.00	-	-
Purchase of investment properties	-	(0.56)	(2.39)
Proceeds from disposals of equipment	2.97	0.18	0.71
Purchase of property, plant and equipment	(119.42)	(65.37)	(317.11)
Purchase of intangible assets	(0.04)	(0.02)	(61.29)
Dividend received	10.53	10.53	10.53
Interest received	51.14	48.93	43.68
Net cash generated from (used in) investing activities	(661.93)	1,124.32	(1,314.46)
Cash flows from financing activities			
Proceeds from bills of exchange payables	990.23	148.21	936.76
Repayments of bills of exchange payables	(1,000.00)	(300.00)	(1,150.00)
Repayments of short-term loan from a related party	-	(110.00)	-
Repayments of liabilities under lease agreements	(107.00)	(98.00)	(8.58)
Proceeds from sell of assets to Trust with buy-back obligation	4,236.35	-	-
Repayments of liability from lease agreement with buy-back obligation	(79.84)	-	-
Payment for guarantee for lease agreement	(259.00)	-	-
Proceeds from issue of debentures	1,566.00	1,231.50	2,891.60
Repayments of debentures	(3,229.20)	(1,644.10)	(1,280.00)
Proceeds from long-term borrowings from financial institution	898.81	889.60	320.00
Repayments of long-term borrowings from financial institution	(1,265.94)	(297.01)	(416.77)
Payment for financing fees	(24.34)	(19.54)	(28.96)
Payment to non-controlling interests for liquidation of a subsidiary	-	-	(5.38)
Dividends paid to shareholders	-	-	(90.39)
Dividends paid to non-controlling interests	-	(2.03)	(1.96)

Consolidated Statement of Cash Flows (Cont'd)

	For the year ended 31 December		
	2021	2020	2019
	Million Baht	Million Baht	Million Baht
Proceeds from changes in parent's ownership interests in subsidiary	48.04	-	-
Net cash generated from (used in) financing activities	1,774.11	(201.37)	1,166.32
Net increase (decrease) in cash and cash equivalents	310.56	(23.11)	(377.29)
Cash and cash equivalents at the beginning of the year	678.30	701.41	1,078.70
Cash and cash equivalents at the end of the year	988.86	678.30	701.41

Key Financial Ratio

Key Financial Ratio		2021	2020	2019
<u>Liquidity Ratio</u>				
Current Ratio	(times)	0.67	0.70	1.19
Quick Ratio	(times)	0.30	0.25	0.55
Operating Cash Flow to Current Liabilities	(times)	(0.19)	(0.28)	(0.08)
Receivable Turnover	(times)	3.46	5.29	17.67
Collection Period	(days)	104.13	68.04	20.38
Inventory Turnover ^{1/}	(times)	0.51	0.63	0.99
Average Sale Period	(days)	704.10	568.96	362.04
Accounts Payable Turnover	(times)	2.39	2.36	2.77
Payment Period	(days)	150.54	152.45	130.20
Cash cycle	(days)	657.69	484.55	252.22
<u>Profitability ratio</u>				
Gross Profit Margin	(%)	(63.46)	(4.02)	42.96
Gross Operation Profit Margin	(%)	(167.57)	(73.60)	4.72
Other Income Margin	(%)	20.77	12.62	5.36
Operating Cash Flow to Operating Income Margin	(%)	92.96	128.57	(161.70)
Net Profit Margin	(%)	(267.06)	(90.99)	(9.62)
Return on Equity	(%)	(46.31)	(28.64)	(6.93)
<u>Efficiency Ratio</u>				
Return on Total Assets	(%)	(11.16)	(7.43)	(2.14)
Return on Fixed Assets	(%)	(11.87)	(5.89)	0.88
Total Assets Turnover	(times)	0.04	0.08	0.22

Key Financial Ratio		2021	2020	2019
<u>Financial Policy Ratio</u>				
Debt to Equity Ratio	(times)	3.02	3.34	2.49
Interest coverage Ratio ^{2/}	(times)	(1.33)	(0.40)	1.04
Interest bearing debt to EBITDA Ratio ^{3/}	(times)	**	**	12.64
Debt service coverage Ratio ^{4/}	(times)	(0.27)	(0.06)	0.25
Dividend Payout Ratio	(%)	-	-	31.87

Remark

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

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

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

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

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

5. CORPORATE INFORMATION

5.1. General Information

Company Information

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

Registration Number: 0107546000164

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

Nature of Business: Hotel and Property Development

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

Tel.: (662) 204-9900

Fax.: (662) 204-9999

Registered Capital: Baht 5,000,000,000, at Baht 1 par value

Paid-up Capital: Baht 3,615,929,965

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

Company's name	Nature of business	Company Capital (Million Baht)	Number of shares held (shares)	Par (Baht)	Percentage of holding (%)
1. Honor Business Co., Ltd.	Hotel	125	1,250,000	100	100
2. Owendelle Co., Ltd.	Hotel	280	28,000,000	10	100
3. Royal Orchid Hotel (Thailand) Public Company Limited	Hotel	937.5	93,750,000	10	97.14
4. EV Grand Co., Ltd. ⁽¹⁾	Property Development	250	2,500,000	100	100

(1) Formerly known as Grande Equity Development Company Limited, the company's name was changed on February 15, 2021.

5.3. Investment in Joint Venture

Company's name	Nature of business	Company Capital (Million Baht)	Number of shares held (shares)	Par (Baht)	Percentage of holding (%)
1. Grand Star Co., Ltd	Property Development	1,200	12,000,000	100	40
2. Grand River Forest Co., Ltd	Property Development	450	4,500,000	100	42
3. Grand Global Gloves Co., Ltd	Manufacturing and Distribution of Rubber Gloves	350	3,500,000	100	50.50

5.4. References

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

Araya & Partners Co., Ltd.

973 President Tower, 6th Floor, Room 6G,

Ploenchit Road, Lumpini, Pathumwan,

Bangkok 10330, Thailand

Tel. +66 (0) 2656-0606

Fax -

- **Financial Institution**

Krung Thai Bank Public Co., Ltd.

35 Sukhumvit Road, Klong Toey Nua, Wattana,

Bangkok 10110, Thailand

Tel. + 66 (0) 2255-2222

Fax. + 66 (0) 2255-9391

- **Debenture Registrar**

Bank of Ayudhya Public Co., Ltd.

1222 Rama III Road, Bang Phongphang, Yan Nawa,

Bangkok 10120, Thailand

Tel. + 66 (0) 2296-2000

Fax. +66 (0) 2683-1298

5.5. Legal Disputes

– None-

Part 2

Corporate Governance

Part 2

Corporate Governance

6. Corporate Governance Policies

6.1. Overview

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

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

6.1.1. Policies and practices related to Director

Appointment of Directors and Management

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

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

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

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

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

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

Overseeing the operations of its subsidiaries and associates

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

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

In order to strengthen the control the company determine the appropriate and sufficient internal control system in its subsidiaries by testing the internal control system and monitoring by the Internal Audit and Audit Committee of the Company. Moreover, the subsidiaries and associates business transactions must be approved by their Executive Board of Directors.

6.1.2. Policies and practices related to Shareholders and Stakeholders

Rights of Shareholders

1. Annual general meeting of the Shareholders

1.1 Date, time, and venue of the meeting

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

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

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

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

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

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

2.1 Checking of attendance and the meeting registration

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

2.2 Meeting in attendance by the Company members of the Board

The Annual General Meeting of the Shareholders is important, thus every members of the Board of the Company regularly attend the meeting. The Chairman of the Board chairs the meeting. In addition, the Company Chief Executive Officer, Executive Vice Presidents, Legal Advisor, and Auditors also attend

to every meeting of the Shareholders, this is in order to listen to all comments, suggestions, advices, and concerns that are discussed during the meeting.

2.3 Meeting agenda

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

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

2.4 Vote checkers

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

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

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

Vote casting follow the principle of 1 share equal to 1 vote, and the highest number of vote, by law and regulations of the Company or others related to each meeting agenda, constitute a resolution. Chairman of the meeting is entitled to 1 additional vote casting, in addition to the number of shares that he or she owns, this is apply only when voting results are equal, and the resolution on such agenda cannot be reached.

2.6 The Use of ballot sheet

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

2.7 Recording the minute of the meeting

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

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

3. Payment of dividends

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

4. Appointment of the Company general auditor and audit fees

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

5. Equal treatments to the Shareholders

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

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

5.2 Execution of the annual general meeting of the Shareholders

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

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

5.2.2 Sending of meeting notice and information package

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

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

5.3 Preventive measures on the use of inside information

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

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

5.4 The conduct of related party transactions

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

Stakeholders right and role

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

1. Stakeholders guiding principles

1.1 Ethical guidelines in dealing with each stakeholder

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

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

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

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

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

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

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

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

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

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

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

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

for example, loan repayment must be made on time and when due according to the loan agreement, collateral to the loan must be protected, etc.

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

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

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

1.3 Lodging and filing of complaint

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

2. Disclosure of information and business transparency

It is a policy of the Company to do a timely disclosure of adequate information of both financial and non-financial performance of the Company to general public. This is made either in the Annual Registration Statement (Form 56-1) or Annual Report (Form 56-2), in dual languages, Thai and English.

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

2.1 Personal interests reporting

Since 2018, Directors, management, officers, and staffs have had to regularly report and disclose not only personal interests they have with the business of the Company, but also their spouse's and related person's ones. The said report is sent to the Company Secretary who will in turn report of such personal

interests to the Chairman of the Audit Committee within seven business days from the date of receiving the report.

2.2 Governance and control over the use of inside information

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

6.2. Business Ethic and Code of Conduct

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

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

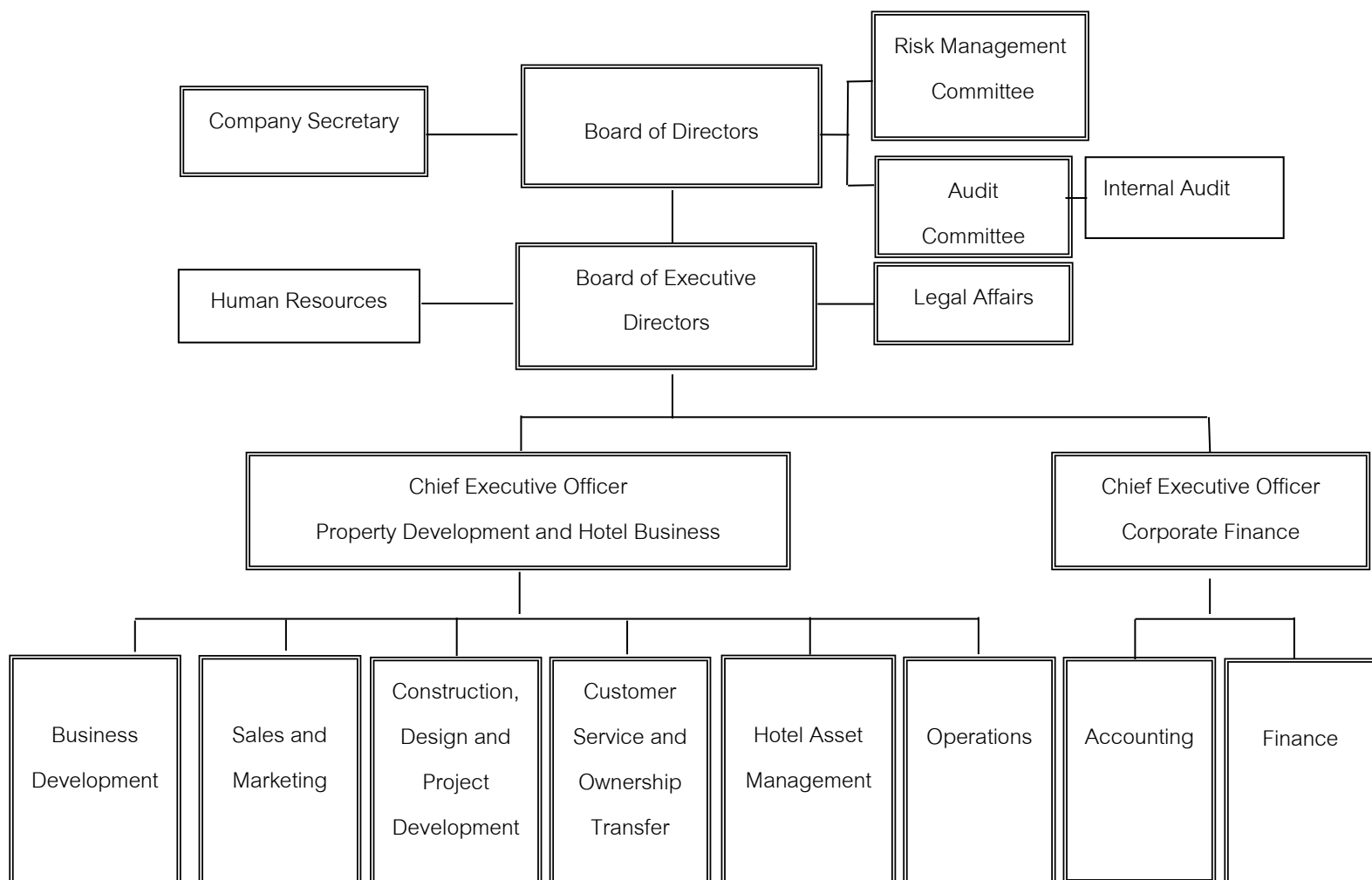
In order to make the employee and management teams to put more emphasize on the “Core Value” the company also sets it as a factor for evaluating the yearly performance.

6.3. Development of good governance during the year

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

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

7.1. Corporate Governance Structure



7.2. Information about the Board of Directors

Board of Directors

As of December 31, 2021, the Board of Directors consisted of 12 members and held a total of 7 meetings, details as follows:

Name – Surname	Title	Number of Meetings Attending in year 2021	Number of Meetings Held on the year 2021
Mr. Wichai Thongtang	Chairman of the Board of Directors	7 times	7 times
Dr. Bhichit Rattakul	Vice Chairman of the Board of Directors	7 times	7 times
Mr. Sanith Adhyanasakul ⁽¹⁾	Director	7 times	7 times
Mr. Vitavas Vibhagool	Director	7 times	7 times
Ms. Wilawun Leongnarktongdee	Director	7 times	7 times
Mr. Suradej Narula	Director	7 times	7 times
Mr. Amarin Narula	Director	7 times	7 times
Mr. Lothar Richard Pehl	Director	1 time	7 times
Mr. Chaiwat Uthaiwan	Independent Director and Chairman of Risk Management Committee	7 times	7 times
Mr. Pornchai Kittipanyangam	Independent Director and Chairman of Audit Committee	7 times	7 times
Mr. Wattana Suthipinijtham	Independent Director, Audit Committee and Risk Management Committee Member	7 times	7 times
Dr. Boonrux Yodpheth	Independent Director and Audit Committee	7 times	7 times

Remark: ⁽¹⁾ Mr. Chainid Adhyanasakul is a director of the Company. Has changed the new name to "Mr. Sanith Atthayanasakul"

Authorized Directors

- (1) Mr. Wichai Thongtang, Mr. Bhichit Rattakul, Mr. Sanith Adhyanasakul, Mr. Vitavas Vibhagool, any two of these four directors sign jointly to bind the Company and affixing the Company seal; or
- (2) Mr. Bhichit Rattakul or Mr. Chainid Adhyanasakul or Mr. Vitavas Vibhagool sign jointly with Ms. Wilawun Leongnarktongdee or Mr. Suradej Narula or Mr. Amarin Narula, totaling two directors and affixing the Company seal.

Scopes, authorities, and responsibilities of the Board of Directors

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

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

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

Term of the Board of Directors

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

7.3. Information about Sub-Committees

Board of the Executive Directors

As of December 31, 2021, the Board of Executive Directors consisted of 6 members as listed below:

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

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

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

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

amount for letters of guarantee for infrastructure which shall be in compliance with the conditions and requirements of the financial institution which provides such credit facility.

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

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

Audit Committee

As of December 31, 2021, the Company Audit Committee consisted of 3 members as listed below:

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

Scopes, authorities, and responsibilities of the Audit Committee

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

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

7. To perform any other duty as assigned by the Company Board of Directors, with the consent of the Audit Committee.

8. To consider review and approve the internal audit annual plan including to consider and state the opinion of the reasonableness of Internal audit annual budget.

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

Risk Management Committee

As of December 31, 2021, the Company Risk Management Committee consisted of 2 members as listed below:

- | | | |
|----|----------------------------|---------------------------------------|
| 1. | Mr. Chaiwat Uthaiwan | Chairman of Risk Management Committee |
| 2. | Mr. Wattana Suthipinijtham | Risk Management Committee Member |

Scopes, authorities, and responsibilities of the Risk Management Committee

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

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

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

7.4. Management

As of December 31, 2021, the Management comprises of 8 members as listed below:

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

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

Remuneration of Executive Director and Management

Executive Director and Management remuneration

For the year 2021 (Jan.-Dec.), the Company has paid remuneration for executive directors and management of 12 persons (according to the list of executive directors and management, item 7.3 and 7.4), consisting of salaries, bonuses, meeting allowance and other benefits. Total amount 48,341,168.- Baht (Forty-eight million three hundred forty-one thousand one hundred sixty-eight baht only)

7.5. Information about employees

Personnel

The company has a total of 857 employees. For the year 2021 (Jan.-Dec.) the company has paid compensation to employees, total 333,658,285.14 Baht (three hundred thirty-three million, six hundred fifty-eight thousand two hundred and eighty-five baht, fourteen satang), which the return includes salary, overtime pay, living allowance, etc. The details can be summarized as follows:

Number of employees and compensation

2021 (Jan.-Dec.)	Grande Asset Hotels and Property Public Company Limited*	Honor Business Company Limited	Owendelle Company Limited
Operation/service personnel (person)	335	228	65
Administrative staff (person)	105	17	1
Employees in the head office (person)	106		
Total (person)	546	245	66
Employee compensation (Baht)	264,811,419.14	58,121,569.41	10,725,296.59

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

Labor Dispute in the past 3 years

- None-

Personnel Development Policy

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

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

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

7.6. Other Important Information

7.6.1. Company Secretary

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

7.6.2. Chief of Internal Audit Unit

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

7.6.3. Audit Fees

Total Audit fees of the company and the subsidiaries for 2021 is Baht 4,953,000. The details are as the following

No	Companies	Audit Firms	Auditor Name	Audit Fees
1	Grand Asset Hotels and PropertyPCL.	Pricewaterhouse Coopers ABAS Ltd.	Ms. Rodjanart Banyatananusard C.P.A. Registration No. 8435	2,600,000
2	Subsidiaries	Pricewaterhouse Coopers ABAS Ltd.	Ms. Rodjanart Banyatananusard C.P.A. Registration No. 8435	1,240,000
3	Subsidiaries	EY Office Limited	Mrs. Sarinda Hirunprasurtwutti C.P.A. Registration No. 4799	1,113,000
Total Audit Fees				4,953,000

8. Corporate Governance Report

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

8.1.1 Appointment of Audit Committee / Independent director

Audit Committee / Independent Director

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

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

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

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

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

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

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

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

Directors and Management

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

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

1. Each shareholder shall have one vote per one share.
2. Each shareholder shall freely cast his/her vote for one or more candidates to be appointed as Board members.

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

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

8.1.2 Meeting attendance and director remuneration

As of 31 December 2021, the Director comprises of 12 members as listed below.

There were 7 meetings held during 2021

Name – Surname	Title	Number of Meetings Attending in year 2021	Number of Meetings Held on the year 2021
1. Mr. Wichai Thongtang	Chairman of the Board of Directors	7 times	7 times
2. Dr. Bhichit Rattakul	Vice Chairman of the Board of Directors	7 times	7 times
3. Mr. Sanith Adhyanasakul ⁽¹⁾	Director	7 times	7 times
4. Mr. Vitavas Vibhagool	Director	7 times	7 times
5. Ms. Wilawun Leongnarktongdee	Director	7 times	7 times
6. Mr. Suradej Narula	Director	7 times	7 times
7. Mr. Amarin Narula	Director	7 times	7 times
8. Mr. Lothar Richard Pehl	Director	1 time	7 times
9. Mr. Chaiwat Uthaiwan	Independent Director and Chairman of Risk Management Committee	7 times	7 times
10. Mr. Pornchai Kittipanyangam	Independent Director and Chairman of Audit Committee	7 times	7 times
11. Mr. Wattana Suthipiniijtham	Independent Director, Audit Committee and Risk Management Committee Member	7 times	7 times
12. Dr. Boonrux Yodpheth	Independent Director and Audit Committee	7 times	7 times

Remark: ⁽¹⁾ Mr. Chainid Adhyanasakul, Director, has changed his name to Mr. Sanith Adhyanasakul

Director Remuneration

Name – Surname	Title	Director Remuneration (Baht)			
		Director	Audit Committee	Risk Management Committee	Total (Baht)
Mr. Wichai Thongtang	Chairman of the Board of Directors	200,000	-	-	200,000
Dr. Bhichit Rattakul	Vice Chairman of the Board of Directors	200,000	-	-	200,000
Mr. Sanith Adhyanasakul ⁽¹⁾	Director	200,000	-	-	200,000
Mr. Vitavas Vibhagool	Director	200,000	-	-	200,000
Ms. Wilawun Leongnarktongdee	Director	200,000	-	-	200,000
Mr. Suradej Narula	Director	200,000	-	-	200,000
Mr. Amarin Narula	Director	200,000	-	-	200,000
Mr. Lothar Richard Pehl	Director	-	-	-	-
Mr. Chaiwat Uthaiwan	Independent Director and Chairman of Risk Management Committee	200,000	-	200,000	400,000
Mr. Pornchai Kittipanyangam	Independent Director and Chairman of Audit Committee	200,000	200,000	-	400,000
Mr. Wattana Suthipinijtham	Independent Director, Audit Committee and Risk Management Committee Member	200,000	200,000	200,000	600,000
Dr. Boonrux Yodpheth	Independent Director and Audit Committee	200,000	200,000	-	400,000
Director Remuneration (Baht)		2,200,000	600,000	400,000	3,200,000

8.1.3 Supervision of Subsidiaries and Associates' operation

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

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

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

8.1.4 Corporate Governance Monitor and Follow Up

Anti Corruption Policy

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

applied to every business transactions and business dealings on a company wide basis. A newly recruit officers and staffs of the Company must be notified with this policy prior to their placements. The Company management has duty and commitment to communicate on a regular basis to their subordinates about the anti-corruption policy.

Guidelines

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

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

Usage of internal information policy

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

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

Business Confidentiality Policy

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

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

Disclosure of information to public

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

Whistleblowing

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

There is no whistleblowing in 2021

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

8.2.1 Number of audit committee meeting attending

As of 31 December 2021, the Audit Committee comprises of 3 members as listed below.

There were 5 meetings held during 2021

Name – Surname	Title	Number of Meetings Attending in year 2021	Number of Meetings Held on the year 2021
Mr. Pornchai Kittipanyangam	Independent Director and Chairman of Audit Committee	5 times	5 times
Mr. Wattana Suthipinijtham	Independent Director, Audit Committee and Risk Management Committee Member	5 times	5 times
Dr. Boonrux Yodpheth	Independent Director and Audit Committee	5 times	5 times

8.2.2 Performance of duties of Audit Committee

The Audit Committee of Grande Asset Hotels and Property Public Company Limited consists of 3 independent directors, Mr. Pornchai Kittipanya-Ngam, Mr. Wattana Suthipinijtham and Dr. Boonrux Yodpetch t who were appointed by the shareholders at the annual general shareholders' meetings. The audit committee performs its duties under the scope of work of the audit committee announced by The Stock Exchange of Thailand (SET).

The Audit Committee performed the duties in accordance with the scope of the responsibilities assigned by the Company's Board of Directors, in supervising the operations of the Company to ensure that the Company's financial reports are complete and accurate and information is sufficiently disclosed, supervised the internal audit process to ensure the proper internal

control is in place, and ensure that the business operation is transparent and complied with prescribed rules and regulations and focuses on highly benefit of the shareholders.

The Audit Committee has met five times during 2021. Each meeting, which related to financial reporting, was also attended by external auditor without the presence of the management. Also, the internal audit is supervised by the Audit Committee and its manager reports directly to the audit committee. The Audit Committee has performed its duties that could be summarized as follows:

1. Approval of the audited financial statements
2. Review and approval of the practice guidelines for entering into connected transactions
3. Reviews of the internal control system and risk management
4. Reviews of compliance with laws, rules and regulations
5. Supervision of the internal control function
6. The report on the operational performance
7. Selection of the auditors for 2022

In 2021, the Audit Committee has performed its assigned duties and responsibilities, using the members' knowledge and competence with carefulness and sufficient independence, without limitation to access to information from the executives, staff members or the relevant people.

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

8.3.1 Number of risk management committee meeting attending

As of 31 December 2021, the Risk Committee comprises of 2 members as listed below.

There were 4 meetings held during 2021

Name – Surname	Title	Number of Meetings Attending in year 2021	Number of Meetings Held on the year 2021
Mr. Chaiwat Uthaiwan	Independent Director and Chairman of Risk Management Committee	4 times	4 times
Mr. Wattana Suthipinijtham	Independent Director, Audit Committee and Risk Management Committee Member	4 times	4 times

8.3.2 Performance of duties of Audit Committee

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

The Risk Management Committee has met four times during 2021. Each meeting, the Risk Management Committee has given comment and opinion the the risk and the risk factor oto the management team. The Risk Management Committee has performed its duties that could be summarized as follows:

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

In 2021, the Risk Management Committee has performed its assigned duties and responsibilities, using the members' knowledge and competence with carefulness and sufficient independence, without limitation to access to information from the executives, staff members or the relevant people.

9. Internal Control and Related Party Transactions

General system of internal control of the company during the year 2021 is described as follows:

9.1 Internal Control

9.1.1 Summarize of Company Director toward Internal Control

1. Control environment

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

2. Risk assessment and the management of risks

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

The company formulated the Risk Management Committee, to aware of and put a lot of concentration on the risk mitigation action. With the closing monitor the risk, the risk management committee held the risk management director meeting at least on a quarterly basis. For the year 2021, the company organized 4 risk management director meetings.

3. Internal control activities

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

The Internal Audit department determines an annual internal audit plan which has been considered and approved by the Audit Committee. The Internal Audit department accordingly

conducts the report of the internal audit to review findings and weakness of internal control to report the management for corrective actions. The internal audit report is also given to the attention of the Audit Committee and is available and accessible to an external auditor.

9.1.2 Control Deficiencies found and managed in 2021

Control deficiencies found by Internal Audit Department in 2021 is mostly human error from operating not complied and lack of clearly understand with defined processes and procedure. The deficiencies found may be normally occurred from the operation and those are not the major deficiencies. Those control deficiencies found are managed in time and yield no severe effect to the company business operation.

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

- NA -

9.1.4 Audit Committee resolution toward the Chief of Internal Audit Unit

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

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

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

9.2 Related Party Transactions

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

Corporate/Relationship	Transaction detail		Transaction size (Million Baht)			Reason and Necessary
			2021	2020	2019	
<u>Subsidiary name</u> Honor Business Co., Ltd. <u>Relationship :</u> - Grande holds 100% - Directors of Honor Business Co., Ltd. similar with directors of Grande - Dr. Bhichit Rattakul - Mr. Sanith Adhyanasakul ¹ - Mr. Vitavas Vibhagool - Mr. Amarin Narula - Ms. Wilawun Leongnarktiengdee ¹ To change name from Mr. Chanid Adhyanasakul on 18 January 2021.	Loans to related parties	Loans to and interest receivable from related parties				The Company loaned the money to the Honor Business Co., Ltd. That is the company subsidiary, which the company hold 100% share, for using in operating the business. The interest rate was based upon the weighted average of the company financial cost plus 0.25% per annum and no guarantee required. <u>Comment of Audit Committee</u> This transaction was the necessary financial support for the subsidiary and the interest rate was based upon the weighted average of the company financial cost plus 0.25% per annum and no guarantee required was reasonable.
		1 Jan.	139.30	31.32	-	
		Increase	132.24	107.98	31.32	
		(Less Allowance for impairment of Loans)	(60.67)	-	-	
		(Decrease)	-	-	-	
	Management fee	31 Dec.	210.86	139.30	31.32	The Company serviced the Honor Business Co., Ltd. by charging the monthly management fee. <u>Comment of Audit Committee</u> This transaction was the normal transaction to support the operation of the subsidiary and was reasonable.
		Interest income	12.74	4.47	0.82	
		Management income	4.24	4.05	3.60	
	Advance income for hotel	A/P - others				The normal transaction with the subsidiary and charging according to the agreement. <u>Comment of Audit Committee</u> This normal transaction was not brought to the Audit Committee Meeting.
		1 Jan.	1.12	-	-	
		Increase	3.60	3.03	-	
		(Decrease)	(4.24)	(1.91)	-	
		31 Dec.	0.48	1.12	-	

Corporate/Relationship	Transaction detail		Transaction size (Million Baht)			Reason and Necessary
			2021	2020	2019	
Subsidiary name EV Grand Co., Ltd. (Formerly name : Grande Equity Development Co., Ltd.) Relationship : - Grande holds 100% - Directors of EV Grand Co., Ltd. similar with directors of Grande - Dr. Bhichit Rattakul - Mr. Sanith Adhyanasakul ¹ - Mr. Vitavas Vibhagool - Mr. Amarin Narula ¹ To change name from Mr. Chanid Adhyanasakul on 18 January 2021.	Management fee	Management income	1.20	1.20	1.20	The Company serviced the EV Grand Co., Ltd. by charging the monthly management fee. <u>Comment of Audit Committee</u> This transaction was the normal transaction to support the operation of the subsidiary and was reasonable.
	Loans from related parties	Loans from and interest expenses to related parties				The Company borrowed the money from the EV Grand Co., Ltd. That is the company subsidiary, which the company hold 100% share, for using in operating the business. The interest rate was based upon 12-month fixed account interest rate plus 0.25% per annum and no guarantee required. <u>Comment of Audit Committee</u> This transaction was the normal financial support and was reasonable.
		1 Jan.	226.35	226.11	224.10	
		Increase	1.40	1.70	2.83	
		(Decrease)	(1.23)	(1.46)	(0.82)	
		31 Jan.	226.52	226.35	226.11	
		Interest income	1.40	1.70	2.83	

Corporate/Relationship	Transaction detail		Transaction size (Million Baht)			Reason and Necessary
			2021	2020	2019	
Subsidiary name Owendelle Co., Ltd. Relationship : - Grande holds 100% - Directors of Owendelle Co., Ltd. similar with directors of Grande - Dr. Bhichit Rattakul - Mr. Sanith Adhyanasakul ¹ - Mr. Vitavas Vibhagool - Mr. Amarin Narula ¹ To change name from Mr. Chanid Adhyanasakul on 18 January 2021.	Loans to related parties	Loans to and interest receivable from related parties				The Company loaned the money to the Owendelle Co., Ltd. That is the company subsidiary, which the company hold 100% share, for paying the transferred assets price and using in operating the business. The interest rate was based upon the weighted average of the company financial cost plus 0.25% per annum and no guarantee required. <u>Comment of Audit Committee</u> This transaction was the necessary financial support for the subsidiary and the interest rate was based upon the weighted average of the company financial cost plus 0.25% per annum and no guarantee required was reasonable.
		1 Jan.	112.46	119.23	68.50	
		Increase	11.05	6.78	50.73	
		(Decrease)	(9.67)	(13.55)	-	
	Interest income	31 Dec.	113.84	112.46	119.23	This transaction was the necessary financial support for the subsidiary and the interest rate was based upon the weighted average of the company financial cost plus 0.25% per annum and no guarantee required was reasonable.
			7.25	6.78	5.73	
	Management fee	Management income	4.36	3.86	3.60	The Company serviced the Owendelle Co., Ltd. by charging the monthly management fee. <u>Comment of Audit Committee</u> This transaction was the normal transaction to support the operation of the subsidiary and was reasonable.
	Advance income for hotel	A/P - others				The normal transaction with the subsidiary and charging according to the agreement. <u>Comment of Audit Committee</u> This normal transaction was not brought to the Audit Committee Meeting.
		1 Jan.	0.89	-	-	
		Increase	4.07	2.07	-	
		(Decrease)	(4.32)	(1.18)	-	
		31 Dec.	0.63	0.89	-	

Corporate/Relationship	Transaction detail		Transaction size (Million Baht)			Reason and Necessary
			2021	2020	2019	
Subsidiary name Royal Orchid Hotel (Thailand) Public Company Limited Relationship : - Grande holds 97.14% ¹ - Directors of Royal Orchid Hotel (Thailand) Public Company Limited. similar with directors of Grande - Mr. Wichai Thongtang - Dr. Bhichit Rattakul - Mr. Sanith Adhyanasakul ² - Mr. Vitavas Vibhagool - Ms. Wilawun Leongnarktiengdee - Mr. Amarin Narula ¹ On 25 April 2018, Grande holds 98.48% and sold 1.25 million shares (1.34%) on 30-31 March 2021. At present, Grande holds 97.14% ² To change name from Mr. Chanid Adhyanasakul on 18 January 2021.	Dividend income	Dividend income	-	132.44	127.12	Royal Orchid Hotel (Thailand) PCL. paid 2019 interim dividend, which is Baht 1.4346 per share. <u>Comment of Audit Committee</u> This normal transaction was not brought to the Audit Committee Meeting.
	Management fee	Management income	0.15	-	-	The Company serviced the Royal Orchid Hotel (Thailand) PCL. by charging the monthly management fee. <u>Comment of Audit Committee</u> This transaction was the normal transaction to support the operation of the subsidiary and was reasonable.
	Loans from related parties	Loans from and interest expenses to related parties				The Company borrowed the money from the Royal Orchid Hotel (Thailand) PCL. That is the company subsidiary, which the company hold 97.14% share, for using in operating the business. The interest rate was fixed and debt covenant was according to the debt agreement. <u>Comment of Audit Committee</u> This transaction was the necessary financial support, the interest rate was fixed and debt covenant was according to the debt agreement was reasonable.
		1 Jan.	-	-	-	
		Increase	4,061.62	-	-	
		(Decrease)	(159.72)	-	-	
		31 Dec.	3,901.90	-	-	
		Interest expenses	150.35	-	-	
	Advance income for hotel	A/P – others				The normal transaction with the subsidiary and charging according to the agreement. <u>Comment of Audit Committee</u> This normal transaction was not brought to the Audit Committee Meeting.
		1 Jan.	0.14	-	-	
		Increase	0.89	0.28	-	
		(Decrease)	(0.59)	(0.14)	-	
		31 Dec.	0.44	0.14	-	

2. Related party transactions of Grande Asset Hotel & Property Public Co., Ltd. (Grande)

Corporate/Relationship	Transaction detail		Transaction size (Million Baht)			Reason and Necessary
			2021	2020	2019	
Joint venture name Grand Star Co., Ltd. Relationship : - Grande holds 40% - Directors of Grand Star Company Limited. similar with directors of Grande. - Mr. Sanith Adhyanasakul ¹ - Mr. Vitavas Vibhagool ¹ To change name from Mr. Chanid Adhyanasakul on 18 January 2021.	Loans to related parties	Loans to and interest receivable from related parties				The Company loaned the money to the Grand Star Co., Ltd. for buying land and paying the realated transactions. The interest rate was based upon the MLR minus 0.225% per annum semi anuunally revised and no guarantee required. <u>Comment of Audit Committee</u> This transaction was the necessary financial support for the joint venture and the interest rate was based upon the MLR minus 0.225% per annum semi anuunally revised and no guarantee required was reasonable.
		1 Jan.	204.57	81.47	-	
		Increase	253.11	128.10	81.47	
		(Decrease)	(13.87)	(5.00)	-	
		31 Dec.	443.81	204.57	81.47	
		Interest income	21.11	8.10	1.47	The Company serviced the Grand Star Co., Ltd. by charging the monthly management fee. <u>Comment of Audit Committee</u> This transaction was the normal transaction to support the operation of the subsidiary and was reasonable. The Grand Star Co., Ltd. sub-leased the company for operating business. <u>Comment of Audit Committee</u> This normal transaction was not brought to the Audit Committee Meeting.
	Management fee, Sub-lease	A/R – others				
		1 Jan.	0.97	0.03	-	
		Increase	36.95	37.25	36.21	
		(Decrease)	(34.86)	(36.31)	(36.18)	
		31 Dec.	3.06	0.97	0.03	
		Management income	33.00	33.00	33.00	

Corporate/Relationship	Transaction detail		Transaction size (Million Baht)			Reason and Necessary
			2021	2020	2019	
Joint venture name Grand River Forest Co., Ltd. Relationship : - Grande holds 42% - Directors of Grand River Forest Company Limited. similar with directors of Grande. - Mr. Sanith Adhyanasakul ¹ - Mr. Vitavas Vibhagool ¹ To change name from Mr. Chanid Adhyanasakul on 18 January 2021.	Loans to related parties	Loans to and interest receivable from related parties				The Company loaned the money to the Grand River Forest Co., Ltd. for buying land and paying the realated transactions. The interest rate was based upon the MLR minus 0.225% per annum semi annuunally revised and no guarantee required. <u>Comment of Audit Committee</u> This transaction was the necessary financial support for the joint venture and the interest rate was based upon the MLR minus 0.225% per annum semi annuunally revised and no guarantee required was reasonable.
		1 Jan.	332.14	323.31	321.86	
		Increase	65.45	28.53	19.33	
		(Decrease)	(21.25)	(19.70)	(17.88)	
	Management fee	31 Dec.	376.34	332.14	323.31	The Company serviced the Grand River Forest Co., Ltd. by charging the monthly management fee. <u>Comment of Audit Committee</u> This transaction was the normal transaction to support the operation of the subsidiary and was reasonable.
		Interest income	23.45	20.14	19.33	
		A/R – others				
		1 Jan.	8.56	-	-	
		Increase	12.84	8.56	-	
		(Decrease)	(21.40)	-	-	
		31 Dec.	-	8.56	-	
		Management income	12.00	22.00	42.00	

Corporate/Relationship	Transaction detail		Transaction size (Million Baht)			Reason and Necessary
			2021	2020	2019	
Joint venture name Grand Global Gloves Co., Ltd. Relationship : - Grande holds 50.50% - Directors of Grand Global Gloves Company Limited. similar with directors of Grande. - Dr. Bhichit Rattakul - Mr. Sanith Adhyanasakul ¹ ¹ To change name from Mr. Chanid Adhyanasakul on 18 January 2021.	Loans to related parties	Loans to and interest receivable from related parties				The Company loaned the money to the Grand Global Gloves Co., Ltd. for using in operating the business. The interest rate was based upon the weighted average of the company financial cost (only for this amount of loan) plus fixed rate per annum and no guarantee required. <u>Comment of Audit Committee</u> This transaction was the necessary financial support for the joint venture and the interest rate was based upon the weighted average of the company financial cost plus fixed rate per annum and no guarantee required was reasonable.
		1 Jan.	-	-	-	
		Increase	317.69	-	-	
		(Decrease)	(9.57)	-	-	
	Management fee	31 Dec.	308.12	-	-	The Company serviced the Grand Global Gloved Co., Ltd. by charging the monthly management fee. <u>Comment of Audit Committee</u> This transaction was the normal transaction to support the operation of the subsidiary and was reasonable.
		Interest income	14.19	-	-	
		A/R – others				
		1 Jan.	-	-	-	
		Increase	1.12	-	-	This transaction was the normal transaction to support the operation of the subsidiary and was reasonable.
		(Decrease)	(0.80)	-	-	
		31 Dec.	0.32	-	-	
		Management income	1.05	-	-	

Corporate/Relationship	Transaction detail		Transaction size (Million Baht)			Reason and Necessary
			2021	2020	2019	
<u>Parent</u> Thai Property Public Company Limited Relationship : - Thai Property Plc. holds 5.45% - Directors of Thai Property Plc. similar with directors of Grande. - Dr. Bhichit Rattakul	Loans from related parties	Loans from and interest expenses to related parties				The Company borrowed the money from the Thai Property PCL. that is the parental company, which hold 5.45% of the company share, for using in operating the business. The interest rate was 6.25% per annum and no guarantee required. <u>Comment of Audit Committee</u> This transaction was the necessary financial support for company and the interest rate was 6.25% per annum and no guarantee required was reasonable
		1 Jan.	30.49	169.32	159.47	
		Increase (Decrease)	1.88 -	6.35 (145.18)	9.85 -	
		31 Dec.	32.37	30.49	169.32	
		Interest expenses	1.72	5.93	9.39	
<u>Ultimate parent</u> Property Perfect Public Company Limited Relationship : - Property Perfect Plc. holds 9.50% - Directors of Property Perfect Plc. similar with directors of Grande. - Mr. Sanith Adhyanasakul ¹ ¹ To change name from Mr. Chanid Adhyanasakul on 18 January 2021.	Advance payment	Advance payment and A/R – others				The transaction was about advance payment of the company for the Property Perfect PCL. for a project. <u>Comment of Audit Committee</u> This transaction was the support for normal business operation and was reasonable.
		1 Jan.	87.36	-	-	
		Increase (Decrease)	- (87.36)	87.36 -	- -	
		31 Dec.	-	87.36	-	
		Other income	-	5.18	-	

Policy Processes and Procedures of Related Transaction Approval

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

Tendency of Related Transactions

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

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

Part 3

Financial Statement

Independent Auditor's Report

To the Shareholders of Grande Asset Hotels and Property Public Company Limited

My opinion

In my opinion, the consolidated financial statements and the separate financial statements present fairly, in all material respects, the consolidated financial position of Grande Asset Hotels and Property Public Company Limited (the Company) and its subsidiaries (the Group) and the separate financial position of the Company as at 31 December 2021, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with Thai Financial Reporting Standards (TFRS).

What I have audited

The consolidated financial statements and the separate financial statements comprise:

- the consolidated and separate statements of financial position as at 31 December 2021;
- the consolidated and separate statements of comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the consolidated and separate financial statements, which include significant accounting policies and other explanatory information.

Basis for opinion

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

Key audit matters

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

Key audit matter	How my audit addressed the key audit matter
<p>Property revaluation</p> <p>Refer to Note 5 'Change in accounting policy', Note 9 'Critical accounting estimates and judgments' and Note 19 'Property, plant and equipment, net' to the financial statements.</p> <p>The Board of Directors resolved to approve the change in accounting policy of the Group regarding measurement subsequent to initial recognition from cost model to revaluation model. The change of this policy is to reflect the land's appropriate value and has been effective since the fiscal year ended 31 December 2021.</p> <p>The Group engaged an independent appraiser to assess the fair value of land using the market approach. As at 31 December 2021, the lands which have been present as property, plant and equipment in the consolidated and separate statements of financial position were Baht 6,725 million and Baht 3,740 million, respectively. Gains from land revaluation, net of tax, of Baht 2,926 million and Baht 2,289 million were recognised in the consolidated and separate statement of other comprehensive income and accumulated in "revaluation surplus of land" in shareholders' equity.</p> <p>I focussed on this area because of the magnitude of the revaluation of land which represent 39% of total assets of the Group and the fair valuation approach involves significant judgments and reliability of the information and assumptions used by the management and an independent appraiser to determine fair value.</p>	<p>I performed the following procedures to assess the property valuation using revaluation model.</p> <ul style="list-style-type: none"> • Understanding and evaluating the chosen revaluation method, including the assumptions independent appraiser used to determine the land's fair value. • Assessing the qualifications of independent appraiser whether they were competent, independent and licensed by the Securities and Exchange Commission. • Assessing whether the valuation method that the independent appraiser used is generally accepted in the industry. Also, assessed the initial market price before adjusting price with the assumption by verifying with reference source of information in the valuation report. • Inquiring the appraiser about the sources of the key underlying data used in the valuation of land; and • Comparing the land's fair value with its book value and examining the accuracy of the accounting record. <p>Based on the above procedures, I found that the valuation method and key underlying assumptions used in the fair value valuation of land are reasonable and consistent with the support evidence.</p>

Key audit matter	How my audit addressed the key audit matter
<p>Impairment assessment of property, plant and equipment</p> <p>Refer to Note 9 'Critical accounting estimates and judgments' and Note 19 'Property, plant and equipment, net' to the financial statements.</p> <p>Management assessed impairment indicators for property, plant and equipment (PPE) of the Group's hotel business. Due to the COVID-19 pandemic, the hotel's performance has been declining significantly. Management tested PPE impairment for each hotel as the cash-generating unit by assessed recoverable amount from higher of fair value less costs to sell and value in use and recognised impairment losses of Baht 560 million to a hotel building in the consolidated and separate financial statements for the year ended 31 December 2021.</p> <p>Management recognised the impairment of PPE by calculating the recoverable amount using the fair value less costs of disposal which assessed by the independent appraiser. Estimating the recoverable amount required management's judgment to identify the cash-generating unit and make assumptions for the fair value.</p> <p>I focused on impairment testing of PPE because the amounts were material and the recoverable amount required reliability of assumptions and management's judgements. It was also a matter that required management's judgment in assessing whether impairment was appropriately recognised.</p>	<p>I performed the following procedures to assess the impairment testing of property, plant and equipment by the Group's management.</p> <ul style="list-style-type: none"> Assessing the appropriateness of impairment indicators for the cash-generating unit. Having discussions with management to understand the assumptions used to test for impairment. Assessing the impairment testing procedures and assumptions used to ensure management was consistent within the Group. Assessing the qualifications of independent appraiser whether they were competent, independent and licensed by the Securities and Exchange Commission. Evaluating whether the fair value measurement method the independent appraiser used is generally accepted in the industry. Including, asking appraiser to assess the reasonableness of the assumptions used to assess the fair value. Asking management to assess the reasonableness of the method and assumptions used to test for impairment. Comparing the recoverable amount and the property, plant and equipment's book value and examining the accuracy of the accounting record. <p>Based on the above procedures, I found that the key assumptions management used in determining the recoverable amount are reasonable and consistent with supporting evidence.</p>

Other information

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

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

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

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

Responsibilities of the directors for the consolidated and separate financial statements

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's and the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going concern. If I conclude that a material uncertainty exists, I am required to draw attention in my auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Group and the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

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

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

From the matters communicated with the audit committee, I determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current period and are therefore the key audit matters.

I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

PricewaterhouseCoopers ABAS Ltd.



Rodjanart Banyatananusard
Certified Public Accountant (Thailand) No. 8435
Bangkok
22 February 2022

Grande Asset Hotels and Property Public Company Limited

Statement of Financial Position

As at 31 December 2021

	Notes	Consolidated		Separate	
		financial statements		financial statements	
		2021	2020	2021	2020
		Baht	Baht	Baht	Baht
Assets					
Current assets					
Cash and cash equivalents	12	988,857,506	678,297,205	806,540,649	386,922,333
Trade and other receivables, net	13	163,243,395	285,500,193	151,874,857	216,059,389
Short-term loans to related parties, net	37.4	3,500,000	-	310,126,248	244,000,000
Inventories		9,836,388	9,939,048	4,697,020	4,914,096
Advance for acquisition of land for real estate development		130,000,000	150,000,000	130,000,000	150,000,000
Cost of real estate development	14	1,626,911,768	1,584,476,139	1,581,531,347	1,531,211,591
Other current assets		66,751,631	27,736,421	13,868,386	17,268,071
Total current assets		2,989,100,688	2,735,949,006	2,998,638,507	2,550,375,480
Non-current assets					
Bank deposits pledged as security		21,638,248	16,214,838	19,545,048	14,121,638
Financial assets measured at fair value through other comprehensive income	8,15	152,685,000	137,767,500	152,685,000	137,767,500
Investments in subsidiaries, net	16	-	-	3,956,661,501	3,970,332,945
Investments in joint ventures	17	681,318,222	665,451,489	751,062,400	706,874,925
Long-term loans to related parties	37.4	1,097,400,000	523,400,000	1,097,400,000	523,400,000
Land held for development		129,489,687	129,489,687	129,489,687	129,489,687
Investment properties, net	18	235,562,898	244,008,070	235,562,898	244,008,070
Property, plant and equipment, net	5,19	10,735,282,087	7,816,015,656	5,901,172,217	3,769,807,650
Right-of-use assets, net	20	510,023,289	673,238,017	22,197,176	51,256,563
Intangible assets, net	21	71,157,281	84,216,633	65,335,338	76,076,453
Guarantee for lease agreement		311,366,192	88,000,000	-	-
Deferred tax assets	22	651,574,250	380,817,452	110,593,256	372,762,585
Other non-current assets		9,419,492	13,195,595	6,071,901	9,899,168
Total non-current assets		14,606,916,646	10,771,814,937	12,447,776,422	10,005,797,184
Total assets		17,596,017,334	13,507,763,943	15,446,414,929	12,556,172,664

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

Grande Asset Hotels and Property Public Company Limited
Statement of Financial Position (Cont'd)
As at 31 December 2021

	Notes	Consolidated		Separate	
		financial statements		financial statements	
		2021	2020	2021	2020
		Baht	Baht	Baht	Baht
Liabilities and equity					
Current liabilities					
Trade and other payables	23	389,377,076	314,212,648	224,210,291	222,161,389
Short-term borrowings					
from related parties	37.5	30,000,000	30,000,000	654,000,000	254,000,000
Current portion of lease liabilities	25	193,848,857	190,751,540	17,871,713	28,510,056
Current portion of debentures	27	2,888,274,684	2,995,004,008	2,888,274,684	2,995,004,008
Current portion of long-term borrowings					
from financial institution	28	232,314,994	215,502,633	232,314,994	215,502,633
Deposits and cash received in advance	30.3	95,203,337	93,426,629	48,121,770	43,225,095
Corporate income tax payable		599,694,846	26,617	-	-
Other current liabilities		46,839,564	52,827,167	44,772,316	48,361,735
Total current liabilities		4,475,553,358	3,891,751,242	4,109,565,768	3,806,764,916
Non-current liabilities					
Lease liabilities	25	215,040,862	349,183,133	9,371,579	26,137,103
Liability from lease agreement with					
buy-back obligation	26	4,312,236,043	-	-	-
Debentures	27	1,894,366,330	3,452,813,598	1,894,366,330	3,452,813,598
Long-term borrowings					
from financial institution	28	1,448,332,674	1,830,599,496	1,448,332,674	1,830,599,496
Long-term borrowings from related party	37.5	-	-	3,500,000,000	-
Employee benefit obligations	29	155,191,697	143,830,902	84,890,390	74,301,197
Deferred tax liabilities	22	708,875,862	722,033,848	-	-
Other non-current liabilities		5,524,438	6,308,867	4,487,039	5,021,328
Total non-current liabilities		8,739,567,906	6,504,769,844	6,941,448,012	5,388,872,722
Total liabilities		13,215,121,264	10,396,521,086	11,051,013,780	9,195,637,638

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

Grande Asset Hotels and Property Public Company Limited

Statement of Financial Position (Cont'd)

As at 31 December 2021

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
	Baht	Baht	Baht	Baht
Liabilities and equity (Cont'd)				
Equity				
Share capital				
Authorised share capital				
Ordinary shares, 5,000,000,000 shares				
at par value of Baht 1 each	5,000,000,000	5,000,000,000	5,000,000,000	5,000,000,000
Issued and paid-up share capital				
Ordinary shares, 3,615,929,965 shares				
paid up at Baht 1 each	3,615,929,965	3,615,929,965	3,615,929,965	3,615,929,965
Retained earnings (deficits)				
Appropriated - legal reserve	49,892,482	49,892,482	49,892,482	49,892,482
Unappropriated	(2,306,450,714)	(578,143,363)	(1,541,066,012)	(275,101,421)
Other components of equity	2,909,530,873	(30,186,000)	2,270,644,714	(30,186,000)
Equity attributable to owners of the parent	4,268,902,606	3,057,493,084	4,395,401,149	3,360,535,026
Non-controlling interests	111,993,464	53,749,773	-	-
Total equity	4,380,896,070	3,111,242,857	4,395,401,149	3,360,535,026
Total liabilities and equity	17,596,017,334	13,507,763,943	15,446,414,929	12,556,172,664

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

Grande Asset Hotels and Property Public Company Limited

Statement of Comprehensive Income

For the year ended 31 December 2021

	Notes	Consolidated		Separate	
		financial statements		financial statements	
		2021	2020	2021	2020
		Baht	Baht	Baht	Baht
Revenues					
Revenues from hotel operations		437,352,278	793,010,313	177,159,109	314,099,604
Revenues from sales of real estate		60,105,832	170,580,063	60,105,832	170,580,063
Revenues from rental income	18	17,192,529	36,203,811	17,192,529	36,203,811
Total revenues		514,650,639	999,794,187	254,457,470	520,883,478
Cost of sales of goods and services					
Cost of hotel operations		(782,731,660)	(919,916,745)	(342,793,937)	(396,734,258)
Cost of sales of real estate	14,33	(43,296,025)	(107,020,458)	(43,296,025)	(107,020,458)
Cost of rental	18	(15,223,664)	(13,058,281)	(15,223,664)	(13,058,281)
Total cost of sales of goods and services		(841,251,349)	(1,039,995,484)	(401,313,626)	(516,812,997)
Gross profit (loss)		(326,600,710)	(40,201,297)	(146,856,156)	4,070,481
Dividend income		10,530,000	10,530,000	10,530,000	142,973,761
Other incomes	31	124,415,580	133,921,457	147,529,568	143,760,283
Selling expenses		(89,471,620)	(166,138,288)	(49,886,370)	(97,420,793)
Administrative expenses		(553,427,391)	(599,226,253)	(317,829,368)	(336,213,662)
Expected credit losses on financial asset	33	515,687	(63,517,732)	(60,568,820)	(64,024,153)
Impairment losses on investments					
in subsidiaries	16,33	-	-	34,249,061	(158,782,992)
Impairment losses on non-financial assets	19,33	(559,997,014)	-	(559,997,014)	-
Finance costs	32	(687,895,558)	(546,883,269)	(636,173,842)	(507,475,072)
Share of losses from investments					
in joint ventures	17	(28,320,742)	(11,219,336)	-	-
Loss before income tax		(2,110,251,768)	(1,282,734,718)	(1,579,002,941)	(873,112,147)
Income tax	34	375,418,762	241,593,701	313,038,350	207,742,247
Loss for the year		(1,734,833,006)	(1,041,141,017)	(1,265,964,591)	(665,369,900)

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

Grande Asset Hotels and Property Public Company Limited
Statement of Comprehensive Income (Cont'd)
For the year ended 31 December 2021

	Notes	Consolidated		Separate	
		financial statements		financial statements	
		2021	2020	2021	2020
		Baht	Baht	Baht	Baht
Other comprehensive income (expense):					
Items that will not be reclassified					
subsequently to profit or loss					
Changes in fair value of equity investments					
at fair value through other					
comprehensive income	15	14,917,500	(21,937,500)	14,917,500	(21,937,500)
Remeasurements of employee benefit					
obligations	29	-	14,392,844	-	10,423,620
Gains from land revaluation	5,19	3,680,635,080	-	2,861,120,892	-
Income tax on items that will not be					
reclassified subsequently to profit or loss	34	(739,110,516)	1,508,931	(575,207,678)	2,302,776
Other comprehensive income (expense)					
for the year, net of tax		2,956,442,064	(6,035,725)	2,300,830,714	(9,211,104)
Total comprehensive income (expense)					
for the year		1,221,609,058	(1,047,176,742)	1,034,866,123	(674,581,004)
Loss attributable to:					
Owners of the parent		(1,728,307,351)	(1,038,111,130)	(1,265,964,591)	(665,369,900)
Non-controlling interests		(6,525,655)	(3,029,887)	-	-
		(1,734,833,006)	(1,041,141,017)	(1,265,964,591)	(665,369,900)
Total comprehensive income (expense)					
attributable to:					
Owners of the parent		1,209,553,718	(1,044,113,561)	1,034,866,123	(674,581,004)
Non-controlling interests		12,055,340	(3,063,181)	-	-
		1,221,609,058	(1,047,176,742)	1,034,866,123	(674,581,004)
Loss per share					
Basic loss per share	35	(0.239)	(0.144)	(0.175)	(0.092)

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

Grande Asset Hotels and Property Public Company Limited

Statement of Changes in Equity

For the year ended 31 December 2021

Consolidated financial statements											
Attributable to owners of the parent											
Other components of equity											
Other comprehensive income (expense)											
Measurement of equity											
Changes in											
parent's ownership											
Total other											
components											
of equity											
Total owners											
of the parent											
Non-controlling											
interests											
Total equity											
Note	Issued and paid-up share capital	Retained earnings (deficits)	Available-for-sale investments	through other comprehensive income	Revaluation surplus of land	interests in subsidiary	components of equity	Total owners of the parent	Non-controlling interests	Total equity	
	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	
Opening balance at 1 January 2020	3,615,929,965	49,892,482	448,420,198	(12,636,000)	-	-	-	(12,636,000)	4,101,606,645	58,848,698	4,160,455,343
Retrospective adjustments from changes in accounting policy	-	-	-	12,636,000	(12,636,000)	-	-	-	-	-	-
Changes in equity for the year											
Dividends of subsidiaries	-	-	-	-	-	-	-	-	-	(2,035,744)	(2,035,744)
Loss for the year	-	-	(1,038,111,130)	-	-	-	-	-	(1,038,111,130)	(3,029,887)	(1,041,141,017)
Other comprehensive income (expense) for the year	-	-	11,547,569	-	(17,550,000)	-	-	(17,550,000)	(6,002,431)	(33,294)	(6,035,725)
Closing balance at 31 December 2020	3,615,929,965	49,892,482	(578,143,363)	-	(30,186,000)	-	-	(30,186,000)	3,057,493,084	53,749,773	3,111,242,857
Opening balance at 1 January 2021	3,615,929,965	49,892,482	(578,143,363)	-	(30,186,000)	-	-	(30,186,000)	3,057,493,084	53,749,773	3,111,242,857
Changes in equity for the year											
Changes in parent's ownership interests in subsidiary	16	-	-	-	-	-	1,855,804	1,855,804	1,855,804	46,188,351	48,044,155
Loss for the year	-	-	(1,728,307,351)	-	-	-	-	-	(1,728,307,351)	(6,525,655)	(1,734,833,006)
Other comprehensive income (expense) for the year	-	-	-	-	11,934,000	2,925,927,069	-	2,937,861,069	2,937,861,069	18,580,995	2,956,442,064
Closing balance at 31 December 2021	3,615,929,965	49,892,482	(2,306,450,714)	-	(18,252,000)	2,925,927,069	1,855,804	2,909,530,873	4,268,902,606	111,993,464	4,380,896,070

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

Grande Asset Hotels and Property Public Company Limited

Statement of Changes in Equity (Cont'd)

For the year ended 31 December 2021

	Separate financial statements							
	Other components of equity							Total equity Baht
	Other comprehensive income (expense)							
	Measurement of equity					Total other components of equity Baht		
	Issued and paid-up share capital Baht	Retained earnings (deficits) Appropriated - legal reserve Baht Unappropriated Baht		Available-for-sale investments Baht	investments at fair value through other comprehensive income Baht		Revaluation surplus of land Baht	
Opening balance at 1 January 2020	3,615,929,965	49,892,482	381,929,583	(12,636,000)	-	-	(12,636,000)	4,035,116,030
Retrospective adjustments from changes in accounting policy	-	-	-	12,636,000	(12,636,000)	-	-	-
Changes in equity for the year						-		
Loss for the year	-	-	(665,369,900)	-	-	-	-	(665,369,900)
Other comprehensive income (expense) for the year	-	-	8,338,896	-	(17,550,000)	-	(17,550,000)	(9,211,104)
Closing balance at 31 December 2020	3,615,929,965	49,892,482	(275,101,421)	-	(30,186,000)	-	(30,186,000)	3,360,535,026
Opening balance at 1 January 2021	3,615,929,965	49,892,482	(275,101,421)	-	(30,186,000)	-	(30,186,000)	3,360,535,026
Changes in equity for the year								
Loss for the year	-	-	(1,265,964,591)	-	-	-	-	(1,265,964,591)
Other comprehensive income (expense) for the year	-	-	-	-	11,934,000	2,288,896,714	2,300,830,714	2,300,830,714
Closing balance at 31 December 2021	3,615,929,965	49,892,482	(1,541,066,012)	-	(18,252,000)	2,288,896,714	2,270,644,714	4,395,401,149

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

Grande Asset Hotels and Property Public Company Limited

Statement of Cash Flows

For the year ended 31 December 2021

	Notes	Consolidated		Separate	
		financial statements		financial statements	
		2021 Baht	2020 Baht	2021 Baht	2020 Baht
Cash flows from operating activities					
Loss before income tax		(2,110,251,768)	(1,282,734,718)	(1,579,002,941)	(873,112,147)
Adjustments for:					
Depreciation and amortisation		510,792,549	518,550,536	238,878,048	235,786,194
Reversed depreciated item from discount in lease payment		-	(1,156,268)	-	-
Difference from discount in lease payment and contract modification		(1,755,761)	29,166	(701,621)	-
(Reversal) allowance for expected credit losses		(515,687)	63,517,732	60,568,820	64,024,153
(Reversal) impairment losses on investments in subsidiaries	16	-	-	(34,249,061)	158,782,992
Impairment losses on assets	19	559,997,014	-	559,997,014	-
Amortisation of unearned leasehold rights		(1,123,526)	(10,176,557)	(813,561)	(9,979,445)
Gain from disposal of investment in subsidiary		-	-	(123,650)	-
Withholding tax deducted at source written-off		18,209	14,819	-	10,054
Net (gain) loss on disposals and written-off of equipment and right-of-use assets		(2,816,811)	1,744,538	(7,986)	(25,279)
Warranty provision for real estate project		283,792	965,668	283,792	965,668
Employee benefit expenses		17,953,171	31,612,603	10,589,193	18,800,948
Dividend income		(10,530,000)	(10,530,000)	(10,530,000)	(142,973,761)
Interest income	31	(65,197,789)	(52,464,577)	(84,558,805)	(59,120,048)
Finance costs	32	687,895,558	546,883,269	636,173,842	507,475,072
Share of losses from investments in joint ventures	17	28,320,742	11,219,336	-	-
Changes in operating assets and liabilities:					
Trade and other receivables		136,516,412	23,478,917	88,351,089	20,549,122
Inventories		102,660	5,135,247	217,076	3,217,964
Cost of real estate development		(2,160,022)	83,156,155	(2,125,526)	83,158,483
Other current assets		(36,146,989)	4,333,349	69,946	1,301,636
Other non-current assets		15,443	(36,768)	66,611	223,782
Trade and other payables		34,279,155	(165,476,950)	5,095,795	(92,976,197)
Deposits and cash received in advance		1,776,708	(58,260,932)	4,896,675	(7,176,865)
Other current liabilities		(5,066,386)	(20,264,941)	(3,873,211)	(9,667,698)
Employee benefit obligations		(6,592,376)	(51,832,693)	-	(15,039,475)
Other non-current liabilities		339,098	4,701,732	279,272	4,811,450
Cash used in operating activities		(263,866,604)	(357,591,337)	(110,519,189)	(110,963,397)
Interest paid		(516,067,846)	(577,127,243)	(653,302,681)	(547,171,225)
Income tax paid		(32,129,168)	(30,106,938)	(7,113,082)	(5,888,716)
Income tax received		10,442,822	18,769,590	10,442,822	14,340,141
Net cash used in operating activities		(801,620,796)	(946,055,928)	(760,492,130)	(649,683,197)

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

Grande Asset Hotels and Property Public Company Limited

Statement of Cash Flows (Cont'd)

For the year ended 31 December 2021

		Consolidated		Separate	
		financial statements		financial statements	
	Notes	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Cash flows from investing activities					
Decrease (Increase) in bank deposits pledged as security		(5,423,409)	798,119,933	(5,423,409)	798,119,908
Net proceeds for financial assets measured at amortised cost - fixed deposits with bank		-	519,783,657	-	-
Payment for short-term loans to related parties	37.4	(3,500,000)	-	(126,800,000)	(103,500,000)
Proceeds from disposal of investment in subsidiary		-	-	48,044,155	-
Payment for investments in joint ventures	17	(44,187,475)	(58,874,925)	(44,187,475)	(58,874,925)
Payment for long-term loans to related parties	37.4	(574,000,000)	(128,400,000)	(574,000,000)	(128,400,000)
Proceeds for advances for land for real estate development		20,000,000	-	20,000,000	-
Proceeds for deposits for hotel construction		-	1,710	-	1,710
Purchase of investment properties		-	(556,900)	-	(556,900)
Proceeds from disposals of equipment		2,973,458	178,878	8,037	25,701
Purchase of property, plant and equipment		(119,422,226)	(65,371,796)	(17,057,717)	(22,119,315)
Purchase of intangible assets	21	(41,851)	(18,844)	(41,851)	(18,844)
Dividend received		10,530,000	10,530,000	10,530,000	142,973,761
Interest received		51,140,286	48,927,177	60,183,603	57,876,527
Net cash generated from (used in) investing activities		(661,931,217)	1,124,318,890	(628,744,657)	685,527,623
Cash flows from financing activities					
Proceeds from bills of exchange payables	24	990,233,320	148,214,390	990,233,320	148,214,390
Repayments of bills of exchange payables	24	(1,000,000,000)	(300,000,000)	(1,000,000,000)	(300,000,000)
Proceeds from short-term borrowing from related party	37.5	-	-	400,000,000	-
Proceeds from long-term borrowing from related party	37.5	-	-	3,500,000,000	-
Repayments of short-term loan from a related party	37.5	-	(110,000,000)	-	(110,000,000)
Repayments of liabilities under lease agreements		(107,000,559)	(98,004,266)	(26,702,247)	(25,508,440)
Proceeds from sell of assets to Trust with buy-back obligation	26	4,236,350,078	-	-	-
Repayments of liability from lease agreement with buy-back obligation		(79,838,710)	-	-	-
Payment for guarantee for lease agreement	26	(259,000,000)	-	-	-
Proceeds from issue of debentures	27	1,566,000,000	1,231,500,000	1,566,000,000	1,231,500,000
Repayments of debentures	27	(3,229,200,000)	(1,644,100,000)	(3,229,200,000)	(1,644,100,000)
Proceeds from long-term borrowings from financial institution	28	898,813,050	889,600,000	898,813,050	889,600,000
Repayments of long-term borrowings from financial institution	28	(1,265,943,297)	(297,005,078)	(1,265,943,297)	(297,005,078)
Payment for financing fees		(24,345,723)	(19,545,000)	(24,345,723)	(19,545,000)
Proceeds from changes in parent's ownership interests in subsidiary	16	48,044,155	-	-	-
Dividends paid to non-controlling interests		-	(2,035,744)	-	-
Net cash generated from (used in) financing activities		1,774,112,314	(201,375,698)	1,808,855,103	(126,844,128)

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

Grande Asset Hotels and Property Public Company Limited

Statement of Cash Flows (Cont'd)

For the year ended 31 December 2021

	Notes	Consolidated financial statements		Separate financial statements	
		2021 Baht	2020 Baht	2021 Baht	2020 Baht
Net increase (decrease) in cash and cash equivalents		310,560,301	(23,112,736)	419,618,316	(90,999,702)
Cash and cash equivalents at the beginning of the year		678,297,205	701,409,941	386,922,333	477,922,035
Cash and cash equivalents at the end of the year		<u>988,857,506</u>	<u>678,297,205</u>	<u>806,540,649</u>	<u>386,922,333</u>
Supplemental information of cash flow					
Significant non-cash transactions are as follows:					
Transfer of deposits for construction to property, plant and equipment	19	3,760,656	36,197	3,760,656	36,197
Transfer of property, plant and equipment to intangible assets	19,21	-	770,400	-	770,400
Additional right-of-use assets which have not been paid under lease agreements during the year	20	760,421	128,964,199	-	-
Transfer of intangible assets to other assets	21	-	914,106	-	914,106
Transfer of guarantee for lease agreement for payment of lease liabilities		34,428,800	-	-	-

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

Grande Asset Hotels and Property Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2021

1 General information

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

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

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

These consolidated and separate financial statements were authorised for issue by the Board of Directors on 22 February 2022.

2 Going concern

Due to the impact of the COVID-19 pandemic, which continues to affect the Group's performance, the Group and the Company had net losses for the year ended 31 December 2021 of Baht 1,734.83 million and Baht 1,265.96 million, respectively. As of 31 December 2021, the Group and the Company had current liabilities exceed current assets of Baht 1,486.45 million and Baht 1,110.93 million, respectively.

However, the Group's management plans to manage sales promotions to increase hotel occupancy rates and condominium unit sales in real estate projects. This includes a policy to continuously reduce costs in all departments and kickstart the rubber glove business that the Group has jointly invested in. In addition, the Group plans to take out additional loans from financial institutions, increasing the share capital of the Company and its subsidiaries by issuing additional bonds and convertible bonds (as disclosed in Note 38), including a plan to sell a hotel asset. Because of these plans, the Group believes that it can manage current and future liabilities and will be able to continue its operations as a going concern.

3 Basis of preparation

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

The consolidated and separate financial statements have been prepared under the historical cost convention except as disclosed otherwise in the accounting policies.

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

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

4 New and amended financial reporting standards

4.1 New and amended financial reporting standards that are effective for accounting period beginning on or after 1 January 2021 and not have significant impacts to the Group

Revised Conceptual Framework for Financial Reporting added the following key principals and guidance:

- Measurement basis, including factors in considering difference measurement basis
- Presentation and disclosure, including classification of income and expenses in other comprehensive income
- Definition of a reporting entity, which maybe a legal entity, or a portion of an entity
- Derecognition of assets and liabilities

The amendment also includes the revision to the definition of an asset and liability in the financial statements, and clarification to the prominence of stewardship in the objective of financial reporting.

Amendment to TFRS 3, Business combinations amended the definition of a business which requires an acquisition to include an input and a substantive process that together significantly contribute to the ability to create outputs. The definition of the term 'outputs' is amended to focus on goods and services provided to customers and to exclude returns in the form of lower costs and other economic benefits.

Amendment to TFRS 9, Financial instruments and TFRS 7, Financial instruments: disclosures amended to provide relief from applying specific hedge accounting requirements to the uncertainty arising from interest rate benchmark reform such as IBOR. The amendment also requires disclosure of hedging relationships directly affected by the uncertainty.

Amendment to TAS 1, Presentation of financial statements and TAS 8, Accounting policies, changes in accounting estimates and errors amended to definition of materiality. The amendment allows for a consistent definition of materiality throughout the Thai Financial Reporting Standards and the Conceptual Framework for Financial Reporting. It also clarified when information is material and incorporates some of the guidance in TAS 1 about immaterial information.

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

4.2 Amended financial reporting standards related to the company that are effective for accounting period beginning or after 1 January 2022

Certain amended TFRSs have been issued that are not mandatory for the current reporting period and have not been early adopted by the Group and the Company. The management of the Group is currently assessing the impact of these standards to the Group's financial statements.

5 Changes in accounting policy

The Board of Directors approved the change in accounting policy of the Group regarding measurement subsequent to initial recognition from cost model to revaluation model. The change of this policy is to reflect the land's appropriate value and has been effective since the fiscal year ended 31 December 2021.

Regarding the change in the accounting policy, the Group has complied with TAS8 "Accounting Policies, Changes in Accounting Estimates and Errors" that this change in accounting policy should be dealt with as a revaluation in accordance with IAS 16 "Property, Plant and Equipment". The Group has applied the change prospectively and recognised the impacts of the change in the current and future periods. The accounting policy for the revaluation model of property has been disclosed in Note 6.11.

This change affects to the consolidated and separate statements of financial position as at 31 December 2021 and the consolidated and separate statement of comprehensive income for the year then ended as follow:

	Notes	Consolidated financial statements Baht	Separate financial statements Baht
Statement of Financial Position			
Assets			
Property, plant and equipment increased	19	3,680,635,080	2,861,120,892
Deferred tax assets decreased	22	(736,127,016)	(572,224,178)
Total assets affected		2,944,508,064	2,288,896,714
Equity			
Other component of equity			
Revaluation surplus of land (net of tax) increased		2,925,927,069	2,288,896,714
Non-controlling interests increased		18,580,995	-
Total equity effected		2,944,508,064	2,288,896,714
Statement of Comprehensive Income			
Other comprehensive income (expense):			
Gains from land revaluation (net of tax) increased		2,944,508,064	2,288,896,714

6 Accounting policies

6.1 Principles of consolidation accounting

Subsidiaries

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

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

Joint arrangements

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

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

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

Equity method

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

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

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

Changes in ownership interests

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

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

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

Intercompany transactions on consolidation

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

6.2 Business combination

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

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

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

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

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

Acquisition-related cost

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

6.3 Foreign currency translation

Functional and presentation currency

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

Transactions and balances

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

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

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

6.4 Cash and cash equivalents

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

6.5 Trade receivables

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

Trade receivables are recognised initially at the amount of consideration that is unconditionally unless they contain significant financing components, they are recognised at fair value. The Group presented trade receivables at amortised cost less expected credit losses.

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

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

The Group chose to apply the temporary measures to relieve the impact from COVID-19 announced by TFAC for the reporting periods ended between 1 January 2020 and 31 December 2020 by excluding forward-looking information in assessing the expected credit loss under the simplified approach of trade receivables. The Group applied historical credit loss adjusted with the management's judgement in estimating the expected credit loss.

6.6 Inventories

Inventories comprise food, beverage, guest supplies and other operating supplies which are stated at the lower of cost or net realisable value.

Cost of inventories is determined by the first-in, first-out method. The cost of purchase comprises all purchase costs and costs directly attributable to the acquisition of the inventory less all attributable discounts.

6.7 Cost of real estate development

Cost of real estate development including properties under development are those properties which are held with the intention of development and sale in the ordinary course of business. They are stated at the lower of cost or net realisable value.

Cost consists of land cost, expenses directly related to the project (design expense, public utilities expense, construction cost) and borrowing cost on loans funding a development of property. Net realisable value being the estimated sale value in the course of normal business less necessary expenses for such sale.

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are added to the cost of those assets (Note 6.16).

6.8 Financial assets

Classification

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

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

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

For investments in equity instruments, the Group has an irrevocable election at the time of initial recognition to account for the equity investment at FVPL or at FVOCI except those that are held for trading, they are measured at FVPL.

Recognition and derecognition

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

Measurement

Debt instruments

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

- **Amortised cost:** Financial assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in other income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as a separate line item in the statement of profit or loss
- **FVOCI:** Financial assets that are held for i) collection of contractual cash flows; and ii) for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income (OCI), except for the recognition of impairment gains or losses, interest income using the effective interest method, and foreign exchange gains and losses which are recognised in profit or loss. When the financial assets is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income is included in other income. Impairment expenses are presented separately in the statement of profit or loss.
- **FVPL:** Financial assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

Equity instruments

The Group measures all equity investments at fair value. Where the Group has elected to present fair value gains/(losses) on equity instruments in OCI, there is no subsequent reclassification of fair value gains/ losses to profit or loss following the derecognition of the equity investment. Dividends from such equity investments continue to be recognised in profit or loss as dividend income when the right to receive payments is established.

The Group presents its investments in Real Estate Investment Trust units established and registered in Thailand as equity investments and measures them at FVOCI following the TFAC's clarification, *"Interpretation of investments in Property Fund unit trusts, Real Estate Investment Trust units, Infrastructure Fund units, and Infrastructure Trust units established and registered in Thailand"* dated 25 June 2020 required to distribute benefits of not less than 90% of its adjusted net profit.

Impairment

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

For trade receivables, the Group applies the simplified approach as disclosed in Note 6.5.

The expected credit loss and reversal of the expected credit loss are recognised in profit or loss as a separate line item.

6.9 Land held for development

Land held for development are consisted of cost of land and expenses directly related shown at cost net from accumulated allowance for impairment (if any).

6.10 Investment property

Investment properties, principally rental buildings, are held for long-term rental yields or for capital appreciation or both and are not occupied by the Group.

Investment property is measured initially at cost, including directly attributable costs and borrowing costs.

Subsequently, they are carried at cost less accumulated depreciation and impairment.

Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

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

Buildings	30 and 70 years
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The Group chose to apply the temporary measures to relieve the impact from COVID-19 announced by TFAC for the reporting periods ended between 1 January 2020 and 31 December 2020 by not taking into account the information related to COVID-19 in its financial projections for the purpose of fair valuing investment properties as at 31 December 2020.

6.11 Property, plant and equipment

For the year ended 31 December 2021, land is recognised at fair value based on periodic valuations by external independent valuers. For the year ended 31 December 2020, land is stated at cost less allowance for impairment (if any)

Increases in the carrying amounts arising on revaluation of land are recognised in other comprehensive income and accumulated in 'revaluation surplus' in shareholders' equity. To the extent that the decrease reverses an increase previously recognised in equity, the decrease is first recognised in other comprehensive income and accumulated in equity. The excess will then be recognised in profit or loss. The Group transfers any amounts included in revaluation surplus in respect of disposed asset to retained earnings when the revalued assets are sold.

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

Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the item will flow to the Group. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss when incurred.

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

Land improvement	5 and 20 years
Buildings	Period of lease agreements, 20, 30 and 70 years
Asset improvements	5 and 20 years
Equipment and furniture	3, 5, 10 and 15 years
Operating equipment	5 years
Office equipment	3 and 5 years
Motor vehicles	5 years
Mock up	5 years

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

Gains or losses on disposals property, plant and equipment are determined by comparing the proceeds with the carrying amount and are recognised under other gains (losses) in profit or loss.

6.12 Intangible assets

Intangible assets are stated at cost less accumulated amortisation and accumulated impairment losses. Initial cost includes expenditure that is directly attributable to the acquisition.

The amortisation is calculated using the straight-line method over their estimated useful lives, as follows:

Right of use of asset	10 years
Computer software	3 to 10 years

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

6.13 Impairment of assets

Assets that have an indefinite useful life are tested annually for impairment, or more frequently if events or changes in circumstances indicate that it might be impaired. Other assets that are subject to amortisation are reviewed for impairment whenever there is an indication of impairment. An impairment loss is recognised for the amount by which the carrying amount of the assets exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use.

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

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

6.14 Lease

Leases - where the Group is the lessee

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

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

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

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

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

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

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

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

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

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

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

The Group has applied the practical expedient to all qualifying COVID-19 related rent concessions. Rent concession totaling Baht 1,708,521 have been accounted for as negative variable lease payments in administrative expenses, with a corresponding adjustment to the lease liability. There is no impact on the opening balance of equity at 1 January 2021.

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

Leases - where the Group is the lessor

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

Rental income under operating leases (net of any incentives given to lessees) is recognised on a straight-line basis over the lease term.

6.15 Financial liabilities

Classification

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

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

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

Measurement

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

Derecognition and modification

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

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

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

6.16 Borrowing costs

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

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

6.17 Current and deferred income taxes

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

Current tax

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

Deferred income tax

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

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

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

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

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

During the reporting period ended 2020, the Group chose to apply the temporary accounting relief by excluding information related to COVID-19 which causes uncertainty when considering the sufficiency of future taxable profit for the purpose of assessing the utilisation of deductible temporary differences. Instead, the Group writes down the carrying amount of the deferred tax assets when it's not probable that the future taxable profit will be available for utilising the deductible temporary differences.

6.18 Employee benefits

Short-term employee benefits

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

Defined contribution plan

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

Defined benefit plans

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

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

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

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

Other long-term employee benefits

The Group gives money rewards to employees when they have worked for the Group for 5 years to 35 years.

These obligations are measured similar to defined benefit plans except remeasurement gains and losses that are charged to profit or loss.

Termination benefits

The Group recognises termination benefits at the earlier of (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for the related restructuring. Benefits due more than 12 months are discounted to their present value.

6.19 Provisions

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

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

6.20 Share Capital

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

6.21 Revenue recognition

Major revenues include all revenues from hotel operations, sales of real estate and rental income which result from ordinary business activities. Including other income from the rendering of services in the course of the Group's ordinary activities is also presented as revenue.

Revenues from hotel operations

Revenue from hotel operations comprises amounts earned in respect of rental of rooms, food and beverage sales, and other ancillary services. Revenue is recognised over the period when rooms are occupied, or services are performed. Revenue from the sale of food and beverages, and goods is recognised at the point of sale. The revenue is recognised at the value stated in invoice (excluding value added tax) after deducting discounts and service charges. Payment is due immediately when the hotel guest occupies the room and receives the services and goods.

Revenues from sales of real estate

The Group develops and sells residential properties. Revenue is recognised when control over the property has been transferred to the customer. The properties have generally no alternative use for the Group due to contractual restrictions. However, an enforceable right to payment does not arise until legal title has passed to the customer. Therefore, revenue is recognised at a point in time when the legal title has passed to the customer.

The revenue is measured at the transaction price agreed under the contract. In most cases, the consideration is due when legal title has been transferred. While deferred payment terms may be agreed in rare circumstances, the deferral does not usually exceed 12 months. The transaction price is therefore not adjusted for the effects of a significant financing component.

Revenues from rental income

The Group recognises rental income with a continuous service provision as revenue on a straight-line basis over the contract term, regardless of the payment pattern.

Interest income

Interest income is recognised in proportion of time using the effective interest method from point of time to maturity date and using outstanding principal as a base to recognised interest receivable.

Dividend income

Dividend income is recognised when the right of received occurred.

Contract assets and contract liabilities

A contract asset is recognised where the Group records revenue for fulfillment of a contractual performance obligation before the customer paid consideration or before the requirements for billing. A contract liability is recognised when the customer paid consideration or a receivable from the customer that is due before the Group fulfilled a contractual performance obligation.

For each customer contract, contract liabilities are set off against contract assets and presented under "trade and other receivables, net" or "deposits and cash received in advance" in the statement of financial position.

Incremental costs of obtaining a contract

The Group capitalises incremental costs of obtaining a contract, mainly real estate sales commissions to third parties and to employees, which present under "trade and other receivables, net" in the statement of financial position and amortise to selling expenses in the same pattern of related revenue recognition.

7 Financial risk management**7.1 Financial risk**

The Group exposes to financial risks: market risk (currency risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Board of Directors provides principles for overall risk management, including identification, evaluation and hedge of financial risks in close co-operation with operating units.

7.1.1 Market risk**Foreign exchange risk**

The Group is exposed to foreign currency risk arises mainly in US Dollar from trading transactions of goods and services that are denominated in foreign currencies. The Group seeks to reduce this risk by entering into forward exchange contracts when it considers appropriate.

As at 31 December 2021 and 2020, the Group has no forward exchange contracts for outstanding foreign currency transactions.

The Group's and the Company's exposure to foreign currency risk in US Dollar as at 31 December, expressed in Baht are as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Trade and other receivables	287,235	560,279	264,722	186,083
Trade and other payables	52,648,348	66,077,353	49,049,545	34,996,613

The changes in foreign exchange have no material impact on net losses.

Interest rate risk

The Group has interest rate risk from borrowings and debentures at fixed and floating interest rates. The Group has no significant interest-bearing assets. The Group manages the interest rate risk by monitoring Thailand interest rate trend and diversifying on both short-term and long-term borrowings with fixed interest rate and floating interest rate in consistent with the Group's investments.

Sensitivity

Profit or loss is sensitive to higher or lower interest expenses from borrowings as a result of changes in floating interest rates. The impact on net losses in 2021 is as follow.

	Consolidated and Separate financial statements	
	2021 Baht	2020 Baht
Interest rate - increase 1%	Loss increase 24,009,760	Loss increase 17,694,626
Interest rate - decrease 1%	Loss decrease 24,009,760	Loss decrease 17,694,626

7.1.2 Credit risk

Credit risk is managed on a group basis. For cash at banks and financial institutions, reliable parties are accepted.

The Group has no significant concentrations of credit risk since the Group have a large and diversified customer base. The Group has policies in place to ensure that contracts are made with customers who have an appropriate credit history. For some trade receivables the Group may obtain security in the form of guarantees which can be called upon if the counterparty is in default under the terms of the agreement.

7.1.3 Liquidity risk

The Group manages sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities, and the ability to close out market positions. Due to the dynamic nature of the underlying business, the Group treasury aims at maintaining flexibility in funding by keeping committed credit lines available.

Maturity of financial liabilities

The tables below analyse the maturity of financial liabilities that is not derivatives grouping based on their contractual maturities. The amounts disclosed are the contractual undiscounted cash flows.

	Consolidated financial statements				
	Contractual undiscounted cash flows amount				
	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Total Baht	Carrying amount Baht
As at 31 December 2021					
Trade and other payables	382,092,264	-	-	382,092,264	382,092,264
Short-term borrowings from related parties	31,833,904	-	-	31,833,904	30,000,000
Lease liabilities	218,597,157	198,899,936	61,100,000	478,597,093	408,889,719
Liability from lease agreement with buy-back obligation	272,000,000	5,835,161,290	-	6,107,161,290	4,312,236,043
Debentures	3,090,970,188	1,988,614,151	-	5,079,584,339	4,782,641,014
Long-term borrowings from financial institution	307,275,179	745,179,013	1,057,765,589	2,110,219,781	1,680,647,668
Other current liabilities	6,758,668	-	-	6,758,668	6,758,668
Other non-current liabilities	-	5,214,355	-	5,214,355	5,214,355
Total	4,309,527,360	8,773,068,745	1,118,865,589	14,201,461,694	11,608,479,731
As at 31 December 2020					
Trade and other payables	307,758,683	-	-	307,758,683	307,758,683
Short-term borrowings from related parties	31,839,041	-	-	31,839,041	30,000,000
Lease liabilities	223,732,973	340,703,496	82,500,000	646,936,469	539,934,673
Debentures	3,269,368,090	3,637,020,058	-	6,906,388,148	6,447,817,606
Long-term borrowings from financial institution	308,504,434	864,263,317	1,488,786,642	2,661,554,393	2,046,102,129
Other current liabilities	6,946,253	-	-	6,946,253	6,946,253
Other non-current liabilities	-	5,638,438	-	5,638,438	5,638,438
Total	4,148,149,474	4,847,625,309	1,571,286,642	10,567,061,425	9,384,197,782

	Separate financial statements					
	Contractual undiscounted cash flows amount					
	On demand Baht	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Total Baht	Carrying amount Baht
As at 31 December 2021						
Trade and other payables	-	220,688,165	-	-	220,688,165	220,688,165
Short-term borrowings from related parties	624,000,000	31,833,904	-	-	655,833,904	654,000,000
Lease liabilities	-	19,334,121	9,971,439	-	29,305,560	27,243,292
Debentures	-	3,090,970,188	1,988,614,151	-	5,079,584,339	4,782,641,014
Long-term borrowings from financial institution	-	307,275,179	745,179,013	1,057,765,589	2,110,219,781	1,680,647,668
Long-term borrowings from related parties	-	315,000,000	4,615,013,699	-	4,930,013,699	3,500,000,000
Other current liabilities	-	5,574,280	-	-	5,574,280	5,574,280
Other non-current liabilities	-	-	4,390,344	-	4,390,344	4,390,344
Total	624,000,000	3,990,675,837	7,363,168,646	1,057,765,589	13,035,610,072	10,875,184,763
As at 31 December 2020						
Trade and other payables	-	220,127,757	-	-	220,127,757	220,127,757
Short-term borrowings from related parties	224,000,000	31,839,041	-	-	255,839,041	254,000,000
Lease liabilities	-	31,687,134	28,192,339	-	59,879,473	54,647,160
Debentures	-	3,269,368,090	3,637,020,058	-	6,906,388,148	6,447,817,606
Long-term borrowings from financial institution	-	308,504,434	864,263,317	1,488,786,642	2,661,554,393	2,046,102,129
Other current liabilities	-	6,453,340	-	-	6,453,340	6,453,340
Other non-current liabilities	-	-	4,665,659	-	4,665,659	4,665,659
Total	224,000,000	3,867,979,796	4,534,141,373	1,488,786,642	10,114,907,811	9,033,813,651

7.2 Capital management

Risk management

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

In order to maintain or adjust the capital structure, the Group may adjust the amounts of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Loan covenants and terms and conditions of debentures

Under the terms of the major borrowing facilities, the Group is required to comply with the net debt to equity ratio

The Group has complied with these covenants. As at 31 December 2021, the net debt to equity ratio was 1.25 times (2020: 2.52 times).

8 Fair value

The following table presents fair value of financial assets and liabilities recognised by their fair value hierarchy, excluding where its fair value is approximating the carrying amount.

	Consolidated and Separate financial statements							
	Level 1		Level 2		Level 3		Total	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Assets								
Financial assets at fair value through other comprehensive income								
Equity instruments	152,685,000	137,767,500	-	-	-	-	152,685,000	137,767,500
Total assets	152,685,000	137,767,500	-	-	-	-	152,685,000	137,767,500

Fair values are categorised into hierarchy based on inputs used as follows:

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

There were no transfers between levels during the year.

There were no changes in valuation techniques during the year.

9 Critical accounting estimated and judgements

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

1) Impairment of investments in subsidiaries and joint ventures

The Group tests for impairment of investments in subsidiaries and joint ventures when there is any event or indication that their carrying amount exceeds its recoverable amount which determined based on fair value less costs of disposal method. This model involves the projected future operating results, the projected cash flows and the appropriate discount rate to be applied to those projected cash flows.

2) Property plant and equipment

The Group recognises value subsequent to an initial recognition of land using the revaluation model. The appraisal is based on the fair value assessment performed by independent external appraisers. This valuation requires a range of assumptions, including the management's and independent appraisers' judgments. The key assumptions are the initial market value, the factors used in the Sales Adjustment Grid, the weightings and adjustment factors. This includes the independent appraiser's score for each adjustment factor for the nearby property.

In determining depreciation of plant and equipment, the management is required to make estimates of the useful lives and residual values of the plant and equipment and to review estimated useful lives and residual values at the end of each reporting period.

In addition, the management is required to review property, plant and equipment for impairment on a periodical basis and record impairment losses when it is determined that their recoverable amount is lower than the carrying amount. This requires judgements regarding forecast of future revenues and expenses relating to the assets subject to the review.

3) Retirement benefit obligations

The present value of the retirement benefit obligations depends on a number of assumptions. Key assumptions used and impacts from possible changes in key assumptions are disclosed in note 29.

4) Deferred tax assets

The Group recognised deferred tax assets for deductible temporary difference and unused tax losses to the extent that it is probable that future taxable profit will be available against which the temporary differences and tax losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of estimate future taxable profits.

5) Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates.

The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history and existing market conditions, as well as forward-looking estimates at the end of each reporting period.

10 Segment information

The Group reported operating segments in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Directors that makes strategic decisions. They primarily use a measure of segment's revenue and profit (loss) to assess the performance of the operating segments.

The Group's reporting segments are identified by types of products and services as follows; (1) hotel business (2) property development business and (3) rental business.

Significant information relating to revenue and profit (loss) of the reportable segments are as follows.

	Consolidated financial statements							
	Hotel business		Property development business		Rental business		Total	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht	2021 Baht	2020 Baht	2021 Baht	2020 Baht
External customer revenue	449,983,800	812,301,164	60,185,355	187,554,172	17,657,170	36,259,849	527,826,325	1,036,115,185
Inter-segment revenue	656,358	1,176,283	-	-	-	-	656,358	1,176,283
Segment revenue	450,640,158	813,477,447	60,185,355	187,554,172	17,657,170	36,259,849	528,482,683	1,037,291,468
Timing of revenue recognition								
At a point in time	161,291,177	300,703,185	60,185,355	187,554,172	-	-	221,476,532	488,257,357
Over time	289,348,981	512,774,262	-	-	17,657,170	36,259,849	307,006,151	549,034,111
Total revenue	450,640,158	813,477,447	60,185,355	187,554,172	17,657,170	36,259,849	528,482,683	1,037,291,468
Segment profit (loss)	(986,931,775)	(702,986,189)	(4,927,733)	(36,258,576)	1,915,157	20,999,179	(989,944,351)	(718,245,586)
Unallocated incomes (expenses)								
Dividend income							10,530,000	10,530,000
Other incomes							111,239,894	97,600,459
Selling expenses							(1,069,538)	(1,581,416)
Administrative expenses							(172,126,455)	(158,235,900)
Impairment losses on non-financial assets							(559,997,014)	-
Finance costs							(480,563,562)	(501,582,939)
Share of loss from investments in joint ventures							(28,320,742)	(11,219,336)
Loss before income tax							(2,110,251,768)	(1,282,734,718)
Income tax							375,418,762	241,593,701
Loss for the year							(1,734,833,006)	(1,041,141,017)

11 Financial assets and financial liabilities

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

	Consolidated financial statements					
	2021			2020		
	Fair value through other comprehensive income Baht	Amortised cost Baht	Total Baht	Fair value through other comprehensive income Baht	Amortised cost Baht	Total Baht
Financial assets						
Cash and cash equivalents	-	988,857,506	988,857,506	-	678,297,205	678,297,205
Trade and other receivables, net	-	137,044,246	137,044,246	-	210,288,348	210,288,348
Short-term loans to related parties, net	-	3,500,000	3,500,000	-	-	-
Other current assets	-	7,400	7,400	-	117,400	117,400
Bank deposits pledged as security	-	21,638,248	21,638,248	-	16,214,838	16,214,838
Financial assets measured at fair value through other comprehensive income	152,685,000	-	152,685,000	137,767,500	-	137,767,500
Long-term loans to related parties	-	1,097,400,000	1,097,400,000	-	523,400,000	523,400,000
Guarantee for lease agreement	-	311,366,192	311,366,192	-	88,000,000	88,000,000
Other non-current assets	-	9,419,492	9,419,492	-	9,434,936	9,434,936
Financial liabilities						
Trade and other payables	-	382,092,264	382,092,264	-	307,758,683	307,758,683
Short-term borrowings from related parties	-	30,000,000	30,000,000	-	30,000,000	30,000,000
Lease liabilities	-	408,889,719	408,889,719	-	539,934,673	539,934,673
Liability from lease agreement with buy-back obligation	-	4,312,236,043	4,312,236,043	-	-	-
Debentures	-	4,782,641,014	4,782,641,014	-	6,447,817,606	6,447,817,606
Long-term borrowings from financial institution	-	1,680,647,668	1,680,647,668	-	2,046,102,129	2,046,102,129
Other current liabilities	-	6,758,668	6,758,668	-	6,946,253	6,946,253
Other non-current liabilities	-	5,214,355	5,214,355	-	5,638,438	5,638,438

	Separate financial statements					
	2021			2020		
	Fair value through other comprehensive income Baht	Amortised cost Baht	Total Baht	Fair value through other comprehensive income Baht	Amortised cost Baht	Total Baht
Financial assets						
Cash and cash equivalents	-	806,540,649	806,540,649	-	386,922,333	386,922,333
Trade and other receivables, net	-	133,528,052	133,528,052	-	194,722,629	194,722,629
Short-term loans to related parties, net	-	310,126,248	310,126,248	-	244,000,000	244,000,000
Other current assets	-	7,400	7,400	-	117,400	117,400
Bank deposits pledged as security	-	19,545,048	19,545,048	-	14,121,638	14,121,638
Financial assets measured at fair value through other comprehensive income	152,685,000	-	152,685,000	137,767,500	-	137,767,500
Long-term loans to related parties	-	1,097,400,000	1,097,400,000	-	523,400,000	523,400,000
Other non-current assets	-	6,071,901	6,071,901	-	6,138,511	6,138,511
Financial liabilities						
Trade and other payables	-	220,688,165	220,688,165	-	220,127,757	220,127,757
Short-term borrowings from related parties	-	654,000,000	654,000,000	-	254,000,000	254,000,000
Lease liabilities	-	27,243,292	27,243,292	-	54,647,159	54,647,159
					6,447,817,60	6,447,817,60
Debentures	-	4,782,641,014	4,782,641,014	-	6	6
Long-term borrowings from financial institution	-	1,680,647,668	1,680,647,668	-	2,046,102,12	2,046,102,12
Long-term borrowings from related parties	-	3,500,000,000	3,500,000,000	-	9	9
Other current liabilities	-	5,574,280	5,574,280	-	-	-
Other non-current liabilities	-	4,390,344	4,390,344	-	6,453,340	6,453,340
					4,665,659	4,665,659

The fair value of financial assets and financial liabilities measured at amortised cost approximates the carrying amount excluding debentures disclosed in Note 27.

12 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Cash on hand	4,754,887	4,781,289	1,612,843	1,691,307
Bank deposits	1,005,740,867	689,730,754	824,472,854	399,352,664
Total cash on hand and bank deposits	1,010,495,754	694,512,043	826,085,697	401,043,971
<u>Less</u> Bank deposits pledged as security	<u>(21,638,248)</u>	<u>(16,214,838)</u>	<u>(19,545,048)</u>	<u>(14,121,638)</u>
Total cash and cash equivalents	988,857,506	678,297,205	806,540,649	386,922,333

As at 31 December 2021, bank deposits bear interests at fixed rates 0.05% to 0.60% per annum (2020: 0.05% to 1.05% per annum).

13 Trade and other receivables, net

13.1 Trade and other receivables

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Trade receivables	151,207,087	146,520,904	130,423,267	123,759,620
Less Allowance for expected credit losses	(57,487,020)	(57,988,831)	(57,378,880)	(57,483,812)
Total trade receivables, net	93,720,067	88,532,073	73,044,387	66,275,808
Other receivables, net	12,217,594	11,384,587	11,312,487	10,363,327
Other receivables - related parties (Note 37.3)	3,376,543	96,881,371	3,376,543	96,904,048
Accrued interest income	15,446	23,211	-	-
Accrued interest income - related parties (Note 37.3)	27,373,300	13,315,797	45,453,338	21,078,136
Prepaid expenses	20,429,033	65,312,731	12,576,690	11,387,647
Accrued income	6,111,412	10,050,423	6,111,412	10,050,423
Total trade and other receivables	163,243,395	285,500,193	151,874,857	216,059,389

13.2 Analysis of outstanding and allowance for expected credit losses

Outstanding trade and other receivables can be analysed as follows:

	Consolidated financial statements					
	Not yet due Baht	Up to 3 months Baht	3 - 6 months Baht	6 - 12 months Baht	More than 12 months Baht	Total Baht
As of 31 December 2020						
Gross carrying amount						
Trade receivables	23,390,246	3,997,110	1,166,089	-	117,967,459	146,520,904
Other receivables - financial assets	21,233,478	91,016,824	1,308,428	3,364,428	2,144,000	119,067,158
Total	44,623,724	95,013,934	2,474,517	3,364,428	120,111,459	265,588,062
Allowance for expected credit losses						
Trade receivables	(669,057)	(128,298)	(26,546)	-	(57,164,930)	(57,988,831)
Other receivables - financial assets	(1,477,621)	(2,944,203)	(1,230,065)	(3,005,311)	(2,144,000)	(10,801,200)
Total	(2,146,678)	(3,072,501)	(1,256,611)	(3,005,311)	(59,308,930)	(68,790,031)
As of 31 December 2021						
Gross carrying amount						
Trade receivables	28,950,053	5,799,039	116	13,000	116,444,879	151,207,087
Other receivables - financial assets	9,477,615	4,823,947	107,654	2,674,460	9,297,785	26,381,461
Total	38,427,668	10,622,986	107,770	2,687,460	125,742,664	177,588,548
Allowance for expected credit losses						
Trade receivables	(76,602)	(74,755)	-	(360)	(57,335,303)	(57,487,020)
Other receivables - financial assets	-	(103)	-	-	(10,787,221)	(10,787,324)
Total	(76,602)	(74,858)	-	(360)	(68,122,524)	(68,274,344)

	Separate financial statements					
	Not yet due Baht	Up to 3 months Baht	3 - 6 months Baht	6 - 12 months Baht	More than 12 months Baht	Total Baht
As of 31 December 2020						
Gross carrying amount						
Trade receivables	2,811,330	2,434,517	948,797	-	117,564,976	123,759,620
Other receivables - financial assets	20,888,484	90,795,683	1,231,646	2,994,783	-	115,910,596
Total	23,699,814	93,230,200	2,180,443	2,994,783	117,564,976	239,670,216
Allowance for expected credit losses						
Trade receivables	(320,939)	(11,501)	(19,346)	-	(57,132,026)	(57,483,812)
Other receivables - financial assets	(1,475,575)	(2,943,217)	(1,229,646)	(2,994,783)	-	(8,643,221)
Total	(1,796,514)	(2,954,718)	(1,248,992)	(2,994,783)	(57,132,026)	(66,127,033)
As of 31 December 2021						
Gross carrying amount						
Trade receivables	9,067,666	5,195,173	-	1,000	116,159,428	130,423,267
Other receivables - financial assets	8,720,002	4,676,350	107,654	2,674,460	7,153,785	23,332,251
Total	17,787,668	9,871,523	107,654	2,675,460	123,313,213	153,755,518
Allowance for expected credit losses						
Trade receivables	-	(44,610)	-	-	(57,334,270)	(57,378,880)
Other receivables - financial assets	-	-	-	-	(8,643,221)	(8,643,221)
Total	-	(44,610)	-	-	(65,977,491)	(66,022,101)

For trade receivables that are overdue more than 12 months amounting to Baht 116.14 million is a secured receivable in form of mortgage assets of the debtor to the Company. The assets have an appraised value of Baht 60.43 million.

14 Cost of real estate development

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Land and construction developed	730,368,377	773,246,605	730,368,377	773,246,605
Land and construction under development	896,543,391	811,229,534	851,162,970	757,964,986
Total	1,626,911,768	1,584,476,139	1,581,531,347	1,531,211,591

Movement of cost of real estate development for the year ended 31 December is as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Opening net book value	1,584,476,139	1,636,560,429	1,531,211,591	1,586,459,453
Additions	43,050,014	26,196,937	43,015,518	26,194,608
Reductions	-	(18,210,108)	-	(18,210,108)
Capitalised borrowing costs	42,368,063	44,800,144	50,286,686	41,638,901
Transfer from deposit for construction	313,577	2,149,195	313,577	2,149,195
Transfer to cost of sales of real estate	(43,296,025)	(107,020,458)	(43,296,025)	(107,020,458)
Closing net book value	1,626,911,768	1,584,476,139	1,581,531,347	1,531,211,591

During the year, the Group and the Company included borrowing costs in cost of real estate development. These were determined by applying capitalisation rates which were the weighted average of the financial charges on total borrowings. The capitalisation rates are 5.92% to 7.41% per annum (2020: 6.19% to 6.29% per annum).

The Company has mortgaged the land with structures thereon as collateral for debentures with net book value of Baht 828.34 million (2020: Baht 425.92 million) (Note 27) and has mortgaged the land with structures thereon as collateral for long-term borrowings from financial institution with net book value of Baht 716.56 million (2020: Baht 752.09 million) (Note 28).

15 Financial assets measured at fair value through other comprehensive income

Financial assets measured at fair value through other comprehensive income is listed equity securities.

Movement of financial assets measured at fair value through other comprehensive income for the year ended 31 December is as follows:

	Consolidated and separate financial statements	
	2021	2020
	Baht	Baht
Opening net book value	137,767,500	159,705,000
Change in fair value of financial assets measured at fair value through other comprehensive income	14,917,500	(21,937,500)
Closing net book value	152,685,000	137,767,500

The fair values of financial assets measured at fair value through other comprehensive income are based on the closing price by reference to the Stock Exchange of Thailand. The fair values are within level 1 of the fair value hierarchy.

Amounts recognised in statement of comprehensive income that are related to financial assets measured at fair value through other comprehensive income are as follows:

	Consolidated and separate financial statements	
	2021	2020
	Baht	Baht
Gain (losses) recognised in other comprehensive income, net of tax	11,934,000	(17,550,000)
Dividend income	10,530,000	10,530,000

The Company has mortgaged the investment units thereon financial assets measured at fair value through other comprehensive income as collateral for debentures with net book value of Baht 142.48 million (Note 27)

16 Investments in subsidiaries, net

The Group comprises the subsidiaries listed below as at 31 December 2021 and 2020.

	Country of incorporation	Nature of business	Percentage of									
			Percentage of shareholding				Percentage of					
			Percentage of shareholding held by the Group		held through the subsidiaries		Percentage of shareholding held by the Company		shareholding held by the Company's non-controlling interests		Separate financial statements	
			2021	2020	2021	2020	2021	2020	2021	2020	Cost method	
			Percentage	Percentage	Percentage	Percentage	Percentage	Percentage	Percentage	Percentage	2021	2020
										Baht	Baht	
<u>Subsidiaries directly owned by the Company</u>												
EV Grand Company Limited	Thailand	Real estate development	-	-	-	-	100.00	100.00	-	-	249,999,400	249,999,400
Honor Business Company Limited	Thailand	Hotel	-	-	-	-	100.00	100.00	-	-	291,646,200	291,646,200
Owendelle Company Limited	Thailand	Hotel	-	-	-	-	100.00	100.00	-	-	215,325,989	215,325,989
Royal Orchid Hotel (Thailand) Public Company Limited	Thailand	Hotel	-	-	-	-	97.14	98.48	2.86	1.52	3,491,336,112	3,539,256,617
<u>Subsidiaries which the Company owns through</u>												
<u>Royal Orchid Hotel (Thailand) Public Company Limited</u>												
Thai Royal Orchid Real Estate Company Limited	Thailand	Rental of assets	97.13	98.47	99.99	99.99	-	-	2.87	1.53	-	-
											4,248,307,701	4,296,228,206
<u>Less</u> Provision for impairment of investments in subsidiaries											(291,646,200)	(325,895,261)
Total											3,956,661,501	3,970,332,945

All subsidiaries are included in the consolidation and have share capital consisting solely of ordinary shares, that are held directly and indirectly by the Group. The proportion of ownership interests held equals the voting rights held by the Group.

Movement of investments in subsidiaries for the year ended 31 December is as follows:

	Separate financial statements	
	2021	2020
	Baht	Baht
Opening net book value	3,970,332,945	4,129,115,937
Disposals	(47,920,505)	-
Reversal of impairment losses (impairment losses)	34,249,061	(158,782,992)
Closing net book value	3,956,661,501	3,970,332,945

On 17 April 2020, the Board of Directors Meeting of Royal Orchid Hotel (Thailand) Public Company Limited, a subsidiary, approved to pay interim dividends in place of the payment of dividends for the year 2019 in respect of 2019 retained earnings of Baht 1.4346 per share, totaling Baht 134.49 million. The dividends were paid to shareholders on 30 April 2020.

On 17 April 2020, the Annual General Meeting of the shareholder of Thai Royal Orchid Real Estate Limited, a subsidiary, approved dividend payment to shareholders from 2019 retained earnings of Baht 0.99 per share, totaling Baht 9.90 million. The dividends were paid to shareholders on 28 April 2020.

On 15 February 2021, Grande Equity Development Company Limited, a subsidiary, has registered to change name of the Company to EV Grand Company Limited.

On 24 February 2021, the Board of Directors Meeting no.1/2021, approved to dispose ordinary stock of Royal Orchid Hotel (Thailand) Public Company Limited, a subsidiary in proportion 5.33% of total of a subsidiary, 1,250,000 stocks to the third party which book value amount Baht 47.92 million. The total amount of disposal is Baht 48.04 million resulted to the decrease in proportion of shareholding from 98.47% to 97.13% which increased Baht 1.86 million in Equity attributable to owners of the parent.

On 2 April 2021, the Annual General Meeting of the shareholders of Thai Royal Orchid Real Estate Limited resolved to approve the dissolution of the entity. The subsidiary company registered its dissolution with the Ministry of Commerce on 2 April 2021. Currently, the subsidiary is on the process of registers its liquidation.

On 26 November 2021, a meeting of the Board of Directors of Royal Orchid Hotel (Thailand) Public Company Limited, a subsidiary, passed the following significant resolutions:

- 1) Approved the change of the par value of the subsidiary's ordinary shares from Baht 10 to Baht 1 per share
- 2) Approved increase in the registered share capital from Baht 937,500,000 (937,500,000 ordinary shares with a par value of Baht 1 each) to Baht 1,117,500,000 (1,117,500,000 ordinary shares with a par value of Baht 1 each) by issuing 180,000,000 ordinary shares with a par value of Baht 1 each to accommodate the allotment of new shares to private investors

The subsidiary has registered the change of the par value of the subsidiary's ordinary shares to Ministry of Commerce on 8 December 2021.

During the year 2021, the Company reversed allowance of losses on impairment of investment in subsidiaries which operates hotel business amounting to Baht 34.25 million (2020: recognized losses Baht 158.78 million) by applying the fair value less costs of disposal method to calculate the recoverable amount. These calculations are considered by discounting the estimated future performance and cash flows covering the period of lease agreement. The projected revenue from hotel operations and the growth rate are determined based on past performance and future business plan of the subsidiary including the growth expectation of industry. The discount rate being measured is estimated from cost of capital in accordance with the subsidiary's industry. The discount rate used in the estimate is 7.18% per annum (2020: 7.28% per annum).

The Group has mortgaged the ordinary shares of a subsidiary as collateral for debentures with net book value of 1,619.33 million (Note 27) and for the Group's long-term borrowings from financial institution with net book value of Baht 1,872.01 million (2020: Baht 3,539.26 million) (Note 28).

17 Investments in joint ventures

The Group comprises the joint ventures listed below as at 31 December 2021 and 2020 as follows:

	Country of incorporation	Nature of business	Percentage of shareholding held by the Group		Percentage of shareholding held by the Company		Voting power of the Company	
			2021	2020	2021	2020	2021	2020
			Percentage	Percentage	Percentage	Percentage	Percentage	Percentage
<u>Jointly controlled entities</u>								
Grand Star Company Limited	Thailand	Property development	40.00	40.00	40.00	40.00	25.00	25.00
Grand River Forest Company Limited	Thailand	Property development	42.00	42.00	42.00	42.00	25.00	25.00
Grand Global Gloves Company Limited	Thailand	Manufacturing and distribution of rubber gloves	50.50	50.50	50.50	50.50	50.00	50.00
			Consolidated financial statements		Separate financial statements			
			Equity method		Cost method			
			2021	2020	2021	2020	2021	2020
			Baht	Baht	Baht	Baht	Baht	Baht
<u>Jointly controlled entities</u>								
Grand Star Company Limited			433,790,486	443,021,205	480,000,000		480,000,000	
Grand River Forest Company Limited			183,198,654	184,647,839	189,000,000		189,000,000	
Grand Global Gloves Company Limited			64,329,082	37,782,445	82,062,400		37,874,925	
			681,318,222	665,451,489	751,062,400		706,874,925	

All joint ventures are limited companies. All its shares are common share and do not have a quoted market price.

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

Movement of investments in joint ventures for the year ended 31 December is as follows:

	Consolidated financial statements		Separate financial statements	
	Equity method		Cost method	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Opening net book value	665,451,489	617,795,900	706,874,925	648,000,000
Additions	44,187,475	58,874,925	44,187,475	58,874,925
Share of losses from investments in joint ventures	(28,320,742)	(11,219,336)	-	-
Closing net book value	681,318,222	665,451,489	751,062,400	706,874,925

On 19 March 2020, the Company paid 210,000 additional ordinary shares of Grand River Forest Company Limited with a par value of 100 baht per share. The price of 100 baht per share is in the amount of Baht 21.00 million in full value. In this regard, the Company holds 42% of the shares according to the proportion of the existing shareholders. Grand River Forest Company Limited registered to increase capital with the Ministry of Commerce on 20 March 2020.

On 9 November 2020, the Company is the co-investor and established Grand Global Gloves Company Limited for manufacturing and distribution of rubber gloves, with 1,000,000 registered shares of Baht 100 each. The Company will hold 504,999 shares, equivalent to 50.5% of the registered shares. The Company has paid in the amount of Baht 37.87 million according to the 75% of registered share capital.

On 8 July 2021, the Company paid 1,262,500 additional ordinary shares of Grand Global Gloves Company Limited with a par value of 100 baht per share and selling price is 25 baht per share. The price of 25 baht per share is in the amount of Baht 31.56 million. In this regard, the Company holds 50.50% of the shares according to the proportion of existing shareholders.

On 24 December 2021, the Company paid 505,000 additional ordinary shares of Grand Global Gloves Company Limited with a par value of 100 baht per share and selling price is 25 baht per share. The price of 25 baht per share is in the amount of Baht 12.62 million in full value. In this regard, the Company holds 50.50% of the shares according to the proportion of the existing shareholders.

Summarised financial information for joint ventures

The table below is summarised of financial information for joint ventures that are material to the Group. The financial information is included in joint ventures own financial statements which has been amended to reflect adjustments necessary for the equity method, including adjusting fair value and differences in accounting policy between the Group and joint venture.

Summarised of statement of financial position

	Grand Star Company Limited		Grand River Forest Company Limited	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Current assets				
Cash and cash equivalents	10,973,692	36,658,433	2,079,370	9,063,135
Other current assets	3,322,299,282	2,556,180,620	2,105,515,081	2,008,440,237
Total current assets	3,333,272,974	2,592,839,053	2,107,594,451	2,017,503,372
Non-current assets	73,287,819	127,648,975	449,507	1,621,718
Current liabilities				
Current financial liabilities	358,907,662	-	801,822,068	777,910,000
Other current liabilities	1,308,245	64,073,674	34,620	31,577,378
Total current liabilities	360,215,907	64,073,674	801,856,688	809,487,378
Non-current liabilities				
Non-current financial liabilities	1,959,510,698	1,377,701,051	870,000,000	770,000,000
Other non-current liabilities	2,357,972	171,160,291	-	-
Total non-current liabilities	1,961,868,670	1,548,861,342	870,000,000	770,000,000
Net assets	1,084,476,216	1,107,553,012	436,187,270	439,637,712

Summarised of performance

	Grand Star Company Limited		Grand River Forest Company Limited	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Other incomes	41,633	180,648	9,200	95,679
Selling expenses	(17,119,965)	(23,112,144)	-	-
Administrative expenses	(14,199,208)	(13,515,843)	(2,287,431)	(3,079,588)
Loss before income tax	(31,277,540)	(36,447,339)	(2,278,231)	(2,983,909)
Income tax	8,200,744	11,949,137	(1,172,211)	(176,985)
Loss for the year	(23,076,796)	(24,498,202)	(3,450,442)	(3,160,894)

Reconciliation of summarised financial information

Reconciliation of the summarised financial information presented to the carrying amount of its interest in joint ventures.

Summarised financial information	Grand Star Company Limited		Grand River Forest Company Limited	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Opening net assets	1,107,553,012	1,132,051,214	439,637,712	392,798,606
Issue of shares	-	-	-	50,000,000
Loss for the year	(23,076,796)	(24,498,202)	(3,450,441)	(3,160,894)
Closing net assets	1,084,476,216	1,107,553,012	436,187,271	439,637,712
Interest in joint ventures (Percentage)	40.00	40.00	42.00	42.00
Interest in joint ventures (Baht)	443,790,486	443,021,205	183,198,654	184,647,839
Carrying value	443,790,486	443,021,205	183,198,654	184,647,839

The table below is the carrying amount of its interests, in aggregate, all individually immaterial associates that are accounted for using equity method.

	2021 Baht	2020 Baht
Loss for the year	(34,932,353)	(183,128)

18 Investment properties, net

	Consolidated and Separate financial statements
	Buildings Baht
At 1 January 2020	
Cost	443,382,016
<u>Less</u> Accumulated depreciation	(194,052,218)
Net book value	249,329,798
For the year ended 31 December 2020	
Opening net book value	249,329,798
Additions	556,899
Depreciation charge	(5,878,627)
Closing net book value	244,008,070
At 31 December 2020	
Cost	443,938,915
<u>Less</u> Accumulated depreciation	(199,930,845)
Net book value	244,008,070
For the year ended 31 December 2021	
Opening net book value	244,008,070
Depreciation charge	(8,445,172)
Closing net book value	235,562,898
At 31 December 2021	
Cost	443,938,915
<u>Less</u> Accumulated depreciation	(208,367,017)
Net book value	235,562,898
Fair value	
At 31 December 2020	458,740,767
At 31 December 2021	566,202,580

The fair value of investment properties is within level 3 of the fair value hierarchy.

The fair value of investment properties for rental buildings is based on income approach. Management considered the present value of future cash flows expected to be derived from the investment properties. The main non-observable assumptions used in fair value measurement are rental growth rate of 10% every 3 years and discount rate at 6.51% to 8.50% per annum (2020: rental growth rate of 10% every 3 years and discount rate at 7.42% to 8.11% per annum).

There were no changes to the valuation techniques during the year.

The Company have mortgaged the investment properties as collateral for the Group's long-term borrowings from financial institution with net book value of Baht 235.56 million (2020: Baht 239.08 million) (Note 28).

Amounts recognised in Statement of Comprehensive Income that are related to investment properties are as follows:

	Consolidated and Separate financial statements	
	2021 Baht	2020 Baht
Rental income	17,192,529	36,203,811
Direct operating expense that generated rental income	15,223,664	13,058,281

19 Property, plant and equipment, net

Consolidated financial statements											
	Land Baht	Land improvements Baht	Buildings Baht	Asset improvements Baht	Equipment and furniture Baht	Operating equipment Baht	Office equipment Baht	Motor vehicles Baht	Mock up Baht	Construction in progress Baht	Total Baht
At 1 January 2020											
Cost	3,043,898,508	11,420,650	5,560,750,757	1,073,788,768	2,500,566,661	308,141,182	97,476,125	38,269,240	7,169,435	44,628,545	12,686,109,871
<u>Less</u> Accumulated depreciation	-	(6,813,325)	(1,476,030,942)	(1,009,651,637)	(1,728,828,882)	(238,329,194)	(86,953,148)	(36,046,395)	(7,169,419)	-	(4,589,822,942)
Net book value	3,043,898,508	4,607,325	4,084,719,815	64,137,131	771,737,779	69,811,988	10,522,977	2,222,845	16	44,628,545	8,096,286,929
For the year ended 31 December 2020											
Opening net book value	3,043,898,508	4,607,325	4,084,719,815	64,137,131	771,737,779	69,811,988	10,522,977	2,222,845	16	44,628,545	8,096,286,929
Additions	-	-	6,641,427	1,448,416	16,240,535	17,737	1,080,151	-	-	31,025,937	56,454,203
Disposals, net	-	-	-	-	(236,516)	(1,689,955)	(10)	-	-	-	(1,926,481)
Transfers in (out)	-	-	13,280,000	211,420	22,621,985	786,909	-	-	-	(36,900,314)	-
Depreciation charge	-	(1,481,093)	(133,548,962)	(19,263,265)	(154,590,996)	(18,629,098)	(5,688,660)	(862,718)	-	-	(334,064,792)
Transfer from deposits for hotel construction	-	-	-	-	-	-	-	-	-	36,197	36,197
Transfer to intangible assets (Note 21)	-	-	-	-	-	-	-	-	-	(770,400)	(770,400)
Closing net book value	3,043,898,508	3,126,232	3,971,092,280	46,533,702	655,772,787	50,297,581	5,914,458	1,360,127	16	38,019,965	7,816,015,656
At 31 December 2020											
Cost	3,043,898,508	11,420,650	5,580,672,184	1,075,442,185	2,527,614,655	306,780,719	98,303,884	38,269,240	7,169,435	38,019,965	12,727,591,425
<u>Less</u> Accumulated depreciation	-	(8,294,418)	(1,609,579,904)	(1,028,908,483)	(1,871,841,868)	(256,483,138)	(92,389,426)	(36,909,113)	(7,169,419)	-	(4,911,575,769)
Net book value	3,043,898,508	3,126,232	3,971,092,280	46,533,702	655,772,787	50,297,581	5,914,458	1,360,127	16	38,019,965	7,816,015,656
For the year ended 31 December 2021											
Opening net book value	3,043,898,508	3,126,232	3,971,092,280	46,533,702	655,772,787	50,297,581	5,914,458	1,360,127	16	38,019,965	7,816,015,656
Revaluation surplus	3,680,635,080	-	-	-	-	-	-	-	-	-	3,680,635,080
Additions	51,912	-	10,681,858	2,348,014	720,431	17,769	108,790	-	-	105,506,342	119,435,116
Disposals, net	-	-	-	-	(145,659)	(10,937)	(51)	-	-	-	(156,647)
Transfers in (out)	-	-	-	7,413,569	53,492,040	-	-	-	-	(60,905,609)	-
Transfer from deposits for hotel construction	-	-	3,760,656	-	-	-	-	-	-	-	3,760,656
Depreciation charge	-	(525,617)	(134,903,236)	(15,129,762)	(157,746,390)	(11,138,659)	(4,513,494)	(453,602)	-	-	(324,410,760)
Impairment loss	-	-	(559,997,014)	-	-	-	-	-	-	-	(559,997,014)
Closing net book value	6,724,585,500	2,600,615	3,290,634,544	41,165,523	552,093,209	39,165,754	1,509,703	906,525	16	82,620,698	10,735,282,087
At 31 December 2021											
Cost or revaluation amount	6,724,585,500	11,420,650	5,595,114,698	1,085,203,768	2,579,565,022	306,787,551	89,088,282	38,269,240	7,169,435	82,620,698	16,519,824,844
<u>Less</u> Accumulated depreciation	-	(8,820,035)	(1,744,483,140)	(1,044,038,245)	(2,027,471,813)	(267,621,797)	(87,578,579)	(37,362,715)	(7,169,419)	-	(5,224,545,743)
<u>Less</u> Provision for impairment	-	-	(559,997,014)	-	-	-	-	-	-	-	(559,997,014)
Net book value	6,724,585,500	2,600,615	3,290,634,544	41,165,523	552,093,209	39,165,754	1,509,703	906,525	16	82,620,698	10,735,282,087

	Separate financial statements									
	Land Baht	Buildings Baht	Asset improvements Baht	Equipment and furniture Baht	Operating equipment Baht	Office equipment Baht	Motor vehicles Baht	Mock up Baht	Construction in progress Baht	Total Baht
At 1 January 2020										
Cost	878,898,509	3,690,045,127	154,896,488	741,457,136	258,714,698	91,701,414	21,247,484	7,169,435	27,900,796	5,872,031,087
<u>Less</u> Accumulated depreciation	-	(1,098,858,600)	(125,310,181)	(371,765,819)	(215,904,323)	(84,737,787)	(20,854,364)	(7,169,419)	-	(1,924,600,493)
Net book value	878,898,509	2,591,186,527	29,586,307	369,691,317	42,810,375	6,963,627	393,120	16	27,900,796	3,947,430,594
For the year ended 31 December 2020										
Opening net book value	878,898,509	2,591,186,527	29,586,307	369,691,317	42,810,375	6,963,627	393,120	16	27,900,796	3,947,430,594
Additions	-	6,641,427	-	4,660,681	-	789,432	-	-	1,110,183	13,201,723
Disposals, net	-	-	-	(209)	(203)	(10)	-	-	-	(422)
Transfers in (out)	-	13,280,000	(28,580)	3,291,147	786,909	-	-	-	(17,329,476)	-
Depreciation charge	-	(87,682,249)	(12,976,643)	(68,635,947)	(16,740,102)	(3,878,942)	(176,159)	-	-	(190,090,042)
Transfer from deposits for hotel construction	-	-	-	-	-	-	-	-	36,197	36,197
Transfer to intangible assets (Note 21)	-	-	-	-	-	-	-	-	(770,400)	(770,400)
Closing net book value	878,898,509	2,523,425,705	16,581,084	309,006,989	26,856,979	3,874,107	216,961	16	10,947,300	3,769,807,650
At 31 December 2020										
Cost	878,898,509	3,709,966,553	154,861,488	749,019,090	259,026,252	92,238,454	21,247,484	7,169,435	10,947,300	5,883,374,565
<u>Less</u> Accumulated depreciation	-	(1,186,540,848)	(138,280,404)	(440,012,101)	(232,169,273)	(88,364,347)	(21,030,523)	(7,169,419)	-	(2,113,566,915)
Net book value	878,898,509	2,523,425,705	16,581,084	309,006,989	26,856,979	3,874,107	216,961	16	10,947,300	3,769,807,650
For the year ended 31 December 2021										
Opening net book value	878,898,509	2,523,425,705	16,581,084	309,006,989	26,856,979	3,874,107	216,961	16	10,947,300	3,769,807,650
Revaluation surplus	2,861,120,892	-	-	-	-	-	-	-	-	2,861,120,892
Additions	-	10,681,858	41,384	260,397	-	28,190	-	-	6,058,778	17,070,607
Disposals, net	-	-	-	-	-	(51)	-	-	-	(51)
Transfers in (out)	-	-	314,958	-	-	-	-	-	(314,958)	-
Transfer from deposits for hotel construction	-	3,760,656	-	-	-	-	-	-	-	3,760,656
Depreciation charge	-	(89,036,525)	(10,621,763)	(77,234,399)	(10,631,008)	(2,919,130)	(147,698)	-	-	(190,590,523)
Impairment loss	-	(559,997,014)	-	-	-	-	-	-	-	(559,997,014)
Closing net book value	3,740,019,401	1,888,834,680	6,315,663	232,032,987	16,225,971	983,116	69,263	16	16,691,120	5,901,172,217
At 31 December 2021										
Cost or revaluation amount	3,740,019,401	3,724,409,067	155,217,830	749,279,487	259,026,252	82,942,252	21,247,484	7,169,435	16,691,120	8,756,002,328
<u>Less</u> Accumulated depreciation	-	(1,275,577,373)	(148,902,167)	(517,246,500)	(242,800,281)	(81,959,136)	(21,178,221)	(7,169,419)	-	(2,294,833,097)
<u>Less</u> Provision for impairment	-	(559,997,014)	-	-	-	-	-	-	-	(559,997,014)
Net book value	3,740,019,401	1,888,834,680	6,315,663	232,032,987	16,225,971	983,116	69,263	16	16,691,120	5,901,172,217

The Group and the Company has mortgaged the land with structures thereon as collateral for debentures with net book value of Baht 625.48 million (2020: Baht 182.32 million) (Note 27) and has mortgaged the land with structures thereon as collateral for long-term borrowings from financial institution with net book value of Baht 4,772.56 million (2020: Baht 6,575.93 million and Baht 2,980.93 million) (Note 28).

As at 31 December 2021, property, plant and equipment of a subsidiary at net book value of Baht 4,689.57 million was owned by MFC Asset Management Public Company Limited, as the trustee of Grande Royal Orchid Hospitality Real Estate Investment Trust (Note 26).

Fair value of land and buildings

An independent valuation of the Group's land was performed by Knight Frank Chartered (Thailand) company limited to determine the fair value of the land during the year 2021. Gains from revaluation of land, net of tax was credited to other comprehensive income and is shown as 'revaluation surplus of land' in equity.

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

	Significant observable inputs (level 2)	
	Consolidated financial statements Baht	Separate financial statements Baht
Recurring fair value measurements		
Land	6,724,585,500	3,740,019,401

Level 2 fair values of land have been derived using the sales comparison approach. Sales prices of comparable land in close proximity are adjusted for differences in key attributes such as location, size, plot, width of the land, and potential of land use.

Carrying amounts that would have been recognised if land was stated at cost

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

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Cost	3,043,950,420	3,043,898,508	878,898,509	878,898,509

During the year ended 31 December 2021, management found impairment indicators for property, plant and equipment of the Group's hotel business. Due to the COVID-19 pandemic, the hotel's performance has been declining significantly. Management therefore tested impairment of property, plant and equipment by calculating the recoverable amount using the higher of fair value less costs to sell and value in use. The Group engaged an independent appraiser to assess the fair value of land

From the above impairment testing, the Group recognised impairment losses Baht 560.00 million to a hotel building in the consolidated and separate statements of comprehensive income.

20 Right-of-use assets, net

Consolidated financial statements					
	Buildings Baht	Equipment and furniture Baht	Office equipment Baht	Vehicles Baht	Total Baht
For the year ended 31 December 2020					
Retrospective adjustments from changes in accounting policy	674,774,168	5,314,137	14,745,244	16,013,554	710,847,103
Additions	128,964,199	-	-	-	128,964,199
Lease termination	-	(264,372)	-	-	(264,372)
Lease modifications	-	-	18,528	-	18,528
Depreciation	(151,538,612)	(2,392,898)	(7,435,097)	(4,960,834)	(166,327,441)
Closing net book value	652,199,755	2,656,867	7,328,675	11,052,720	673,238,017
At 31 December 2020					
Cost	803,738,367	5,005,703	14,763,772	16,013,554	839,521,396
<u>Less</u> Accumulated depreciation	(151,538,612)	(2,348,836)	(7,435,097)	(4,960,834)	(166,283,379)
Net book value	652,199,755	2,656,867	7,328,675	11,052,720	673,238,017
For the year ended 31 December 2021					
Opening net book value	652,199,755	2,656,867	7,328,675	11,052,720	673,238,017
Additions	-	760,421	-	-	760,421
Lease modifications	-	-	860,265	-	860,265
Depreciation	(151,212,590)	(2,016,208)	(7,271,863)	(4,334,753)	(164,835,414)
Closing net book value	500,987,165	1,401,080	917,077	6,717,967	510,023,289
At 31 December 2021					
Cost	803,738,367	5,766,124	15,624,037	16,013,554	841,142,082
<u>Less</u> Accumulated depreciation	(302,751,202)	(4,365,044)	(14,706,960)	(9,295,587)	(331,118,793)
Net book value	500,987,165	1,401,080	917,077	6,717,967	510,023,289
Separate financial statements					
	Buildings Baht	Equipment and furniture Baht	Office equipment Baht	Vehicles Baht	Total Baht
For the year ended 31 December 2020					
Retrospective adjustments from changes in accounting policy	62,142,255	1,714,027	6,517,055	10,715,579	81,088,916
Depreciation	(22,776,124)	(467,878)	(3,262,352)	(3,325,999)	(29,832,353)
Closing net book value	39,366,131	1,246,149	3,254,703	7,389,580	51,256,563
At 31 December 2020					
Cost	62,142,255	1,714,027	6,517,055	10,715,579	81,088,916
<u>Less</u> Accumulated depreciation	(22,776,124)	(467,878)	(3,262,352)	(3,325,999)	(29,832,353)
Net book value	39,366,131	1,246,149	3,254,703	7,389,580	51,256,563
For the year ended 31 December 2021					
Opening net book value	39,366,131	1,246,149	3,254,703	7,389,580	51,256,563
Depreciation	(22,742,744)	(415,385)	(3,199,362)	(2,701,896)	(29,059,387)
Closing net book value	16,623,387	830,764	55,341	4,687,684	22,197,176
At 31 December 2021					
Cost	62,142,255	1,714,027	6,517,055	10,715,579	81,088,916
<u>Less</u> Accumulated depreciation	(45,518,868)	(883,263)	(6,461,714)	(6,207,895)	(58,891,740)
Net book value	16,623,387	830,764	55,341	4,687,684	22,197,176

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

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Expense relating to leases of low-value assets	267,761	456,386	267,761	456,386
Income from subleasing right-of-use asset	893,478	893,478	893,478	893,478
Total cash outflow for leases	134,194,003	134,983,675	30,181,923	31,071,840

21 Intangible assets, net

	Consolidated financial statements			Separate financial statements		
	Right of use of asset Baht	Computer software Baht	Total Baht	Right of use of asset Baht	Computer software Baht	Total Baht
At 1 January 2020						
Cost	68,166,332	84,424,178	152,590,510	68,166,332	42,351,893	110,518,225
Less Accumulated amortisation	(5,359,447)	(50,609,892)	(55,969,339)	(5,359,447)	(18,972,291)	(24,331,738)
Net book value	62,806,885	33,814,286	96,621,171	62,806,885	23,379,602	86,186,487
For the year ended 31 December 2020						
Opening net book value	62,806,885	33,814,286	96,621,171	62,806,885	23,379,602	86,186,487
Additions	-	18,844	18,844	-	18,844	18,844
Transfer from property, plant and equipment (Note 19)	770,400	-	770,400	770,400	-	770,400
Transfer to other asset	-	(914,106)	(914,106)	-	(914,106)	(914,106)
Amortisation charge	(6,919,352)	(5,360,324)	(12,279,676)	(6,919,352)	(3,065,820)	(9,985,172)
Closing net book value	56,657,933	27,558,700	84,216,633	56,657,933	19,418,520	76,076,453
At 31 December 2020						
Cost	68,936,732	83,528,916	152,465,648	68,936,732	41,456,631	110,393,363
Less Accumulated amortisation	(12,278,799)	(55,970,216)	(68,249,015)	(12,278,799)	(22,038,111)	(34,316,910)
Net book value	56,657,933	27,558,700	84,216,633	56,657,933	19,418,520	76,076,453
For the year ended 31 December 2021						
Opening net book value	56,657,933	27,558,700	84,216,633	56,657,933	19,418,520	76,076,453
Additions	-	41,851	41,851	-	41,851	41,851
Amortisation charge	(6,893,671)	(6,207,532)	(13,101,203)	(6,893,671)	(3,889,295)	(10,782,966)
Closing net book value	49,764,262	21,393,019	71,157,281	49,764,262	15,571,076	65,335,338
At 31 December 2021						
Cost	68,936,732	83,570,767	152,507,499	68,936,732	41,498,482	110,435,214
Less Accumulated amortisation	(19,172,470)	(62,177,748)	(81,350,218)	(19,172,470)	(25,927,406)	(45,099,876)
Net book value	49,764,262	21,393,019	71,157,281	49,764,262	15,571,076	65,335,338

Amortisation of intangible assets recognised in statement of comprehensive income as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Cost of sales	12,202,390	11,361,396	9,884,153	9,066,892
Administrative expenses	898,813	918,280	898,813	918,280

22 Deferred income taxes

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

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Deferred tax assets:	651,574,250	380,817,452	110,593,256	372,762,585
Deferred tax liabilities:	(708,875,862)	(722,033,848)	-	-
Deferred tax asset (net)	(57,301,612)	(341,216,396)	110,593,256	372,762,585

The movement in deferred tax assets and deferred tax liabilities is as follows:

Deferred tax assets

	Consolidated financial statements				
	At 1 January 2020 Baht	Recognised to profit or loss Baht	Recognised to other comprehensive income Baht	Recognised to equity Baht	At 31 December 2020 Baht
Borrowing costs	34,120,052	(549,562)	-	-	33,570,490
Allowance for expected credit losses of trade and other receivables	582,977	12,768,875	-	-	13,351,852
Changes in fair value of financial assets measured at fair value through other comprehensive	3,159,000	-	4,387,500	-	7,546,500
Provisions	3,010,187	(2,686,229)	-	-	323,958
Employee benefit obligations	34,787,023	(2,947,717)	-	(2,878,569)	28,960,737
Tax losses	73,384,759	212,239,972	-	-	285,624,731
Lease liabilities	-	11,363,083	-	-	11,363,083
Others	62,799	13,302	-	-	76,101
Total	149,106,797	230,201,724	4,387,500	(2,878,569)	380,817,452
Reconciliation of deferred taxes	(539,332)	539,322	-	-	-
Deferred tax assets (net)	148,567,465	230,741,056	4,387,500	(2,878,569)	380,817,452

	Consolidated financial statements				
	At 1 January 2021 Baht	Recognised to profit or loss Baht	Recognised to other comprehensive income Baht	Recognised to equity Baht	At 31 December 2021 Baht
Borrowing costs	33,570,490	(494,651)	-	-	33,075,839
Allowance for expected credit losses of trade and other receivables	13,351,852	(45,706)	-	-	13,306,146
Changes in fair value of financial assets measured at fair value through other comprehensive	7,546,500	-	(2,983,500)	-	4,563,000
Provisions	323,958	45,363	-	-	369,321
Employee benefit obligations	28,960,737	2,242,405	-	-	31,203,142
Sales and buy-back of GROREIT	-	789,559,817	-	-	789,559,817
Tax losses	285,624,731	139,413,922	-	-	425,038,653
Lease liabilities	11,363,083	(39,162,643)	-	-	(27,799,560)
Allowance for impairment of assets	-	111,999,403	-	-	111,999,403
Others	76,101	6,309,404	-	-	6,385,505
Total	380,817,452	1,009,867,314	(2,983,500)	-	1,387,701,266
Reconciliation of deferred taxes	-	-	(736,127,016)	-	(736,127,016)
Deferred tax assets (net)	380,817,452	1,009,867,314	(739,110,516)	-	651,574,250

	Separate financial statements				
	At 1 January 2020 Baht	Recognised to profit or loss Baht	Recognised to other comprehensive income Baht	Recognised to equity Baht	At 31 December 2020 Baht
Borrowing costs	34,120,053	(549,563)	-	-	33,570,490
Allowance for expected credit losses of trade and other receivables	-	12,870,460	-	-	12,870,460
Changes in fair value of financial assets measured at fair value through other comprehensive	3,159,000	-	4,387,500	-	7,546,500
Provisions	3,010,187	(2,686,229)	-	-	323,958
Employee benefit obligations	15,865,857	1,079,106	-	(2,084,724)	14,860,239
Provision for impairment of investment in subsidiaries	33,422,454	31,756,598	-	-	65,179,052
Tax losses	73,384,759	163,570,926	-	-	236,955,685
Others	73,534	1,382,667	-	-	1,456,201
Total	163,035,844	207,423,965	4,387,500	(2,084,724)	372,762,585
Reconciliation of deferred taxes	(318,282)	318,282	-	-	-
Deferred tax assets (net)	162,717,562	207,742,247	4,387,500	(2,084,724)	372,762,585

	Separate financial statements				
	At 1 January 2021 Baht	Recognised to profit or loss Baht	Recognised to other comprehensive income Baht	Recognised to equity Baht	At 31 December 2021 Baht
Borrowing costs	33,570,490	(494,651)	-	-	33,075,839
Allowance for expected credit losses of trade and other receivables	12,870,460	-	-	-	12,870,460
Allowance for expected credit losses of loans to related parties	-	12,134,750	-	-	12,134,750
Changes in fair value of financial assets measured at fair value through other comprehensive	7,546,500	-	(2,983,500)	-	4,563,000
Provisions	323,958	45,363	-	-	369,321
Employee benefit obligations	14,860,239	2,117,839	-	-	16,978,078
Provision for impairment of investment in subsidiaries	65,179,052	(6,849,812)	-	-	58,329,240
Tax losses	236,955,685	188,082,968	-	-	425,038,653
Lease liabilities	1,380,100	(306,915)	-	-	1,073,185
Allowance for impairment of assets	-	111,999,403	-	-	111,999,403
Others	76,101	6,309,405	-	-	6,385,506
Total	372,762,585	313,038,350	(2,983,500)	-	682,817,435
Reconciliation of deferred taxes	-	-	(572,224,179)	-	(572,224,179)
Deferred tax assets (net)	372,762,585	313,038,350	(575,207,679)	-	110,593,256

Deferred tax liabilities

	Consolidated financial statements			
	At 1 January 2020 Baht	Recognised to profit or loss Baht	Recognised to other comprehensive income Baht	At 31 December 2020 Baht
Revalued assets from acquisition of subsidiaries	(735,695,813)	13,661,965	-	(722,033,848)
Prepaid expenses	(221,050)	221,050	-	-
Contract assets	(318,282)	318,282	-	-
Total	(736,235,145)	14,201,297	-	(722,033,848)
Reconciliation of deferred taxes	539,332	(539,332)	-	-
Deferred tax liabilities (net)	(735,695,813)	(13,661,965)	-	(722,033,848)

Consolidated financial statements				
	At 1 January 2021 Baht	Recognised to profit or loss Baht	Recognised to other comprehensive income Baht	At 31 December 2021 Baht
Revalued assets from acquisition of subsidiaries	(722,033,848)	13,157,986	-	(708,875,862)
Revaluation surplus of land	-	-	(736,127,016)	(736,127,016)
Total	(722,033,848)	13,157,986	(736,127,016)	(1,445,002,878)
Reconciliation of deferred taxes	-	-	736,127,016	(736,127,016)
Deferred tax liabilities (net)	(722,033,848)	13,157,986	-	(708,875,862)
Separate financial statements				
	At 1 January 2020 Baht	Recognised to profit or loss Baht	Recognised to other comprehensive income Baht	At 31 December 2020 Baht
Contract assets	(318,282)	318,282	-	-
Total	(318,282)	318,282	-	-
Reconciliation of deferred taxes	318,282	(318,282)	-	-
Deferred tax liabilities (net)	-	-	-	-
Separate financial statements				
	At 1 January 2021 Baht	Recognised to profit or loss Baht	Recognised to other comprehensive income Baht	At 31 December 2021 Baht
Revaluation surplus of land	-	-	(572,224,179)	(572,224,179)
Total	-	-	(572,224,179)	(572,224,179)
Reconciliation of deferred taxes	-	-	572,224,179	572,224,179
Deferred tax liabilities (net)	-	-	-	-

Deferred income tax assets are recognised for tax loss carry forwards only to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Group did not recognise deferred tax assets of Baht 110.22 million (2020: Baht 70.68 million) from tax losses of Baht 551.08 Million (2020: Baht 353.41 million), that can be carried forward against future taxable income between 2022 and 2026.

23 Trade and other payables

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Trade payables	81,796,635	44,427,929	23,681,843	24,890,653
Other payables	100,103,744	57,121,841	39,852,541	25,044,037
Other payables - related parties (Note 37.3)	-	-	1,561,800	2,157,000
Construction payables	16,181,848	8,633,366	15,936,435	7,349,756
Accrued construction cost	1,696,921	3,854,023	1,696,921	3,854,023
Accrued expenses	114,584,702	106,654,513	63,501,073	64,694,419
Accrued interest expenses	60,157,876	64,754,462	60,157,876	64,754,461
Accrued interest expenses - related parties (Note 37.3)	2,363,014	488,014	6,789,600	2,846,765
Retention payables	12,492,336	28,278,500	11,032,202	26,570,275
Total	389,377,076	314,212,648	224,210,291	222,161,389

24 Bills of exchange payables

Movement of bills of exchange payables for the year ended 31 December is as follows:

	Consolidated and Separate financial statements	
	2021 Baht	2020 Baht
Opening net book value	-	149,707,012
Cash flows		
Additions	1,000,000,000	150,000,000
Repayments	(1,000,000,000)	(300,000,000)
Prepaid interest expenses	(9,766,680)	(1,785,610)
Non-cash movement		
Amortisation of prepaid interest expenses	9,766,680	2,078,598
Closing net book value	-	-

25 Lease liabilities

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Current	193,848,857	190,751,540	17,871,713	28,510,056
Non-current	215,040,862	349,183,133	9,371,579	26,137,103
Total	408,889,719	539,934,673	27,243,292	54,647,159

Movement of lease liabilities for the year ended 31 December is as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Opening net book value - before retrospective adjustment	539,934,673	26,923,178	54,647,159	20,126,849
Retrospective adjustment from changes in accounting policy	-	479,269,925	-	60,028,750
Opening net book value - after retrospective adjustment	539,934,673	506,193,103	54,647,159	80,155,599
Additions	760,422	120,264,199	-	-
Lease modification	813,024	5,012	2,371	-
Interest expenses on lease liabilities	37,445,163	49,516,685	3,211,915	5,107,015
Repayments of lease liabilities	(170,063,563)	(135,776,889)	(30,618,153)	(30,615,455)
Write-offs	-	(267,437)	-	-
Closing net book amount	408,889,719	539,934,673	27,243,292	54,647,159

The effective interest rates at the statement of financial position date were as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Percentage	2020 Percentage	2021 Percentage	2020 Percentage
Long-term lease liabilities	6.00 - 14.34	4.71 - 14.34	6.00 - 14.34	4.71 - 14.34

Present value of lease liabilities:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Not later than one year	193,848,857	190,751,540	17,871,713	28,510,056
Later than 1 year but not later than 5 years	162,760,038	284,049,960	9,371,579	26,137,103
Later than 5 years	52,280,824	65,133,173	-	-
	408,889,719	539,934,673	27,243,292	54,647,159

Maturity of finance lease liabilities are as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Not later than 1 year	218,597,157	223,732,973	19,334,121	31,687,134
Later than 1 year but not later than 5 years	198,899,936	340,703,497	9,971,440	28,192,339
Later than 5 years	61,100,000	82,500,000	-	-
Less Future finance charges on leases	(69,707,374)	(107,001,797)	(2,062,269)	(5,232,314)
Present value of lease liabilities	408,889,719	539,934,673	27,243,292	54,647,159

Lease liabilities are effectively secured as the rights to the leased asset revert to the lessor in the event of default.

26 Liability from lease agreement with buy-back obligation

On 15 July 2021, the Royal Orchid Hotel (Thailand) Public Company Limited, a subsidiary, entered into agreements of which significant detail are summarised as follows:

1. Agreement to buy and to sell immovable and movable assets of Royal Orchid Sheraton Hotel and Towers Project

The subsidiary entered into an agreement to buy and to sell immovable and movable assets with MFC Asset Management Public Company Limited ("MFC"), as the trustee of Grande Royal Orchid Hospitality Real Estate Investment Trust with Buy-Back Condition ("GROREIT"), amounting to Baht 4,498 million which contains conditions as specified in property's sale and purchase agreement. On 15 July 2021, the subsidiary has already received full payment and transferred the assets.

2. Lease Agreement for immovable assets and movable assets of Royal Orchid Sheraton Hotel and Towers Project

The subsidiary entered into an agreement with MFC, as the trustee of GROREIT, namely land, building and movable assets for operation of the Royal Orchid Sheraton Hotel and Towers. The term of the lease is 3 years starting from the date of the lease agreement is signed, whereby each party having the right to renew the lease 2 times, for periods of 1 year each time. The subsidiary agreed to pay monthly rental expenses at the rates specified in the lease agreement. The total rental fee for the period of 5 years would thus be Baht 1,360 million and the Company is able to buy back the assets from the third year for Baht 4,703 million, fourth year for Baht 4,783 million or fifth year for Baht 4,873 million at the price as mutually agreed for all term of lease which contains conditions as specified in property's rental agreement. On the agreement date, the subsidiary deposited Baht 136 million as a performance guarantee for the lease agreement.

3. Under Taking Agreement for Royal Orchid Sheraton Hotel and Towers Project

The subsidiary entered into an under taking agreement for the Royal Orchid Sheraton Hotel and Towers Project with MFC, acting as the trustee on behalf of GROREIT. The subsidiary deposited Baht 123 million for 2 years as a performance guarantee for the lease agreement which contains conditions as specified in under taking agreement.

The Sales and Lease back agreement with buy-back obligation from GROREIT is deemed to be a financing transaction and is not true sell so the Group presented to "Liability from lease agreement with buy-back obligation" in the statement of financial position measured by amortised cost, rental and obligation buy-back payment under lease agreement to GROREIT as decreasing of liability and recording to interest expense. In addition, the Group presented deposit and rental deposit totaling Baht 259 million, placed as the guarantee to comply with the conditions under the lease and under taking agreements, as "Guarantee for lease agreements" in the statement of financial position.

Movements of liability from lease agreement with buy-back obligation net from transaction costs and amortisation of expenses during 31 December 2021 are summarised below.

	Consolidated financial information Baht
Liability from lease agreement with buy-back obligation as at 15 July 2021	6,233,000,000
<u>Less:</u> Deferred interest expense	(1,735,000,000)
	4,498,000,000
<u>Less:</u> Deferred transaction costs relating to the agreement	(232,511,531)
	4,265,488,469
Payment of rental property	(79,838,710)
Transfer rental on the due date presented to other payable	(46,000,000)
Recognise of interest expense with effective interest rate method	172,586,284
Liability from lease agreement with buy-back obligation as at 31 December 2021	4,312,236,043

Fair value of liability from lease agreement with buy-back obligation is approximate book value by using the level 3 of the fair value hierarchy. Significant unobservable input of fair value hierarchy level 3 is risk adjusted discount rate. It is estimated based on the a subsidiary's cost of debt.

27 Debentures

	Consolidated and Separate financial statements	
	2021 Baht	2020 Baht
Current		
Current portion of debentures	2,891,600,000	2,999,200,000
<u>Less</u> Front end fees	(3,325,316)	(4,195,992)
Total current portion of debentures	2,888,274,684	2,995,004,008
Non-current		
Debentures	1,912,500,000	3,468,100,000
<u>Less</u> Front end fees	(18,133,670)	(15,286,402)
Total non-current portion of debentures	1,894,366,330	3,452,813,598
Total	4,782,641,014	6,447,817,606

Movement of debentures for the year ended 31 December is as follows:

	Consolidated and Separate financial statements	
	2021 Baht	2020 Baht
Opening net book value	6,447,817,606	6,852,497,681
Cash flows		
Additions	1,566,000,000	1,231,500,000
Repayments	(3,229,200,000)	(1,644,100,000)
Payments for front end fees	(19,793,829)	(11,409,648)
Non-cash movement		
Amortisation of front end fees	17,817,237	19,329,573
Closing net book value	4,782,641,014	6,447,817,606

During the year, the Company issued and offered the debentures as follows:

Debentures	Unit	Unit par Baht per unit	Total value Baht	Interest rate % per annum	Term	Issue date	Maturity date
Secured debentures							
No. 1/2021	373,900	1,000	373,900,000	6.80	2 years 3 months	29 April 2021	29 July 2023
No. 2/2021	230,000	1,000	230,000,000	6.00	181 days	30 April 2021	28 October 2021
No. 3/2021 Tranche 1	230,000	1,000	230,000,000	7.50	2 years	28 October 2021	28 October 2023
No. 3/2021 Tranche 2	732,100	1,000	732,100,000	7.00	1 years 6 months	4 November 2021	4 May 2023

The terms and conditions of debentures contain financial covenant which requires the Group to maintain net debt-to-equity ratio at the rates prescribed in the terms and conditions.

The Company has pledged the cost of real estate development amounting to Baht 828.34 million, land held for development amounting to Baht 55.34 million and property, plant and equipment amounting to Baht 625.48 million, ordinary shares of a subsidiary amounting to Baht 1,619.33 million and investment units thereon financial assets measured at fair value through other comprehensive income Baht 142.48 million (31 December 2020: cost of real estate development Baht 425.92 million, land held for development Baht 85.39 million and property, plant and equipment Baht 182.32 million) to secure of the secured debentures.

The fair values of debentures are Baht 4,805.54 million (2020: Baht 6,483.28 million) based on clean price announced by Thai Bond Market Association that are within level 2 of the fair value hierarchy.

Interest rates of The Group's debentures are at fixed rate. The effective interest rates at the statement of financial position date were at 6.47% to 8.16% per annum (2020: 6.47% to 7.33% per annum).

Maturity of debentures is as follows:

	Consolidated and Separate financial statements	
	2021 Baht	2020 Baht
Not later than 1 year	2,888,274,684	2,995,004,008
Later than 1 year but not later than 5 years	1,894,366,330	3,452,813,598
Total	4,782,641,014	6,447,817,606

28 Long-term borrowings from financial institution

	Consolidated and Separate financial statements	
	2021 Baht	2020 Baht
Current		
Long-term borrowings from financial institution	234,678,775	216,072,783
<u>Less</u> Front end fees	(2,363,781)	(570,150)
Total current portion of long-term borrowings from financial institution	232,314,994	215,502,633
Non-current		
Long-term borrowings from financial institution	1,454,320,000	1,840,056,239
<u>Less</u> Front end fees	(5,987,326)	(9,456,743)
Total non-current portion of long-term borrowings from financial institution	1,448,332,674	1,830,599,496
Total	1,680,647,668	2,046,102,129

Movement of long-term borrowings from financial institution for the year ended 31 December is as follows:

	Consolidated and Separate financial statements	
	2021 Baht	2020 Baht
Opening net book value	2,046,102,129	1,458,290,881
Cash flows		
Additions	898,813,050	889,600,000
Repayments	(1,265,943,296)	(297,005,078)
Payment for front end fees	-	(5,250,000)
Non-cash movement		
Amortisation of front end fees	1,675,785	466,326
Closing net book value	1,680,647,668	2,046,102,129

The borrowing agreements contain several covenants which, among other things, require the Group to maintain net debt-to-equity ratio at the rates prescribed in the agreements.

All long-term borrowings from financial institution using floating rate with effective interest rate at the statement of financial position date were at 4.57% to 6.01% per annum (2020: 4.57% to 5.56% per annum).

The fair values of current borrowings are equal to their carrying amounts, as the impact of discounting is not material and interest rate of borrowing is float rate.

Maturity of long-term borrowings is as follows:

	Consolidated and Separated financial statements	
	2021 Baht	2020 Baht
Not later than 1 year	232,314,994	215,502,633
Later than 1 year but not later than 5 years	518,325,933	541,363,332
Later than 5 years	930,006,741	1,289,236,164
Total	1,680,647,668	2,046,102,129

Credit facility

The Group has the following undrawn committed borrowing facilities:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Floating rate				
- expiring within 1 year	-	898,813,050	-	898,813,050
- expiring later than 1 year	-	1,300,000,000	-	-
Total	-	2,198,813,050	-	898,813,050

The Group has pledged asset to secure credit facility and long-term borrowings from its financial institution, summarised as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Bank deposits pledged as security	16,345,048	9,472,638	16,345,048	9,472,638
Cost of real estate development (Note 14)	716,563,579	752,089,235	716,563,579	752,089,235
Investment in a subsidiary (Note 16)	-	-	1,872,006,404	3,539,256,617
Investment properties, net (Note 18)	235,562,897	239,078,894	235,562,897	239,078,894
Property plant and equipment, net (Note 19)	4,772,561,872	6,575,933,342	4,772,561,872	2,980,929,733
Net book value	5,741,033,396	7,576,574,109	7,613,039,800	7,520,827,117

29 Employee benefit obligations

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Statement of financial position:				
Retirement benefits	149,825,406	138,048,646	84,640,498	74,136,679
Other long-term benefits	5,366,291	5,782,256	249,892	164,518
	155,191,697	143,830,902	84,890,390	74,301,197
Statement of comprehensive income:				
Retirement benefits				
- Recognised to profit or loss	17,867,636	(1,412,637)	10,503,819	9,523,801
- Recognised to other comprehensive expense	-	(14,392,844)	-	(10,423,620)
	17,867,636	(15,805,481)	10,503,819	(899,819)
Other long-term benefits				
- Recognised to profit or loss	491,535	(1,988,249)	85,374	51,954
	491,535	(1,988,249)	85,374	51,954

Movement of employee benefit obligations during the year ended 31 December is as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Opening book value	143,830,902	178,443,836	74,301,197	80,963,344
Current service cost	15,976,219	20,269,804	9,413,218	11,643,355
Past service cost and (gain)/loss on settlement	-	(27,210,240)	-	(3,963,593)
Interest expense	1,976,952	3,539,550	1,175,975	1,895,993
Remeasurements:				
Gain from change in demographic assumptions	-	(96,308)	-	-
(Gain)/loss from change in financial assumptions	-	3,372,305	-	3,498,632
Experience (gain)/loss	-	(17,668,841)	-	(13,922,252)
Benefit payment	(6,592,376)	(16,819,204)	-	(5,814,282)
Closing book value	155,191,697	143,830,902	84,890,390	74,301,197

The principal actuarial assumptions used were as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Percentage	2020 Percentage	2021 Percentage	2020 Percentage
Discount rate	0.42 - 2.94	0.42 - 2.94	1.50 - 1.90	1.50 - 1.90
Salary growth rate	3.00 - 5.00	3.00 - 5.00	3.00 - 5.00	3.00 - 5.00
Turnover rate	1.91 - 27.50	1.91 - 27.50	1.91 - 27.50	1.91 - 27.50

Sensitivity analysis for each significant assumption used is as follows:

Change in assumption			Impact on defined benefit obligations			
			Consolidated		Separate	
			financial statements		financial statements	
2021	2020	2021	2020	2021	2020	
Percentage	Percentage	Baht	Baht	Baht	Baht	
Discount rate	Increase by 1%	Increase by 1%	Decrease by 13,277,075	Decrease by 12,454,799	Decrease by 7,772,074	Decrease by 7,065,434
	Decrease by 1%	Decrease by 1%	Increase by 15,249,394	Increase by 14,162,812	Increase by 9,160,600	Increase by 8,311,693
Salary growth rate	Increase by 1%	Increase by 1%	Increase by 15,165,714	Increase by 13,674,849	Increase by 9,283,675	Increase by 8,411,689
	Decrease by 1%	Decrease by 1%	Decrease by 13,185,032	Decrease by 11,915,524	Decrease by 7,979,531	Decrease by 7,240,860
Turnover rate	Increase by 10%	Increase by 10%	Decrease by 4,009,299	Decrease by 3,601,218	Decrease by 1,921,639	Decrease by 1,746,564
	Decrease by 10%	Decrease by 10%	Increase by 4,278,589	Increase by 3,839,078	Increase by 2,042,911	Increase by 1,855,071

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

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

Through its retirement benefit plans, the Group is exposed to a number of risks. The most significant risk is a change in bond yield. A decrease in government bond yields will increase plan liabilities.

The weighted average duration of the defined benefit obligation is 8-15 years (2020: 8 -15 years).

30 Assets and liabilities relating to contracts with customers

30.1 Contract assets

The Group recognised the following assets related to contracts with customers.

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Contract assets - current	89,370	192,240	89,370	192,240

30.2 Assets recognised from contract costs

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Statement of financial position as at 31 December				
Assets recognised from costs of obtaining a contract	89,370	192,240	89,370	192,240
Statement of comprehensive income for the year ended 31 December				
Amortisation charges	192,240	1,508,389	192,240	1,508,389

The Group recognised the incremental costs of obtaining a contract related to real estate sales commissions as assets and presented under "trade and other receivables, net" in the statement of financial position. The assets are amortised to expense to match with revenue recognition pattern.

30.3 Contract liabilities

The Group recognised the following liabilities related to contracts with customers and presented under “deposits and cash received in advance” in the statement of financial position.

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Contract liabilities - current	95,203,337	93,426,629	48,121,770	43,225,095

Revenue recognised in relation to contract liabilities

Revenue recognised in the current reporting period relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in a prior period.

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Revenue recognised as contract liabilities at the beginning of the year				
- Revenues from hotel operations	86,387,041	128,516,163	36,185,508	27,230,563
- Revenues from sales of real estate	-	58,276,980	-	58,276,980
Total	86,387,041	186,793,143	36,185,508	85,507,543

31 Other incomes

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Management income	46,131,000	55,031,100	56,078,100	64,162,000
Income from contract cancellation	50,000	5,719,870	50,000	5,719,870
Interest income	65,197,789	52,464,577	84,558,805	59,120,048
Others	13,036,791	20,705,910	6,842,663	14,758,365
Total	124,415,580	133,921,457	147,529,568	143,760,283

32 Finance costs

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Interest and finance charges paid for financial liabilities not at fair value through profit or loss	477,864,111	497,502,598	632,961,927	502,368,057
Interest and finance charges paid for lease liabilities	210,031,447	49,380,671	3,211,915	5,107,015
Total finance costs	687,895,558	546,883,269	636,173,842	507,475,072

33 Expense by nature

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Cost of real estate development	43,296,025	107,020,458	43,296,025	107,020,458
Sales promotion expenses	30,349,116	61,268,872	13,907,659	33,438,305
Employee related expenses	465,410,007	579,839,656	279,757,285	318,610,108
Depreciation and amortisation	510,792,549	517,394,268	238,878,048	235,786,194
Losses on impairment of non-financial assets	559,997,014	-	559,997,014	-
Expected credit losses on financial assets	(515,687)	63,517,732	60,568,820	64,024,153
Operating lease rental expense	657,985	4,617,633	782,408	3,448,773
Business management expense	22,908,580	37,254,994	9,077,287	15,868,372
Repair and maintenance expense	35,809,434	41,151,499	9,076,526	14,215,206
Real estate transfer related expense	2,770,895	7,282,698	2,770,895	7,282,698
Losses on impairment of investments in subsidiaries (reversal)	-	-	(34,249,061)	158,782,992
Utilities expense	92,624,966	112,093,409	38,545,478	43,907,560

34 Income tax

Income tax for the year is as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Current tax:				
Current tax on profits for the year	647,606,538	2,744,525	-	-
Adjustments in respect of prior year	-	64,795	-	-
Total current tax	647,606,538	2,809,320	-	-
Deferred tax:				
Increase in deferred tax assets (Note 22)	(1,009,867,314)	(230,741,056)	(313,038,350)	(207,742,247)
Decrease in deferred tax liabilities (Note 22)	(13,157,986)	(13,661,965)	-	-
Total deferred tax	(1,023,025,300)	(244,403,021)	(313,038,350)	(207,742,247)
Total income tax	(375,418,762)	(241,593,701)	(313,038,350)	(207,742,247)

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

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
	Baht	Baht	Baht	Baht
Loss before tax	(2,110,251,768)	(1,282,734,718)	(1,579,002,941)	(873,112,147)
Tax calculated at a tax rate of 20%	(422,050,354)	(256,546,944)	(315,800,588)	(174,622,429)
Adjustments in respect of prior year	3,771,660	64,796	3,771,660	-
Tax effect of:				
Joint ventures' results reported net of tax	5,664,148	2,243,867	-	-
Income subject to tax	2,105,221	1,077,697	2,105,221	1,077,697
Income not subject to tax calculation	-	(2,106,000)	-	(28,594,752)
Expenses not deductible for tax purpose	2,904,264	(6,256,915)	887,221	588,676
Additional expenses deductible for tax purpose	(8,719,173)	(12,764,804)	(4,001,864)	(6,191,439)
Tax losses for which no deferred tax asset was recognised	40,905,472	32,694,602	-	-
Income tax	(375,4618,762)	(241,593,701)	(313,038,350)	(207,742,247)

Income tax relating to component of other comprehensive income is as follows:

	Consolidated financial statements					
	2021			2020		
	Before tax	Tax	After tax	Before tax	Tax	After tax
	Baht	Baht	Baht	Baht	Baht	Baht
Change in fair value of:						
- Financial assets value at fair value through other comprehensive income	14,917,500	(2,983,500)	11,934,000	(21,937,500)	4,387,500	(17,550,000)
Remeasurement on retirement benefit obligations	-	-	-	14,392,844	(2,878,569)	11,514,275
Gain from land revaluation	3,680,635,080	(736,127,016)	2,944,508,064	-	-	-
Other comprehensive expense	3,695,552,580	(739,110,516)	2,956,442,064	(7,544,656)	1,508,931	(6,035,725)
	Separate financial statements					
	2021			2020		
	Before tax	Tax	After tax	Before tax	Tax	After tax
	Baht	Baht	Baht	Baht	Baht	Baht
Change in fair value of:						
- Financial assets value at fair value through other comprehensive income	14,917,500	(2,983,500)	11,934,000	(21,937,500)	4,387,500	(17,550,000)
Remeasurement on retirement benefit obligations	-	-	-	10,423,620	(2,084,724)	8,338,896
Gain from land revaluation	2,861,120,892	(572,224,178)	2,288,896,714	-	-	-
Other comprehensive expense	2,876,038,392	(575,207,678)	2,300,830,714	(11,513,880)	2,302,776	(9,211,104)

35 Loss per share

Basic loss per share is calculated by dividing the net loss attributable to shareholders of the Company by the weighted average number of ordinary shares.

	Consolidated financial statements		Separate financial statements	
	2021	2020	2021	2020
Net loss for the year attributable to owners of the parent (Baht)	(1,728,307,351)	(1,038,111,130)	(1,265,964,591)	(665,369,900)
Weighted average number of ordinary shares outstanding (shares)	7,231,859,930	7,231,859,930	7,231,859,930	7,231,859,930
Basic loss per share (Baht per share)	(0.239)	(0.144)	(0.175)	(0.092)

On 3 February 2022, the Extraordinary General Shareholders' Meeting of the Company no. 1/2022, passed a resolution to approve the change of the par value of shares of the Company from Baht 1 to Baht 0.50 per share, resulted in increasing number of ordinary shares from 3,615,929,965 shares to 7,231,859,930 shares. The Company has been restated the number of ordinary shares in order to present an effect from the decrease in par value as if such circumstance had occurred since the beginning of the comparative period.

36 Commitments and contingent liabilities

36.1 Capital expenditure commitments

As at 31 December, the Group had capital expenditure commitments which were not recognised in the financial statements as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Cost of real estate development	66,328,007	42,121,228	66,328,007	42,121,228
Property, plant and equipment	27,871,582	24,074,365	23,010,000	23,010,000
Total	94,199,589	66,195,593	89,338,007	65,131,228

36.2 Long-term service commitments

As at 31 December, the Group had non-cancellable long-term service commitments which were not recognised in the financial statements as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Within 1 year	99,750	10,596,479	99,750	7,402,534
Later than 1 year but not later than 5 years	-	11,178,578	-	11,172,013
Later than 5 years	-	13,395,129	-	13,395,129
Total	99,750	35,170,186	99,750	31,969,676

36.3 Guarantees

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Bank guarantees	13,682,800	15,131,800	3,000,000	4,449,000

On 31 December 2021, the Group has the outstanding letters of guarantee issued by the banks on behalf of the Company and subsidiaries in respect of obligated guarantees for the normal course of business. The Group also used its bank deposits amounting to Baht 5.09 million (2020: Baht 6.54 million) as collateral for these bank guarantees.

37 Related party transactions

Individuals and entities that directly or indirectly control or are controlled by or are under common control with the Company, including investment entities, associates, joint ventures and individuals or entities having significant influence over the Company, key management personnel, including directors and officers of the Company and close members of the family of these individuals and entities associated with these individuals also constitute related parties.

37.1 Parent entities

The Group is controlled by the following entities:

Name	Relationship type	Place of incorporation	Percentage of shareholding	
			2021 Percentage	2020 Percentage
Metro Premier Holding Company Limited	Parent	Thailand	33.84	33.84
Thai Property Public Company Limited	Parent	Thailand	5.45	5.45
Property Perfect Public Company Limited	Ultimate controlling party	Thailand	9.50	9.50

The remaining 51.21% of the shares is widely held.

37.2 Transactions with related parties

During the year, the Group had business transactions with its subsidiaries and related companies. Such transactions, which have been concluded on the terms and basis as determined by the Group and those companies and are in the normal course of business, are summarised below:

	Transfer Pricing Policy
<u>Transactions with parent</u>	
Other incomes	Cost plus margin
Interest expense	6.25% and 9.00% per annum
<u>Transactions with subsidiaries</u>	
Management fee income	Contract price
Interest income	Weighted average finance costs of the Company plus fixed rate
Dividend income	Announced rate
Interest expense	THBFIX (12 months) plus fixed rate, 8% and 9% per annum
<u>Transactions with joint ventures</u>	
Management fee income	Contract price
Interest income	MLR minus fixed rate per annum for the first interest period and the interest rate shall be revised and mutually agreed every 6 months
Other incomes	Contract price

Significant transactions with related parties are as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Management fee income				
Subsidiaries	-	-	9,947,100	9,130,900
Joint ventures	46,050,000	55,000,000	46,050,000	55,000,000
	46,050,000	55,000,000	55,997,100	64,130,900
Interest income				
Subsidiaries	-	-	19,986,898	11,251,789
Joint ventures	58,746,920	28,238,504	58,746,920	28,238,504
	58,746,920	28,238,504	78,733,818	39,490,293
Dividend income				
Subsidiaries	-	-	-	132,443,761
	-	-	-	132,443,761
Other incomes				
Parent	-	5,179,914	-	5,179,914
	-	5,179,914	-	5,179,914
Interest expense				
Parent	1,720,344	5,900,487	1,733,020	5,929,755
Subsidiary	-	-	151,749,689	1,703,014
	1,720,344	5,900,487	153,482,709	7,632,769

37.3 Outstanding balances arising from sales and purchases of goods and services

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Other receivables				
Parent	-	87,355,772	-	87,355,772
Subsidiaries	-	-	-	22,677
Joint ventures	3,376,543	9,525,599	3,376,543	9,525,599
	3,376,543	96,881,371	3,376,543	96,904,048
Accrued interest income				
Subsidiaries	-	-	18,080,038	7,762,339
Joint ventures	27,373,300	13,315,797	27,373,300	13,315,797
	27,373,300	13,315,797	45,453,338	21,078,136
Other payable				
Subsidiaries	-	-	1,561,800	2,157,000
	-	-	1,561,800	2,157,000
Accrued interest expenses				
Parent	2,363,014	488,014	2,363,014	488,014
Subsidiary	-	-	4,426,586	2,358,751
	2,363,014	488,014	6,789,600	2,846,765

37.4 Loans to related parties, net

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Current				
Short-term loans to subsidiaries	-	-	306,626,248	244,000,000
Short-term loans to joint ventures	3,500,000	-	3,500,000	-
Non-current				
Long-term loans to joint ventures	1,097,400,000	523,400,000	1,097,400,000	523,400,000
Total	1,100,900,00	523,400,000	1,407,526,248	767,400,000

Movement of loans to related parties for the year ended 31 December is as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Current				
Subsidiaries				
Opening net book value	-	-	244,000,000	140,500,000
Additions	-	-	123,300,000	103,500,000
Less Allowance for expected credit loss	-	-	(60,673,752)	-
Closing net book value	-	-	306,626,248	244,000,000
Joint venture				
Opening net book value	-	-	-	-
Additions	3,500,000	-	3,500,000	-
Closing net book value	3,500,000	-	3,500,000	-
Non-current				
Joint ventures				
Opening net book value	523,400,000	395,000,000	523,400,000	395,000,000
Additions	574,000,000	128,400,000	574,000,000	128,400,000
Closing net book value	1,097,400,000	523,400,000	1,097,400,000	523,400,000

Loans to related parties were made on commercial terms and conditions with unsecured and carried fix rate, interest weighted average finance costs of the Company plus fixed rate, finance costs of the Company on the loan arrangement period plus fixed rate, and MLR minus fixed rate for the first interest period and the interest rate shall be revised and mutually agreed every 6 months. The fair values are equal to the book value since the effect of the discount rate is insignificant. The fair values are based on discounted cash flows using a discount rate and are within the level 2 of the fair value hierarchy.

The Company has loans to related parties measured at amortised cost. The 12-month expected credit loss allowance was recognised for those loans without any significant increase in credit risk. The lifetime expected credit loss was recognised for those loans with significant increase in credit risk.

37.5 Short-term borrowings from related parties

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Current				
Short-term loans from Parent	30,000,000	30,000,000	30,000,000	30,000,000
Short-term loans from Subsidiary	-	-	624,000,000	224,000,000
Non-current				
Long-term loans from Subsidiary	-	-	3,500,000,000	-
Total	30,000,000	30,000,000	4,154,000,000	254,000,000

Movement of short-term borrowings from related party for the year ended 31 December is as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Current				
Parent				
Opening net book value	30,000,000	140,000,000	30,000,000	140,000,000
Repayment	-	(110,000,000)	-	(110,000,000)
Closing net book value	30,000,000	30,000,000	30,000,000	30,000,000
Subsidiaries				
Opening net book value	-	-	224,000,000	224,000,000
Additions	-	-	400,000,000	-
Closing net book value	-	-	624,000,000	224,000,000
Non-current				
Subsidiary				
Opening net book value	-	-	-	-
Additions	-	-	3,500,000,000	-
Closing net book value	-	-	3,500,000,000	-

On 15 July 2021, the Company entered into a loan agreement with Royal Orchid Hotel (Thailand) Public Company Limited, a subsidiary, to borrow an amount not exceeding Baht 4,000 million for a five-year term with a fixed interest rate and conditions as set out in the loan agreement. As at 31 December 2021, the loan from this loan facility has been drawdown amount of Baht 3,900 million.

Short-term borrowings from related parties are unsecured and repayable at call and carried interest at THBFIX (12 months) plus fixed rate. The fair values are equal to the book value since the effect of the discount rate is insignificant. The fair values are based on discounted cash flows using a discount rate and are within the level 2 of the fair value hierarchy.

37.6 Key management compensation

Key management includes directors (executive and non-executive). The compensation paid or payable to key management are as follows:

	Consolidated financial statements		Separate financial statements	
	2021 Baht	2020 Baht	2021 Baht	2020 Baht
Salaries and other short-term				
employee benefits	69,867,108	87,027,851	51,541,168	54,732,085
Post-employee benefits	2,114,569	2,445,919	1,615,635	1,964,192
Other long-term employee benefits	4,008	3,601	-	-
Total	71,985,685	89,477,371	53,156,803	56,696,277

38 Events occurring after the reporting date

38.1 Changing the registered share capital of the Company

On 2 December 2021, the Board of Directors Meeting of the Company, passed a resolution approving the Company to allot and offer the unissued capital increase ordinary shares in the number of 602,654,994 shares, with the par value of Baht 1 per share, that the Annual General Shareholders' Meeting of the Company for the year 2021 held on 20 April 2021 has resolved to approve, to the existing shareholders of the Company in proportion to the number of shares held by each of them (Right Offering) at the ratio of 6 existing shares to 1 new share, at the offering price of Baht 0.56 per share. During 17 - 21 January 2022, the Company received payment for 541,996,910 shares, with the offering price of Baht 0.56 per share totaling Baht 303,518,270.

38.2 Changing the registered share capital of the Company and issue and offer the convertible debentures

On 3 February 2022, the Extraordinary General Shareholders' Meeting of the Company no. 1/2022, passed the following significant approval resolutions:

- 1 Reduction of the registered capital of the Company by canceling the 781,415,041 unissued ordinary shares, for offering to investors in private placement and the unsubscribed capital increase ordinary shares remaining after the allotment to the existing shareholders of 60,658,084 shares totaling to 842,073,125 shares
- 2 The change of the par value of shares of the Company from Baht 1 to Baht 0.50 per share then the shares of the Company increase from 4,157,926,875 shares with the par value of Baht 1 to 8,315,853,750 shares with the par value of Baht 0.5
- 3 Issue and offer the convertible debentures of the Company in the total offered amount not exceeding Baht 1,000 million to two specific investors, namely Advance Opportunities Fund and Advance Opportunities Fund 1
- 4 Increase in the registered share capital of the Company by issuing new ordinary 2,331,140,350 shares, with the par value of Baht 0.50 per share
- 5 Allotment of the newly issued capital increase ordinary shares in the entire amount of 2,331,140,350 shares, with the par value of Baht 0.50 per share for accommodation of the conversion of the convertible debentures of the Company

38.3 Issuance of new debentures of the Company

On 27 January 2022, the Company issued debenture no. 1/2022 which is name-registered, unsubordinated, secured, with representative holders and carries a right to redeem before the maturity date of Baht 1,000 million. The debenture bears a fixed interest rate at 7.00% per annum with interest payable every three months. The terms of debenture are one year and six months from the issuance date with a due date of on 27 July 2023.

The Company pledged partial of land with structures thereon, units of real estate projects and ordinary shares of a subsidiary to secure of the debentures. The terms and conditions of the debentures also contain a financial covenant which requires the Group to maintain a net debt-to-equity ratio at a prescribed rate.

Attachment 1

Profile of Directors, Management and Company Secretary

Attachment 1

Profile of Directors, Management and Company Secretary

1.1 Profile of Directors, Management and Company Secretary

No.	Name Position	Age (Year)	Education Certificate	(%) of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years (As of December 31, 2021)		
						Time Period	Position	Company
1	Mr. Wichai Thongtang Chairman of The Board of Directors	75	<ul style="list-style-type: none"> - Master of Political Science, Thammasat University - Bachelor Degree in Law, Thammasat University - Thai Institute of Directors Association (IOD) : 2005 Certificate, Director Certification Program (DCP) - Thai Institute of Directors Association (IOD) : 2005 Certificate, Financial for Non-Finance Director (FN) - Thai Institute of Directors Association (IOD) : 2004 Certificate, Audit Committee Program (ACP) - Thai Institute of Directors Association (IOD) : 2004 Certificate, Director Accreditation Program (DAP) 	-	-	May 2018 - Present Aug 2016 - Present 2011 – Jul 2016 Dec 2010 - 2011 2009 - Present 2005 – Present 2003 - Present 2003 - Present 2001 – Present	Director Chairman of the Board of Directors Director and Chairman of the Board of Executive Directors Director Chairman of the Board Chairman of the Board Chairman of the Board Chairman of the Board Chairman of the Board	Royal Orchid Hotel (Thailand) PCL. Grande Asset Hotels and Property PCL. Grande Asset Hotels and Property PCL. Grande Asset Hotels and Property PCL. Health Network PCL. Sriracha Nakorn Hospital PCL. Prasit Patana PCL. Phayathai 1, 2, 3 Hospital PCL. Wichai Thongtang Legal Office

No.	Name Position	Age (Year)	Education Certificate	(%) of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years (As of December 31, 2021)		
						Time Period	Position	Company
2	Dr. Bhichit Rattakul Vice Chairman of the Board of Directors and Chairman of The Board of Executive Directors	75	<ul style="list-style-type: none"> - Ph.D. in Industrial Microbiology, Brigham Young University, U.S.A. - Master's degree in Microbiology, Brigham Young University, U.S.A. - Bachelor of Science, Chulalongkorn University, Bangkok 	-	-	Jul 2018 – Present Jul 2018 – Present May 2018-July 2018 Jul 2018- Present 2017 – Present 2017 – Present Aug 2016 – Present 2015 – Jul 2016 2014 – 2017 2012 – 2016 2012 – Present 2007 – 2012 2003 – 2014 1996 – 2000 1992 - Present	Vice President Director Director Vice President Special Lecturer Director Vice Chairman of the Board of Directors and Chairman of the Board of Executive Directors Director and Vice Chairman of the Board of Executive Directors Board President Advisor Executive Director Chairman of the Board Governor of Bangkok Executive Director	Royal Orchid Hotel (Thailand) PCL. Thai Royal Orchid Real Estate Co., Ltd. Royal Orchid Hotel (Thailand) PCL. Navamindradhiraj University Council Department of Science Program in Paramedic, Vajira Hospital, Faculty of Medicine, Navamindradhiraj University T Utilities Company Limited Grande Asset Hotels and Property PCL. Grande Asset Hotels and Property PCL. National Environment Board Navamindradhiraj University Asian Disaster Preparedness Center (ADPC) Asian Disaster Preparedness Center (ADPC) Krungthep Land PCL. Bangkok Metropolitan Administration Anti Air Pollution and Environmental Protection Foundation

No.	Name Position	Age (Year)	Education Certificate	(%) of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years (As of December 31, 2021)		
						Time Period	Position	Company
3	Mr. Sanit Adhyanasakul Director and Vice Chairman of The Board of Executive Directors	67	<ul style="list-style-type: none"> - Bachelor of Laws at Chulalongkorn University - Thai Barrister-at-Law Thai Bar Association Thai Institute of Directors Association (IOD): Director Accreditation Program (DAP 2015) 	-	-	Jul 2018 – Present May 2018 – Present 2015 – Present Jul 2012 – Present Nov 2011 – Present 2007 – Jan 2015 2007 – Present 2002 – Aug 2014 1999 – Jan 2015 1995 – Oct 2010 1985 – Present	Director Director Director and Vice Chairman of the Board of Executive Directors Director Director Director Director Director Director Chief Executive Officer	Thai Royal Orchid Real Estate Co.,Ltd. Royal Orchid Hotel (Thailand) PCL. Grande Asset Hotels and Property PCL. Kiroro Resort Holdings Co., Ltd. (Renamed from Share Group Company Limited) We Retail PCL. Bright Development Bangkok Co., Ltd. Centrepont Shopping Mall Co., Ltd Krungthep Land PCL. Estate Perfect PCL. Thai Property PCL. Property Perfect PCL.

No.	Name Position	Age (Year)	Education Certificate	(%) of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years (As of December 31, 2021)		
						Time Period	Position	Company
4	Mr. Vitavas Vibhagool Director and Executive Director Chief Executive Officer – Property Development and Chief Executive Officer - Hotel Business	67	- Master of Business Administration, Tarleton State University, Dallas, Texas, U.S.A. - Bachelor of Architect, Chulalongkorn University	-	-	June 2020 – Present	Chief Executive Officer Hotel Business	Grande Asset Hotels and Property PCL
						Jul 2018 – Present	Director	Sheraton Royal Orchid Co., Ltd.
						Jul 2018 – Present	Director	Thai Royal Orchid Real Estate Co., Ltd.
						May 2018 – Present	Director	Royal Orchid Hotel (Thailand) PCL.
						May 2017 – Present	Director, Executive Director Chief Executive Officer Property Development	Grande Asset Hotels and Property PCL.
						Aug 2016 – Apr 2017	Director and Executive Director	Grande Asset Hotels and Property PCL.
						Dec 2010 - Jun 2015	Director and Vice Chairman of the Board of Executive Directors	Grande Asset Hotels and Property PCL
						2003 – 2005	Director	Krungthep Land Co. Ltd.
						1998 – 2015	Managing Director	Thai Property Public Company Limited
						1993 -1998	Deputy Managing Director	Thai Property Public Company Limited

No.	Name Position	Age (Year)	Education Certificate	(%) of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years (As of December 31, 2021)		
						Time Period	Position	Company
5	Ms. Wilawan Leongnarkongdee Director and Executive Director Chief Executive Officer - Corporate Finance	63	<ul style="list-style-type: none"> - Master of Business Administration Sasin Graduate Institute of Business Administration of Chulalongkorn University - Master of Financial Economics National Institute of Development Administration - Diploma in Professional Studies in Accounting Chulalongkorn University - Bachelor of Accounting Thammasat University - Director Certification Program (DCP 72/2006) Thai Institute of Directors Association - Executive Development Program (Class of 2nd) Thai Listed Companies Association 	-	-	Jul 2018 – Present	Director	Sheraton Royal Orchid Co., Ltd.
						Jul 2018 – Present	Director	Thai Royal Orchid Real Estate Co., Ltd.
						May 2018 – Present	Director	Royal Orchid Hotel (Thailand) PCL.
						May 2017 – Present	Director, Executive Director Chief Executive Officer Corporate Finance	Grande Asset Hotels and Property PCL.
						2015 – Apr 2017	Director and Executive Director	Grande Asset Hotels and Property PCL
						2015 – Present	Director	Centerpoint Shopping Mall Co., Ltd.
						2013 – 2014	Executive Committee Member	Krungthep Land PCL.
						2012 – 2014	Chief Financial Officer	Krungthep Land PCL.
						2002 – 2014	Director	Krungthep Land PCL.
						2002 – 2012	Assistant Chief Executive Officer - Finance Assistant Managing Director	Krungthep Land PCL.
6	Mr. Suradej Narula Director and Executive Director	77	- Assumption College	-	-	2002 – Present	Director and Executive Director	Grande Asset Hotels and Property PCL.
						1969 – Present	Chairman	Royal Industries (Thailand) PCL.

No.	Name Position	Age (Year)	Education Certificate	(%) of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years (As of December 31, 2021)		
						Time Period	Position	Company
7	Mr. Amarin Narula Director and Executive Director	45	<ul style="list-style-type: none"> - Bachelor Degree in Finance, Boston University, Massachusetts, U.S.A. - Thai Institute of Directors Association (IOD): 2004 Certificate, Directors Certification Program (DCP) 	-	-	Aug 2018 – Present Jul 2018 – Present Jul 2018 – Present 2002 – Present 2000 – 2002 1998 – 2000	Director Director Director Director and Executive Director Assistant to Managing Director Assistant to Managing Director	Sheraton Royal Orchid Co., Ltd. Royal Orchid Hotel (Thailand) PCL Thai Royal Orchid Real Estate Co., Ltd. Grande Asset Hotels and Property PCL. Quality Inn Co., Ltd. Tower Center (Thailand) Co., Ltd.
8	Mr. Lothar Richard Pehl Director	61	<ul style="list-style-type: none"> - MBA University of Melbourne - Master of Business Administration - Cornell Master Certificate in Human Resources - Cornell Master Certificate in Hotel Finance - Bachelor; Hotel Management 1986 Technical College, - School of Hotel Management Frankfurt Germany - Bachelor; Nutritionist Technical College Villingen Schwenningen Germany 	-	-	Oct 2018 – Present Aug 2017 – May 2018 Mar 2013 – Jul 2017 Mar 2007 – Feb 2013	Director Vice President Senior Vice President Operations and Global Initiatives Area Vice President in Japan	Grande Asset Hotels and Property PCL. Marriott International Starwood Hotels and Resorts Asia Pacific Starwood Asia Pacific

No.	Name Position	Age (Year)	Education Certificate	(%) of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years (As of December 31, 2021)		
						Time Period	Position	Company
9	Mr. Chaiwat Utaiwan Independent Director and Chairman of Risk Management Committee	68	<ul style="list-style-type: none"> - Master of Business Administration (Executive) Sasin Graduate Institute of Business Administration Chulalongkorn University, Bangkok - Master of Science (Mathematics and Computer Science) University of Louisville, Kentucky, U.S.A - Bachelor of Science in Statistics Chulalongkorn University, Bangkok 	-	-	Mar 2018- Present	Independent Director and Chairman of Risk Management Committee	Grande Asset Hotels and Property PCL.
						2018 – Present	Advisor to the Board of Directors	TTW Public Company Limited
						2016 – Present	Director, Audit Committee Nomination Committee and Remuneration Committee	Thai British Security Printing Public Company Limited
						2016 – Present	Director	Thai Institute of Directors Association (IOD)
						2015 – Present	Director and Executive Director	CK Power Public Company Limited
						2014 – Present	Director	Pathum Thani Water Company Limited
						2014 – Present	Chairman of the board	Islamic Bank of Thailand (State Enterprise Under the Ministry of Finance)
						2011 – Present	Chairman of the board	Suvarnabhumi Airport Hotel Co., Ltd. (State Enterprise under the Ministry of Transport)
						2014 – 2018	Director, Executive Director Member of the Corporate Governance Committee, Risk Management Committee and Managing Director	TTW Public Company Limited
						2014 – 2018 2011 - 2014	Director Director, Executive Director, Risk Management Committee and Managing Director	Pathum Thani Water Company Limited Bangkok Metro Public Company Limited

No.	Name Position	Age (Year)	Education Certificate	(%) of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years (As of December 31, 2021)		
						Time Period	Position	Company
10	Mr. Pornchai Kittipanyangam Independent Director and Chairman of Audit Committee	74	<ul style="list-style-type: none"> - Bachelor of Accounting, Thammasat University - Certified Public Accountant (Thailand) No. 2778 - Certified Public Accountant approved by office of SEC and SET - Thai Institute of Directors Association (IOD): 2004 Certificate, Director Accreditation Program (DAP) 	-	-	Apr 2015 – Present	Independent Director and Chairman of Audit Committee	Grande Asset Hotels and Property PCL.
						2012 – Apr 2015	Independent Director and Audit Committee	Grande Asset Hotels and Property PCL.
						1972 – Present	Executive Partner	Bunchikij Co., Ltd
						2004 – Present	Independent Director and Chairman of Audit Committee	Samchai Steel Industries PCL.
						2011 – Present	Director and Treasurer	Thammasat Association
						2005 – 2009	Chairman of Alumni Association	Faculty of Commerce and Accountancy Thammasat University
						2005 – 2009	Senior Advisor	Constitutional Court

No.	Name Position	Age (Year)	Education Certificate	(%) of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years (As of December 31, 2021)		
						Time Period	Position	Company
11	Mr. Wattana Suthipinijtham Indepenndence Director Audit Committee and Risk Management Committee	75	<ul style="list-style-type: none"> - Master Degree in Business Administration, New York University, U.S.A. (Scholarship student of the Bank of Thailand) - Master Degree in Accounting, Thammasat University. - Bachelor Degree in Accounting (Honors), Thammasat University. - Certified Public Accountant - Thai Institute of Directors Association (IOD) : 2004 Directors Accreditation Program (DAP) 	-	-	May 2016 – Present	Independent Director, Audit Committee and Risk Management Committee	Grande Asset Hotels and Property PCL.
						Apr 2015 - May 2016	Independent Director and Audit Committee	Grande Asset Hotels and Property PCL.
						2004 – Present	Independent Director and Vice Chairman of the Board	Samchai Steel Industries PCL.
						Past	Working Group on Capital Market Development & Department of Financial, Institution Supervision and Inspection	Bank of Thailand.
						Past	Executive Vice President	Siam City Bank PCL.
						Past	Vice President and Project Director	Hemmaraj Industries Estate Development PCL.

No.	Name Position	Age (Year)	Education Certificate	(%) of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years (As of December 31, 2021)		
						Time Period	Position	Company
12	Dr. Boonruk Yodphethet Director, Independent Director and Audit Committee	62	<ul style="list-style-type: none"> - PH.D. of Education, Sardar Patel University, India. - Master of Education (M.Ed.) in Educational Administration, Khon Kaen University. - Bachelor of Education (B.Ed.) in Mathematics Education, Srinakharinwirot University, Pisanulok Campus. - Diploma, National Defence College, The Joint State-Private Sector Course, - Thailand National Defence College (TNDC), 24th Class. - The Civil Service Executive Development Program. - Office of the Civil Service Commission, 6th Class. 	-	-	2020 – Present 2019 2017 – 2019 2016 – 2017 2015 – 2016	Independent Director and Audit Committee, Secretary General of Vocational Education Commission Secretary General of Basic Education Commission Deputy Secretary General of Basic Education Assistant Secretary General of Basic Commission,	Grande Asset Hotels and Property PCL. Office of the Vocational Education Commission Office of the Basic Education Commission Office of the Basic Education Commission Office of the Basic Education Commission

No.	Name Position	Age (Year)	Education Certificate	(%) of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years (As of December 31, 2021)		
						Time Period	Position	Company
13	Mr. Somchai Treeratanaaphitak Executive Vice President Legal Affairs	63	<ul style="list-style-type: none"> - Master of Public and Private Management Program, National Institute of Development Administration (NIDA) - Bachelor Degree in Law, Thammasat University 	-	-	2020 – Present 2019 2017 – 2019 2016 – 2017 2015 – 2016	Independent Director and Audit Committee, Secretary General of Vocational Education Commission Secretary General of Basic Education Commission Deputy Secretary General of Basic Education Assistant Secretary General of Basic Commission	Grande Asset Hotels and Property PCL. Office of the Vocational Education Commission Office of the Basic Education Commission Office of the Basic Education Commission Office of the Basic Education Commission
14	Ms. Tipapom Panitpong Chief Operating Officer	57	<ul style="list-style-type: none"> - Master of Business Information System, Wollongong University, NSW, Australia - Bachelor of Business Administration (Accounting), Ramkhamhaeng University 	-	-	Mar 2011 – Present Dec 2007 – Sep 2009 Jan 2006 – Sep 2007 Aug 2004 – Jan 2006 Jul 2001 – Jul 2004 2000 - Jun 2001 1998 – 2000 1996 - 1998	Chief Operating Officer Finance Manager Deputy Chief Operating Officer Commercial Director Chief Operating Officer Executive Director Head of Securities Operations Head of Foreign Settlement Treasury & Trading Operations Assistant Manager	Grande Asset Hotels and Property PCL. Boral Concrete (Thailand) Ltd. Boral Quarry Products (Thailand) Ltd. Citicorp Securities (Thailand) Ltd. Boral Concrete (Thailand) Ltd. Boral Quarry Products (Thailand) Ltd. HSBC Securities (Thailand) Ltd. ING Baring Securities (Thailand) Co., Ltd. ING Baring Securities (Thailand) Co., Ltd. ING Bank N.V. Thailand

No.	Name Position	Age (Year)	Education Certificate	(%) of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years (As of December 31, 2021)		
						Time Period	Position	Company
15	Mr. Sathit Kiatkrajai Executive Vice President Accounting & Control	49	- Master of Business Administration (Finance), Kasetsart University - Bachelor of Accounting, Thammasat University - Certified Public Accountant (Thailand)	-	-	Sep 2013 – Present 2009 - Aug 2013 1999 – 2009	Executive Vice President Accounting & Control Senior Audit Manager Audit Manager	Grande Asset Hotels and Property PCL. Ernst & Young Office Limited Ernst & Young Office Limited
16	Mr. Somsak Chaipitoonsawas Executive Vice President Construction, Design and Project Development	57	- Bachelor of Architecture, Chulalongkorn University	-	-	May 2014 – Present Mar 2012 - Apr 2014 2012	Executive Vice President Construction, Design and Project Development Vice President Construction, Design and Project Development Deputy Director – Design	Grande Asset Hotels and Property PCL. Grande Asset Hotels and Property PCL. Krungthep Land PCL.

No.	Name Position	Age (Year)	Education Certificate	(%) of Share Possession	Family Relationship among Directors and Executive	Working Experience in the 5 Preceding Years (As of December 31, 2021)		
						Time Period	Position	Company
17	Mr. Pheeraphon Nonhasoot Executive Vice President Sales and Marketing	45	<ul style="list-style-type: none"> - Master of Business Administration (Business Administration), The Judge Business School, University of Cambridge, UK - Master of Arts (International Economics and Finance), Chulalongkorn University - Bachelor of Arts (Double Majors: International Affairs & East Asian Studies, The George Washington University, Washington, D.C., USA 	-	-	2015 – Present	Executive Vice President Sales and Marketing	Grande Asset Hotels and Property PCL.
						2011 – 2015	Executive Vice President Sales, Marketing and Business Development	Grande Asset Hotels and Property PCL.
						2007 – 2010	General Manager International Communications	Central Retail Corporation Ltd.
						2005 – 2007	Country Representative	Visit Britain, Thailand
						2004 – 2005	Assistant Vice President	MCOT PCL.
18	Mr. Sutipong Jitnotai Executive Vice President Business Development	56	- Bachelor of Architect Chulalongkorn University	-	-	Nov 2015 – Present	Executive Vice President Business Development	Grande Asset Hotels and Property PCL.
						Apr 2015 – Oct 2015	Assistant Chief Operating Officer Group 2.	Bright Development Bangkok Co., Ltd. (Property Perfect Group)
						2004 – 2015	Senior Design Director	Krungthep Land PCL.
						1989 – 2004	Architect	Casa Co., Ltd

1.2 Company Secretary

Mr. Somchai Treeratanaphitak, Executive Vice President Legal Affair, acting as the Company Secretary is responsible for ensuring that the Company complies with the laws and regulations related to the Company and in accordance with the principles of good corporate governance of the Company as follows:

1. Organize meetings of the Board of Directors and shareholders' meetings in accordance with the laws and regulations related to the Company, including monitoring the compliance with the resolutions of the meetings.
2. Prepare and keep the register of directors, invitations to board meetings, minutes of board meetings, invitations for shareholders' meetings and minutes of shareholders' meetings.
3. Supervise the disclosure of information in accordance with the regulations of the Stock Exchange of Thailand, the Office of the Securities and Exchange Commission, good corporate governance policies and other relevant regulatory agencies.
4. Keep the stakeholder report reported by the director or executive and send a copy of the stakeholder report to the chairman and chairman of the audit committee.
5. Keep a copy of the report on the change of securities holding of directors or executives.
6. Provide advice to directors on various laws and regulations related to good corporate governance, maintaining the status of a listed company on the Stock Exchange of Thailand, and other laws and regulations related to business operations of the Company.
7. Perform other tasks as announced by the Capital Market Supervisory Board or assigned by the Board of Directors.

1.3 Information on holding positions of Directors and Executives in the Company and Subsidiary

Directors and Executives	Company	Subsidiary
Mr. Wichai Thongtang	X	//
Dr. Bhichit Rattakul	//, /	//
Mr. Sanith Adhyanasakul	//, ///	//
Mr. Vitavas Vibhagool	//, ///, V	//
Ms. Wilawun Leongnarkongdee	//, ///, V	//
Mr. Suradej Narula	//, ///	
Mr. Amarin Narula	//, ///	//
Mr. Lothar Richard Pehl	//	
Mr. Chaiwat Uthaiwan	////	
Mr. Pornchai Kittipanyangam	////	
Mr. Wattana Suthipinijtham	////	
Dr. Boonrux Yodpheth	////	
Mr. Somchai Treeratanaphitak	V	
Ms. Tipaporn Panitpong	V	
Mr. Sathit Kiatkrajai	V	
Mr. Somsak Chaipitoonsawas	V	
Mr. Pheeraphon Nonthasoot	V	
Mr. Sutipong Jitnotai	V	

Remark: X = Chairman

/// = Executive Director

/ = Chairman of the Board of Executive Directors

//// = Independent Director

// = Director

V = Management

Attachment 2

Information of Directors of Companies subsidiaries
and Joint Venture Companies

Attachment 2

Information of Directors of Companies subsidiaries

Directors	Companies subsidiaries			
	Honor Business Company Limited.	EV Grand Company Limited.	Owendelle Company Limited.	Royal Orchid Hotel (Thailand) Public Company Limited.
1. Mr. Wichai Thongtang				//
2. Mr. Bhichit Rattakul	//	//	//	//
3. Mr. Sanith Adhyanasakul	//	//	//	//
4. Mr. Vitavas Vibhagool	//	//	//	//
5. Mr. Amarin Narula	//	//	//	//
6. Ms. Wilawun Leongnarktongdee	//		//	//

Remarks: // = Director

Information of Joint Venture Companies

Directors	Joint Venture Companies		
	Grand Star Company Limited.	Grand River Forest Company Limited.	Grand Global Gloves Company Limited.
1. Mr. Sanith Adhyanasakul	//	//	//
2. Mr. Vitavas Vibhagool	//	//	
3. Mr. Kazuhiko Mataka	//	//	
4. Mr. Atsuhisa Ogura	//	//	
5. Mr. Bhichit Rattakul			//
6. Ms. Benchamad Kongwaree			//
7. Ms. Patwira Nithipornpim			//

Remarks: // = Director

Attachment 3

Details of Chief of Internal Audit Unit

Attachment 3

Details of Chief of Internal Audit Unit

(1) Name and Position

Name : Mr. Roj Sugeethorn

Position : Chief of Internal Audit

Job Experiences

Oct 2009 – Present : Chief of Internal Audit, Grande Asset Hotels and Property PCL.

Jan 2009 – Aug 2009 : Senior Advisor, Deloitte Touché Tohmatsu Jaiyos Ltd.

Jul 2006 – Dec 2008 : Risk Management Assistant Manager – Internal Auditor, Thai Samsung Electric Ltd.

Jan 2005 – Jun 2006 : Section Manager – Internal Auditor, Banpu PCL.

Mar 2003 – Dec 2004 : Senior Internal Auditor, TA Orange Ltd.

Jan 1997 – May 1999 : Internal Auditor, Bangkok Bank PCL.

Education Backgrounds and Work License

2009 : Certified Internal Auditor (CIA)

2003 : MBA, Assumption University

1997 : BBA, Assumption University

1992 : Mattayom Wat Makutkasat

Training Experiences (Recent)

Sep 2015 : CG Forum 3/2015 “Risk Oversight : High Priority Roles Of the Board”, SET

Nov 2012 : Creative Problem Solving Techniques for Auditor, IIA

Oct 2012 : Operational Auditing, IIA

Aug 2012 : Tools and Techniques for The Audit Manager, IIA

Jul 2012 : Fraud Audit, IIA

Jun 2012 : Internal Quality Assessment, IIA

(2) Audit Committee resolution toward the Chief of Internal Audit Unit

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

(3) Authority the appointment, transfer, and dismissal of the Chief of Internal Audit Unit

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

Attachment 4

Assets for business operations

Attachment 4

Assets for business operations and detail of assets appraisal

1. Asset for business operations

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

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

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

Hotel Business

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

Property Development Business

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

Rental Business

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

Significant assets of each business and project can be summarised as follows:

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

No.	Project name	Project type / Location	Area size (SQ.M./Rai)	Net book value (Million Baht)	Outstanding loan (Million Baht)	Mortgaged value (if any)
Project under Grande Asset Hotels and Property Public Company Limited						
1.	Hyde Sukhumvit 11	Condominium / Sukhumvit Road Soi 11 Bangkok	6,249.32 SQM.	720.40	376.10	The 2 nd mortgage amount 1,100 MB and the 3 rd mortgage without mortgage limit with financial institutions
2.	Hua Hin Blue Lagoon Condominium	Condominium / Phet Kasem Road Cha-am Phetchaburi	148.00 SQM.	5.50	-	-
3.	The Trendy Condominium	Condominium / Sukhumvit Road Soi 13 Bangkok	134.76 SQM.	4.47	-	-
4.	Rayong Villa Project	Sai Pae -Lham Mae Phim Road, Chak Phong Sub district, Kleang District, Rayong	Approximately 32.15 Rai	787.85	-	As collateral for debenture by mortgage limit amount of 93.26 MB, 276.50 MB and 373.90 MB
5.	Rayong Condominium Project	Sai Pae -Lham Mae Phim Road, Chak Phong Sub district, Kleang District, Rayong	Approximately 5.14 Rai	52.04	-	As collateral for debenture by mortgage limit amount of 373.9 MB

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

No.	Project name	Project type / Location	Area size (SQ.M./Rai)	Net book value (Million Baht)	Outstanding loan (Million Baht)	Mortgaged value (if any)
Project under EV Grand Company Limited (Subsidiaries)						
1.	Rayong Villa Project	Sai Pae - Lham Mae Phim Road, Chak Phong Sub district, Kleang District, Rayong	Approximately 4.88 Rai	56.65	-	As collateral for debenture by mortgage limit amount of 373.9 MB (add collateral without mortgage limit)

2. Property, plant and equipment

Asset type / Project name	Location	Net book value (Million Baht)	Right of ownership	Obligation and Mortgaged value
Property Development Business				
1. Plant and equipment				
Equipment and furniture	Head office and other project	2.41	Ownership	-
Office equipment	Head office and other project	0.64	Ownership	-
Motor vehicles	Head office	0.07	Ownership	-
Building improvements	Head office	3.63	Ownership	-
Hotel Business				
1. Land				
- The Westin Grande Sukhumvit (Only in front of hotel area) Area 40.70 Sqw.	Sukhumvit Road, between Sukhumvit Soi 17 and Soi 19 Bangkok	71.23	Ownership	-
- Hyatt Regency Bangkok Sukhumvit Area 3-1-27.50 Rai	Sukhumvit Road, Sukhumvit Soi 13 Bangkok	3,053.25	Ownership	Mortgage limit amount of 1,434 MB and the 2 nd mortgage amount of 2,900 MB with financial institution
- Sheraton Hua Hin Resorts and Spa (Only the hotel entrance area) Area 149.70 Sqw.	Petchkasem Road, Cha Am, Phetchaburi	6.77	Ownership	-
- Rayong Hotel Area 33-2-60.40 Rai	Sai Pae -Lham Mae Phim Road, Chak Phong Subdistrict, Kleang District, Rayong	615.54	Ownership	As collateral for debenture by mortgage limit amount of 300 MB, 373.90 MB and 93.26 MB

2. Property, plant and equipment (Cont'd)

Asset type / Project name	Location	Net book value (Million Baht)	Right of ownership	Obligation and Mortgaged value
1. Land (Cont'd)				
- Royal Orchid Sheraton Hotel and Towers Area 5-1-65 Rai	Charoenkrung Road, Bang Rak, Bangkok	2,977.80	Under a Trust's ownership	-
2. Land improvements, Building and Operating equipment				
Land improvements				
- Sheraton Hua Hin Resorts and Spa	Petchkasem Road, Cha Am Phetchaburi	1.01	Ownership	-
- Sheraton Hua Hin Pranburi Villas	Pranburi Beach Road, Pak Nam Pran, Pranburi, Prachuap Khiri khan	1.59	Ownership	-
Building				
- The Westin Grande Sukhumvit	Sukhumvit Road, between Sukhumvit Soi 17 and Soi 19 Bangkok	15.42	Ownership	-
- Hyatt Regency Bangkok Sukhumvit	Sukhumvit Road, Sukhumvit Soi 13 Bangkok	1,873.41	Ownership	Mortgage limit amount of 1,434 MB and the 2 nd mortgage amount of 2,900 MB with financial institution
- Sheraton Hua Hin Pranburi Villas	Pranburi Beach Road, Pak Nam Pran, Pranburi, Prachuap Khiri khan	18.64	Ownership	-
- Royal Orchid Sheraton Hotel and Towers	Charoenkrung Road, Bang Rak, Bangkok	1,383.16	Under a Trust's ownership	-

2. Property, Plant and equipment (Cont'd)

Asset type / Project name	Location	Net book value (Million Baht)	Right of ownership	Obligation and Mortgaged value
2. Land improvements, Building and Operating equipment (Cont'd) Building improvements - The Westin Grande Sukhumvit - Hyatt Regency Bangkok Sukumvit - Sheraton Hua Hin Resorts and Spa - Sheraton Hua Hin Pranburi Villas - Royal Orchid Sheraton Hotel and Towers	Sukhumvit Road, between Sukhumvit Soi 17 and Soi 19 Bangkok Sukhumvit Road, Sukhumvit Soi 13 Bangkok Petchkasem Road, Cha Am, Phetchaburi Pranburi Beach Road, Pak Nam Pran, Pranburi, Prachuap Khiri khan Charoenkrung Road, Bang Rak, Bangkok	2.05 0.63 2.71 24.88 7.27	Ownership Ownership Ownership Ownership Under a Trust's ownership	- Mortgage limit amount of 1,434 MB and the 2 nd mortgage amount of 2,900 MB with financial institution - - -
Project system - Royal Orchid Sheraton Hotel and Towers	Charoenkrung Road, Bang Rak, Bangkok	274.83	Under a Trust's ownership	-
Construction in progress - The Westin Grande Sukhumvit	Sukhumvit Road, between Sukhumvit Soi 17 and Soi 19 Bangkok	0.73	Ownership	-

2. Property, plant and equipment (Cont'd)

Asset type / Project name	Location	Net book value (Million Baht)	Right of ownership	Obligation and Mortgaged value
2. Land improvements, Building and Operating equipment (Cont'd) Construction in progress (cont'd)				
- Hyatt Regency Bangkok Sukhumvit	Sukhumvit Road, Sukhumvit Soi 13 Bangkok	6.03	Ownership	Mortgage limit amount of 1,434 MB and the 2 nd mortgage amount of 2,900 MB with financial institution
- Rayong Hotel	Sai Pae– Lham Mae Phim Road, Chak Phong Sub district, Klaeng District, Rayong	9.93	Ownership	As collateral for debenture by mortgage limit amount of 300 MB, 373.90 MB and 93.26 MB
- Sheraton Hua Hin Resorts and Spa	Petchkasem Road, Cha Am, Phetchaburi	0.39	Ownership	-
- Sheraton Hua Hin Pranburi Villas	Pranburi Beach Road, Pak Nam Pran, Pranburi Prachuap Khiri khan	2.78	Ownership	-
- Royal Orchid Sheraton Hotel and Towers	Charoenkrung Road, Bang Rak, Bangkok	62.76	Under a Trust's ownership	-

2. Property, plant and equipment (Cont'd)

Asset type / Project name	Location	Net book value (Million Baht)	Right of ownership	Obligation and Mortgaged value
2. Land improvements, Building and Operating equipment (Cont'd)				
Equipment and furniture				
- The Westin Grande Sukhumvit	Sukhumvit Road, between Sukhumvit Soi 17 and Soi 19 Bangkok	8.55	Ownership	-
- Hyatt Regency Bangkok Sukhumvit	Sukhumvit Road, Sukhumvit Soi 13 Bangkok	218.17	Ownership	-
- Sheraton Hua Hin Resorts and Spa	Petchkasem Road, Cha Am, Phetchaburi	15.24	Ownership	-
- Sheraton Hua Hin Pranburi Villas	Pranburi Beach Road, Pak Nam Pran, Pranburi, Prachuap Khiri khan	6.42	Ownership	-
- Royal Orchid Sheraton Hotel and Towers	Charoenkrung Road, Bang Rak, Bangkok	23.57	Under a Trust's ownership	-
Operating equipment				
- The Westin Grande Sukhumvit	Sukhumvit Road, between Sukhumvit Soi 17 and Soi 19 Bangkok	0.56	Ownership	-
- Hyatt Regency Bangkok Sukhumvit	Sukhumvit Road, Sukhumvit Soi 13 Bangkok	15.67	Ownership	-
- Royal Orchid Sheraton Hotel and Towers	Charoenkrung Road, Bang Rak, Bangkok	22.94	Under a Trust's ownership	-

2. Property, plant and equipment (Cont'd)

Asset type / Project name	Location	Net book value (Million Baht)	Right of ownership	Obligation and Mortgaged value
2. Land improvements, Building and Operating equipment (Cont'd) Office equipment - The Westin Grande Sukhumvit - Hyatt Regency Bangkok Sukhumvit - Sheraton Hua Hin Resorts and Spa	Sukhumvit Road, between Sukhumvit Soi 17 and Soi 19 Bangkok Sukhumvit Road, Sukhumvit Soi 13 Bangkok Petchkasem Road, Cha Am, Phetchaburi	0.09 0.24 0.53	Ownership Ownership Ownership	- - -
Motor vehicles - Royal Orchid Sheraton Hotel and Towers	Charoenkrung Road, Bang Rak, Bangkok	0.84	Ownership	-
Rental Business				
1. Equipment Equipment and furniture - The Allez - Condominium unit for commercial purpose within the Hyde Sukhumvit 11	Sukhumvit Road, Sukhumvit Soi 13 Bangkok Sukhumvit Road, Sukhumvit Soi 11 Bangkok	2.87 0.03	Ownership Ownership	- -
Office equipment - The Allez	Sukhumvit Road, Sukhumvit Soi 13 Bangkok	0.01	Ownership	-

3. Intangible assets

Asset type / Project name	Location	Net book value (Million Baht)	Right of ownership	Obligation and Mortgaged value
1. Computer software				
- Head Office	Head Office	3.59	Ownership	-
- The Westin Grande Sukhumvit	Sukhumvit Road, between Sukhumvit Soi 17 and Soi 19 Bangkok	0.42	Ownership	-
- Hyatt Regency Bangkok Sukhumvit	Sukhumvit Road, Sukhumvit Soi 13 Bangkok	11.56	Ownership	-
Sheraton Hua Hin Resorts and Spa	Petchkasem Road, Cha Am, Phetchaburi	0.06	Ownership	-
- Sheraton Hua Hin Pranburi Villas	Pranburi Beach Road, Pak Nam Pran, Pranburi, Prachuap Khiri Khan	2.26	Ownership	-
- Royal Orchid Sheraton Hotel and Towers	Charoenkrung Road, Bang Rak, Bangkok	3.50	Ownership	-
2. Right-of-use assets				
- BTS skywalk next to Hyatt Regency Bangkok Sukhumvit	Sukhumvit Road, Sukhumvit Soi 13 Bangkok	49.76	Ownership	-

4. Investment properties

Project name	Type of project	Area size (SQM.)	Net book value (Million Baht)	Obligation and Mortgaged value	Rental by
The Westin Grande Sukhumvit (Only Robinson Department store)	Department store	25,572.00	-	-	Robinson Sukhumvit Co., Ltd., Rental period from Nov 1, 1990 to Mar 31, 2022
The Allez	Shopping center for rent	2,261.92	208.21	Mortgage limit amount of 1,434 MB and the 2 nd mortgage amount of 2,900 MB with financial institution	8 tenants, Rental period for 3-4 Years from 2019 - 2023
Hyde Sukhumvit 11 Condominium unit for commercial purpose	Commercial unit	242.84	27.35	The 2 nd mortgage amount 1,100 MB and the 3 rd mortgage without mortgage limit with financial institutions	A company, Rental period for 3 Years from May 7, 2019 to May 6, 2022

5. Right-of-use assets

Project name	Lessee	Lessor	Net book value (Million Baht)	Objective
Head office	Grande Asset Hotels and Property PLC.	Exchange Tower Co., Ltd.	14.55	Rent for the head office location
Head Office	Grande Asset Hotels and Property PLC.	Many companies	5.57	Rent for immovable assets, equipment and vehicle (9 contracts total)
The Westin Grande Sukhumvit	Grande Asset Hotels and Property PLC.	Many companies	2.07	Rent for The Westin Grande Sukhumvit Hotel and Robinson Department store location
Sheraton Hua Hin Resorts and Spa	Honor Business Co., Ltd.	Grande Hospitality Real Estate Investment Trust	167.01	Rent for Sheraton Hua Hin Resorts and Spa Hotel location
Sheraton Hua Hin Resorts and Spa	Honor Business Co., Ltd.	On behalf of person and Many companies	1.24	Rent for immovable assets, equipment and vehicle (6 contracts total)
Sheraton Hua Hin Pranburi Villas	Owendelle Co., Ltd.	Ministry of Finance	213.85	Rent for Sheraton Hua Hin Pranburi Villas Hotel location
Sheraton Hua Hin Pranburi Villas	Owendelle Co., Ltd.	Many companies	0.59	Rent for equipment rental and vehicle (3 contracts total)
Royal Orchid Sheraton Hotel and Towers	Royal Orchid Hotel (Thailand) PLC.	Embassy of Portugal	103.16	Rent for Royal Orchid Sheraton Hotel and Towers location
Royal Orchid Sheraton Hotel and Towers	Royal Orchid Hotel (Thailand) PLC.	TISCO Tokyo Leasing Co., Ltd.	1.98	Rent for vehicle (a lease contract)

6. Land held for development

Asset type / Project name	Location	Net book value (Million Baht)	Right of ownership	Obligation and Mortgaged value
Land - Rayong Project / Area 16-3-83.10 Rai	Sai Pae -Lham Mae Phim Road, Chak Phong Sub district, Kleang Destrict, Rayong	129.49	Ownership	As collateral for debenture by mortgage limit amount of 300 MB and 373.90 MB

1.2 Investment Policy in Subsidiaries

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

Attachment 5

Report of The Audit Committee

REPORT OF THE AUDIT COMMITTEE

The audit committee of Grande Asset Hotels and Property Public Company Limited consists of 3 independent directors, Mr. Pornchai Kittipanya-Ngam, Mr. Wattana Suthipinijtham and Dr. Boonrux Yodpetch t who were appointed by the shareholders at the annual general shareholders' meetings. The audit committee performs its duties under the scope of work of the audit committee announced by The Stock Exchange of Thailand (SET).

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

The audit committee has met five times during 2021. Each meeting, which related to financial reporting, was also attended by external auditor without the presence of the management. Also, the internal audit is supervised by the audit committee and its manager reports directly to the audit committee. The audit committee has performed its duties that could be summarized as follows:

1. Approval of the audited financial statements

The Audit Committee reviewed and approved the Quarterly Financial Statements and the 2021 Financial Statements prior to submission to the Board of Directors for approval.

Inquiries were made to the Auditors on the accuracy and completeness of the Financial Statements and the sufficiency of information disclosure. The Auditors' Management Letter which made recommendations on the internal control system.

The Audit Committee is of the opinion that the Company's process of accounting and financial reporting procedures are under sufficient control for ensuring that the financial reports on its financial positions and operations are accurate and up to the legally required accounting standards, and that the Financial Statements disclose sufficient information.

2. Review and approval of the practice guidelines for entering into connected transactions

The Audit Committee reviewed the adequacy of the practice guidelines for entering into connected transactions or transactions with potential conflicts of interest, including monitor the audit report reviews of transactions which could be categorized as connected, or ones with potential conflicts of interest, which took place during the year 2021 by Internal Audit Manager on quarterly basis , as well as reviews of the disclosure of pertinent information to ensure that it was accurate, complete and in compliance with the Stock Exchange of Thailand's relevant notifications, regulations and guidelines.

The Audit Committee is of the opinion that Management entered into such transactions for the Company's best interests, on an arm's length basis, at reasonable prices, and with sufficient disclosure of information complied with SET regulations.

3. Reviews of the internal control system and risk management

The Audit Committee reviewed the internal control system and risk management to assess its adequacy and effectiveness in accordance with the guidelines of the Securities and Exchange and the standard of the system, including the consideration of the internal audit report engaged by the Internal Audit Manager against the work plan. In addition, the audit committee acquires the opinion from the auditor who periodically reviews the internal control.

The Audit Committee is of the opinion that the Company has an appropriate, sufficient and effective internal control system.

4. Reviews of compliance with laws, rules and regulations:

The Company's operational review and monitoring of compliance with securities laws, the Stock Exchange of Thailand's regulations and other major laws related to the Company's core business were set by the Audit Committee. The meetings with the Company's Legal Department regarding its performance are held quarterly.

According to the review, the Audit Committee found no indications leading to a belief that the Company intended to be in non-compliance and/or practices conflicting with or violating provisions of laws significantly.

5. Supervision of the internal control function

The Audit Committee considered the mission, the scope of operations of internal audit unit, duties and responsibilities, auditor independence, organization and manpower, as well as reviewed and approved Audit Schedule, the development of the knowledge skills and expertise of the internal audit personnel.

The Audit Committee is of the opinion that the operation of Company's internal audit unit is satisfactorily independent, sufficient and effective.

6. The report on the operational performance

The Audit Committee reported the Quarterly reports on the operation of the Audit Committee to the Board of Directors. Opinions and recommendations for managerial purposes were presented to Management, who has made appropriate improvements and adjustments as recommended.

7. Selection of the auditors for 2022

The Audit Committee nominates the Auditors and proposes their fee to the Board of Directors for submission to the 2022 Shareholders' Meeting for approval by considering the independence, performance and service of the Auditors, as well as the appropriateness of the fee and the opinion that the Auditors had expressed opinions and made recommendations beneficial for the preparations of financial reports and internal control. The audit committee had endorsed the recommendation of the management to appoint PricewaterhouseCoopers ABAS Ltd. to be the external auditors for fiscal year 2022 together with its proposed fees and expenses.

The Board of Directors agreed with the audit committee's opinion and will propose the appointment of Ms. Rodjanart Banyatananusard C.P.A. (Thailand) No. 8435, Mr. Chanchai Chaiprasit, C.P.A. (Thailand) No. 3760, and Ms. Sanicha Akarakittilap C.P.A. (Thailand) No. 8470 of PricewaterhouseCoopers ABAS Ltd. as external auditors to the shareholder meeting for approval.

In 2021, the audit committee has performed its assigned duties and responsibilities, using the members' knowledge and competence with carefulness and sufficient independence, without limitation to access to information from the executives, staff members or the relevant people.

On behalf of Audit Committee

(Signed)



Pornchai Kittipanya-Ngam

Chairman of Audit Committee