

ROAD TO DIGITALIZATION

VISION

To enhance people's quality of life by being their most preferred health partner

MISSIONS

- To offer customer-centric, innovative, and reasonable healthcare solutions to people of all ages, no matter what their health needs, and
- To always strive for a higher standard of service, expertise, and professionalism in our people for the benefit of all our stakeholders



BRAND VALUES

T

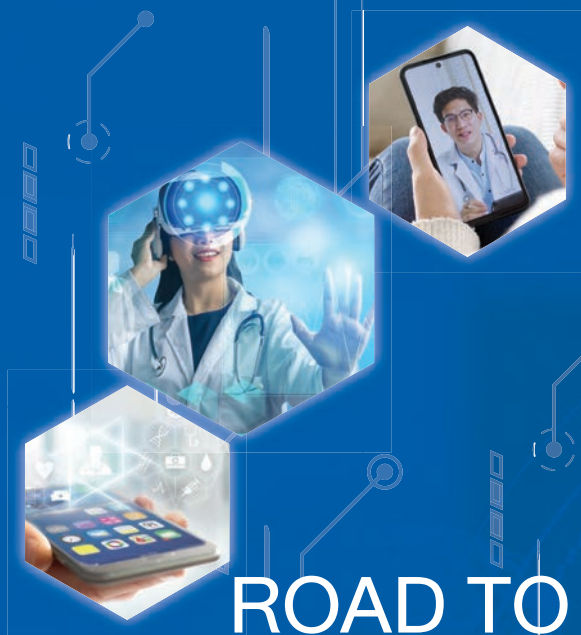
TREASURE LIVES

We treasure everyone's quality of life, and we strive to offer the best care without discrimination of any persons or groups.

H

HONEST

We work on the principles of honesty and transparency, offering only necessary and desired products and services. We also approach our work with humility and respect for patients dignity.



ROAD TO

DIGITALIZATION

O

OPTIMISTIC

We look towards the future with optimism, constantly searching for innovative ways to improve our services and business performance.

N

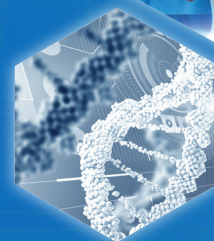
NURTURING

Because our people are our greatest asset, we will nurture and keep developing our employees to be the best healthcare professionals for our customers.



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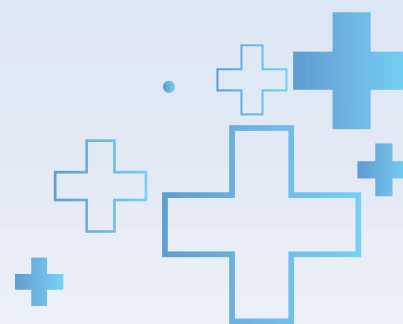


Message from the Chairman

Mrs. Jaruwan Vanasin
Chairman of the Board

I took over the position of Chairman of the Board of Directors in August. With the determination to bring more than 20 years of international business management experience to continue the policies set by the Board of Directors and executives to lead the organization to success as a leader in the medical business with sustainable growth.

In the past year, with dedication and cooperation. Adhere to the unwavering vision of the Board of Directors and executives with expertise in various fields by including all personnel in the organization. The company can expand its business in many areas. The first part is an increase in the number of hospitals in the network for two more, namely an additional investment in the company. Phatara Hospital Co., Ltd. currently operates under the name Phatara-Thonburi Hospital, Pathum Thani Province. The company acquired the business of Trang Vejkit Co., Ltd., which operates TRPH Hospital (TRPH) (formerly known as Trang Ruampat Hospital), resulting in THG having a total of 10 affiliated hospitals nationwide. Another eight network hospitals are ready to provide services and support referrals between each other. Including having a resolution approving the establishment of Thonburi Hospital Rangsit, a tertiary hospital with 250 beds, under the cooperation of 4 parties, namely Thonburi Healthcare Group Pcl. (THG), Ramkhamhaeng Hospital Pcl. (RAM), Vibhavadi Hospital Plc. (VIBHA) and a group of doctors. The EIA report is being prepared and expected to be completed by the beginning of 2023. The construction can start in the middle of 2023 onwards.



The second part is collaborating to expand the business in both Acute Care and Chronic care by cooperating with domestic and international business groups. We have entered into a memorandum of cooperation with a group of companies, Chaopraya Mahanakorn Public Company Limited (CMC) to study the feasibility of a joint venture to build a Cancer Center, Post-operative rehabilitation center, Comprehensive Elderly Care Center, and holistic health care center. Initially, the Pinklao area is expected to be used for operations. Including Thonburi Bamrungmuang Hospital, a subsidiary of THG, in collaboration with The Aviation Industry Corporation of China (AVIC) International Project Engineering Co., Ltd., a Chinese business group, to invest in the Van Phuc Hospital Group project in Ho Chi Minh City, Vietnam.

In addition to business expansion, THG continues to

attract interest from investors. Stock Exchange of Thailand has selected THG as the calculation of the SET100 index during the first half of 2023 (January 1 - June 30).

As for social services, this is what THG has always done. Especially participating in the prevention of COVID-19 by providing alternative vaccination services and government vaccines through a network of more than 18 hospitals across the country, more than 1,000,000 doses. Including in the past we have opened three Field hospitals and three field ICUs to accommodate more than 800 beds for critically ill patients, capable of helping more than 64,000 inpatients between 2021 - 2022.

I would like to take this opportunity to thank the Board of Directors, executives, medical personnel, and all staff members who joined forces to work hard throughout the year without being shaken by all obstacles. Thank you to the shareholders for your trust in our duties and has provided continuous support throughout

Business Profits	Year 2019	Year 2020	Year 2021	Year 2022	Percentage change
Consolidated income (million baht)	8,232	7,315	10,848	11,540	6.4 %
Consolidated net profit (million baht)	460	23	1,357	1,677	23.6 %

Message from the CEO

Dr. Thanatip Suppradit, M.D.
Vice Chairman and Chief Executive Officer

The year 2022 is another year that we, Thonburi Healthcare Group Public Company Limited or THG, face changes in all aspects. Such as the economy, society, and technology. Although, the psychological crisis of the COVID-19 epidemic seems to have decreased in intensity. After the government adjusted measures to be endemic and relaxed some restrictions, such as the compulsory wearing of face masks, outdoor activities, and international travel. Correspondingly, many business sectors began to return to normal conditions. But with regards to epidemiology, we still cannot be 100% confident about this. As personnel in the hospital business, we still have to help each other strictly monitor, prevent, and support treatment in society. But the important thing is that we would like to come together to review what we can learn from the COVID-19 crisis in the past three years.

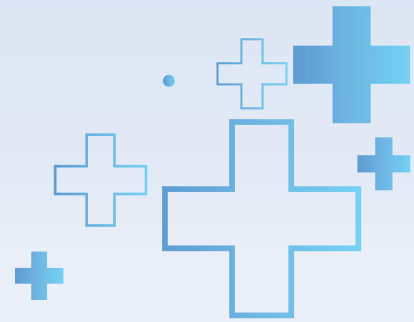
Firstly, this crisis has caused Thai people to be more aware of health knowledge or health literacy. Searching for medical information to prevent treating disease is the base awareness for Thai people, especially for people with middle income. They are searching for higher-quality health care.

Next, since the outbreak of COVID-19, the Delta strain in 2021; resulted in the adoption of digital platforms that have been used for more than the past ten years. From making appointments, registering, screening, taking history, dispensing

medicines, making payments, and following up on symptoms of chronic diseases, including Tele Medicine, which is expected to continue in 2023. Resulting in more cooperation between doctors, nurses, patients, and allies.

From this situation, how can we apply it to the business operations of the organization to create sustainable benefits? This is an important question.

Momentarily, THG's core business operations still adhere to the four ideologies of its founder, namely 1. To be an alternative hospital where people of all groups and ages can access good quality treatment at a reasonable price. 2. To be a leading center for doctors and maintain a policy of giving professional independence to doctors. In the field of examination, treatment, and diagnosis. 3. To be a leader in medical innovation and technology. 4. Being an organization with good performance. All of which proved to be the right approach. It is an essential strength that has led to success in being an organization that has grown along with playing a role in supporting the government, helping people and society for over 46 years. It is what we are working to enhance our existing strengths. It is believed to help lead THG to grow in line with the context of a new era of society that is entering a fully digital age.



Part 1: THG brings innovation and technology to drive a more digital healthcare business. To increase efficiency and productivity for doctors and nurses. On the other hand, THG wants to create a new form of healthcare that helps people of all ages to access Health and Digital literacy more. Such as “Gudi Good” A game application for children that will stimulate the development of their EQ. THG MetaPark for educating health care in Metaverse, etc. Which will continue to develop many projects that will be seen shortly. All this is for the people to have a basic understanding and realization of holistic healthcare.

Part 2: Personnel investment is something that THG places importance on equally to investment in technology and medical equipment. By collaborating with leading organizations to create courses to develop personnel potential and accelerate the creation of new generations. Be it doctors, nurses, or operating staff from various departments to be ready to accept new knowledge, especially in the field of digital and innovation. To allow more effective and systematical work with many departments within the THG group and external agencies. The next generation of healthcare businesses must adopt digital technology to be used as a complement to medical operations accurately and efficiently. Within five years from now, any hospital that can adapt first will have an advantage. The key to measure is “personnel”.

At the moment, both operations are making progress and gradually showing more and more results, which will be an important jigsaw puzzle that helps to see the integration of digital technology and medicine to create mutual benefits more clearly. It is believed that this will benefit both THG and the entire healthcare industry in the long run.

However, there is another crucial role of Thonburi Healthcare Group Public Company Limited as a company listed on the Stock Exchange of Thailand. That is to create good performance for shareholders. In 2022, THG's performance continued to grow in a good direction corresponding to adjusting to be in line with changes under standard appropriate medical care with the patient's health as the priority. Both the cost and expenses are well controlled on a continuous basis. Although, income related to COVID-19 has decreased due to government measures that

have been adjusted to be endemic. But we can generate more income from treating general diseases than last year. Currently, the bed occupancy rate of hospitals in the THG network is starting to return to normal before the outbreak of COVID-19. In terms of relaxing measures to open the country. More medical tourism groups are returning. In addition, THG has been selected by the Stock Exchange of Thailand as a stock for the SET100 index in the first half of 2023 (1 January – 30 June).

The past year was another tiring year. But it was another year that showed satisfactory results in every aspect, be it performance, innovation, or social work. Due to the cooperation of the executives, personnel from all departments in the THG group, including various alliances, joined forces to brainstorm and exchange knowledge and experience. To take prompt actions to push forward many new changes. I want to thank you. I am confident that cooperation will be the key to driving Thonburi Healthcare Group Public Company Limited to achieve sustainable growth together with all stakeholders.

Board of Directors

Thonburi Healthcare Group PCL.



1 Mrs. Charuvarn Vanasin

Chairman

2 Dr. Tanatip Suppradit (M.D.)

Vice Chairman

3 Mrs. Kannika Ngamsopee

Independent Director, Chairman of Audit Committee, Member of Risk Management Committee and Member of Nomination and Remuneration Committee

4 Mr. Virachai Srikajon

Independent Director, Chairman of Nomination and Remuneration Committee, Member of Audit Committee and Member of Risk Management Committee

5 Mr. Chalermkul Apibunyopas

Director, Chairman of Corporate Governance Committee and Member of Risk Management Committee

6 Dr. Vikrom Koombirochana (Ph.D.)

Independent Director



7 Dr. Linda Kraivit (M.D.)

Independent Director, Chairman of Risk Management Committee, Member of Nomination and Remuneration Committee, Member of Audit Committee and Member of Corporate Governance Committee

8 Dr. Aurchart Kanchanapitak (M.D.)

Director

9 Prof. Dr. Aasis Unnanuntana (M.D.)

Director

10 Mr. Sita Meksawan

Director and Member of Corporate Governance Committee

11 Dr. Kajorn Thanapase (Ph.D.)

Director

12 Ms. Nalin Vanasin

Director

13 Dr. Rukkagee Kanchanapitak (Ph.D.)

Director

Executive Committee



1. Dr. Tanatip Suppradit (M.D.)

Chairman of Executive Committee,
Chief Executive Officer and Chief Hospital Group 1

2. Dr. Wareerut Yomjinda (M.D.)

Vice Chairman of Executive Committee

3. Mr. Chalermkul Apibunyopas

Member of Executive Committee and Chief
Hospital Group 2

4. Dr. Siripong Luengvarinkul (M.D.)

Member of Executive Committee

5. Ms. Nalin Vanasin

Member of Executive Committee



6. Dr.Pichit Kangwolkij (M.D.)

Member of Executive Committee

7. Ms. Thipawon Ruchiroatpipatana

Member of Executive Committee

8. Dr. Vachiraboon Sastararuji (M.D.)

Member of Executive Committee

9. Ms. Anchalee Chalvalitjareetham

Member of Executive Committee,
CFO and Director of Accounting
(Accounting-supervising person)

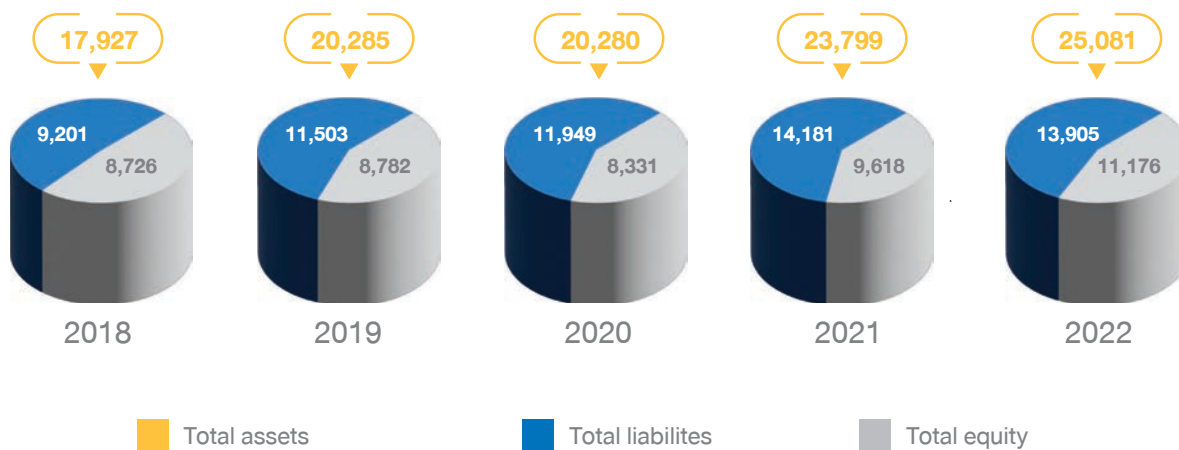
10. Dr. Suwadee Puntpanich (Ph.D.)

Member of Executive Committee
and Chief PPP Business

Financial Highlights

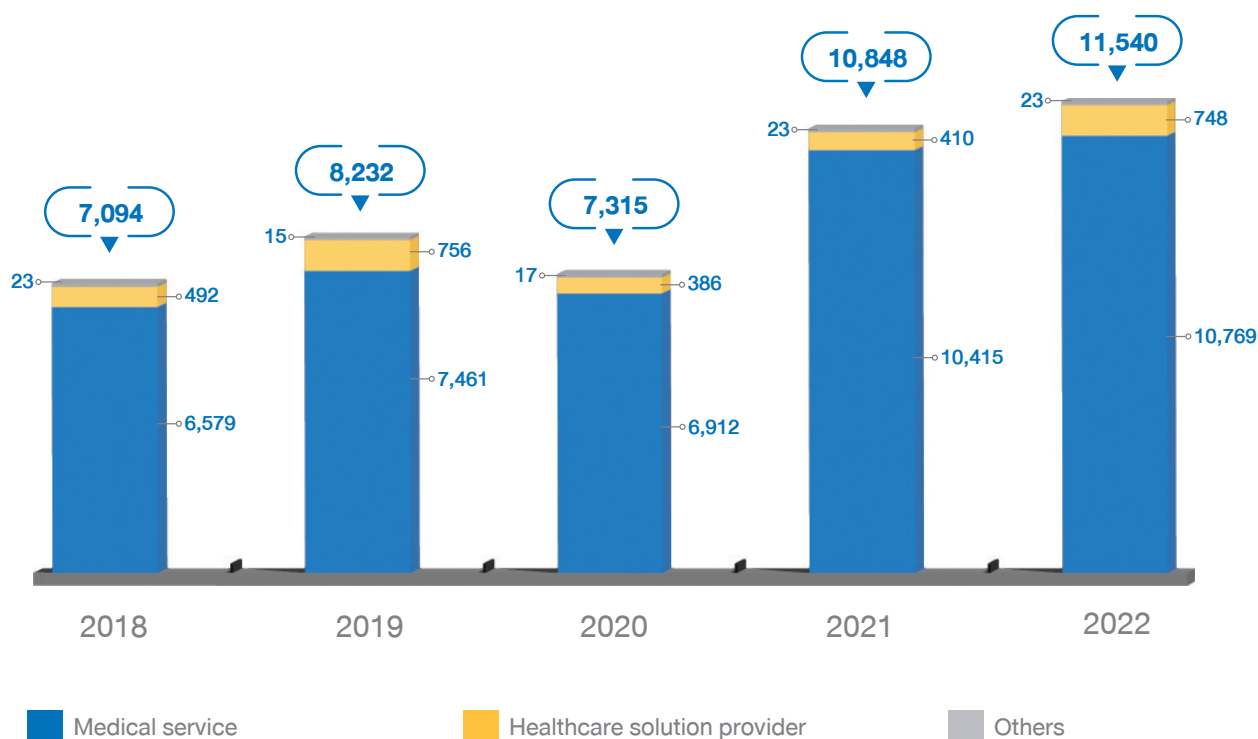
Statements of Financial Position

Unit : Million Baht



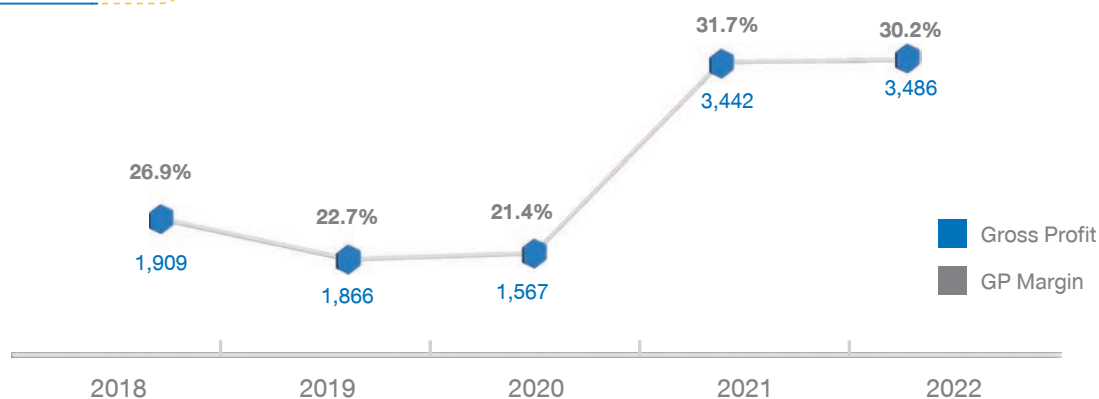
Revenue

Unit : Million Baht



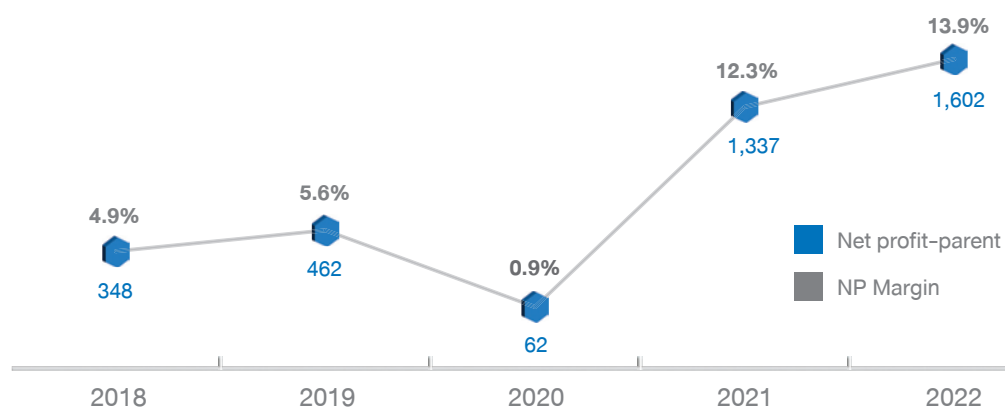
Gross Profit

Unit : Million Baht



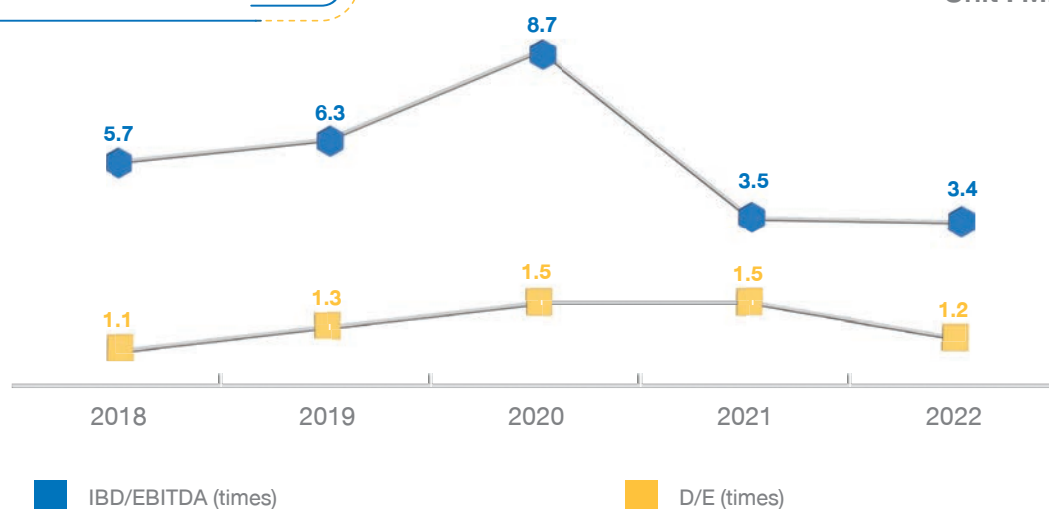
Net profit-parent

Unit : Million Baht



Interest bearing debt

Unit : Million Baht



IBD/EBITDA (times)

D/E (times)

Structure and Operation of the company

Policy and Business Overview

The Board of Directors Meeting No. 11/2022, held on 11 November 2022, reviewed the Company's vision, mission, and brand values with the resolution that the vision, mission as follows.

VISION

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by being their most preferred health partner

MISSIONS

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N

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Because our people are our greatest asset, we will nurture and keep developing our employees to be the best healthcare professionals for our customers.

Long-term goals / action guidelines

To achieve the long-term goals, the Company has set the action guidelines as follows:

1. To maintain standard of management and medical service, as well as to develop human resource to meet higher standard both in domestic and international level.

- With our services being accepted under international standard, we receive Hospital Accreditation (HA) from the Healthcare Accreditation Institute (Public Organization) to certify well management system which supports quality and safety service. Furthermore, the Company has maintained its standards as to become a model of hospital development among the Company Group to achieve the same standard
- The Company has strategy to become a medical excellence, by developing treatment capacity in 5 strategic fields (1) Neuroscience and Brain Center (2) Orthopedic Center (3) Digestive and Liver Center (4) Heart Center and (5) Obstetrics-Gynecology Center - for maximum efficiency in treatment.
- The Company arranges consulting team from internal and external source to pass on knowledge and experience, as well as to support the achievement to highest standards of performance to the hospitals in Company Group, which will standardize and qualify all hospital to achieve the same level.
- The Company plans to develop the potential of middle and high-level executives by providing training courses and fund to develop its personnel in terms of academic and service field on regular basis.

2. Seek and develop innovation of medical service and modern technology to enhance fast, precise service that will meet customers' requirement and necessity.

- The Company creates medical contract service to state hospitals which offer comprehensive service solution and the Excellent Center, where people can have a service of private hospital quality under the price of a state hospital.
- The Company has policy to expand into an excellent center to facilitate patient with comprehensive services.
- The Company has policy to seek and develop advance technology, emphasizing on an innovation which is accepted and certified by international standard, for example, scanning, laboratory, medical equipment, patient recovery etc. to enhance a fast and precise service that will meet the necessity of each treatment, as well as requirement of patients.
- The Company has opened the integrated elderly care and medical services (Senior Care) and has developed management system to provide services that meet the needs of patients consisting of medical services, palliative care, accommodation that facilities daily life of the elderly, activities that improve the physical and mental health of the elderly whereby the first project which has been opened, was Jin Wellbeing County and the second project, namely Thonburi Health Village.
- The Company deploys supporting system for medical service to provide care among patients and those who require home service, for example physical therapy, replace of oxygen and saline hose.
- The Company develops remote-care system for patient, consulting mechanism, follow-up and assessment of patient condition after or during the treatment to create confidence and to minimize the traveling time of patients and family.
- The Company has developed new hospital to provide patients with treatment options from advanced technologies such as diabetes treatment center, IVF center, digital dental center and Jin Wellness center which opened for service in early 2019 whereby the targeted patients are medical tourist.

3. To develop ethical concept, academic excellence, and special expertise as to enhance the treatment efficiency, to improve service mine which will lead to trust, reliability, and happiness of customers.

- The Company, under collaboration with Siam University, has established the Faculty of Nursing and the Faculty of Medicine with aim to create qualified medical personnel to support operation of the Company and hospitals in the Company Group.
- The Company has cooperated with Siam University to establish faculty of medicine which will be another channel to produce and develop personnel with the quality to support the demand of the hospitals under the group's company.
- The Company provides ethical training courses and knowledge development courses to all personnel on regular basis, as well as provides supporting fund to improve knowledge body and to create special skill.
- Thonburi Hospital is a tertiary care hospital that provides a wide-range of high-quality medical and surgical services, with specialist doctors, Excellence Center to assure our customers' confidence and trust. Our goal is to expand the Excellent Center to hospitals in the Company Group and the area that are in need of hospital care.
- The Company provides personality development course to improve service mind of our personnel, whereby, the result of training of each department is evaluated regularly in order to build incentive complementary to the personnel or department.

4. To offer new dimension of treatment in the price that most people can afford.

- The Company has set the medical service in medium rate, what patient can receive treatment of complicated disease at affordable price comparing to other private hospitals. As for a non-complicated disease, a patient can choose to be treated in the nursing home or stay in hospitals under the Company Group or hospitals within network of the Company which are located countrywide, in order to minimize medical cost.
- The company developed the step-down care center project by establishing Thonburi Burana Hospital located in the Jin Wellbeing County Project to accommodate patients during convalescence after surgery or during therapy section including elderly patients that need long-term care such as Alzheimer's disease in order to reduce the cost of rehabilitation in the hospital which is considered an alternative to receiving services at a lower cost.
- The Company is a contractor of medical service for many state hospitals, allowing people to have medical service of good standard at the same price of state hospitals.

Major changes and developments in 2022

February 2022

THG has reduced its authorized capital from 849,080,000 baht to 847,467,400 baht from the share repurchase project. As a result, THG's authorized capital was reduced to 847,467,400 shares from the previous 849,080,000 shares

March 2022

THG sold shares of Thonburi Cannabis Public Co., Ltd., a subsidiary that operates in pharmaceuticals containing medicinal plant extracts for use in medical treatment. Selling 610,000 shares, reducing the shareholding proportion to 14 percent from previously held 75 percent of THG. Causing Thonburi Cannabis Public Co., Ltd. to cease being a subsidiary of THG.

May 2022

THG has invested by purchasing shares of the Phatara Hospital Co., Ltd. increased in the amount of 18,000,000 baht, resulting in an increase in shareholding from 16.67 percent to 21.47 percent, resulting in Phatara Hospital Co., Ltd. becoming an associated company of THG.

July 2022

THG jointly invests with partners by establishing Thonburi Rangsit Hospital Co., Ltd. to operate a medical service in the area in front of the Jin Wellbeing County project. Initially, it was established with a registered capital of 1,000,000 baht (10,000 ordinary shares with a par value of 100 baht per share) The total value of investment project is 2,700,000,000 baht. THG will purchase shares in the amount of 300,000,000 baht, representing a 30% shareholding, resulting in Thonburi Rangsit Hospital Co., Ltd. being an associated company of THG.

September 2022

End of the Moderna alternative vaccination program for people through 18 hospitals in the network, providing more than 800,000 doses.

October 2022

THG bought shares in Rajyindee Public Co., Ltd. in the amount of 12,890,000 baht from the existing shareholders. As a result, the shareholding ratio increased from 56.91 percent to 57.41 percent.

November 2022

THG purchased an investment in Trang Medical Trading Co., Ltd., which operates TRPH Hospital, in the amount of 657,600,000 baht from the former shareholders, THG held 55% of shareholding interest. As a result, Trang Medical Trading Co., Ltd. is a subsidiary of THG.

Please find out more information on growth of our organization at: <https://www.thg.co.th/th/about/company-milestone#year-2021>

Nature of business

Revenue Structure

Unit: million baht

Operated by	% of shareholding			Income for the year ending December 31					
	2022	2021	2020	2022		2021		2020	
				income	%	income	%	income	%
Thonburi Healthcare Group PCL.	-	-	-	6,780.76	58.76%	5,760.93	53.11%	4,693.29	64.16%
Thonburi Healthcare Group PCL - Pattaya City Hospital ¹⁾	-	-	-	-	0.00%	-	0.00%	252.86	3.46%
Thonburi Healthcare Group PCL - Phuket Provincial Hospital	-	-	-	212.88	1.84%	180.40	1.66%	173.08	2.37%
Rajyindee Hospital PCL.	57.41%	56.91%	56.91%	870.70	7.55%	719.05	6.63%	607.25	8.30%
Thanarad Thung Song Co., Ltd.	59.78%	56.43%	56.43%	303.95	2.63%	270.41	2.49%	113.81	1.55%
Thonburi Sermrath Co.,Ltd. (former name : Thonburi Hospital Heart Centers Co.,Ltd.)	99.98%	99.98%	99.98%	370.91	3.21%	211.00	1.94%	210.46	2.88%
Thonburi Bamrungmuang Hospital Co., Ltd.	95.14%	99.99%	99.99%	2,080.88	18.03%	3,022.99	27.87%	861.59	11.78%
Thonburi Wellbeing Co., Ltd.-Thonburi Burana Hospital	99.99%	99.99%	99.99%	80.38	0.70%	250.17	2.31%	-	-
Trang Vejkiij Co., Limited. - TRPH Hospital ²⁾	55.00%	--	--	69.02	0.60%	-	-	-	-
Total revenue from medical services business				10,769.48	93.32%	10,414.95	96.01%	6,912.34	94.50%
DS All Co., Ltd. (former name :Dental Siam Co., Ltd.)	99.43%	99.43%	99.43%	274.60	2.38%	301.26	2.78%	271.48	3.71%
Thonburi Wellbeing Co., Ltd. *	99.99%	99.99%	99.99%	472.76	4.10%	108.51	1.00%	115.37	1.58%
TH Health Co., Ltd. (former name :Med access Co., Ltd) ³⁾	100.00%	100.00%	-	0.01	0.00%	0.23	0.00%	-	-
Total revenue from Healthcare solutions provider business				747.37	6.48%	410.00	3.78%	386.85	5.29%
Modular Software Expertise Co., Ltd.	70.00%	70.00%	70.00%	22.65	0.20%	22.54	0.21%	15.61	0.21%
Rajthanee Realty Co., Ltd.	100.00%	100.00%	100.00%	-	-	-	-	-	-
Thonburi Realty Development Co., Ltd.	99.86%	99.86%	99.86%	-	-	-	-	-	-
Total revenue from other business				22.65	0.20%	22.54	0.21%	15.61	0.21%
Total revenue				11,539.50	100.00%	10,847.49	100.00%	7,314.80	100.00%

1) THG ended the management contract for Pattaya City Hospital on 15 January 2021.

2) THG has invested in Trang Vejkit Co., Ltd., with 55% shareholding and has started recognizing revenue in December 2022.

3) Med access Co., Ltd registered to establish as a company on 29 April 2021.

Product and Service

Businesses of Thonburi Healthcare Group Public Company Limited or THG can be divided into three major segments, namely

1. Medical Services Business
2. Healthcare Solution Provider
3. Other Business

1. Medical Service Business

THG's core business is the medical treatment business with 4 sub-categories as follows:

1.1 Domestic Medical Services

THG operates hospitals in Thailand and through subsidiaries and associates. Our hospitals provide comprehensive medical services by experienced doctors and high technology medical equipment. The hospitals serve OPD and IPD patients 24 hours a day.

5 Bangkok and surrounding area hospitals including

- Thonburi Hospital
- Thonburi 2 Hospital
- Thonburi Bamrungmuang Hospital
- Thonburi Burana Hospital, Pathum Thani
- Phatara-Thonburi Hospital, Pathum Thani

5 provincial hospitals including

- Rajyindee Hospital, Songkhla
- Ubonrak Thonburi Hospital, Ubonratchathani
- Sirivej Chanthaburi Hospital, Chanthaburi
- Thonburi Thung Song Hospital, Nakhon Si Thammarat
- TRPH Hospital, Trang

Domestically, THG has 1,100 registered beds and a combined capacity to service 9,700 outpatients daily, making the group one of the leading healthcare providers in Thailand, with a focus on quality, efficiency and best equipment plus health promotion, disease prevention and rehabilitation programs, all with easy accessibility and affordable prices. The company offers high-quality services in various excellence centers including brain and neurology, bone and joint, gastrointestinal, and liver, heart, and obstetrics and gynecology. THG's medical services are well recognized in international standards and certified by hospital standards (Hospital Accreditation: HA) from the Institute for Quality Assurance (Public Organization). It has also been accredited by the international quality accreditation system in the group of rehabilitation hospitals for the elderly (American Accreditation Commission International: AACI). It is to guarantee that there are systematic administrations contributing to service quality and safety in hospitals under the company's group.

Hospital	Address	Registered beds	Description
Thonburi Hospital	34/1 Soi Issaraparp 44, Issaraparp Road, Baan Chang Lor Sub-district, Bangkok Noi District, Bangkok	435	Operated by THG
Thonburi 2 Hospital	43/4 Borommaratchachonnee Road, Sarathammasop sub-district, Taweewatana district Bangkok	95	Operated by THG
Thonburi Bamrungmuang Hospital	611 Bamrungmuang Rd, Khlongmahanak sub-district, Pomprapsattruphai district, Bangkok	127	Operated by Thonburi Bamrungmuang Hospital, THG's subsidiary with 95.14% shares of paid-up capital held by THG
Thonburi Burana Hospital	89 Moo 3, Khlong 1, Khlong Luang, Pathum Thani 12120	55	Operated by Thonburi Wellbeing Co., Ltd., THG's subsidiary with 99.99% shares of paid-up capital held by THG
Rajyindee Hospital	119 Rajyindee Road, Hat Yai sub-district, Hat Yai district, Songkhla	196	Operated by Rajyindee Hospital Pcl., THG's subsidiary with 57.41% shares of paid-up capital held by THG
Ubonrak Thonburi Hospital	46/4 Soi Bhurapa Nai Rd., Naimuang sub-district, Muang ubon ratchathani district, Ubonratchathani	100	Operated by Ubon Rak Co. Ltd., THG's associate with 34.52% shares of paid-up capital held by THG
Sirivej Chanthaburi Hospital	151 M.7 Trirat Road, Chanthanimit sub-district, Muang Chanthaburi district, Chanthaburi	150	Operated by Sirivej Chanthaburi PCL., THG's associate with 31.92% shares of paid capital held by THG
Thonburi Thung Song Hospital	88 M.1 Thungsong-Wiangsa highway, Chamai sub-district, Thungsong district, Nakhon Si Thammarat	50	Operated by Thanarad Thung Song Co. Ltd., THG's subsidiary with 56.43% shares of paid-up capital held by THG
Phatara Hospital	32/410 Village No. 6, Khlong Nueng, Khlong Luang, Pathum Thani	112	Operated by Phatara Hospital Co., Ltd., THG's subsidiary with 21.47% shares of paid-up capital held by THG
TRPH Hospital	61/39 Kokkhan Road, Thap Thieng, Muang, Trang	200	Operated by Trang Vejkij Co., Ltd., THG's subsidiary with 55.0% shares of paid-up capital held by THG

Thonburi Hospital

It is a 435 registered bed-hospital and 77 OPD rooms, which is directly managed and operated by THG. It is located at 34/1 Soi Issaraparp 44, Issaraparp Road, Baan Chang Lor Sub-district, Bangkok Noi District, Bangkok providing comprehensive medical services in all fields by a team of medical experts as well as a complete range of modern treatment equipment and tools, providing services for both outpatients and inpatients 24 hours a day, with doctors specializing in the following diseases:

Gastrointestinal and Liver Center	Orthopedics Center
Heart Center	Neuroscience Center
Women's Health Center	Eyes Center
Oxygen Therapy Center	Pediatric Center
Cancer Center	Critical Care Center
Health Promotion Center	Sleep Lab Center
Hemodialysis Center	Ear Nose Throat Center
Diagnostic Imaging and Interventional Radiological Center	Dental Center
Rehabilitation Center	Accident and Emergency Center
Geriatric Clinic	Psychiatry Clinic
Heart Surgery Clinic	General Practice Clinic
Medicine Clinic	General Surgery Clinic
Pediatric Surgery Clinic	Forensic Clinic
Plastic Surgery Clinic	Vascular clinic
Hand Surgery Clinic	Neurosurgery Clinic
Nutrition Clinic	Hematology Clinic
Rheumatology Clinic	Infectious Disease Clinic
Urology Clinic	General Medicine Clinic
Chest Clinic	Breast Clinic
Pain Relief Clinic	Skin Clinic
Endocrine Clinic (Diabetes, Thyroid, Adrenal Gland)	

Website: www.thonburihospital.com

Thonburi 2 Hospital

It is a 95 registered bed-hospital and 45 OPD rooms, which is directly managed and operated by THG. It is located at 43/4 Borommaratchachonnee Road, Sarathammasop sub-district, Taweewatana district Bangkok providing comprehensive medical services in all fields by a team of medical experts as well as a complete range of modern treatment equipment and tools, providing services for both outpatients and inpatients 24 hours a day, with doctors specializing in the following diseases:

Accident and Emergency Center	Skin Clinic
Neuroscience Center	Psychiatry Clinic
Orthopedics Center	Women's Health Center
Gastrointestinal and Liver Center	Ear Nose Throat Center
Health Check-Up Center	Pediatric Clinic
Heart Center	Surgery Clinic
Dental Clinic	Rehabilitation Center
Eyes Clinic	Medicine Clinic
Nutrition and Dietetics Clinic	Emergency Center

Website: www.thonburi2hospital.com

Thonburi Bamrungmuang Hospital

It is a 127 registered bed-hospital operated by Thonburi Bamrungmuang Hospital, THG's subsidiary with 95.14% shares of paid-up capital held by THG. Thonburi Bamrungmuang Hospital is located at 611 Bamrungmuang Rd, Khlongmahanak sub-district, Pomprapsattruphai district, Bangkok. It is an individualized health service center providing services with medical science, modern technology, treatment programs, therapy, diagnosis according to international standards by a team of specialist doctors from various countries to enhance the health service that is efficient, accurate and suitable for each patient's physical condition. It is focused on the innovation of the future of medical technology. It is also an important project that will create opportunities for growth and expanding the healthcare business empire under the operation of Thonburi Healthcare Group (THG) with the following specialized centers:

Aesthetics & Cosmetic Surgery Center	Orthopedic Center
Diabetic Wound Care Center	Physical Therapy and Rehabilitation Center
Digital Dental Center	Ear Nose Throat Center and Eye Center
Excellent IVF Center	Medicine Center
Gastrointestinal and Liver Center	Jin Wellness Center
Heart Center	Diagnostic Radiology Department
Neurology and Brain Center	Critical Care Center
Personalized Check-Up Center	Emergency Department
Surgery Center	Pediatric Clinic
Eye and Lasik Center	

Website: www.thonburibamrungmuang.com

Thonburi Burana Hospital

It was opened for service in February 2020. It is a 55 registered-bed hospital operated by Thonburi Wellbeing Co., Ltd. THG's subsidiary with 99.99% shares of paid-up capital held by THG. Thonburi Burana Hospital is located at 89 Moo 3, Khlong 1, Khlong Luang, Pathum Thani which is part of the Jin Wellbeing County project. Thonburi Burana Hospital is a trusted long-term care hospital that creates balance in every aspect of elderly family life, focusing on rehabilitation and specializing in care for Alzheimer's and stroke patients (Stroke). There are rehabilitation services through physical therapy, occupational therapy, sports medicine by a team of medical personnel with individualized plans to cater to each patient's needs located in the elderly residential project, Jin Wellbeing County, therefore, provides convenient and timely services for the residents of the project and communities nearby Rangsit as well

Website: www.thonburiburana.com

Rajyindee Hospital

It is a 196 registered bed-hospital and 32 OPD rooms operated by Rajyindee Hospital Public Co., Ltd. THG's subsidiary with 57.41% shares of paid-up capital held by THG. Rajyindee Hospital is located at 119 Rajyindee Road, Hat Yai sub-district, Hat Yai district, Songkhla. Rajyindee Hospital provides services to patients from both Hat Yai area and nearby provinces including serving foreign tourists from neighboring countries such as Malaysia, Singapore, etc., with a doctor specializing in the following diseases

Health Department

Medicine Department

Laparoscopic Surgery Department

Obstetrics and Gynecological Cancer Department

Heart Center

Computed tomography center

Dental Center

Orthopedic Center

Rehabilitation and Physical Therapy Center

Pediatric Center

Hemodialysis Center

Diabetes and Thyroid Department

Neurology and Brain Center

Foot Health and Prosthesis Department

Accident and Emergency Center

Surgery Department

Ear Nose Throat Department

Home Healthcare



Ubonrak Thonburi Hospital

It is a 100 registered bed-hospital and 24 OPD rooms operated by Ubonrak Co., Ltd. THG's associate with 34.52% shares of paid-up capital held by THG. Ubonrak Thonburi Hospital is located at 46/4 Soi Bhurapa Nai Rd., Naimuang sub-district, Muang ubon ratchathani district, Ubonratchathani. Ubonrak Thonburi Hospital provides medical care services by a team of medical experts as well as a complete range of modern treatment equipment available for both outpatients and inpatients 24 hours a day with a doctor specializing in the following diseases

Health Check-Up Center	Hearing Aid Center
Radiology Department	Emergency Department
Physical Therapy Center	Surgery Department
Maternity and Baby Department	Dental Department
Hemodialysis Department	Orthopedic Department
Pediatric Center	Medicine Department
Plastic Surgery Department	Heart Department
Obstetrics and Gynecology Department	Ear Nose Throat Department
Ophthalmic Department	Skin Department

Website: www.ubonrak.com

Sirivej Hospital Chanthaburi

It is a 150 registered bed-hospital and 39 OPD rooms operated by Sirivej Chanthaburi PCL. THG's associate with 31.92% shares of paid capital held by THG. Sirivej Hospital Chanthaburi is located 151 M.7 Trirat Road, Chanthanimit sub-district, Muang Chanthaburi district, Chanthaburi. Sirivej Hospital Chanthaburi provides medical care services by a team of medical experts as well as a complete range of modern treatment equipment available for both outpatients and inpatients 24 hours a day with a doctor specializing in the following diseases

Accident and Emergency Center	Eye Clinic
Neurology and Brain Center	General Practice Clinic
Orthopedic Center	Surgery Center
Gastrointestinal and Liver Center	Plastic Surgery Center
Heart Center	Neurosurgery Clinic
Obstetrics and Gynecology Center	Rheumatology Clinic
Critical Care Center	Urology Clinic
Health Check-Up Center	Endocrine Clinic
Diagnostic Radiology Center	Pediatric Center
Dental Center	Physical Therapy Center
Medicine Center	Kidney Clinic
Psychiatric clinic	

Website: www.sirivejhospital.com

Thonburi Thong Song Hospital

It is a 50 registered bed-hospital, 12 OPD rooms and 3 Operating rooms operated by Thanarad Thung Song Co. Ltd., THG's subsidiary with 56.43% shares of paid-up capital held by THG. Thonburi Thong Song Hospital is located at 88 M.1, Chamai sub-district, Thungsong district, Nakhon Si Thammarat. It is a secondary hospital that is capable of treating complex diseases with a full range of modern treatment equipment available for both outpatients and inpatients 24 hours a day in the following diseases

Obstetrics and Gynecology	General Surgery
General Medicine	Pediatric Center
Surgery and Orthopedic Surgery	Health Check-up Center
Accident and Emergency	X-ray Center
Hemodialysis Center	Physical Therapy Center
ICU	

Website: www.thonburithungsong.com

Phatara-Thonburi Hospital

It is a 112 registered bed-hospital, 17 OPD rooms operated by Phatara Hospital Co. Ltd., THG's subsidiary with 21.47% shares of paid-up capital held by THG. Phatara-Thonburi Hospital is located at 32/410 Village No. 6, Khlong Nueng, Khlong Luang, Pathum Thani. It is a secondary hospital which meets medical standards according to the social security, compensation fund, Motor Vehicle Accident Victims Protection Act to provide services, consultation services and medical service for the public and treating complex diseases with a full range of modern treatment equipment available for both outpatients and inpatients 24 hours a day in the following diseases.

Pediatric Department	Hemodialysis Department
Eye Department	Heart Center
Physical Therapy Department	Ear, Nose and Throat Department
Obstetrics and Gynecology Department	Surgery Department
Psychiatric Department	Breastfeeding Department
Dental Department	Radiology Department
Skin Department	Medicine Department

Website: www.phatara-thonburi.com

TRPH Hospital

It is a 200 registered bed-hospital, 33 OPD rooms operated by Trang Vejkiy Co., Ltd., THG's subsidiary with 55.0% shares of paid-up capital held by THG. TRPH Hospital is located at 61/39 Kokkhan Road, Thap Thiang, Muang, Trang in providing service for people in Trang Province and neighboring provinces such as Nakhon Si Thammarat, Krabi, Phatthalung, Satun, which are close to Trang. It is provided medical services for general diseases, specific diseases, and tertiary care in some branches with specialists in the following diseases.

Cardiovascular Center

Hearing Center

Hemodialysis Center

X-ray and diagnostic imaging center

Pediatrics Department

Surgery Department

Ear, Nose and Throat Department

ICU

Eye Clinic

Cancer Clinic

Infertility Treatment Clinic

Acupuncture Clinic

Accident and Emergency Center

Health check-up Center

Gastrointestinal and Liver Center

Physical Medicine and Rehabilitation Clinic

Orthopedic Department

Obstetrics and Gynecology Department

Medicine Department

Psychiatric Department

Heart Disease Clinic

Allergy Clinic

Urology Clinic

Website: www.trphhospital.com



2 Overseas medical services

THG expanded its business to other countries in Asia, joining with local partners to provide medical services. Currently, THG operates one hospital in the Republic of the Union of Myanmar (“Myanmar”).

- **Ar Yu International Hospital, the Republic of the Union of Myanmar**

THG partnered with Ga Mone Pwint Company Limited (“GMP”), a leading Myanmar-based real estate developer and retailer, to operate 200-bed hospitals, with value of USD 75 million. It operates with an international standard under the name Ar Yu International Hospital, located on 3-rai land on Kyaikkasan Road, Yangon. The hospital started to provide service initially for OPD patients in September 2018 and operate full-service on 17 March 2019.

The Joint Venture named ARYU International Health Care Company Limited was established on 4 April 2017, 50% held by GMP, 10 % held by Aryu Ananta Medical Services Company Limited (AMS), a group of Myanmar medical personnel, and 40% held by THG.

Operating Statistics

	2020	2021	2022
Revenues			
Revenues from Outpatient (OPD)	46%	47%	45%
Revenues from Inpatient (IPD)	54%	53%	55%
OPD			
Number of OPD rooms (room) *			
Bangkok and Surrounding Areas	202	210	230
Upcountry	87	87	137
Oversea	30	30	27
Number of OPD (times)	913,827	909,888	984,645
Maximum OPD service capacity (times/year)	1,702,950	1,734,840	1,730,100
OPD Rate (%)	61%	53%	49%
IPD			
Number of registered beds (bed) *			
Bangkok and Surrounding Areas	577	632	744
Upcountry	386	436	698
Oversea	246	246	200
Number of beds available (bed) *			
Bangkok and Surrounding Areas	530	530	675
Upcountry	339	339	593
Oversea	226	96	200
Bed Occupancy (day/year)	117,762	120,647	153,544
Maximum IPD service capacity (day/year)	233,699	212,875	210,605
IPD Rate (%) - Bangkok	66%	57%	62%

Remark

- Operating Statistics means Thonburi Hospital, Thonburi 2 Hospital, Rajyindee Hospital and Thonburi Thong Song Hospital which is the main hospital in the group.
- Remark* Number of patient rooms, Number of registered beds means the number of all affiliated hospitals.
- Bangkok and surrounding areas means Thonburi Hospital, Thonburi 2 Hospital, Thonburi Bamrungmuang Hospital (starting in 2019), Thonburi Burana Hospital (starting in 2020) and Phatara-Thonburi Hospital (starting in 2022).
- Other Provinces means Rajyindee Hospital, Ubonrak Thonburi Hospital, Sirivej Hospital Chanthaburi, Thonburi Thung Song Hospital (starting in 2020) and TRPH Hospital (Starting in 2022).
- Overseas means Ar Yu International Hospital (starting in 2019).

3 Hospital management services

THG the first private hospital entrusted by local administration organizations to provide management services for state hospitals that were keen to improve their management efficiency. THG has agreements to provide management under local administration organizations and 1 Community Medical Center as follows.

- Phuket Provincial Administrative Organization Hospital: It has 129 registered beds and 125 available beds. Its aim is to provide medical services with high standard and good impression for patients.

With efficient doctors and medical staff, administration and service, the hospitals can provide services at standards of private hospitals but at price of public ones. At the two hospitals, doctors and nurses are on hand around the clock for high-standard services. Moreover, THG is also hired for consultancy, management and training services for overseas hospitals, especially in Southeast Asia.

4 Specialized Medical Services Centers

THG had seen opportunities in a special medical center business, therefore, established Thonburi Sermrath Co., Ltd. (Thonburi Hospital Heart Center Co., Ltd.) to provide management service for heart centers in both public and private sectors. The company provides teams of reputable cardiologists to treat patients. THG operated three heart centers as follows.

- **Heart Center at Thonburi 2 Hospital**

It started an operation on 26 June 2017. Thonburi Sermrath Co., Ltd. was hired to operate the heart center, providing specialized doctors and manage schedules to meet the need of cardiovascular patients effectively in accordance with professional standards. It consists of a heart catheter lab and angioplasty Cardiology Dormitory which has 9 beds in total. It can support cares for heart patients at early stage to advanced treatments 24 hours a day.

- **Heart Center at Phatthalung Hospital**

It is a collaboration of management of Phatthalung Hospital and Thonburi Sermrath Co., Ltd. with an agreement for management services and quality control with special medical expertise. Heart Center at Phatthalung Hospital started an operation on 17 April 2018 and was approved by National Health Security Office to treat patients under Universal Health Coverage on 1 October 2018. It provides treatment procedures for patients with heart disease and ischemic heart disease. The facility includes Cardiac Catheterization (Cath lab) and 11-bed heart disease ward.

- **Heart Center, Panyananthaphikkhu Chonprathan Medical Center**

Thonburi Hospital Heart Centers Company Limited has entered into the Academic Cooperation Agreement in respect of the Management of Heart Center with Panyananthaphikkhu Chonprathan Medical Center (formerly known as “Chonprathan Hospital”) the direction of Srinakharinwirot University in order to provide medical services for patients with symptoms related to cardiovascular disease and also to develop the laboratory to be a source of medical learning as well. Panyananthaphikkhu Chonprathan Medical Center opened since March 2021 and provided 24 hours services in order to increase the survival rate of patients and to provide full services relating to medical treatment of cardiovascular disease such as Electrocardiogram, stent insertion to expand coronary arteries, leaky heart valve surgery. This heart center currently has 7 beds.

Healthcare Solution Provider

It provides healthcare service beyond hospital. Variety of services are to meet the needs of customers in different ages and physical conditions with following services.

1. Senior Care and Living

- **Jin Wellbeing County**

THG develops healthcare mixed-use project combining integrated healthcare and tailor-made medicine, with active living designed especially for elderly that can easily modify or add tools suitable for needs in different ages and a center for aged care. There are also activities to suit their lifestyle, targeting retirement age group and working age group who care for healthy living and long-term life planning. The project, on 142-rai land located on Phaholyothin Road (Rangsit), was developed under a “new concept of retirement town”.

The first phase includes:

- 1) 7-story residential building, initially built 5 buildings, totaling 494 units, which were designed to truly meet the needs of elderly, focusing on safety, convenience and mental health. Inside the building, there are medical staff to take care and 24-hour available to assist in case of emergency. The project also provides continuous medical check-up systems such as health tracking system, centralized health monitoring system and CCTV to ensure proper and timely care for residents;
- 2) Thonburi Burana Hospital to support the care of the elderly who need close care from medical personnel managed by a team of doctors and nurses under the Thonburi Hospital standard. (See more details in the medical care business in Thailand).
- 3) Jin Wellness Institute offer variety of services for different needs. Wellness clinic focuses on preventive medicine combining with naturopathy, alternative medicine and modern medicine. Jin Medifit provides personalized exercise classes and training programs. Moreover, other activities, such as music therapy, art therapy, cooking class and etc., are well-designed for social interaction and providing mental and emotional care.

Thonburi Property Management Co., Ltd., a subsidiary of Thonburi Wellbeing Co., Ltd. with 100% shares, is the condominium rental management company owned by Thonburi Wellbeing Co., Ltd., and the condominium units that buyers want to rent to generate income.

- **Thonburi Elderly Care Center, Health Village, Pracha Uthit**

The large elderly care center located in Soi Pracha Uthit 60/2 under the concept of caring for the elderly, rehabilitative patients, bed-bound patient and terminally ill patients to have good health, physically, mentally, emotionally and socially with the aim of developing a quality life with hospital standards, a multidisciplinary team to design a program of personalized care by services and amenities such as rooms with meals, supervised by nurses and helpers 24 hours a day, a doctor to visit as scheduled, physical and recreational activities and housekeeping service.

2. Home Healthcare

It is operated by Thonburi Wellbeing Co. Ltd., which delivers patient care to home, such as mother & baby care, rehabilitation for patients who are not convenient to go to hospitals, elderly who have difficulties to move, chronic disease patients etc. Our team includes dedicated nurses, highly skilled physiotherapists, qualified nutritionists, and experienced psychologists

Website: www.premierehomehealthcare.co.th

3. Distribution of medical supplies, devices, and equipment

This business is a part of the company's core business in which the company holds shares in DS All Co. Ltd., the business includes one stop service of dental equipment and supplies. Dental Siam is sole distributor of leading dental supplies brands, such as Adec, W&H, AO, Heraeus, Ivoclar, Megagen, SAM, Melag and Alpro. The company also operates drug store under the brand "Apex Health Care" with branches in department stores.

Other Businesses

1. Software development for hospital management

Modular Software Expertise Co., Ltd. develops software for hospital management used in hospitals in the group and many public and private hospitals in Thailand with teams of experts who have more than 20 years of experience in computer and hospital systems. The software used are up-to-date and hi-tech supporting all departments in hospitals and linking data with other systems.

2. Project development relating to health and medical services

It is operated by Thonburi Realty Development Co., Ltd. and Rajthanee Realty Co., Ltd., currently studying projects and possibility of future business opportunities.

3. Central procurement of drugs and medical supplies

It is operated by TH Health Co., Ltd. purchasing drugs and medical supplies for use in hospitals. It was established to support the operations of affiliated hospitals and plans to expand the customer base of many private hospitals in country in the future.

Market Competitions

From the trend analysis of private hospital business for 2023, it tends to expand continuously. The number of patients returning for treatment at the hospital has increased that may be due to the rising morbidity rate or from the structure of Thai society into an aging society. In addition, the government's measures to open the country at the end of 2022 resulted in the international travel situation returning to normal. The government support measures that want to push Thailand into an international health center (Medical Hub) is another positive factor that has a positive effect on the business sector making more demand for foreign patients to come to Thailand for treatment especially the Middle East and CLMV which is a result of confidence in the quality of medical care and the cost of living is not very high compared to competitors in the same region. As a result, private hospitals in Thailand have sufficient potential to generate revenue from medical tourism to continue to grow.

Entrepreneurs tend to accelerate investment expansion in several ways continually. This includes alliances with other hospitals both domestically and internationally or alliances with other related businesses such as real estate business or technology to cover potential customers at different levels and expanding to related businesses. This will enable the hospital business to have a complete supply chain to support the needs of a variety of services. The hospital with a large network will have advantages in terms of cost, personnel, and access to customer groups. Hospitals without networks (Stand Alone) are accelerating to adapt to increase their competitiveness among various challenging factors, including the entry of new entrepreneurs' foreign competitors and technology.

However, there are lingering challenges for the industry, including the following:

- **Shortage of doctors and other medical staff:** The World Health Organization recommends 2.8 doctors per 1,000 population. But in Thailand, it is only 0.4 per 1,000 population, significantly lower than in Singapore (1.92) and Malaysia (1.2). The rising number of private hospitals would increase competition for doctors and other medical staff and push up operating costs.
- **Government regulations:** The inclusion of pharmaceuticals, medical supplies and fees charged for medical care on the list of controlled prices means hospitals have less room to raise charges. This will affect stand-alone, small and mid-size operations the most. These players are normally more dependent on revenue from patients covered by the social security system, and so any changes to funding regulations would affect their operations.
- **Rising competition in the healthcare industry:** There is rising competition not only from other private-sector hospitals, but also from outside the industry. (i) Hospitals are increasing investments, especially upcountry. This includes government hospitals which have raised service standards to match those in the private sector. They also enjoy advantages with regard to their reputation, use of technology, and expertise of their staff (e.g., Siriraj Piyamaharajkarun Hospital, part of the Siriraj group of hospitals, and Ramathibodi Hospital's Somdech Phra Debaratana Medical Center). (ii) Major investors from other economic sectors such as real estate, are showing more interest in the industry. This is because, against a background of rising awareness about personal health, investing in private hospitals opens the possibility of securing recurring, long-term revenues. (iii) Overseas investors (especially from China) are interested in opening healthcare centers. They include fertility clinics to meet rising demand from Chinese couples which are seeking treatment in Thailand. (iv) Many other countries, particularly in the ASEAN region, have also laid out plans to develop their respective medical tourism industry. In many cases, these plans depend on attracting the same customers as Thailand. Thus: (a) Singapore has established its own medical hub to attract medical tourists (largely business people) from within the country as well as neighboring countries.; (b) in Malaysia, major hospitals and medical centers are focusing on the Muslim market and attracting patients from Indonesia; (c) India is attracting foreign patients with its low treatment costs; (d) China has plans to develop Hainan Province as a hi-tech center for medical tourism targeted at Chinese citizens who might otherwise travel abroad for medical treatment.

- **Inflation problems:** There is a risk from slow economic recovery and high household debt levels which may affect consumers' spending decisions causing some consumers who want to reduce costs turn to use cheaper hospital services.
- **Health Tech or Digital Health:** It has become to influence and affect the hospital business rapidly both directly and indirectly. Technological advancements along with consumer use of technology that has changed after the outbreak of COVID-19, have resulted in continuous health innovations becoming a strong trend for private hospitals in Thailand that must be prepared to deal with a use of technology to create opportunities to expand medical services to be more efficient and effective. It is to reduce of losing customers or taking market share from competitors in which entrepreneurs will have higher costs in terms of technology investment.

Characteristics of customers and target customers and sale channels

(1) Medical Business in Thailand

The Company's target customers consist of 2 main groups, which are general customers and insurance's contract customers.

General Customers Group

- For the elderly group, the Company has foreseen the opportunity to treat more patients in the elderly group from the forecast of the growth of the elderly population in the country in the future. Therefore, the Company focuses on providing important services to this group of customers by having specialized medical departments, especially neuroscience, heart, orthopedics departments, which have medical personnel and medical equipment that are ready to use the service.
- For critically ill patients, due to the continual increase of patients with complex and serious diseases, the Company has prepared both medical personnel and service centers with a total of more than 100 beds in Intensive Care Unit. Every bed is equipped with modern equipment to support a variety of critically ill patients.
- For foreign patients, the Company foresees an opportunity in medical tourism that has a high growth market due to the fact that Thailand is recognized by foreigners that the quality of medical services in Thailand is of international standards. The Company therefore was developing a reception for foreign patients to accommodate foreign patients by being able to communicate medical terminology in foreign languages. In addition, the Company has used brokerage services to find reputable customers in foreign countries to attract such customers to come to use the service with the Company. The brokerage services are another option for foreign customers when considering medical services in Thailand.

Insurance's Contract Customers Group

- For the customers who have contracts with insurance companies, due to the fact that Thai population tends to pay more attention to health care, coupled with the government's policy of supporting insurance such as allowing to bring health insurance premiums to reduce annual income tax, resulting in the growth of the group of health and life insurance. Therefore the Company foresees the opportunity to grow from this group of customers whereby the Company had a good relationship with insurance company representatives, which leads to more contracts with insurance companies and leads the insurance company representatives to recommend the hospitals in the Company's group allowing the insured customers to access more services and making insurance will help those who are entitled to reimburse medical expenses according to the insurance rights to be admitted to the hospital resulting in a greater number of customers

(2) Overseas Medical Treatment Business

The Company's target customers consist of 2 main groups, which are general customers and insurance's contract customers.

General Customers Group

For Ar Yu International Hospital

- Myanmar is a growing society with over 40 percent of the population in working age (25-54 years) who have not yet entered the aging society. The customers of hospital therefore diverse ranging from middle-aged to elderly people, working age groups, and mothers and children.

Insurance's Contract Customers group

- In Myanmar, the majority of customers pay medical expenses by themselves and only a few people have health insurance.

(3) Medical Outsourcing Service Business

Government hospitals that wish to engage a private sector to manage government hospitals.

(4) Specialized Medical Center Business

Thonburi Sermrath Co., Ltd. (Former name: Thonburi Hospital Heart Centers Company Limited) has 3 main target groups consisting of general patients, patients under the government health welfare program, such as patients under the Social Security Scheme, patients under the National Health Security Office's program (NHSO), the rights of officers under government agencies and foreign patients.

Procurement of Products and Services

(1) Procurement of Domestic Products and Services

Recruitment of Medical Personnel

Since the Company has been in the hospital business for more than 40 years and the management of the Company being a director of many leading medical education institutions in Thailand, the Company is able to seek qualified medical personnel and the Company is also a policy to develop specialized nurses by encouraging nurses for specific diseases to attend training for 4 - 9 months in order to gain knowledge and abilities to treat specific diseases better.

Procurement of drugs and Medical Supplies

The Company has a policy to purchase drugs and medical supplies as a group purchasing together with its affiliates in order to increase the bargaining power with drug and medical suppliers and to reduce the cost of medicines and medical supplies, which the Company has an efficient process of purchasing medicines and medical supplies. The Drug Committee will be appointed to consider the procurement of drugs and medical supplies, taking into account various elements such as price, quality, doctor's needs, delivery time and the period of repayment, etc.

Procurement of Medical Equipment and Tools

The Company has a policy to purchase medical equipment and devices as a group purchasing together with its affiliates in order to increase the bargaining power with the suppliers of medical equipment and devices and reduce the cost of equipment and equipment and medical supplies.

(2) Procurement of Products and Services in Overseas

Recruitment of Medical Personnel

In doing business in foreign countries, the Company has a joint venture with a large company (Ga Mone Pwint, Myanmar) which is well known in that country, resulting in the hospital having quite a large customer base and reliable. Therefore, it is a factor that attracts medical personnel to join the hospital and resulting in the hospital able to continually invite knowledgeable medical personnel to work with the hospital.

Procurement of Drugs and Medical Supplies

The Company has a policy to purchase medicines and medical supplies from many reputable distributors. There is no monopoly on any one distributor in order to develop relationships with multiple distributors and to increase the ability to negotiate with drug suppliers and to reduce the Company's drug and supplies costs. The Company has an efficient pharmaceutical procurement process, and the approval will be in accordance with the approval authority of which the approver will consider various factors such as price, quality, doctor's needs and delivery time, etc.

Procurement of Medical Equipment and Tools

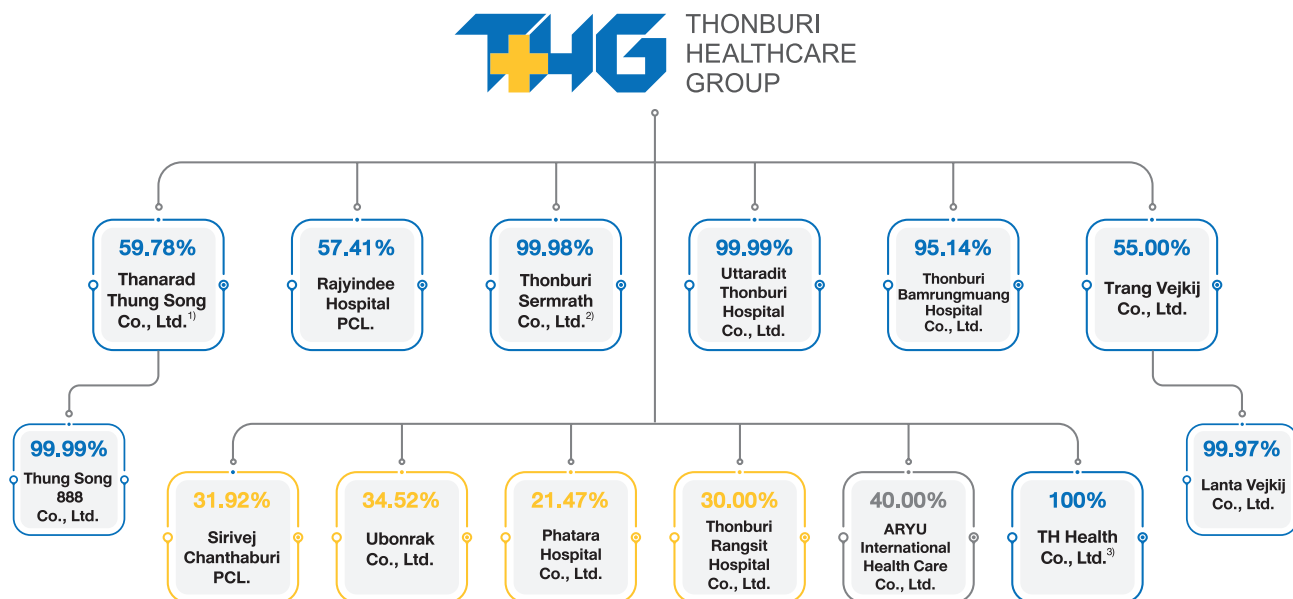
The procurement of medical equipment and equipment shall be approved by the authorized persons. In addition, all ordered medical equipment and tools shall be in accordance with the certified standard. The hospital will make its order through domestic dealers which has been appointed by the manufacturer directly because it will ensure that if these devices and tools are defective or damaged, the dealer can take action to repair such devices and tools immediately.

Assets Used in Business

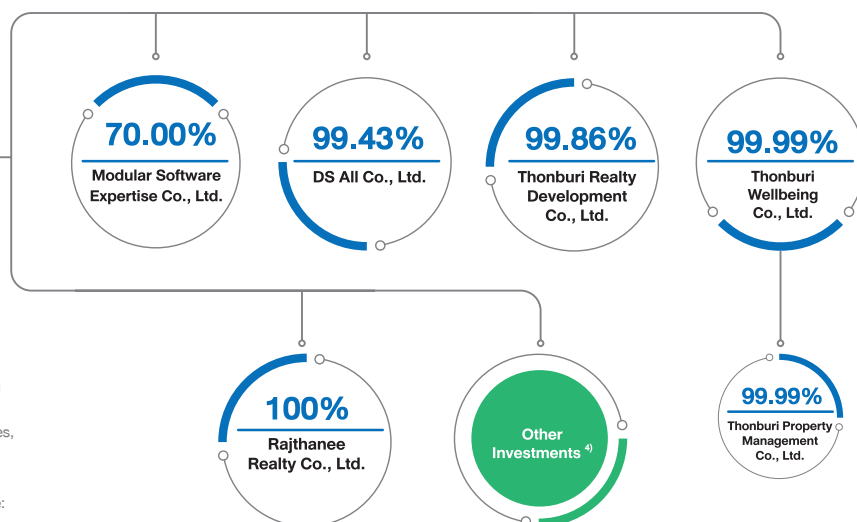
Please see the details in the Assets Used in Business and Details of Asset Appraisal Items.



Shareholder structure of the Company



Other Related Businesses



Note:

- 1) The shareholding in Thanarad Thung Song Co., Ltd. as above includes indirect voting shareholding interest through 2 subsidiaries, namely Rajyindee Hospital PCL. and Trang Vejkiy Co., Ltd.
- 2) Thonburi Sermrath Co., Ltd. (Former name: Thonburi Hospital Heart Center Co., Ltd.)
- 3) TH Health Co., Ltd. (Former Name: Med Access Co., Ltd.)
- 4) Other investments are investments in ordinary shares of the Company holding more than 10%

■ Subsidiaries ■ Associates ■ Other Investment ■ Joint Venture

Subsidiaries, associates, and joint venture Subsidiaries

Subsidiaries

(1) Rajyindee Hospital PCL.

Company Registration No. : 0107538000380 (former No. PLC. 561)
 Registration Date : 20 July 1995
 The headquarters : 119 Rajyindee Road, Tambol Hat Yai, Amphur Hat Yai, Songkhla
 90110 Tel. +66 74-200-200 Fax. +66 74-200-292
 Website : www.rajyindee.com
 Business Type : Medical Service Business
 The number and type of shares: 430,000,000 ordinary registered shares
 Registered Capital : 430,000,000 baht at par value 1 baht per share
 Issued and paid-up capital : 430,000,000 baht, 430,000,000 shares at par value 1 baht per share

(2) Uttaradit Thonburi Hospital Co., Ltd.

Company Registration No. : 0105559025720
 Registration Date : 12 February 2016
 The headquarters : 61/160 Rama 9 Road, Khwaeng Huai Khwang, Khet Huai Khwang,
 Bangkok 10310 Tel. +66 2643-0921 Fax. +66 2246-1796
 Business Type : Medical Service Business
 The number and type of shares: 12,000,000 ordinary registered shares
 Registered Capital : 120,000,000 baht at par value 10 baht per share
 Issued and paid-up capital : 90,000,000 baht, 12,000,000 shares at par value 7.50 baht per share

(3) Thonburi Sermrath Co.,Ltd. (Former: Thonburi Hospital Heart Center Co., Ltd.)

Company Registration No. : 0105557100490
 Registration Date : 16 July 2014
 The headquarters : 61/160 Rama 9 Road, Khwaeng Huai Khwang, Khet Huai Khwang,
 Bangkok 10310 Tel. +66 2643-0921-5 Fax. +66 2642-0939
 Business Type : Hospital Management Services and Treatment Services for heart
 disease
 The number and type of shares: 10,000 ordinary registered shares
 Registered Capital : 100,000,000 baht at par value 10,000 baht per share
 Issued and paid-up capital : 100,000,000 baht, 10,000 shares at par value 10,000 baht per share

(4) Thonburi Wellbeing Co., Ltd.

Company Registration No. : 0105557165486
 Registration Date : 7 November 2014
 The headquarters : 61/160 Rama 9 Road, Khwaeng Huai Khwang, Khet Huai Khwang,
 Bangkok 10310 Tel. +662-643-0921-5 Fax. +662-642-0939
 Website : www.jinwellbeing.com
 Business Type : Housing business for elderly, care center and elderly care center,
 comprehensive health services for elderly, medical services and
 operating the patient rehabilitation center (Step-Down Care)
 The number and type of shares: 150,000,000 ordinary registered shares

- Registered Capital : 1,500,000,000 baht at par value 10 baht per share
 Issued and paid-up capital : 1,500,000,000 baht, 150,000,000 shares at par value 10 baht per share
- (5) DS All Co., Ltd.
- Company Registration No. : 0105556199387
 Registration Date : 27 December 2013
 The headquarters : 615 Jit-Uthai Building, 11th Floor, Ramkhamhaeng Rd., Huamark, Bangkok 10240
 Tel. +662-375-1516 Fax. +662-2375-1517
 Website : www.ds-all.co.th
 Business Type : Business selling pharmaceuticals, chemicals, machinery, appliances dental and pharmacy business
- The number and type of shares: 3,193,265 ordinary registered shares
 Registered Capital : 31,932,650 baht at par value 10 baht per share
 Issued and paid-up capital : 31,932,650 baht, 3,193,265 shares at par value 10 baht per share
- (6) Rajthanee Realty Co., Ltd.
- Company Registration No. : 0105544092116 (former No. Kor Tor 03-0159-44)
 Registration Date : 20 September 2001
 The headquarters : 61/160 Soi Thaweemit 5, Rama 9 Road, Khwaeng Huai Khwang, Khet Huai Khwang, Bangkok 10310
 Tel. +662-643-0921 Fax. +662-246-1795
 Business Type : The business of land allocation elderly home
 The number and type of shares: 19,600,000 ordinary registered shares
 Registered Capital : 1,960,000,000 baht at par value 100 baht per share
 Issued and paid-up capital : 1,960,000,000 baht, 19,600,000 shares at par value 100 baht per share
- (7) Thonburi Realty Development Co., Ltd.
- Company Registration No. : 0105533007996 (former No.798/2533)
 Registration Date : 19 January 1990
 The headquarters : 61/160, Rama 9 Road, Khwaeng Huai Khwang, Khet Huai Khwang, Bangkok 10310
 Tel. +662-643-0921-5 Fax. +662-642-0939
 Business Type : Land business and real estate development
 The number and type of shares: 127,000,000 ordinary registered shares
 Registered Capital : 1,270,000,000 baht at par value 100 baht per share
 Issued and paid-up capital : 1,270,000,000 baht, 127,000,000 shares at par value 10 baht per share
- (8) Modular Software Expertise Co., Ltd.
- Company Registration No. : 0105536114840 (former No. (1)2228/2536)
 Registration Date : 7 October 1993
 The headquarters : 333/2 Pracha Chuen Road, Khwaeng Bang Sue, Khet Bang Sue Bangkok 10700 Tel. +662-882-5173 Fax. +662-882-5175
 Website : www.mse-th.com
 Business Type : Providing computer consultancy and programming

The number and type of shares: 180,000 ordinary registered shares
 Registered Capital : 18,000,000 baht at par value 100 baht per share
 Issued and paid-up capital : 18,000,000 baht, 180,000 shares at par value 100 baht per share

(9) Thonburi Bamrungmuang Hospital Co., Ltd.

Company Registration No. : 0105545057829
 Registration Date : 5 June 2002
 The headquarters : 611 Bamrungmuang Road, Khwaeng Khlongmahanak, Khet
 Pomprapsatruphai, Bangkok 10100
 Tel. +662-220-7999 Fax. +662-223-1876
 Website : www.thonburibamrungmuang.com
 Business Type : Medical Service Business (Operated in January 2019)
 The number and type of shares: 48,927,068 ordinary registered shares
 Registered Capital : 1,473,176,700 baht at par value 5 baht per share
 Issued and paid-up capital : 1,223,176,700 baht, 244,635,340 shares at par value 5 baht per share
 62,500,000 baht, 50,000,000 shares at par value 5 baht per share (25% paid-up)

(10) Thanarad Thung Song Co., Ltd.

Company Registration No. : 0805557000618
 Registration Date : 15 May 2014
 The headquarters : 88/8 Moo 1, Tambol Chamai, Amphur Thung Song, Nakhon Si
 Thammarat 80110 Tel. +66 93-579-1188
 Website : www.thonburithungsong.com
 Business Type : Medical Services Business (Operated in November 2019)
 The number and type of shares: 60,000,000 ordinary registered shares
 Registered Capital : 600,000,000 baht at par value 10 baht per share
 Issued and paid-up capital : 600,000,000 baht, 60,000,000 shares at par value 10 baht per share

(11) TH Health Co., Ltd. (Former Name: Med Access Co., Ltd.)

Company Registration No. : 0105564073125
 Registration Date : 29 April 2021
 The headquarters : 120/132 Soi Baan Chang Lor, Baan Chang Lor Sub-district, Bangkok
 Noi District, Bangkok 10700
 Tel. +6689-922-9949
 Business Type : Procurement business to distribute medical equipment, medical products
 and pharmaceuticals
 The number and type of shares: 10,000 ordinary registered shares
 Registered Capital : 1,000,000 baht at par value 100 baht per share
 Issued and paid-up capital : 1,000,000 baht, 10,000 shares at par value 100 baht per share

(12) Trang Vejki Co., Limited.

Company Registration No. : 0925523000061
 Registration Date : 15 May 2014
 The headquarters : 61/39 Kokkhan Road, Thap Thiang, Muang, Trang 92000
 Tel: +6675-218988

Website : www.trphospital.com
 Business Type : Medical Service Business
 The number and type of shares: 29,400,000 ordinary registered shares
 Registered Capital : 294,000,000 baht at par value 10 baht per share
 Issued and paid-up capital : 294,000,000 baht, 29,400,000 shares at par value 10 baht per share

Indirect Subsidiaries

(1) Thonburi Property Management Co., Ltd. (a subsidiary of Thonburi Wellbeing Co., Ltd.)

Company Registration No. : 0105562161663
 Registration Date : 17 September 2019
 The headquarters : 61/160, Rama 9 Road, Khwaeng Huai Khwang, Khet Huai Khwang, Bangkok 10310 Tel. +662-246-4694
 Business type : Senior residence management
 The number and type of shares : 40,000 ordinary registered shares
 Registered capital : 4,000,000 baht at par value 100 baht per share
 Issued and paid-up capital : 4,000,000 baht, 40,000 shares at par value 100 baht per share

(2) Thung Song 888 Co., Ltd. (a subsidiary of Thanarad Thung Song Co., Ltd.)

Company Registration No. : 0805565003302
 Registration Date : 12 October 2022
 The headquarters : 88/8 Moo 1, Tambol Chamai, Amphur Thung Song, Nakhon Si Thammarat 80110 Tel. +66 93-579-1188
 Business type : Production and transmission of electricity
 The number and type of shares : 100,000 ordinary registered shares
 Registered capital : 1,000,000 baht at par value 10 baht per share
 Issued and paid-up capital : 1,000,000 baht, 100,000 shares at par value 10 baht per share

(3) Lanta Vejki Co., Ltd. (a subsidiary of Trang Vejki Co., Limited.)

Company Registration No. : 0815565000885
 Registration Date : 8 April 2022
 The headquarters : 399 Moo 3, Tambol Saladan, Amphur Koh Lanta, Krabi 81150 Tel. +6681-5697890
 Business type : Medical Service Business
 The number and type of shares : 4,500,000 ordinary registered shares
 Registered capital : 45,000,000 baht at par value 10 baht per share
 Issued and paid-up capital : 22,500,000 baht, 45,000,000 shares at par value 10 baht per share (50% paid-up)

Associates

(1) Ubonrak Co., Ltd.

Company Registration No. : 0345534000225 (former No. Bor. Aor. Jor. Aor.Bor.111)
 Registration Date : 16 December 1991

The headquarters : 46/4 Bhurapanai Road, Tambol Naimuang, Amphur Muang ubonratchathani, Ubonratchathani 34000
 Tel. +66 45-260-300 Fax. +66 45 243-654
 Website : www.ubonrak.co.th
 Business type : Medical Service Business
 The number and type of shares : 11,250,000 ordinary registered shares
 Registered capital : 112,500,000 baht at par value of 10 baht per share
 Issued and paid-up capital : 112,500,000baht, 11,250,000 shares, par value of 10 baht per share

(2) Sirivej Chanthaburi PCL.

Company Registration No. : 0107547000117 (former No. 0107574700110)
 Registration Date : 23 February 2004
 The headquarters : 151 M.7 Trirat Road, Tambol Chanthanimit, Amphur muangchanthaburi, Chanthaburi 22000
 Tel. +66 39-344-339 Fax. +66 39 322-995-6
 Website : www.sirivejhospital.com
 Business type : Medical Services Business
 The number and type of shares : 370,909,375 ordinary registered shares
 Registered capital : 370,909,375 baht at par value of 1 baht per share
 Issued and paid-up capital : 370,909,375 baht, 370,909,375 shares, par value of 1 baht per share

(3) Phatara Hospital Co., Ltd.

Company Registration No. : 0105538022772
 Registration Date : 21 February 1995
 The headquarters : 32/410 Village No. 6, Tambol Khlong Nueng, Amphur Khlong Luang, Pathum Thani 12120
 Tel. +66 2901-8400 Fax +66 2901-8508, +66 2901-8082
 Business type : Medical Services Business
 The number and type of shares : 15,000,000 ordinary registered shares
 Registered capital : 150,000,000 baht at par value of 10 baht per share
 Issued and paid-up capital : 150,000,000 baht, 15,000,000 shares, par value of 10 baht per share

(4) Thonburi Rangsit Hospital Co., Ltd.

Company Registration No. : 0105565122171
 Registration Date : 27 July 2022
 The headquarters : 61/160, Rama 9 Road, Khwaeng Huai Khwang, Khet Huai Khwang, Bangkok 10310 Tel. +662-246-4694
 Business type : Medical Services Business
 The number and type of shares : 10,000 ordinary registered shares
 Registered capital : 1,000,000 baht at par value of 100 baht per share
 Issued and paid-up capital : 1,000,000 baht, 10,000 shares, par value of 100 baht per share

Joint Ventures

ARYU International Health Care Co., Ltd.

Registration Date	:	4 April 2017
The headquarters	:	Plot No. 34D, Block No. 51F3,51D5,51D6 Kayaikkasan Road (Between Marlarnwe Street) Tamwe Township, Yangon
Business type	:	Medical Services Business, the name of Ar Yu International Hospital (Operated outpatient service in September 2018 and inpatient service in February 2019)
Shareholding	:	Holding 40% by THG (Holding 10% in 2017)
Registered capital	:	USD 100,000,000
Issued and paid-up capital	:	USD 70,000,000

Juristic persons in which THG holds 10% or more

(1) Thanakarn Hospital Co., Ltd.

Company Registration No.	:	0715534000281
Registration Date	:	7 November 1991
The headquarters	:	20/20 Saeng Chuto Rd, Ban Tai, Mueang, Kanchanaburi Tel +66 34-540-601-9 Fax. +66 34-515-886
Business Type	:	Medical Services Business
The number and type of shares	:	7,500,000 ordinary registered shares
Registered Capital	:	75,000,000 baht at par value 10 baht per share
Issued and paid-up capital	:	75,000,000 baht, 7,500,000 shares at par value 10 baht per share

(2) Roi-Et Hospital Co., Ltd.

Company Registration No.	:	0455538000075
Registration Date	:	9 May 1995
The headquarters	:	166 Pattamaon Rd, Nai Mueang, Mueang Roi Et, Roi Et Tel. +66 43-515-191 Fax. +66 43-513-191, +66 43-512-191
Business Type	:	Medical Services Business
The number and type of shares	:	12,500,000 ordinary registered shares
Registered Capital	:	125,000,000 baht at par value 10 baht per share
Issued and paid-up capital	:	125,000,000 baht, 12,500,000 shares at par value 10 baht per share

(3) Kalasin Thonburihospital Co., Ltd.

Company Registration No.	:	0465558000216
Registration Date	:	27 October 2015
The headquarters	:	89 Bypass Song Rd, Kalasin, Mueang Kalasin, Kalasin Tel. +66 43-840-444 Fax. +66 43-840-424
Business Type	:	Medical Services Business

The number and type of shares : 30,000,000 ordinary registered shares
 Registered Capital : 300,000,000 baht at par value 10 baht per share
 Issued and paid-up capital : 300,000,000 baht, 30,000,000 shares at par value 10 baht per share

(4) Thai Longstay Management Co., Ltd.

Company Registration No. : 0105545095143
 Registration Date : 11 September 2002 (becoming a shareholder on 29 November 2021)
 The headquarters : 1 TP&T Tower, 24th Floor, Soi Vibhavadi Rangsit 19, Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900
 Tel. +66 2936-1644
 Business Type : Facilitating Hotel Reservations, Housing in the Tourism Promotion and Development Project of the Tourism Authority of Thailand
 The number and type of shares : 1,000,000 ordinary registered shares
 Registered Capital : 100,000,000 baht at par value 100 baht per share
 Issued and paid-up capital : 100,000,000 baht, 1,000,000 shares at par value 100 baht per share

(5) Thonburi Canabiz PCL.

Company Registration No. : 0107564000413
 Registration Date : 19 November 2021
 The headquarters : 61/160, Rama 9 Road, Khwaeng Huai Khwang, Khet Huai Khwang, Bangkok 10310
 Business Type : Operating pharmaceutical products containing extracts from medicinal plants for use in medical treatment
 The number and type of shares : 1,000,000 ordinary registered shares
 Registered Capital : 100,000,000 baht at par value 100 baht per share
 Issued and paid-up capital : 100,000,000 baht, 1,000,000 shares at par value 100 baht per share

Major Shareholders

According to the share registration book closing on 30 December 2022 are as follows

Name	No. of Shares	% Holding
1. Ramkhamhaeng Hospital PCL. ^{/1}	183,629,244	21.668
2. Mrs. Charuwan Vanasin ^{/2}	122,139,119	14.412
3. Rajthanee Pattanakarn (2014) Co., Ltd.	50,089,600	5.911
4. Mr. Amnuay Unnanuntana, MD	43,882,670	5.178
5. Thai NVDR Company Limited	29,694,563	3.504
6. Mrs. Nawara Vanasin ^{/2}	29,193,863	3.445
7. Mr. Arsa Meksawan	28,814,737	3.400
8. Southeast Asia (Type C) Nominees Limited	26,420,850	3.118
9. Mr. Aurchart Kanjanapitak, MD	14,259,500	1.683
10. F&S 79 Co., Ltd. ^{/1}	8,695,656	1.026
Total	536,819,802	63.837

- Noted: 1/ Ramkhamhaeng Hospital group, the major shareholders, consists of Ramkhamhaeng Hospital PCL. and F&S 79 Co., Ltd. holding a total of 22.694%
- 2/ Vanasin's Family, the major shareholders, consists of Mr. Boon Vanasin, Mrs. Charuwan Vanasin, Mrs. Nawara Vanasin, Ms. Nalin Vanasin (10,837 shares) Mr. Jon Vanasin (10,837 shares), Global Health Investment Co., Ltd., (913,340 shares) and Rajthanee Pattanakarn (2014) Co., Ltd. holding a total of 24.563%.

Registered Capital and Paid-up Capital of THG

The Company has a registered capital of 847,467,400 baht, the paid-up shares of 847,467,400 and the registered ordinary shares of 847,467,400 (The company has decreased in paid-up capital from 849,080,000 shares to 847,467,400 shares by writing off 1,612,600 the unsold amount of the repurchased shares, which has already been registered with the Ministry of Commerce on 3 February 2022).

Dividend Payment Policy

1) Dividend Payment Policy of the company

The Company has a policy to pay dividends at no less than 40% of its total net profit according to the Company's separate financial statements after income tax (but does not include unrealized foreign exchange gains or losses) and after legal reserves' deduction and other reserves. Such dividend payments may be changed as appropriate with consideration of operating results, investment plan, financial positioning, cash flow, liquidity, and other factors in the future. The Board of Directors may consider reviewing and amending the dividend payment policy from time to time in order to meet the company's business growth plan, investment and working capital including other factors as deemed appropriate. However, such dividend payment will not exceed the retained earnings shown in the Company's separate financial statements in accordance with the relevant laws.

The dividend payment shall be present to the annual general shareholders' meeting for approval, except for interim payment that is under the authority of the Board of Directors and shall be reported to the shareholders at the following shareholders' meeting.

Dividend Payment Details	2019	2020	2021	2022
Earnings per share calculated from Separate financial statement (Baht)	0.82	0.54	1.10	1.22
Dividend per share (Baht)	0.40	0.30	0.90	0.90
Dividend payout ratio from net profit calculated from Separate financial statement (%) 1)	49.06	55.02	81.9	73.52

2) Dividend Payment Policy of subsidiaries

The Board of Directors of the subsidiary will periodically consider.

Risk Management

Thonburi Healthcare Group Public Company Limited realizes and recognizes the importance of risk management. There is a Risk Management Committee (RMC) to determine and review policies, objectives, risk management framework, and monitor and evaluate the implementation of the risk management framework as well as giving opinions and recommendations on corporate risk management and investment risks in the Company's projects. The company has established a risk management subcommittee, for each important business of the company appointed by Risk Management Committee to supervise the Company's risk management be effective leading to the organization's business goals as well as issuing a risk management policy so that staff at all levels of the organization understand the risk management process and adhere to it. This will be an important tool that helps every part of the organization achieve objectives/goals and success in operations. This will lead to the creation of added value and sustainable growth of the organization. It can also be applied to operations from large projects to small projects which is aware of the mistake and prepares a contingency plan before it happens to prevent from unnecessary costs and wasted resources.

Risk Factors

The Company's business operations face with different risk factors, which might have impact on the Company's operating performance. The following are some of the key risks that might have adverse impact on the Company and consequently impose investors with significant risks on their investment. There might be other risks currently unknown to the Company, and there might be some other risks that the Company did not foresee as significant but could also have impact on the Company's operating performance in the future.

1. Business Risk

1.1 Risk of economic fluctuations

At present, competition is increasing for healthcare services market due to many amalgamations of major market players, resulting in a cost advantage. In addition, there are various channels for provision of services. New operators entering into the market has resulted in lower market share for the existing operators. Such factor has caused higher competition in provision of services and price competition to attract customers. There is a possibility of new market players from ASEAN countries expanding their services to Thailand as a result of the establishment of ASEAN Economic Community (AEC). Such competition is inevitable and may have impact on the Company's operations.

Economic conditions may also have impact on consumers' purchasing power. Although healthcare is one of the four basic needs, economic impacts do affect consumer's purchasing power. Customers of private hospitals may prefer to defer or minimize their hospital visits either by delaying treatment, choosing non-emergency medical services instead, shortening hospital stay, curbing medical bills by visiting public hospitals or other private facilities offering cheaper services. However, we have closely monitored the situation to assess possible risks that could affect our operation as well as to prepare ourselves in order to come up with appropriate risk management measures. Besides, we are able to treat more complicated diseases when comparing with other hospitals charging similar fees. The fees proposed by us are affordable by the majority. All of these are factors that help attracting a regular stream of patients and thereby reduce the hospital's impact from economic volatility.

1.2 Risk of the Covid-19 pandemic (Emerging disease)

In 2022, the Covid-19 outbreak continues to have an impact on the Thai economy. The hospital business which is the Company's main business was affected from decrease in patients' hospital visits and patients from abroad could not travel to receive treatments, particularly hospitals with mainly foreign patients. Secondary hospitals were affected more than tertiary hospitals (e.g., treating complex diseases such as cancer, brain, and heart) because patients were not in urgent and had delayed the treatments.

The Company applied risk management system to supervise roles and responsibilities that would affect the Company's operating performance affected by the spread of the Covid-19, to ensure that the Company would be able to manage the risk for the business to operate sustainably. The main aim is to ensure the safety of patients and medical personnel.

The key factor for continuous and sustainable growth in business was the ability to adapt of changes if the spread of Covid-19 occurs and be an endemic disease. The Company had prepared a plan specifically to manage and control cost and expense efficiently and appropriate for the direction of business. The Company also adopted strategy to adjust our operations to changing behavior of customers, for example decrease in unnecessary hospital visits. The Company must be familiarized with on-line technology to support business in a crisis. The Company had managed and prepared resources in information technology and necessary occupational health and safety equipment in order to prepare services that respond to patients' needs for examples, medicine delivery at home for current patients who are not convenient to travel, vaccination at home, and development of telemedicine to communicate, treat, and follow up with overseas patients who could not travel to visit the hospitals.

The Company adjusted the area of affiliated hospitals for inpatient departments to support the treatment of patients with moderate (yellow) to severe (red) Covid-19 symptoms. The Company also provides other services such as RT-PCR screening services for screening Covid-19 patients both inside and outside the premises. The Company provides in-hospital vaccination services for people in the risk groups, and for children 5 -11 years old including providing alternative vaccine "Moderna" through its network of 17 hospitals across the country.

2. Operation Risk

2.1 Competition Risk

The private hospital business is highly competitive. Not only do we compete with other private hospitals in the same rank, but also with expansion of service by public hospitals who provide extra-hour clinics or operate a private-style hospital under its wing, all of which jeopardize our customer base. At present, there is increasing competition in the healthcare services market due to many amalgamations of major market players, resulting in a cost advantage. In addition, there are various channels for provision of services. New operators entering into the market has resulted in lower market share for the existing operators. Such factor has caused higher competition in provision of services and price competition to attract customers.

Private hospital market is projected to continuously grow. Due to strong competition, affording more choices for customers. This business increases continuously as private hospitals are categorized by levels, or by management as main hospitals and network hospitals.

To increase service efficiency and expand competitiveness, we regularly enhance the capacity of our medical personnel who enable us to treat complicated diseases when compared to competitors offering the same price ranges. In addition, we have a plan to develop the step-down care for recovering patients who need to stay in hospitals for more than two nights to curb their expenses and our costs. Besides, we provide the service of Home Healthcare and Senior Care and Living too. In order to provide treatment of highly complicated diseases, we have a plan to expand our Excellent Center units of which demands remain high compared to available services. Besides, we work as a contractor to manage public hospitals to increase profit margin because being a contractor does not require us to invest in any equipment.

2.2 Risk of healthcare policies issued by the public sector

We enjoy revenues from general patients, this revenue accounted for 76% of the total revenues. However, if the public sector promotes other types of healthcare policies such as expanding people entitling for the universal healthcare coverage, the number of general patients may fall. Realizing this risk, we closely monitor the public-sector policy as well as possible policy changes. Before the public sector announces or amends any policy, it will however seek opinions and recommendations from hospitals through an association of private hospitals and groups of private hospitals who are contractual parties to the government's social security scheme in order to minimize our impact from the change of public policy that could materially affect our performance. In addition, we participate in the public-sector program through which we admit patients who are government officials whose medical bills are reimbursed by Department of Comptroller-General. We also have a plan to generate more incomes from general patients or those who pay from their own pockets and contractual parties where we strive to enhance the capacity of our Excellence Center to treat highly complicated diseases increasingly suffered by the public. This refers to the Heart Center, the Bone and Joint Surgery Center, the Brain and Neurological Center as well as patients requiring intensive and critical care where we have a lot of medical doctors with expertise in the field. The hospital continues to enhance quality of our medical treatment as well as our medical personnel to increase service efficiency and to add values to our services.

2.3 Risk of the lack of medical personnel

Medical services need to depend on qualified medical personnel in various fields, who at present are produced in a limited number. Besides, with the expansion of medical services, there are demands for quality personnel with years of experiences who take time to acquire proper knowledge and capability. That is why the company could be affected by the shortage of medical personnel in the future. Yet, the company is collaborating with Siam University to offer a registered nurse undergraduate program to produce competent personnel who can accommodate our need. So far, however, we haven't yet encountered the shortage of medical personnel thanks largely to our compensation and welfare policy and our dedication to promote the right working environment. Besides, the company offers a training policy with a purpose to strengthen skills and widen the horizon, which results in staff commitment. With these policies, we believe we could minimize our risk from the shortage of medical personnel.

2.4 Risk of dependence on specialists

The hospital service is a business that actively depends on specialized medical personnel who provide effective treatments to patients. At present, medical personnel could not meet ongoing demands. As the hospital business is highly competitive, this could affect our business as we may be exposed to a higher risk of losing our medical personnel or attracting specialists.

However, as our hospital was founded for more than four decades ago, is supported by an extended network and has earned a highly reputable image and recognition in the healthcare industry together with the fact that the hospital is run by a group of established doctors, it has been widely accepted by medical doctors for academic competency and management style. The hospital is also known for security and stability and thus can make medical staff who may want to join us become more confident. In addition, the company has collaborated with Siam University to set up a faculty of medicine to make it easy to recruit and develop medical staff.

The hospital also maintains a policy to offer proper remunerations to our personnel while continuing to train them on a regular basis. In addition, there is a clear career path system and training of new knowledge offered to induce staff to stay with the hospital in the long run. This includes special awards given to people with long years of services, allowing staff to freely express their opinions and underlining welfare and security of our personnel to maintain and boost their morale.

2.5 Risk of contract renewal to manage hospitals as a contractor and renewal of contract to manage the Heart Center with the public sector because all contracts are short-term.

In 2022 the hospital earned, on average, 5.05% of the total revenues from management services of hospitals and heart centers. No contract renewal means the company's revenues could fall. Yet, we have experiences managing in the hospital management and in management of specialty clinics such as heart center. The Company has passed assessment from the National Health Security Office (NHSO) and is qualified to service gold card patients. Therefore, the company is ready for medical staff recruitment. The Company is proficient in creating forecast, cost management, and has expertise and experience in hospital management service. In addition, the Company has experience in managing specialty clinics such as heart center. Hence, there are quite a few qualified competitors in this market. The company is also seeking for hospitals to manage specialized treatment centers such as the Heart Center continuously.

2.6 Risk of being sued for damage incurred from medical services

Since our business is to provide medical services, we are exposed to a litigation risk brought by patients or related parties who may not be satisfied with our treatment or who suffer from impacts relating to treatment provided by the hospital's medical doctors and specialists. The hospital or doctors may have to compensate the party who brings up the case, which may affect the hospital's reputation and operation.

Based on this risk, we regularly monitor changes of rules and regulations as well as exercise strict compliance while regularly improving our services. We also select and attract experienced personnel with the right expertise. Besides, we have bought insurance to provide liability protection resulted from business and incurred at the insured premise to reduce certain impacts from possible litigation. At the other front, we conduct a regular service assessment especially of treatment quality and satisfaction to the service to monitor our efficiency and to protect ourselves from the litigation.

2.7 Risk of technological change of medical equipment

As diseases are increasingly complicated, treatment requires sophisticated medical equipment more than any time in our history. The company has given the highest priority to quality of our diagnosis and treatments, leading us to investing in medical equipment. However, with a rapid change of medical technology and since medical devices are costly, this may affect the cost effectiveness of our investment.

That is why the hospital has formulated approval steps when making an investment decision. This starts from having the committee that manages medical devices conduct a study of the investment's cost-effectiveness. The committee consists of experts from various fields who collaboratively determine a medical equipment purchasing policy and who set aside an annual budget for new medical devices. The committee also sets a guideline on how to select equipment, assesses their cost-effectiveness before proposing the investment to the Board based on the formulated procedures.

2.8 Risk of investment expansion

The company plans to expand investment in the medical treatment business and the healthcare solution provider business. they could affect the company's cash flow, income structure and performance from uncontrollable factors such as the economic condition, the political change, the government's healthcare policy and competitions in the domestic healthcare market and the situation of Coronavirus 2019 (COVID-19) outbreak. These factors may affect operation under the investment plan or, worse, success of these projects. To reduce the risk, the company has thoroughly analyzed each project's feasibility to ensure that it has experiences in the projects or that the projects can be further developed on the basis of the existing experiences.

With experiences in the private hospital business for more than four decades together a pool of well-recognized medical and public health personnel, the company feels that these factors will help minimize our expansion risk.

3 Financial Risk

3.1 Risk of medical bill payment

According to medical service ethics, the hospital will provide medical services to patients before charging them a fee, which exposes the hospital to a risk of failure to charge a post-service fee in full.

The group however has a guideline to minimize this risk by requiring the Finance Department to inform an estimated cost to a patient in advance as well as by checking their rights to see which types of medical bills the patient can reimburse to enable him/her to assess possible expenses before getting the treatment. After the treatment, the company will inform and issue a medical bill to allow a liable client to learn about his expenses at every stage. In addition, the Finance Department whose duty includes debt management will consider risks and proper solutions to the hospital's customers. It will collaborate with the Legal Department if there is any outstanding or overdue.

3.2 Risk of volatility in interest rate

As of 31 December 2022, the Company has a long-term facility from financial institution. The interest rate on such facility is a floating rate with reference to the Minimum Loan Rate (MLR). Hence, if there is significant change in the reference rate, there might be significant impact on the Company's financial costs and net profit. However, the company is able to comply with all loan agreements and maintain financial conditions at a level that is better than the terms of the contract. Furthermore, there will be a cash flow reserve for advance payment at all times. Thus, the financial risk of the company is at a controlled level. In accordance with the business plan and the approval of the Executive Committee with regards to interest rate from financial institutions. There would be constant reports on fluctuation of interest rate on a monthly and quarterly basis to support risk management plan to manage risk from fluctuation of interest rate.

3.3 Risk of non-compliance with terms and conditions of loans from financial institutions

The Company must comply with terms and conditions under loan agreements, both for short-term and long-term loans between the Company and financial institutions who are lenders. The Company must retain financial ratios not exceeding those agreed in the loan agreements and comply with other terms and conditions. In the case that the Company fails to do so, it might constitute a breach of agreement by the Company and the financial institutions could demand that the Company to repay such loan in full. The repayment of loan in full could affect the Company's financial liquidity and business operations. However,

with the spread of Covid-19, the financial institutions had relaxed certain conditions regarding financial covenants. In 2022, the Company was therefore able to meet all terms and conditions of the loan agreements with all financial institutions same as the previous year.

Moreover, the Company had prepared budget and cash flow forecast for internal use and as tools for the management to estimate future financial ratios. They are also used to monitor and report actual monthly performance to the Executive Committee for approval of risk management plan and risk of non-compliance with terms and conditions of the loan agreements with financial institutions. The Company also reserves cash for the purpose of loan repayment. This had resulted in financial risk of the Company being under control and consistent with its operation plan.

3.4 Risk of financial liquidity of the Company and its subsidiaries

As of 31 December 2022, the Company received financial supports from various financial institutions which had been mainly utilized in its long-term investment projects, including investments by its subsidiaries. The amount was sufficient for spending according to the Company's investment expansion plan. Sources of these capitals were overdraft (O/D), promissory notes (PN), letter of credits (LC), and long-term loan (LT).

The Company manages liquidity to prevent liquidity risk by applying financial policy cautiously, particularly in respect of investments. The Company analyzes all investments in detail and in all aspects to select and present only those worthy of pursuing to the Executive Committee and the Risk Management Committee. The Company evaluates return on investment regularly to adjust to suitable strategies so that targeted return on investment could be achieved. This would help reduce risk of financial liquidity and maintain strong financial positions which would increase flexibility in securing sources of financing for future business expansion, with sufficient fund, reasonable finance cost and appropriate return on investment. In addition, the Company prepares monthly internal cash flow estimates as a tool for the management to evaluate and plan financial liquidity of the Company and its subsidiaries.

4.Compliance Risk

4.1 Risk of changes in standards and regulations applicable to the Company in the future

The Company operates its business under the supervision of the Ministry of Public Health and other relevant government agencies. Changes in rules, regulations or new policies which might become stricter and compensation to injured persons without proof might affect the Company's future operating performance. The Company and hospitals in the group comply with various quality standards. The most important quality standard is Hospital Accreditation (HA) and ISO 9001 : 2015. The guidelines of HA system require that there must be a standard medical service committee who is responsible for monitoring safety standard and environment, other risks, particularly risks arising from medical and healthcare services. These conducts could help mitigate impact arising from changes in rules and regulations relating to healthcare and environment.

4.2 Risk of non-compliance with the Personal Data Protection Act (PDPA)

Thailand has implemented the Personal Data Protection Act 2020, which would be in effect in June 2022. The Company's operation is connected to personal data of various groups of stakeholders such as customers, trade partners, employees and insurance partners etc.

The company has implemented the plan that has been prepared to comply with the Personal Data Protection Act (PDPA) by following guidelines on compliance with PDPA along with the action plan of the Company's and its subsidiaries jointly comply in all aspects for compliance with the Personal Data Protection Act (PDPA).

Management under the coronavirus outbreak (COVID-19) which in late 2022 was declared an endemic disease.

In respect of the business operations during the situation of Covid-19 pandemic, the Company was able to cope and plan the business to operate continuously. There are four key guidelines:

1. Emergency Response: Response by the Company to the Covid-19 pandemic in a timely manner

The Board of Directors and executives play a role in the crisis management process. The situation and progress of action plans have been monitored. Support has been given to the working team during the crisis since the year 2020, for instance:

- **Management of areas and structural systems-** The hospital has prepared to accommodate patients, for instance:

Improvement on ventilation systems and adjustment of spaces to separate inpatients at risk of contracting Covid-19. As for outpatients, the area has been separated from the main building to provide services to high-risk patients or those who have respiratory symptoms called ARI (Acute Respiratory Infection) clinic and manage service processes to reduce exposure. There are also measures to maintain cleanliness and disinfection for the safety of personnel and customers such as temperature screening of those who come to use the service, some service processes or devices were modified to reduce exposure, and cleaning of contact points etc.

- **Service-** The Company increased the services to facilitate customers, reduced contacts, and exposure to large group of people and allowed fast test results. Examples of the services include a drive-thru testing, telemedicine diagnostic service which allows patients to use video calls to communicate with doctors, offsite drive-thru influenza vaccination service, health check in hospital and corporate groups, swab for Covid-19 screening, rapid antigen test in the community, vaccination service for people in high-risk groups, for children 5 -11 years old, opening of a medical delivery channel and offering Moderna as alternative vaccine etc.

- **Preparation of medicines and medical supplies-** The Company has conducted a survey of the demand from affiliated hospitals. The Company sourced, procured, and planned usage so that medicines and medical supplies are available for immediate protection for medical personnel and patients to help reduce the risk of infection or spread of the virus.

- **Financial liquidity-** The Company has important measures to help maintain financial liquidity during the crisis, particularly effective control of costs and expenses that suits business directions, adjusting growth strategy of each business and each department, review of investment plans for existing and new projects, requesting for an extension of time for repayment from a financial institution, and use of benefits from relief measures issued by the relevant government agencies etc.

- **Personnel-** The Company has taken care of its personnel in terms of safety from the pandemic such as communication with employees, monitoring illness symptoms, providing guidelines for safe behavior, insurance against Covid-19. There is a treatment plan, rehearsals on how to use the anti-infection device, increasing COVID-19 testing for patients undergoing surgery, personnel grouping to reduce the risk of infection, social distancing in interdepartmental interactions including arranging a dining area to have a safe distance. There is also an area for quarantine and supervision.

2. Management of the COVID-19 situation

The Company has set up a team that is directly responsible for efficient operations and decision-making. The Company has established a guideline to adjust itself for business continuity. The Company has continually engaged with the government sector to help the society by providing services to Covid-19 patients. The Company's undertakings can be summarized as follows:

2.1 Provision of screening service for Covid-19 patients both on-site and off-site for the public to access RT-PCR test more conveniently and support Home Isolation treatment.

2.2 Provision of treatment services for Covid-19 patients by adjusting the areas at Thonburi Bamrungmuang Hospital to support the treatment of Covid-19 patients with moderate (yellow) to severe and critical (red) symptoms.

2.3 Provision of hospitals for Covid-19 patients with mild symptoms (green), serving in Bangkok and network hospital in provinces.

2.4 Provision of in-hospital vaccination services for people at risk and for children 5 -11 years old.

2.5 Provision for Moderna as alternative vaccine through hospitals under its network of 17 hospitals across the country.

In respect of overall performance in 2022, the Company has continued to grow at a good level. Overall, THG generated additional revenues from adapting to changes under appropriate health care standards. Costs and expenses were well under control, resulting in significant increase in gross profit and net profit.

3. Impact Mitigation: Mitigating impact and taking care of stakeholders in the Covid-19 situation

The spread of Covid-19 has also affected stakeholders involved in the Company, such as employees and their families, customers, shareholders, and community and society. The Company has given care and mitigated the impacts on the stakeholders involved to build trust in the long term and to maintain a good relationship with different groups of stakeholders, for instance:

3.1 Employees and their families. The Company has taken care of personnel in terms of safety from the pandemic such as communication with employees to follow up on symptoms of illness, provision of guidelines for safe behavior, obtaining Covid-19 insurance, procuring Covid-19 vaccines and relevant equipment for employees.

3.2 Shareholders. For example, holding online shareholders' meetings, providing channels for accepting opinions, and communicating measures for handling the Covid-19 pandemic to build confidence in shareholders etc.

3.3 Customers. The Company has included additional services to facilitate customers, reducing contact and exposure to a large group of people, obtaining fast test results. If those infected are aware sooner, it would help preventing the spread of virus. Examples of the services include a drive-thru testing, telemedicine diagnostic service allowing patients to use video calls to communicate with doctors, off-site drive-thru influenza vaccination service, rapid antigen screening and RT-PCR in the community, vaccination services, and medicine delivery channels etc.

3.4 Community and society. The Company continually engages with the government sector to help the society, for instance:

- Provision of screening services for Covid-19 patients both on-site and off-site for the public to access RT-PCR test more conveniently.
- Adjustment of the areas of Thonburi Bamrungmuang Hospital to allow inpatient departments to accommodate the treatment of Covid-19 patients with moderate (yellow) to critical (red) symptoms.
- Cooperating with government agencies to provide in-hospital vaccination services to people at risk and for children 5 -11 years old.

4. Business Recovery: Planning for business rehabilitation after the Covid-19 situation becoming an endemic disease

Customers have begun to change their behavior such as reducing unnecessary hospital visits and being more familiar with the use of online technology to support operations. The Company has managed and prepared information technology resources and necessary safety and hygiene equipment to support the provision of services to meet the needs of patients. Examples include home delivery of medicines to current patients who are not convenient to visit hospital, home delivery of vaccines, and development of telemedicine systems to communicate with patients for which care, checking of history, and monitoring symptoms are possible even for a foreign patient who cannot visit the doctor. An important factor that will allow the business to grow sustainably is the ability to adapt to changes. The Company must adjust as well, especially in terms of effective control of costs and expenses to suit the business directions and the growth strategy of each business unit.

After the Covid-19 situation has eased becoming an endemic disease, the Company has taken steps to increase its comprehensive care services for Covid-19 patients to return the business from being affected to normal situation as soon as possible. The Company has reviewed goals and plans to be in line with the present situations and has formulated a long-term plan to cope with the "New Normal" to maintain its competitiveness in the long run.

The company has adapted to support the needs of service users which it has changed to endemic diseases effecting behavior of service users, such as reducing hospital visits, being more familiar with online technology. Therefore, the company has provided services to meet the needs of patients, such as medicine delivery, vaccine service at home including development of Telemedicine systems to communicate with patients by being able to take care of background check, tracking symptoms both Thai patients and foreign patients who cannot come to see a doctor.

The hospitals recently invested by the Company have started to generate better results from providing care for Covid-19 patients and other diseases in terms of both prevention and treatments to increase service capabilities. The Company has opened a wellness center, including laboratory services to provide health care services for patients recovering from Covid-19 and other diseases continuously.

There is an investment plan to expand elderly hospitals, development plan for the patient rehabilitation center (Step Down Care), Senior Care and Living, modern medical tools and equipment, etc. There is also a plan to attract more Thai customers to use the services by adopting advanced technology for treatments to maintain the Company's competitiveness.

Drive Business for Sustainability

The Board of Directors of the Company oversees that the business is being operated in accordance with code of ethics and good corporate governance, including being responsible to community, society, and environment. The Company applies its expertise in business and its corporate social responsibility roles in determining the business strategy, which creates synergy between the business and the society. This approach is in line with the Company's vision and mission to grow its business sustainably. The Company's business strategy includes:

Sustainability Management Policies and Objectives

Strategies for sustainable development

Economy Area

- 1) Building brand through relationship with customers, creating impression, satisfaction and bond between the Company and the customers.
- 2) In cooperation with local and overseas partners, creating opportunities to grow the business, building corporate image, and demonstrating potential of, and standard level of medical services provided by, Thai medical service provider to global citizen.
- 3) Creating innovation and development in the business to build common values between the business and the society. Not only providing medical treatments, but the Company also supports and promotes good health among the citizen of all levels and ages.
- 4) Seeking opportunities in investments in order to increase the Company's strengths and continuously generate growth.
- 5) Drive and expand the business to keep up with technological advancements; to be a leader in innovation and medical technology.

Social Area

- 1) Develop personnel both academically and with specialized expertise to enhance treatment efficiency along with ethics to create excellence for the organization.
- 2) Develop the quality of life of communities and society with caring and sharing.
- 3) Participate in social responsibilities on campaign and health promotion activity and promoting of good hygiene.
- 4) Conduct the business in accordance with the good corporate governance principle with transparent, integrity and ethic including the strict compliance with laws and regulations.

Environmental Area

- 1) Preserve the environment, supervise the management and disposal of waste including various contaminants by using efficient technology and continuously monitoring to avoid any impact on the environment.
- 2) Promote the conservation of energy, natural resources and the environment for the good quality of life of society.
- 3) Cultivate the consciousness of the Company's personnel to have social and environmental responsibility.

2. Managing Impact on Stakeholders in the Business Value Chain

1.1 Business Value Chain

Primary Activities in the Company's business operations are as follows:

- 1) Recruiting medical personnel with knowledge, abilities, and expertise in specific fields and professional.
- 2) Procurement of quality medicines, medical supplies, and medical equipment to be a comprehensive treatment center.
- 3) Providing quality and standard treatment services and value every life without discriminating or choosing a group of people.
- 4) Post-treatment services to provide the customers good health and ability to live happily.
- 5) Skill development and maintain human resources to drive the organization towards excellent service.

Support Activities in the Company's business operations are as follows:

- 1) Procurement that is transparent, fair and to obtain quality and standard products and services.
- 2) Technology development to reduce the work process enabling customers to connect and receive convenient and fast and more secure services.
- 3) Innovation in treatment or in taking care of customers to provide customers better quality of life.
- 4) Publicizing and organizing community relation activities to keep society informed and be a channel for communication to the society.

Production Factor Management	Operation	Distribution of Goods and Services	Marketing and Sales	After-sales Service
1) Recruiting medical personnel with knowledge, ability, expertise, and professionalism.	Co-founded the Faculty of Medicine and provided nursing education at the bachelor's degree with Siam University.	Hospitals in the company's group and network.	<ul style="list-style-type: none"> - Attract knowledgeable personnel to join the workforce. - Providing quality medical services and treatment, at a reasonable price and beneficial. 	Determine appropriate compensation and welfare policies and has a training policy for continuous personnel development.
2) The procurement of quality medicines, medical supplies, and medical devices. Including innovations to be a comprehensive treatment center.	<ul style="list-style-type: none"> - Transparent and fair procurement and the acquisition of quality and standardized products and services. - Consultation, examination, treatment and procedures that are efficient and modern - The process of dispensing medicines and medical supplies accurately and quickly. 	The hospitals offer a broad range of quality and modern medical services.	Determining appropriate and cost-effective services and medical treatment.	Close follow-up and care of patients after treatment.
3) Technology Development to provide customers with accurate, quick and more secure services.	<ul style="list-style-type: none"> - Modern software system service. - Control and test the system to be stable. 	Online system via a mobile phone application.	<ul style="list-style-type: none"> - Appropriate service configuration - Marketing communications and providing service information accurately, quickly and safely. 	<ul style="list-style-type: none"> - Maintaining accurate and relevant records of customer information. - Get opinions or suggestions about the service online.

2.2 Stakeholder analysis in the business value chain

Stakeholder	Expectation	Response to Expectation	Communication
Stakeholders within the organization			
Shareholder and investor	<ul style="list-style-type: none"> ✓ Return on investment ✓ The Company is prosperous and sustainable ✓ Directors, executives, and employees dedicate their knowledge and capabilities to work ✓ Treat shareholders fairly 	<ul style="list-style-type: none"> ✓ Dividend payment every year ✓ Share price continues to grow ✓ Good company image ✓ Treat shareholders equally ✓ Give shareholders the right to express opinions 	<ul style="list-style-type: none"> ✓ Annual report ✓ Shareholders Meeting ✓ Investor Relations Call 02 472 2000 ext. 2785 ✓ Email ir@thg.co.th ✓ Website https://www.thg.co.th/th/investor-relations/home
Medical personnel and staff	<ul style="list-style-type: none"> ✓ Compensation ✓ Opportunities and career advancement ✓ The Company's stability 	<ul style="list-style-type: none"> ✓ Salary, bonus, and welfare ✓ Fair promotion consideration ✓ Work skills development ✓ Safe and fully equipped workplace ✓ Stress importance of occupational health and safety and working environment 	<ul style="list-style-type: none"> ✓ New employee orientation and mentoring by the HR department ✓ Each department meeting in each organization (BU) ✓ Executive meetings to clarify the policy and listen to opinions from employees at all levels equally and impartially. ✓ Incident and Accident Reporting ✓ There is a channel to disclose important information, rules, and regulations to employees. ✓ There is a complaint channel and protection measures for informants.
Stakeholders outside the organization			
Service recipient/ Customer	<ul style="list-style-type: none"> ✓ Quality and standard service ✓ Service with convenience and speed ✓ Fair price ✓ Open communication channels to consult and receive complaints 	<ul style="list-style-type: none"> ✓ It is a hospital with a variety of specialized doctors ✓ Recognized ability to treat complex diseases ✓ Provide services at a price accessible by most people ✓ Maintain customer confidentiality ✓ Provide knowledge, advice on care, prevention, and treatment to customers and the public 	<ul style="list-style-type: none"> ✓ Call hotline 1645 ✓ Line Official Account @THGinfo ✓ Listening to opinions, suggestions, and complaints ✓ Satisfaction Survey
Business partner	<ul style="list-style-type: none"> ✓ Return on investment 	<ul style="list-style-type: none"> ✓ Recruit business partners with talent and business ethics ✓ Build good relationship with each other ✓ There has been a signed collaboration between the public, private sector, universities to cooperate on businesses such as Thai Airways International Public Company Limited, Chulalongkorn University, and Srinakharinwirot University etc. ✓ Comply with trade terms 	<ul style="list-style-type: none"> ✓ Partner selection process ✓ Business Presentation and disclosures of partners ✓ Agreeing to enter into a contract

Stakeholder	Expectation	Response to Expectation	Communication
Debtor	<ul style="list-style-type: none"> ✓ Provide credit for debt repayment ✓ Comply with fair trade terms 	<ul style="list-style-type: none"> ✓ Provide credit for debt repayment ✓ Closely monitor debt repayments in accordance with the rules of fair trade. Do not disclose information, publicize, or threaten debtors. 	<ul style="list-style-type: none"> ✓ Listening to opinions, suggestions, and complaints ✓ Communication via electronic media and telephone
Creditor	<ul style="list-style-type: none"> ✓ Make principal and interest repayments on time ✓ Stable financial position ✓ Comply with fair trade terms ✓ Manage capital appropriately to support the Company's business operations and maintain confidence in creditors 	<ul style="list-style-type: none"> ✓ Make principal and interest repayments on time ✓ Comply with loan conditions ✓ Disclosure accurate and clear information. ✓ Generate steadily growing income and profit and build trust of creditors 	<ul style="list-style-type: none"> ✓ Organize meetings to meet with the executives ✓ To allow visit to the company
Trade Partner	<ul style="list-style-type: none"> ✓ Comply with correct and fair-trading conditions ✓ Promote and support trade partners to operate their business in accordance with the principles of sustainable development 	<ul style="list-style-type: none"> ✓ Select quality and ethical trading partners ✓ Build good relationship with each other ✓ Jointly expand services and customer base, such as THG Hycar etc. ✓ Comply with trade terms 	<ul style="list-style-type: none"> ✓ Partner Selection Process ✓ Organizing meetings, seminars, or activities to build relationships ✓ Listening to opinions, suggestions, and complaints ✓ Communication via electronic media and telephone
Community	<ul style="list-style-type: none"> ✓ Build a large community ✓ Maintain hospital standards that does not cause epidemics or negative impact on the community ✓ Support public health activities so that people in the community and society enjoy better health and quality of life 	<ul style="list-style-type: none"> ✓ Strictly maintain hospital standards according to international principles ✓ Organize seminars to campaign and educate the community on good health care ✓ Set up check-up and health care units in communities, schools, and temples free of charge ✓ Provide the Covid-19 vaccination services. ✓ There is a channel to express opinions and suggestions 	<ul style="list-style-type: none"> ✓ Participate in community development and organize activities to support and create engagement between the hospital and the community ✓ Have conversations, talks, and community visits ✓ Opinion polls and receive complaints
Society	<ul style="list-style-type: none"> ✓ Quality and standard services ✓ Conduct fair business ✓ Disclose information truthfully ✓ Be socially responsible ✓ Cooperate with various organizations to help the society 	<ul style="list-style-type: none"> ✓ Use and valuable energy and resources ✓ Prepare a plan to reduce greenhouse gas emissions ✓ Create and support innovations to improve quality of life ✓ Collaborate with government, private sector, and independent groups to help and care for the Covid patients. ✓ Promote and support activities that are beneficial to the society 	<ul style="list-style-type: none"> ✓ Participating in activities with government agencies and private sectors in carrying out social activities.
Competitor	<ul style="list-style-type: none"> ✓ Operate within the framework of free and fair competition 	<ul style="list-style-type: none"> ✓ Fair Competition ✓ Do not seek competitors' confidential information through dishonest means ✓ Do not infringe or act unethically against competitors 	<ul style="list-style-type: none"> ✓ Private Hospital Association Meeting ✓ Joint discussion meeting upon request ✓ Print media, letters, information

Stakeholder	Expectation	Response to Expectation	Communication
Regulator	<ul style="list-style-type: none"> ✓ Conduct fair business ✓ Comply with rules, laws, and regulations 	<ul style="list-style-type: none"> ✓ Comply with the good corporate governance policy ✓ Not being prosecuted for unethical conduct ✓ No complaints from stakeholders 	<ul style="list-style-type: none"> ✓ Meeting, talking, clarifying
Mass media	<ul style="list-style-type: none"> ✓ Provide accurate and clear information 	<ul style="list-style-type: none"> ✓ It is a hospital with ethics and is recognized to be able to treat complex cases ✓ Provide accurate and clear information/news 	<ul style="list-style-type: none"> ✓ Meeting to provide information and news
Independent organization	<ul style="list-style-type: none"> ✓ Conduct business with fairness ✓ Provide accurate and clear information 	<ul style="list-style-type: none"> ✓ It is a hospital with ethics and is recognized to be able to treat complex cases ✓ Provide accurate and clear information. ✓ Cooperate with the organization to help society 	<ul style="list-style-type: none"> ✓ Participating in activities with various organizations to help society

Sustainability Management in Environmental Area

The Company realizes the importance of environment to human living. At the same time, our society has been giving more importance to environmental conservation and the implementation in accordance with the ISO standard ISO 9001: 2015

The Company has established an environmental policy as guidelines for conducting its business operations with exercise of due care and diligence in order to prevent or minimize environmental impact to nearby communities. The Company determines to control both water and air pollution by controlling quantity of wastewater released from building and exhaust from exhaust pipe. In addition, the Company promotes waste segregation and recycle in order to reduce quantity of garbage, the examples of implementation are as follows:

1) Energy Management

The Company has always been aware of and value energy saving. A working group on energy management was established to plan the energy management operation in accordance with the hospital's energy conservation policy since 2019 with a commitment to continually improve energy efficiency to be a model organization that excels in energy efficiency as an example to both government agencies and private sector. Thonburi Hospital, therefore, engaged an independent consultant in the energy sector from consulting center of Ministry of Finance to advise on energy management in 2022 by performing the followings:

- ✓ Establish a new energy management working group
- ✓ Assess the initial energy management status (Energy Management Matrix: EMM) based on past 2-3 years energy operations
- ✓ Evaluate the potential of energy management
- ✓ Set a target and implement 1.5% more energy saving than previous year.

In 2022, the goal has been set to reduce energy consumption by 1.5% from the previous year with ongoing energy measures as follows:

- ✓ Change the Filling of all four Cooling Towers.
- ✓ Replace all four cooling tower impellers.
- ✓ Changing to LED bulbs within the hospital. It is a continuation measure from 2020, which has already changed from 84% this year to complete 100%.
- ✓ Installation of additional Power Meters and Energy Monitoring to help control and manage energy consumption more efficiently.
- ✓ Organize training plans and activities to promote energy conservation, and more than 1,000 employees are interested in participating in the activity

2) Water Management

- ✓ Drinking water/water system - the hospital has a plan to check drinking water / water for use according to drinking water standards announced by the Ministry of Public Health and tap water standards according to the announcement of the Department of Health. In addition, coliform testing will be conducted in drinking water service points every 6 months.
- ✓ Effective sewage treatment system and the quality of wastewater is in accordance with the standard of the Pollution Control Department. The sludge circulating pump has been installed from the sedimentation pond into the septic tank and this pump will be turned on once a week and the sediment is pumped once a year to reduce the sediment and wastes to prevent them from the sewage treatment system There is a schedule of care, maintenance, and quality check of the treated water by the internal department every day, and inspection by outside agencies every 2 months according to the Enhancement and Conservation of National Environmental Quality Act B.E. 2535 (1992) according to the size of type A medical facility. The BOD (Biological Oxygen Demand is the determination of the amount of oxygen used by bacteria to breathe) of the hospital passed all standard criteria.

3) Waste and Pollution Management

- ✓ Green rooftop project of Friend in Need (of "PA") Volunteers Foundation by separating of UHT boxes to build rooftop and educational materials for poor people.
- ✓ Waste separation project to reduce pollution and global warming by providing bin for each type of waste in the areas outside building and parking area to promote the proper disposal of garbage and classifying waste for the safety of collection of the responsible staff.
- ✓ Say No to Plastic Bag Project
- ✓ Provide knowledge and campaign for the stop for the use of foam box for food packing” campaign and to use biodegradable boxes instead and to promote the staffs to bring their own box for purchasing food in hospital’s canteen in replacement of plastic bags.
- ✓ Provide knowledge and campaign for staffs to reduce wastes by requesting the staffs to bring container such as food carrier instead of plastic bag or foam box and it also promote the staffs to use cloth bag instead of plastic bag by providing cloth bag for reusing and returning.
- ✓ Thonburi 2 Hospital has an initiative for 2023. We will implement a waste reduction project. In addition, reducing the amount of greenhouse gas emissions will also help reduce the amount of waste, which is another critical problem of the country.

4) The Environment Committee has established a group "ENV NETWORK" since 2018, where at least 1 person from every department must apply to be a member of ENV NETWORK. The objective is for all departments to participate in environmental management, as well as to have continuous environmental development.

5) Management to reduce Greenhouse Gas

The Company attaches great importance to the problem of Climate Change and therefore sent Thonburi 2 Hospital to participated in the “Carbon offset activities expansion project to support the voluntary carbon sector in the country, 9th Year” organized by the Greenhouse Gas Management Organization (Public Organization - TGO) and the Center of Expertise on Environmentally Friendly Business Strategy, Faculty of Environment, Kasetsart University (VGREEN). The Company was selected to be a model for a low-carbon social service business towards carbon neutrality which will estimate the amount of greenhouse gas emissions according to the organization's Carbon Footprint Assessment Guidelines (CFO: Carbon Footprint for Organization) In 2022, Thonburi 2 Hospital had a total greenhouse gas emission of 3,795 tons of carbon dioxide and has offset carbon by acquiring carbon credits from greenhouse gas reduction projects to offset the amount of the organization's greenhouse gas emissions and was announced for carbon label registration from Thailand Greenhouse Gas Management Organization on August 23, 2022.



The company will start finding ways and set a goal to reduce the amount of greenhouse gas emissions in the following year. Using the data from year 2022 as the base year.

3.4 Social Responsibilities for Sustainable Development's policy

The Company has set policies, business ethics, and guidelines under Good Corporate Governance. The group has followed the guidelines and taken the following actions:

1) Fair Business Practice

- 1.1) THG The group conducts business lawfully and there are no legal actions or disputes that would impact trust in, assets and image of THG.
- 1.2) The group conducts business that is beneficial to economy, society and environment such as Jin Wellbeing County Project which develop on the group's expertise to create economic values and develop society and environment at the same time. This accommodates an aging society, which has become a global problem.
- 1.3) The group has disclosed information memorandum to stakeholders accurately, equally and promptly and in accordance with rules, conditions, and procedures prescribed by SET and SEC regarding submission of information memorandum by listed companies.
- 1.4) The group treats stakeholders with fairness, neither taking advantages nor claiming or receiving any benefits unlawfully. Procurement is a department which is prone to corruption. Therefore, the Company has set a procurement policy which is clear and transparent. The guidelines for selection of trade partners are as follows:
 - Prepare register on seller's information upon starting selection process of new seller. No transaction will be performed with any person or juristic person who commits unlawful act.
 - Procurement Department shall consider information on product/service, reliability, before/after sale service, warranty, experience, track records and price prior to proposing to procurement committee for consideration.
 - Prepare quality assessment on seller on a yearly basis from product evaluation form, defect arising from product inspection, and rectification measure proposed by seller upon notification.
- 1.5) The group treats competitors fairly within the competition framework and shall not dishonestly seek confidential information of competitors.

2) Health Safety and Hygiene at work

The Board of Directors complies with the laws and the relevant industrial standards relating to pollution prevention and health protection and safety of employees at work and third parties who may receive an impact from the business activities. The Board of Directors focuses on continuous development of occupational health and safety procedures. Samples of implementation on such matter are as follows:

2.1) Safety, Welfare, and Security

The Company managed areas from building structure to adhere to safety standards. It prepared safety system, inspected and monitored the areas. Other matters that were focused including elimination of hazardous chemicals, maintenance of medical tools and equipment, maintenance of electricity and water systems and wastewater treatment to ensure that the systems were ready and sufficient for usage. The systems were examined, maintained, repaired and equipment replacement according to their useful life.

2.2) Emergency Management

The Company practiced group accident plans. It also reviewed natural disaster response plan to be prepared and could systematically respond in any situation.

The Company gives importance to health, safety and hygiene at work. In 2021, there were incidents at work which caused four employees to take days off due to accidents from cutting from sharp objects, slipping, falling, and chemicals evaporating into the eyes of the employees. The average number of days off was 1.5 days.

3) Respect for Human Rights

The Company gives importance to respect for life and human rights which are fundamental for management and development of human resources, including establishing social relations.

Therefore, the Company has a policy to promote respect for basic human rights and equality without discrimination and division with respect of nationality, race, gender, religion, political beliefs or any other types of belief, background, assets, origin or status. The Company promotes and gives opportunities to its employees to express opinion or file complaints relating to violation of human rights such as:

- The management and employees of the Company consist of both women and men whose religion beliefs include Buddhism, Christian and Islam. They can work together in harmony without prejudice. Everybody has the opportunity to be promoted based on his/her performance.
- When having receptions for employees on special occasions such as company anniversary, the Company selects food suitable for all religions and always includes vegetarian.
- The Company does not prohibit political participation and exercising of political rights under the laws by all employees at all levels.
- The Company's group has supported the employment of the underprivileged people (the disabled), totaling 20 people.

4) Fair Treatment of Employees

The Company believes that human resources is the most important factor for business operations which generate values and return to organization. Each of the Company's operations require knowledge, capabilities and devotions, both physically and mentally, in order to achieve goals and objectives.

The Company has established a guideline for employee treatment. The management shall treat the employee fairly and without bias. The employees shall be encouraged and supported in developing their potentials and improving work efficiency. Compliance of ethics shall be promoted among employees and appropriate level of employee welfare shall be provided. The employees shall be treated with sincerity - their opinion should be heard, and suggestions should be given to them as feedback.

In the year 2022, the Company organized the following key activities relating to human resource development:

- 4.1) Annual health examination for employees by providing a health examination program suitable for age of each employee. The Company also offered health examination programs for employees' families at a special price.
- 4.2) Employee benefits such as healthcare payments, life and accident insurance, child's tuition fee, other types of monetary support and benefits such as funeral support payments and loan for child's education.
- 4.3) Trainings useful for employee development including management skills, professional skills and knowledge increase for usage in daily life. Trainings were organized within the organization and by various institutions. The average training hours per person is 24.10 hours per person per year increased from the previous year at an average of 12 hours per person per year due to the spread of COVID-19 in the previous year, employees had to take care of more patients.
- 4.4) Employees had the opportunities to participate in various activities organized by the group, for instance making merit by offering food to monks on religious days, "Happy Father's Day...With Love" activity, Songkran festival activity, pouring water on the hands of revered elders and asking for blessing activity, and growing plants activity in honor of His Majesty the King etc.
- 4.5) The company has hired a consultant to survey Employee Engagement since 2020, ready to analyze and recommend ways to improve and develop employee engagement to be more effective. The Employee Engagement Index has a better trend. Moreover, the resignation rate decreased compared to the previous year.
- 4.6) The company has employed and terminated with equity and fairness according to the agreed requirements in the work regulations.
- 4.7) The company has appointed a welfare committee. Which consist of 50% of company representatives and 50% of staff representatives. To represent employees in consultation with employers in negotiating employee benefits.
- 4.8) The Company organizes two training courses for leadership development to promote knowledge and skills of middle management and create a new generation of successors in line with the organization strategic direction:
 - 4.8.1) Initiation of talent management course called 'Longju NEXT', Volume 1 (18 November 2022 -11 February 2023).
It is an Onsite, Site Visit, Online Mentoring course of 38 participants from the company and affiliated hospitals.
 - 4.8.2) Initiation of 'Grow with Your strength' 1 day course. With 30 participants from the company and affiliated hospitals
- 4.9) Taking out Covid-19 insurance policies for employees, executives, and all directors.
- 4.10) Providing financial support in the form of loans to employees so that the employees could borrow at a low interest rate.
- 4.11) Employees may file a complaint or notify any suspicious act relating to violation of rights, fraud, illegal acts, and Corporate Governance Policy to the Audit Committee who are independent directors via email at BOD@thg.co.th or AC@thg.co.th or Internal Audit Unit at IA@thg.co.th for inspection according to prescribed procedures and further proposal to the Board of Directors.

5. Consumer Responsibilities

- 5.1) To provide services/products that beneficial to customers in terms of quality and price under appropriate security and technology as well as raising standards continuously. All hospitals in the group present costs of medicines and medical supplies at cashiers. Customers can use their mobile phones to scan QR Code for more details and the costs are also published on the Ministry of Commerce's website for examination and comparison by customers. Nine out of 16 local hospitals of Thonburi Healthcare Group opened for services in the year 2019 were rated "green" by the Ministry of Commerce for the most affordable medicine pricing. This illustrates transparency and fairness to customers. Those hospitals include Thonburi 2 Hospital, Roi Et - Thonburi Hospital, Kalasin – Thonburi Hospital, Rajthanee Hospital, Phatara - Thonburi Hospital, Sirivej Hospital Chanthaburi, Thonburi-Chumphon Hospital, Nakhon Christian Hospital, and Trangruampat Hospital.
- 5.2) To comply with terms and conditions which are transparent and equal to customers. In case of inability to comply with, the negotiation shall be made with the customer in advance in order to find solutions and prevent damage.
- 5.3) To procure customer services system and communication channels. To consult on how to solve the problem and to receive complaints to provide customers with the highest satisfaction and to ensure that customers receive excellent quality service.
- 5.4) To disclose information about the service in full and on time and do not distort the facts including to maintain a good and substantial relationship.
- 5.5) To maintain confidentiality of customer information and do not use such information for their own benefit and/or other related persons.
- 5.6) The company discloses the privacy policy and guidelines on the treatment of personal information of customers according to the Personal Data Protection Act on the company's website (<https://www.thg.co.th/th/privacy-policy>).
- 5.7) The Company prepares itself for events of emergency such as preparation in the event of mass casualty incident in order to accommodate 5 patients and above at the same time and preparation in the event of new disease.
- 5.8) Hospitals in the group accept return of medicines and give refund to customers in case of drug allergy. Medicines returned by customers will not be reused and be destroyed for consumer safety.
- 5.9) Promoting health screening unit to the public and activities to provide knowledge by doctors and medical personnel from hospitals within the group to educate people for correct understandings and good health in the long run. During the spread of Covid-19, the Company focused on educating the public through video clips and live on Facebook via the hospital Facebook fan page.
- 5.10) Thonburi Hospital received the Thailand Social Award 2023 in the category of 'Best Brand Performance on Social Media' by Pantip. In the category of 'Highest Quality', a brand that shares knowledge and answer valuable questions on the Pantip.com channel.
- 5.11) The hospitals in the group focus to provide "Service by Heart" and conduct survey on satisfaction and develop service standard to assist on communication and to provide information between service provider and patient or its family in order to analyze the information and identify problems and to improve the services to create good impression of customer to come to use the service again. This program has been followed up every month.

Satisfaction rate of IPD patients			Satisfaction rate of OPD patients		
2020	2021	2022	2020	2021	2022
91.722	93.26	94.65	87.96	89.09	87.73

*. In 2021, the satisfaction rate excludes Thonburi Hospital due to the hospital refrain from surveying patient satisfaction during the severe COVID-19 outbreak in order to maintain distance with service users.

6) Innovation and Transfer of Innovation Developed Through Operations Responsible for Society, Environment and Stakeholders

The Company supports innovations developed both through internal process and through cooperation between organizations. Not only development of new things through new methods, innovations but also include changes to idea or production in order to create value-added products or services. The objective of innovations is to create changes in a positive way, so that better things shall be created and productivity shall be increased, which shall ultimately result in maximum benefits to the society.

Transfer of innovation is considered a socially responsible activity. The communication and notification to stakeholders for acknowledgement, both directly and indirectly, through various channels of communication, is necessary to ensure that the Company's information shall be distributed to, and shall reach, all stakeholders.

In 2021, the Company organized an innovation competition event to promote and encourage employees in the group to create innovations. There are incentive prizes worth more than Baht 230,000. Employees presented up to 20 projects in the competition, both as teams and as individuals.

In the past, the Company has promoted and encouraged employees to take initiatives and create many innovations, for example:

- 1) Super Safe Blanket which will be used with a large number of health checkup customers in order to feel safe and private for using the service resulting in the convenient and efficiency before using the service and it also reduce the waiting time. The customer has satisfied and this product has been developed to use with other patients in many ways in the hospital and in the treatment OPD room.
- 2) Healthcare of Cancer Patient, the cancer center has organized the healthcare system for cancer patients with personal nurse.
- 3) Knowledge Sharing in Caring of Continuous Patient Group through Home Health Care Channel and at present, it has been expanded to "Scan QR Code" for advice of caring of each patient.
- 4) Eiffel Tower, the urine bag hanging device which will prevent the urine bag to contact the floor. It shall help the patient after operation to have more convenient to perform daily activity and walking exercise. This device has been used in nurse department and rehabilitation center
- 5) Kangaroo Pants has received the innovation award 1st prize in area of nursing the neuropathy patient and patients with urinary catheterization. This pant will help patients to ambulate and prevent hematuria which will reduce UTI. The patients have satisfied and cooperated to do ambulate. This pant has registered the petty patent already.
- 6) Fall Off Shirt has registered the petty patent since January 2014 and it has been used in nurse department.
- 7) Innovation for expansion of lifetime of Board Control Main Power On-Off for Operation, the main power has been removed into the side of device and installed the breaker on-off for using easier and there was no request of repairment of lamp for operation in part of Board Control. It has been installed in all operation rooms including sleep lab.
- 8) Miracle Hand, the device to take filter of dialysis liquid core.
- 9) Drug label with other languages, this service has been provided to Myanmar, Cambodian and Chinese patients of OPD and IPD
- 10) Red Blood Cells Rescue Can, it will help adjust the time to keep blood stable from 30 minutes to 8 hours in order to reduce the loss of blood.
- 11) KOL (YUTH): Knowledge Out Lab (Yearly Update Thonburi Hospital), knowledge out lab through intranet which will have accurate result and will reduce the communication through telephone.
- 12) Nutrition Assessment through Food Lab, it will help adjust food to in line with symptom of each patient and medical treatment plan of doctor such as high cholesterol patient, hyperglycemia. It has been evaluated from time to time.
- 13) Nutrisurvey, it will provide knowledge on low cholesterol by using program with patient. It has received the award on research and development of well-being of Thai people with good health of Thai Dietetic Association.
- 14) Nutrition by social media, it has provided knowledge on nutrition and therapeutic nutrition through graphic information in form of easy understanding which is part of health promotion under the name of "Nutrition by Social Media" through visual storytelling cause to exchange knowledge and can apply to daily life.

7) Contribution to the development of community or society

The company prioritize activities that take care of all stakeholders of society. It is regarded as a part of the business operations of the company and its subsidiaries, therefore, organized public activities by encouraging business partners, entrepreneurs and customers to participate by giving back to society together. The activities organized will focus on the use of existing knowledge and resource that must create benefits for society and stakeholders, both taking care of the environment in surrounding communities educate health. Organize activities for the general public to be aware of health care. Which will enable all sectors to grow together sustainably. Examples of activities in the past year are as follows:

Vaccination against COVID-19

Hospitals in the THG network provide vaccination services for people aged 12 years and over and vulnerable people who have not yet received the primary vaccine or booster shot. To be a part of helping build immunity for the people in the country and giving people the opportunity to have access to vaccines that are effective and safe. That is by focusing on providing vaccination services in communities surrounding hospitals in Bangkok and more than 18 network hospitals nationwide.



• COVID-19 screening service

Another social service of hospitals under the THG group is the co-organization of COVID-19 screening points to prevent the spread of the disease. Take part in bringing society back to normal, for instance, setting up screening points in the communal area, supporting event organizations, and checking groups of students before returning to school.



• Enhance knowledge of self-care for people.

The company is aware of the importance of promoting good health for people in society. Therefore the company organized activities inside and outside of the hospital and on online media, including the JS 100 radio program “Volunteer Doctor Solving Health Problems”. On the topic of first aid, Cardiopulmonary resuscitation (CPR), COVID-19 prevention of COVID-19 and influenza. Also, education on more specific diseases, such as diabetes, silent threats from non-communicable diseases (NCDs), and educational activities for new mothers.



• Health advice and check-up service

Affiliated hospitals provide primary health check-up services to people in nearby communities. Fingertip sugar testing, blood pressure measurement, bone mass measurement, and recommendations on muscle stretches by physical therapists. Along with providing primary health care advice. Including in-depth health checks such as ECG examinations.



The company issued the seventh special medical unit volunteer in honor of His Majesty the King, Queen Mother Her Majesty Queen Sirikit. Medical volunteers gave a preliminary heart examination to hundreds of monks, nuns and the general public at Wat Bot, Pathum Thani Province.



• Supporting medical personnel and ambulance car

The company takes part in taking care of the safety of life by supporting emergency ambulances and medical personnel to take care of the safety of participants in various activities, such as the “Senior Charity Football Tournament”, “Hatyai Extreme Festival 2022”, etc.





• Accepting blood donations

Blood donation is crucial to help patients survive. In various situations, such as surgical procedures, cancer treatment, chronic illness, and treating other diseases, the company attaches great importance to this activity.

• Flood relief

The flood once again highly caused damage in Thailand in the year 2022. There are 58 provinces affected by flooding. Ubonrak Thonburi Hospital delivered assistance to victims in Ubon Ratchathani province to alleviate the suffering of the people.



• Rehabilitation of bedridden patients

Thonburi Bamrungmuang Hospital sent a physiotherapist out to encourage, give advice, and do physiotherapy for bedridden patients once a week. To help restore the body and mind of patients who have the potential to walk again. It enabled patients to return to self-reliance, have a better quality of life, and reduce the workload on the family.



• Participate in local cultural and religious activities

Affiliated hospitals are in many areas of the country, and cultural diversity in local areas exists. Therefore, affiliated hospitals have cooperated with the community to support cultural and religious activities, for instance, the Kathin Ceremony at Khok Samankhun Temple. In addition, the hospital's personnel have volunteered to clean areas in nearby communities.



• Support of necessary items and donations

The company has supported essential items for communities. Including support for protection in terms of life and safety, such as supporting accident insurance policies for officers working in the rescue foundation. (Mittraphap Samakkhi Foundation, Songkhla Province). Moreover, giving general medicine cabinets for communal areas, for instance, for local Temples around Thonburi Bamrungmuang Hospital. As well as donating money to the Thai Red Cross Society to support various missions.



FY2022 Management Discussion and Analysis

Overview of FY2022

As the pandemic situation in Thailand has completely unfold, Thai government restrictions, including traveling restriction has been lifted in the latter half of 2022. Coronavirus is no longer a “dangerous communicable disease” but a “communicable disease under surveillance” as announced by the Thai government on 1 October 2022. Thai business industries have been recovering from damages as well as the healthcare industry. THG has been maintaining a continuous growth as our general medical service is able to generate income which make up the amount of income loss from covid related service. In the year 2022, THG aims to strengthen healthcare business by investing in one subsidiary hospital and one associate hospital which are Phatara Thonburi hospital in Pathumthani during 2Q2022 (112 beds) and TRPH hospital in Trang during 4Q2022 (200 beds) resulting in an increased to 1,520 hospital beds within THG Thailand capacity. Furthermore, THG also focuses on digital healthcare by implementing THG CARE, GUDI GOOD or THF METAPARK for an increased accessibility of healthcare service for all as well as advertising THG name into various target groups.

In regard to the overall operating result of 2022, THG has maintained continuous growth from the previous year. In 2022, THG shows a total revenue of 6.4% increased, from THB 10,847mn in 2021 to THB 11,540mn in 2022. The increase in revenue was the result of management strategies adapted to the situation and the acquisition of the TRPH hospital in December 2022. The growth in revenue was accounted for 17.1% compared to 2021 from general medical services, omitting revenue from M&A, hospital, field hospitals and covid-19 vaccine. THG shows net profit of THB 1,677mn, an increase of 23.6% from THB 1,357mn in 2021 with net profit margin of 14.5% and 23.6% respectively. THG remained in control of cost and expenses to reach for the targeted profit.

As for Ar Yu International hospital in Myanmar, despite being heavily affected by the fluctuating exchange rate, operating result of Ar Yu International hospital shows constant profits year-round. In order to reduce the damages of exchange rate fluctuations, THG has managed the exchange reserve to facilitate settlements of foreign currency loan and converting foreign loan into Kyat (Ks). THG has realized the share of net profit from the operating result of Q42022 and 2022.

With regards to the elderly care business, Jin Wellbeing County, an integrated nursing home with medical care has secured continuous transfer in Q42022. In 2022, Jin Wellbeing County has reached its annual target. THG also aim to enrich the business by placing Thonburi Rangsit Hospital, a 250 hospital beds size in the frontal area of the project. We believe doing so will help facilitate the growth of the project and the area around. We are currently in designing and environmental assessment phase (EIA)

With respect to 2023 tendencies, THG is well prepared for unpredictable changes in economy, society, and technology, THG aims for constant growth by implementing various medical health technologies to produce heighten long-term benefits. Moreover, THG also places its focus on human resource development to expand the capacity and enrich the quality of available medical services to match the ever-changing customer needs at affordable cost. In January 2023, Thonburi Burana Hospital has been certified by American Accreditation Commission International (AACI) with the highest score in elderly hospital category to enhance the quality of care and safety of service according to THG’s operating guidelines. In the next 3 years, THG group plans to increase 195 OPD rooms and 419 beds to accommodate the increasing number of patients. THG remains open for an opportunity to strengthen the business for sustainable growth to all shareholders.

Key development in 2022

1. The disposal of investments in a subsidiary

The Board of Directors meeting No.4/2022 held on 8 March 2022, the Board of Directors has resolved to approve the disposal of investments in ordinary shares of Thonburi Canabiz Public Company Limited (“THC”) for 610,000 shares at a par value of 100 Baht per share, totaling THB 61mn. This disposal of investment resulted in a decrease in the shares held by THG from 75.0% to 14.0%. In addition, the disposal of THC's ordinary shares makes THC no longer the subsidiary of THG. THG recorded the remaining value of investment as financial assets measured at fair value (par value).

2. The investments in subsidiaries, associates, and related companies

2.1 The investments in associates

At the Executive committee's Meeting of the Company No. 3/2022 on 3 May 2022, the Excom approved the addition investment in the ordinary shares of Phatara Hospital Co., Ltd of 720,000 ordinary shares, resulting in the Company's shareholding interest increased from 16.67% to 21.47% the payment has been made in May 2022 which made the reclassified investment in Phatara Hospital from financial assets measured at fair value through other comprehensive income to investments in associated. THG recognized gain from reclassification of investment in financial statement amounting Baht 13mn.

In July 2022, THG, related companies and other companies jointly established Thonburi Hospital Rangsit Company Limited with registered share capital of Baht 1,000,000 (10,000 ordinary shares at par value Baht 100 per share). The Company held 30% shareholding interest, the payment has been made in November 2022.

2.2 The investments in subsidiaries

The Board of Directors' meeting No.5/2022 held on 21 July 2022, the Board of Directors has resolved to approve the addition investment in Rajyindee Hospital Pcl. from an individual amounting to 2,148,914 shares, total THB 12.90mn. Shares had been successfully paid for in October 2022 resulting in an increased in total company owned from 56.91% to 57.41%

The Board of Directors' meeting No.3/2022 of a subsidiary – Thanarad Thung Song Co.,Ltd held on 22 September 2022, the Board of Directors of that subsidiary approved the establishment of a subsidiary with the objective of production and sale of electricity to the hospital. The subsidiary registered the establishment of Thung Song 888 Co.,Ltd in Thailand with the Ministry of Commerce on 12 October 2022 with the registered share capital of THB 1mn (100,000 ordinary shares at par value THB 10 per share). The company held 99.99% of shareholding interest and paid for all shares in November 2022.

The Board of Directors' meeting No.11/2022 held on 11 November 2022, the Board of Directors approved the investment in a subsidiary – Trang Medical Trading Co., Ltd (TRPH Hospital) by purchasing 16,170,000 ordinary shares, total THB 658.53mn. The company held 55.00% shareholding interest. The company paid for all shares in December 2022.

3. The additional investments in subsidiary

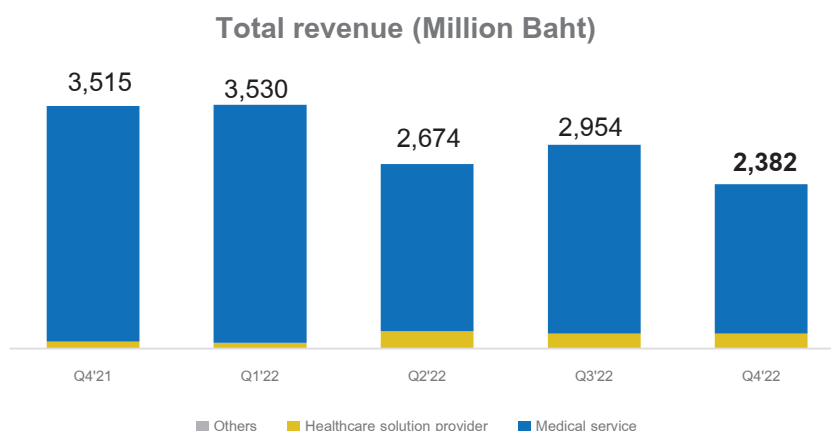
At the Extra Ordinary Shareholders' Meeting No. 1/2022 of a subsidiary - Thonburi Bamrungmuang Hospital Co., Ltd. on 23 December 2022, the shareholders approved the par split from 48,927,068 ordinary shares at par value THB 25 to 244,635,340 ordinary shares at par value THB 5 and approved the increase in registered share capital from Baht 1,223.18mn (244,635,340 ordinary shares at par value THB 5.00 per share) to THB 1,473.18mn (294,635,340 ordinary shares at par value THB 5.00 per share) by issuing 50,000,000 ordinary shares at par value THB 5.00 per share. The subsidiary called for 25% of the 50,000,000 ordinary shares totalling THB 62.50 mn. The subsidiary registered the share capital increase with the Ministry of Commerce on 29 December 2022, resulting in the paid-up share capital of THB 1,285.68mn at 31 December 2022.

At the Board of Directors' Meeting No.13/2022 of the Company on 23 December 2022, the Board of Directors approved the abstention of share increase in a subsidiary - Thonburi Bamrungmuang Hospital Co., Ltd., resulting in the decrease in shareholding interest from 99.99% to 95.14%

4. The land disposal of subsidiary

As of July 15th, 2022, and November 11th 2022, The directors has agreed upon putting the land up for sales for THB 200mn and THB 68mn resulting in total net profit from land sales of THB 87mn.

Summary of FY2022 performance compared to FY2021.



Revenue

THG total revenue of THB 11,540mn an increase of 6.4% from THB 10,848 mn, the increase was from the following factors.

Medical Service Business had revenue of THB 10,769mn, a 3.4% increase from THB 10,415mn. This was mostly due to the result of in 2022, THG generates income from Covid-19 vaccination services, accounted to 11.2% of total revenue. In addition, as the situation returned to normal there were more general patients returning to hospital. Moreover, THG has expanded its investment strategy and acquisition Trang Medical Trading Co., Ltd (TRPH Hospital). Total revenue from general medical services has increased by 17.1%. The growth in OPD and IPD patients also show an increase of 26.4% and 49.0% respectively.

Proportion of revenue from general patients and revenue related to Covid-19 in FY2022 and FY2021 as follows.

Medical service revenue	FY2022	FY2021
Revenue from general patients	76.0%	66.0%
Revenue related to Covid-19	24.0%	34.0%
Total	100.0%	100.0%

From investment in Trang Medical Trading Co., Ltd (TRPH Hospital) in December 2022, THG has realized the revenue of THB 69mn.

Healthcare Solutions Provider had revenue of THB 748mn, a 82.4% increase from THB 411mn, mainly due to in FY2022, Eighty-seven residential units were transferred compared eighteen units in FY2021.

Financial statement 4Q

	Consolidated financial statements			Separate financial statements		
Profit and loss statements (million baht)	4Q22	4Q21	YoY change	4Q22	4Q21	YoY change
Revenue from medical service	2,163	3,413	-36.6%	1,456	1,896	-23.2%
Revenue from healthcare solution provider	210	98	114.3%	-	-	-
Revenue from other businesses	9	4	125.0%	-	-	-
Total revenue	2,382	3,515	-32.2%	1,456	1,896	-23.2%

Financial statement for the year ended

	Consolidated financial statements			Separate financial statements		
<i>Profit and loss statements (million baht)</i>	FY2022	FY2021	YoY change	FY2022	FY2021	YoY change
Revenue from medical service	10,769	10,415	3.4%	7,033	6,036	16.5%
Revenue from healthcare solution provider	748	410	82.4%	-	-	-
Revenue from other businesses	23	23	-	-	-	-
Total revenue	11,540	10,848	6.4%	7,033	6,036	16.5%

Costs

Total cost was THB 8,054mn, increasing by 8.7% from THB 7,406mn, with main factors as follows.

Cost of medical service was THB 7,522mn, increasing by 6.2% from THB 7,083mn. The increase in variable costs in line with the increase in number of general patients with complexity of the disease such as cost of medicines, medical supplies, lab, doctor fee, and medical staff cost. The main cost structure of THG for FY2022 and FY2021 is as follows.

<i>Cost of medical service</i>	Cost structure	
	FY2022	FY2021
Cost of medicines, medical supplies, lab, Doctor fee, and medical staff cost	28.0%	24.1%
Depreciation and amortization	47.4%	46.2%
Rental fee	10.3%	10.4%
Other expense	2.6%	10.4%
Total	11.7%	8.9%
	100.0%	100.0%

Cost of healthcare solution provider was THB 519mn, increasing by 67.6% from THB 309mn. This was mostly due to FY2022 transfers higher than FY2021 at 69 units.

Selling, general and administrative expenses

SG&A was THB 1,720mn, increasing by 9.8% from THB 1,566mn. The mainly increased are 3% from vaccines donation to public sectors, expense related to staff is accounted for 1.9% and lastly, marketing expense is accounted for 1.5%.

Financial statement 4Q

	Consolidated financial statements			Separate financial statements		
<i>Profit and loss statements (million baht)</i>	4Q22	4Q21	YoY change	4Q22	4Q21	YoY change
Cost from medical service	(1,603)	(2,150)	-25.4%	(1,030)	(1,293)	-20.3%
Cost from healthcare solution provider	(148)	(79)	87.3%	-	-	-
Cost from other businesses	(4)	(4)	-	-	-	-
Total cost	(1,755)	(2,233)	-21.4%	(1,030)	(1,293)	-20.3%
Selling, general and admin expenses	(419)	(434)	-3.5%	(191)	(202)	-5.4%
Financial cost	(83)	(78)	6.4%	(72)	(67)	7.5%

Financial statement for the year ended.

	Consolidated financial statements			Separate financial statements		
<i>Profit and loss statements (million baht)</i>	FY2022	FY2021	YoY change	FY2022	FY2021	YoY change
Cost from medical service	(7,522)	(7,083)	6.2%	(4,991)	(4,131)	20.8%
Cost from healthcare solution provider	(518)	(309)	67.6%	-	-	-
Cost from other businesses	(14)	(14)	-	-	-	-
Total cost	(8,054)	(7,406)	8.7%	(4,991)	(4,131)	20.8%
Selling, general and admin expenses	(1,720)	(1,566)	9.8%	(824)	(766)	7.6%
Financial cost	(305)	(299)	2.0%	(258)	(258)	-

Profit

THG's profit of this year has increased compared to the result from FY2021, the normalized net profit – parent to THB 1,497mn increasing by 9.0% from THB 1,373mn in FY2021. The increase caused from the return of normal disease patient's admission, increase in transfer of rooms, and the effectiveness of cost control strategy.

Financial statement 4Q

	Consolidated financial statements			Separate financial statements		
<i>Profit and loss statements (million baht)</i>	4Q22	4Q21	YoY change	4Q22	4Q21	YoY change
Gross profit	627	1,282	-51.1%	426	603	-29.4%
EBITDA	605	1,243	-51.3%	316	528	-40.2%
Normalized EBITDA	577	1,249	-53.8%	387	577	-32.9%
Net profit	260	674	-61.4%	140	285	-50.9%
Normalized net profit	238	682	-65.1%	211	335	-37.0%
Net profit - parent	239	635	-62.4%	140	285	-50.9%
Normalized net profit - parent	217	643	-66.3%	211	335	-37.0%

<i>Margin</i>	Consolidated financial statements		Separate financial statements	
	4Q22	4Q21	4Q22	4Q21
Gross profit margin	26.3%	36.5%	29.3%	31.8%
EBITDA margin	25.4%	35.4%	21.7%	27.8%
Normalized EBITDA margin	24.2%	35.5%	26.6%	30.4%
Net profit margin - parent	10.0%	18.1%	9.6%	15.0%
Normalized net profit margin - parent	9.1%	18.3%	14.5%	17.7%

Note: normalized values exclude

1) Net expense after tax from the end of the management service agreement with a government hospital amount THB8mn in 4Q21.

2) In 4Q22, the consolidated financial statements showed a net gain after tax from disposal land THB 22 mn.

Financial statement for the year ended

	Consolidated financial statements			Separate financial statements		
<i>Profit and loss statements (million baht)</i>	FY2022	FY2021	YoY change	FY2022	FY2021	YoY change
Gross profit	3,486	3,442	1.3%	2,042	1,905	7.2%
EBITDA	3,342	2,977	12.3%	1,914	1,782	7.4%
Normalized EBITDA	3,215	3,019	6.5%	1,987	1,903	4.4%
Net profit	1,677	1,357	23.6%	1,037	931	11.4%
Normalized net profit	1,572	1,393	12.8%	1,110	1,046	6.1%
Net profit - parent	1,602	1,337	19.8%	1,037	931	11.4%
Normalized net profit - parent	1,497	1,373	9.0%	1,110	1,046	6.1%

<i>Margin</i>	Consolidated financial statements		Separate financial statements	
	FY2022	FY2021	FY2022	FY2021
Gross profit margin	30.2%	31.7%	29.0%	31.6%
EBITDA margin	29.0%	27.4%	27.2%	29.5%
Normalized EBITDA margin	27.9%	27.8%	28.3%	31.5%
Net profit margin - parent	13.9%	12.3%	14.7%	15.4%
Normalized net profit margin - parent	13.0%	12.7%	15.8%	17.3%

Note: normalized values exclude

1) Net expense after tax from the end of the management service agreement with a government hospital amount THB 36 mn, comprising of THB21mn in 1Q21, THB7mn in 2Q21 and THB8mn in 4Q21.

2) In 1Q22, the consolidated financial statements showed a gain from disposal investment in Thonburi Canabiz Pcl. THB 5 mn.

3) In 2Q22, profit from reclassified investment in Phatara Hospital amount THB 13mn.

4) The consolidated financial statements showed a net gain after tax from disposal land THB 65 mn in 3Q22 and THB 22mn in 4Q22.

Financial status

As of 31 December 2022, THG's financial position has significant change from as of 31 December 2022 as follows.

Assets

Cash and cash equivalents were THB 2,586mn, an increase of 74.5% from THB 1,482mn was due to cash in from account receivable collection. By 2023, THG plans to use the cash flow for financial restructuring, investment in the construction of OPD and IPD building of Thonburi Hospital and Thonburi2 Hospital, and reserve for interim dividend payment to shareholders in January 2023.

Trade and other account receivable, including an advance payment for Moderna vaccine decreased by 29.4% from THB 3,183mn in 2021 to THB 2,245mn in 2022, mainly relating to THG received payment from trade accounts receivable and the decrease in advance for Moderna vaccine due to COVID-19 vaccination service has been completed in 3Q22.

Property, plant and equipment including advance payment for purchasing for fixed assets were THB 10,908mn, an increase of 11.4% from THB 9,792mn. Main reasons were 1) THG has invested in a subsidiary-Trang Medical Trading Co., Ltd (Key development no2.2), resulting in the recognition of operating assets of TRPH hospital, Trang, including the assets under construction of the hospital at Koh Lanta, Krabi, total amount

THB 907mn. 2) Renovation of the service area of Thonburi hospital which is expected to be open for service in the first quarter of 2024.

Liabilities

As of 31 December 2022, trade and other accounts payable were THB 1,498mn decrease by 46.7% from THB 2,813mn due to 1) Fixed assets payable decreased THB 181mn 2) Deposit received for vaccines decreased by THB 1,150mn since THG has provided vaccination services to customers.

Loans from financial institutions amounted to THB 11,073mn, an increase of 10% from THB 10,066mn due to borrowing for investment in a subsidiary and investment in fixed assets.

	Consolidated financial statements			Separate financial statements		
<i>Statements of financial position (million baht)</i>	31 December 2022	31 December 2021	Change	31 December 2022	31 December 2021	Change
Current assets	7,008	7,019	-0.2%	6,652	8,321	-20.1%
Non-current assets	18,073	16,780	7.7%	15,080	14,055	7.3%
Total assets	25,081	23,799	5.4%	21,732	22,376	-2.9%
Current liabilities	7,921	8,734	-9.3%	6,407	6,854	-6.5%
Non-current liabilities	5,984	5,447	9.9%	4,004	4,638	-13.7%
Total liabilities	13,905	14,181	-1.9%	10,411	11,492	-9.4%
Total equity	11,176	9,618	16.2%	11,321	10,884	4.0%

	Consolidated financial statements		Separate financial statements	
<i>Financial ratios</i>	31 December 2022	31 December 2021	31 December 2022	31 December 2021
Current ratio (times)	0.9	0.8	1.0	1.2
Return on assets (%)	9.6	9.2	7.9	6.7
Assets turnover (times)	0.5	0.5	0.3	0.3
Return on equity (%)	16.6	15.7	10.0	8.9
Debt/ equity (times)	1.2	1.5	0.9	1.1
Interest bearing debt/ EBITDA (times)	3.4	3.5	4.2	5.0
Debt service coverage ratio (DSCR) (times)	1.9	2.4	1.6	2.3
Interest coverage ratios (times)	7.7	6.8	6.2	5.5

Capital management in 2022 compared to 2021

- **Net cash generated from operating activities** was THB2,495mn (compared to net generated of THB 2,034mn in 2021), increasing by 22.7% because THG had a better operational performance.

- **Net cash used in investing activities** was THB1,624mn (compared to net use of THB 1,079mn in 2021), increasing by 50.5%. In 2021, THG uses its cash to invest in a subsidiary – Trang Medical Trading Co., Ltd (TRPH Hospital), see more details in key development no.2.2

- **Net cash generated from financing activities** was THB 243mn (compared to net generated of THB 28mn in 2021), increasing by more than 100% since THG received money from share capital increased in a subsidiary (Key development in no.3) and THG had increase in loan from financial institutions.

Statement of cashflow (million baht)	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Net cash generated in operating activities	2,495	2,034	1,123	1,667
Net cash generated/(used) in investing activities	(1,624)	(1,079)	475	(984)
Net cash generated/(used) in financing activities	234	28	(629)	180
Net increase in cash and cash equivalents	1,105	983	969	863
Cash and cash equivalents at the beginning of period	1,482	495	1,171	304
Unrealized exchange gain (loss) in cash and cash equivalents	(1)	4	(1)	4
Cash and cash equivalents at the end of period	2,586	1,482	2,139	1,171

General Information and Other Significant Information

1. General Information

Company Information

Company Name	: Thonburi Healthcare Group PCL.
Company Registration No.	: 0107537002753 (former No. PLC. 522)
Registration Date	: 21 December 1994
The headquarters	: No. 34/1 Soi Issaraparp 44, Issaraparp Road, Baan Chang Lor Sub-district, Bangkok Noi District, Bangkok 10700 Tel. +662-487-2000 Hotline 1645 Fax. +662-412-7343
Website	: www.thg.co.th
Business type	: Medical Services Business and Hospital Management Service
The number and type of shares	: 847,467,400 ordinary registered shares (The Company has decreased in paid-up capital from 849,080,000 shares to 847,467,400 shares by writing off the unsold amount of the repurchased shares, totaling 1,612,600 shares, which has registered with the Ministry of Commerce on 3 February 2022)
Registered capital	: 847,467,400 Baht at par value of 1 baht per share
Issued and paid-up capital	: 847,467,400 Baht, 847,467,400 shares at par value of 1 baht per share

References

Share Registrar	: Securities Depository Company (Thailand) Limited The Stock Exchange of Thailand Building 93 Ratchadaphisek Road, Dindaeng, Dindaeng, Bangkok 10400 Tel. +662-009-9000 Fax. +662-009-9992
Auditor	: Mr. Krit Chatchawalwong, C.P.A. (Thailand) No. 5016 PricewaterhouseCoopers ABAS Ltd. 179/74-80 South Sathorn Road, Khwaeng Tungmahamek, Khet Sathorn Bangkok, 10120 Tel. +662-844-1000 Fax. +662-286-4440

2. Legal Dispute

There are no pending legal disputes that may affect the assets of THG or its subsidiaries more than 5 percent of the shareholders' equity as of 31 December 2022

Corporate Governance Policy

1. Overview of Corporate Governance Policies and Practices

The Board of Directors believes that the good corporate governance will make the Company's business operation to be efficient, transparent and fairness with all stakeholders and to build creditability and to increase competitive ability of the group's company to achieve its sustainable growth. Therefore, it has determined to have the Corporate Governance Handbook which is disclosed on the Company's website. The overview is as follows:

1.1 Policy and Guidelines on Board of Directors

The company has set the corporate governance policy by considering significant factors, including the responsibility of directors. Related policies are as follows:

Composition, qualifications, responsibilities, term, and meetings of the Board of Directors

In accordance with the Board of Directors' Charter in the Corporate Governance Handbook which is regularly reviewed at least once a year. The Board of Directors Meeting No. 8/2022 held on 10 August 2022, has reviewed, and amended the charter of the Board of Directors to comply with the principles of good corporate governance.

The Board of Directors focus on the performance of the Independent Director of which it shall be independent from the management team and shareholders who have controlling power and shall not have business relationship with the Company in the way that may have limitation on providing independent opinion.

The Chairman of the Board of Directors or the person assigned by the chairman have a duty to call the meeting. The meeting schedule is scheduled in advance throughout the year and informed to the Board of Directors at the beginning of the year. For each meeting, notice to the meeting and supporting documents for the meeting will be send to directors at least 5 working days prior to the date of meeting, except in the event of urgent matters that are required to protect rights or benefits of the Company, notice to the meeting may be sent via other methods or the date of meeting may be earlier than such prescribed notice period.

Nomination and determination of remuneration of directors and executives

The Board of Directors has assigned the Nomination and Remuneration Committee with responsibilities on formulating policy, criteria, and methods in nominating the Board of Directors and the Chief Executive Officer. The Nomination and Remuneration Committee is also responsible for formulating policies, criteria and methods in determining monetary and non-monetary compensations of the Board of Directors and sub-committees and guidelines for, and performance assessment of directors and the Chief Executive Officer for consideration on adjustment of annual benefits.

In selecting persons for appointment as the Company's directors and executives, such persons must possess qualifications, capabilities, and experience that are useful and appropriate to the Company's nature of business, strategies, future plans and have comprehensive understanding of the business. The selection process must be transparent to acquire people with different capabilities, skills, genders, and ages. This in line with the organization's strategy which is to build an ability to cope with challenges from changing needs of stakeholders.

Independence of the Board of Directors from the management

The Board of Directors is a leader who drives the organization by supervising the business operations to be in accordance with objectives and goals that are given to the management. Therefore, the performance of duties by the Board of Directors is linked to the management. Scope of duties and responsibilities of the Board of Directors, the Chairman of the Board of Directors and the management have been clearly defined in order to create an understanding in working together and promote the balance of power, which allows the Board of Directors to independently oversee the duties of the management.

Performance assessment of directors

The Company arranges for a performance assessment of the Board of Directors at least once a year by adjusting the Board Self-Assessment Form of the Stock Exchange of Thailand to be in line with the charters of sub-committees. The assessment serves as a framework for reviewing business operations, problems, and obstacles arising in the past year and is used for work improvement. There are 3 types of assessment, namely performance assessment of the entire Board of Directors, performance assessment of each sub-committee, and performance assessment of each individual director.

Director Development

The Company wishes the directors to develop their knowledge and skills in the performance of duties regarding the business of the company, corporate governance principle and other training courses that are useful for the duties. The Company encourages the directors to attend training courses held by the Thai Institute of Directors and other institutions in the relevant courses.

Succession Plan for high-level executives

The Company has a plan to select qualified personnel for all key positions with appropriate and transparent to ensure that the Company will have professional management. The human resources department will prepare the successor plan of the Chairman of Executive Committee, managing director and the management of the Company to propose to the Board of Directors for consideration as Policy for Succession Plan in Corporate Governance Handbook.

Management of subsidiary and associated companies

The Company has a policy to invest in subsidiary or associated company which support the Company's business operations and of which investment would create synergy, generate additional revenue streams, and increase profitability of the Company. The Company will consider proportion of investment, expected profitability, possible risks, and financial status of the target companies prior to making investment decision. Any investment decision must be approved by the authorized person according to the authorization procedure. The company shall appoint suitably qualified and appropriate experience representative as director of investee company to set key policies and for good corporate governance of subsidiaries and associated company.

Policy for management of subsidiary and associated companies

- 1) The Company has set guidelines in exercising rights by its representatives in shareholders' meeting of subsidiary and associated company to be consistent with the proportion of shareholding in subsidiary and associated company. This is also for compliance with Guidelines for Good Corporate Governance and maintain maximum benefits to the Company, its subsidiaries and associated companies, and other shareholders.
- 2) The Company determines management structure of subsidiaries and associated companies in order to oversee management and operations of its subsidiaries and associated companies as if they were units of the Company. To look after its investment, the Company shall have the following procedures for monitoring the management of its subsidiaries and associated companies:
 - (1) Nomination of its representative as director of subsidiary and associated company
 - (2) Roles and responsibilities of director of subsidiary and associated company
- 3) The Company's director will continually monitor the financial status and operating result of the Company's subsidiaries and associated companies to in line the business plan and budget and also monitor its subsidiaries to disclose related party transaction and acquisition or disposal of assets to the Company in accordance with the relevant Notifications of the Capital Market Supervisory Board and the Board of the Stock Exchange of Thailand.
- 4) The Company's director shall procure its subsidiaries to have the appropriate and sufficient internal control system to protect any frauds that may have including providing channel for directors and executives of the Company to access the subsidiaries' information for monitoring their operating result and financial status, related party transaction between subsidiary and director and executive of subsidiary and entering into significant transaction of subsidiary efficiently and implementing of work checking system by internal audit and independent directors of the Company to ensure that subsidiaries continually comply with the work procedures.

- 5) Directors and management of subsidiary must disclose and deliver information regarding personal of interest, including interest of their related persons, in relation to any transaction or in other business which might raise conflict of interest with the Company, subsidiary, board of directors of subsidiary or person authorized by subsidiary within the period of time as prescribed by subsidiary. Such information shall be used as supporting information for decision making or passing any approval by considering overall benefits of subsidiary and the Company as critical factors. Directors and management of subsidiary shall not participate in the consideration of any matter of which they have personal interest or conflict of interest.
- 6) Directors and management of subsidiary, including any person related to such directors and management, have the duty to inform to the board of directors of subsidiary relationship and transaction with subsidiary which might raise conflict of interest and avoid entering into transaction which might raise conflict of interest with subsidiary. The board of directors of subsidiary has the duty to inform such matter to the Company for acknowledgement.

The following acts, which result in directors, management or any person related to subsidiary gaining financial benefits other than that ordinarily received or cause damages to subsidiary, are presumed to be material conflict of interest with subsidiary:

- (a) any transaction between subsidiary and director, management or any connected person which is not in compliance with rules regarding connected transactions;
 - (b) use of known information of the Company and subsidiary, except information which has been publicly disclosed; or
 - (c) use of asset or business opportunity of the Company and subsidiary in a way which violates the rules or general practice as prescribed by the Capital Market Supervisory Board.
- 7) Subsidiaries must report a business plan, expand a business, cooperation with other entrepreneur to the company and report quarterly. The company has an authority to request the subsidiary to clarify or submit an enclosure for consider. The Subsidiary must comply strictly.
 - 8) If the Company finds any material issue, it may request subsidiary to clarify and/or deliver document as supporting information for its consideration.
 - 9) Directors, management of, or any person related to, subsidiary may enter into a transaction with subsidiary only upon receiving approval from the Board of Directors of the Company or the Company's shareholders meeting as required based on transaction size calculated pursuant to the rules of the Connected Transaction Notifications. Exceptions apply where transaction is with terms and conditions similar to transaction with other counterparties under the same circumstances, the position as director, management or related person, as the case may be, do not have influence on the transaction, and trade terms and conditions of the transaction have been approved by the Board of Directors of the Company or in line with principles as approved by the Board of Directors.

Policy for financial control of subsidiary and associated company

1. Subsidiary and associated company have duties to submit to the Company monthly operating results and quarterly financial statements reviewed by auditor, including supporting information used for the preparation of such financial statements of subsidiary and associated company. Subsidiary and associated company shall give consent to the Company for the use of such

information for the purpose of preparing consolidated financial statements, or quarterly or annual operating results, as the case may be.

2. Subsidiary and associated company responsibilities to performance report and summary results an operating quarterly. Include to follow implementation plan for report to the company.
3. Subsidiary and associated company have duties to report significant financial issues to the Company upon discovering the issues or upon request of the Company to review and report

1.2 Policies and practices about shareholders and stakeholders

Rights of Shareholders

- (1) The Company has policy to provide information on date, time, venue and agendas of the shareholders' meeting including all information relating to matters that require resolution of the shareholders' meeting in advance sufficiently and timely for each of shareholders' meeting by providing the shareholders to have to right to be informed agendas 21 days before the date of the meeting. It also discloses the full version of invitation letter of shareholders' meeting in Thai and English on the Company's website for shareholders to review the information before the date of the meeting and to facilitate the shareholders and foreign investors. The Company will not propose additional significant information during the shareholders' meeting and the Company will not add new agendas or change significant information without prior notice.

In the shareholders' meeting of 2022, the Company has circulated the invitation letter to the shareholders in advance. The Company has held the shareholders' meeting on 28 April 2022 and has disclosed the full version of invitation letter of shareholders' meeting in Thai and English on the Company's website for shareholders on 7 April 2022 for the shareholders to review the information before the date of the meeting.

- (2) The Company has published the invitation letter of shareholders' meeting in the newspaper 7 days before the date of the meeting.
- (3) Granting the right to shareholders to consider the remuneration of directors in all forms every year.
In the shareholders' meeting of 2022, the Company has proposed the shareholders to consider the policy, criteria and amount of compensation of the Chairman, directors and sub-committees in both of monetary compensation such as the directors' annual compensations and meeting allowances and non-monetary compensation such as medical welfares for Thonburi Hospital.
- (4) The shareholders have the right to consider and approve the appointment of each director in order for the shareholders to appoint the directors that are truly needed.
- (5) In the shareholders' meeting, the Company invites the auditor and legal adviser to act as the independent witness in the vote counting.
- (6) Equal rights for all shareholders to propose the agenda of the shareholders' meeting and send questions in advance including sending names of candidates for appointment of directors.

The Company has notified the shareholders in the SET's website and Company's website to propose agendas for the 2022 Annual General Meeting of shareholders and to propose the names of candidates who have qualification to be appointed as the Company's director from 1 November 2021 to 15 January 2022 including sending questions in advance for the shareholders' meeting from 1 November 2021 to 20 April 2022, which can be sent to the Company by letter or email

- (7) Policy on facilitating and promoting the shareholders and institutional investors to attend the shareholders' meeting.

The Company opens the registration 2 hours in advance, prepares the meeting venue and procures its officers to provide services, uses the barcode system for registration and vote counting for convenience, prepares stamp duty without charge. The Company also facilitates shareholders who cannot attend the meeting by preparing the proxy form according to the notification of Department of Business Development for Proxy Form A, Proxy Form B and Proxy Form C (for custodian) to such shareholders to proxy their rights to any persons or the Company's independent directors to vote on their behalf. The company also has contained a business envelope in an envelope of documents sent to shareholders. That allows shareholders to send proxy forms to the company correctly without the cost of delivery.

- (8) The Company has given importance on the quality of invitation letter of the 2022 Annual General Meeting of shareholders' meeting as follows:
 - 8.1 To clearly determine agendas such as the agenda on appointment of each director, agenda on approval of compensation of directors and sub-committees and other compensations.
 - 8.2 To provide profile of candidate to be appoint as director for shareholders' consideration.
 - 8.3 To provide details of auditor including audit fees for shareholders' consideration in advance.
 - 8.4 To notify the dividend policy, the proposed dividend amount including the reason and information.
 - 8.5 To inform reason and rational of each agenda.
- (9) The Company has given importance of the minutes of the 2022 Annual General Meeting of shareholders' meeting as follows:
 - 9.1 To record the voting method and to inform the vote counting to shareholders in advance and to use the ballot.
 - 9.2 To record the questions and answers which the Chairman of the meeting has given the opportunity for shareholders to make any questions or suggestion to allow shareholders who are not attending the meeting to acknowledge.
 - 9.3 To record resolutions of each agenda whether approved, not approved or abstain.
 - 9.4 To record the participation of directors to reflect the responsibilities to the shareholders.
 - 9.5 To disclose the shareholders' resolution together with the voting result within next day before 9.00 AM by sending the disclosure through the SET's website.
 - 9.6 After each shareholders' meeting, the Company will collect the details of the meeting consisting of agendas, resolutions, voting including questions and answers of shareholders to produce "minutes of shareholders' meeting to disclose on the Company's website within 14 days from the date of the meeting which is in accordance with the rules of the Office of SEC and the SET.
- (10) The participation in the shareholders' meeting of the Chairman of the Board of Directors, the Chairman of sub-committee and senior managements.

The Company has encouraged its directors and managements to attend the Company's shareholders' meeting for the responsibility to the shareholders. In the previous year, the Chairman of the Board of Directors, the Chief Executive Officer, the Chairman of the Audit Committee, the Chairman of the Nomination and Remuneration Committee, and the Chairman of the Corporate Governance Committee have attended the meeting to provide answers to the shareholders' questions.

- (11) The Company has selected the meeting venue close to the headquarter which have public transport and it can travel both by car, boat, private car and have adequate parking allowing shareholders to travel to the meeting conveniently.

Equitable Treatment of Shareholders

- (1) The Company has disclosed the voting right, informed the rules and procedures on the attending the shareholders' meeting in the invitation letter and on the date of the meeting, the moderator shall inform the meeting's rules and voting procedure for shareholders acknowledgement in the meeting and it has also recorded the rules and procedure on voting in the minutes of meeting every time.
- (2) The Company has determined the policy on inside information of executives, employees and directors for their acknowledgement and compliance to prevent the securities trading by using the Company's inside information. The Company shall not provide undisclosed information to any shareholders and shall provide equality on the Company's information to prevent any conflict of interest and using inside information for themselves or others in a wrongful way of which it has been disclosed to employees, executives and directors for their acknowledgement.
- (3) The Company has disclosed the information on related party transaction sufficiently including the opinion of the Board of Directors, opinion of independent advisor for shareholders' consideration before the shareholders' meeting.
- (4) The related party transactions have been made with fairness in accordance with market price and normal market conditions.
- (5) The Company has provided documents and recommendation of proxy in the invitation letter and has also facilitated the shareholders who cannot attend the meeting by providing the proxy form together with the invitation letter and providing stamp duty for the proxy in front of the meeting room without charge including not determine any special rules that will cause difficulties in attending the meeting.
- (6) The Company has given opportunity to the shareholders to receive up-to-date information through the Company's website.

Roles of Stakeholders

The Company has realized on the important of role of stakeholders and has treated all stakeholders fairly whether internal stakeholders such as directors, employees and executive directors of the Company and external stakeholders such as shareholders, customers, business partners, creditors, competitors, social and environment, government sector and relevant organizations including rights under the laws or contractual obligations. The Board of Directors has determined the guideline for transparency and fairness to all stakeholders as follows:

- (1) To determine policy to treat each stakeholder by taking into account the right of stakeholders according to the laws or contractual obligations that made with the Company, and it shall not take any actions that may violate the right of such stakeholders and to determine the compensation measure if the stakeholder suffers from any loss arising from the violation of rights.
- (2) To determine the policy on treatment with the stakeholders of each group and to provide channel to communicate with stakeholders of each group appropriately and sufficiently.
- (3) To develop mechanism for participation of stakeholders to support the Company's performance in order to create sustainable stability for the business and disclose important information relevant to those stakeholders sufficiently in order to be able to perform the duty of the said participation effectively.
- (4) To determine the policy on whistleblowing and complaint to the Board of Directors on the issue of illegal action, accuracy of financial report, failure of internal control system or unethical behavior and to determine to mechanism to protect the right of such whistleblower.
- (5) To determine the policy on corporate social responsibility, particularly the issue that may have direct impact to the business operation to ensure that relevant parties are confident that the business

operations of the Company have considered environmental and social factors for sustainable development.

Whistle Blower Policy

The Company has given the opportunity to directors, executives, employees and internal and external stakeholders of the Company and its subsidiaries to report suspected illegal acts, complaints or recommendations relating to illegal or unethical acts, incorrectness of financial reports, corruption or deficiency in internal control system of the Company or its subsidiaries. The Company shall investigate and find facts relating to such report, complaint or recommendation in order to determine appropriate measures or actions. Such information can be reported via the following channels:

Via Phone	Head of the Internal Audit Department 081-613-3539
Via E-mail	BOD@thg.co.th or AC@thg.co.th or Internal Audit Department IA@thg.co.th
Via Website	www.thg.co.th
Via Mail	Submit Whistleblower Report Form To "Recipient of Whistleblower" Board of Directors, Chairman of the Audit Committee, Head of the Internal Audit Department Thonburi Healthcare Group Public Company Limited Thonburi Hospital Building 34/1 Itsaraparp Road, Ban Chang Lo, Bangkok Noi, Bangkok 10700

Whistleblower Procedures

The internal audit department shall preliminarily monitor, collect, search for facts and verify the information and prepare summary on complaints to the Chief Executive Officer. The Chief Executive Officer shall set-up Investigating Committee to verify the information and investigate. Members of the Investigating Committee who shall participate and observe in considering the complaints include Director of Human Resource Department or a representative of the unit, supervisor of the informant who shall not have any conflict of interest with the informant, a representative from the Risk Management Committee, Secretary of the Audit Committee or a representative from the Audit Committee.

Following the investigation, the Internal Audit Department shall prepare a report and propose measures for complaints to the Audit Committee. In case of complaints relating to reputation, image or financial positions of the Company or any matter contrary to policies on the Company's business operations or relating to high-level executives, the Audit Committee shall propose such complaints to the Board of Directors for consideration.

Whistleblower Protection Policy and Confidentiality

The Board of Directors has set a policy and procedures for protection of whistleblowers. Information from whistleblowers shall be kept confidential. The person obtaining information from performance of his/her duty relating to such matter shall keep information, complaint and documentary evidence of whistleblowers confidential. Information should not be disclosed to non-related persons, unless the information is required to be disclosed according to the laws.

Disclosure of Information and Transparency

The company has a policy to accurately, completely and transparently disclose significant information about the company, including financial and non-financial information or other information that may affect the company's stock price or investors' or stakeholders' decision making. Such action shall meet with all the measures and regulations set by SET and SEC in order to ensure that all stakeholders have the right to equitably receive information. Such information can be viewed on the company's website at <http://www.thg.co.th>

The company gives high importance to good internal control system and has assigned the Internal Control Department to supervise the operation of each business. This will prevent errors and ensure transparency in its operations. The department will regularly review and submit a report to the Audit Committee for consideration.

Prevention of using Internal Information

To ensure that the investors of the Company receive the reliable information equally and punctually. Therefore, the Company set the Insider Trading Policy as the following details:

1. Roles and Responsibilities

- (1) The Board of Directors has delegated responsibility to the Audit Committee for overseeing this Policy to ensure that board of directors and executives comply with the established rules and guidelines in trading the company's Securities.
- (2) The Company's secretary has responsibility for providing recommendation to the Company's directors, executives and officers in compliance with this policy including communicating and providing knowledges and understanding and providing responses for any inquiries or interpretations if there have any doubts and notifying the blackout period in advance to support the persons who have obligation to comply with the regulations.
- (3) All executives are responsible for ensuring that every person who reports to them is made aware of and understands this Policy.
- (4) Board of directors, executives and employees must strictly adhere to this Policy when trading the company's Securities in the Stock Exchange of Thailand (SET) or Trading Center as well as communicate this Policy to their spouses and minor children.

2. Procedures

(1) Insider Trading Prohibition

Legal Person must comply with the insider trading prohibition as defined in Section 241 of the Securities and Exchange Act, B. E. 2535: " In the purchase or sale of securities which are listed in the Securities Exchange or traded in an over-the-counter center, no person, whether directly or indirectly, shall purchase or sell, offer to or sell or invite any other person to purchase, sell or offer to purchase or sell securities which are listed in the Securities Exchange or traded in an over-the-counter center in such a way as to take advantage of other persons by using information material to changes in the prices of securities which has not yet been disclosed to the public and to which information he has access by virtue of his office or position, and whether or not such act is done for his own or another person's benefit, or to disclose such information so that he will receive consideration from the person who engages in the aforesaid acts."

(2) Blackout Period

To suggest the person prescribed by law to be cautious when trading the company's securities before disclosing information to the public.

3. Guidelines for Confidentiality, Information Security and Insider Trading Prevention

All staff of the Company have to acknowledge the process of information security to protect the confidential information as well as the wrongful insider trading.

(1) Guidelines for Confidentiality

- A) Set the confidentiality of the information, which are disclosed and undisclosed information that internal information sharing must be within the framework and responsibilities.
- B) Security and concealment of customer and commercial information. The Company shall secure and conceal the customer information and commercial information secretly and shall not disclose to the employees of the Company as well as the outsiders who have no concern unless it is law regulation to disclose which shall be the disclosure for the propose of lawsuit or the Executive Committee approves for the disclosure.

(2) Information Security

If such information has not been disclosed to the public yet, the selected persons of the Company are not permitted to disclose such inside information to other persons without permission. This is for fairness and equality of using the inside information of the Company which will increase the confidence to the shareholders, investors and relevant parties. The Company has determined the prohibition that the selected persons of the Company are not permitted to disclose inside information of the Company which is fact that may significantly change the price of securities and such information is not disclosed to the public whether for trading of securities or inviting other persons to purchase, sell or offer to purchase or offer to sell the shares of the Company, whether by himself or by agent, for his own or other benefit. If there is unlawful using of inside information for the benefit of trading securities of the Company whether for speculating or creating advantage for any group of people, such action shall be deemed illegal under the Securities and Exchanges Act and discipline under the Company's policy.

(3) Protection Internal Information

A. The report of securities holding

The Board of Directors and the executives position in accounting or financial line shall report the securities holding of oneself, spouse and minor children of majority according to the regulation of The SEC Act B.E. 2535 (including the amendment) ("The SEC Act") , the notification of The Office of the Securities and Exchange Commission and the relevant notification of SEC. The report shall be submitted to company secretary before submitting to The Office of the Securities and Exchange Commission or the SET by requesting the Company Secretary to prepare summary report to propose to the Board of Directors for acknowledgement.

B. The report of changes in securities holders

The Company assigns the directors, executives as well as the persons holding the position in accounting or financial line who is responsible for the operation, executives, auditors, employees, spouse and minor children of majority of these people to report

the amendment of securities holder to the Office of the Securities and Exchange Commission (“SEC”) according to The SEC Act B.E. 2535 (as the amendment) and submit the copy of report to company secretary on the same day of the submission to the SEC.

4. Preventive measure of Computer system and information security

- (1) Restrict the access to the disclose information only for the top level of executives and disclose to the employee as appropriate. Inform the employee that the information is confidential and has limitation on the use.
- (2) Set the security system in the workplace to prevent the access and the use of file data and confidential file.
- (3) The owner of information that is not yet disclosed to the public shall emphasize the relevant person to follow the security process strictly.

5. Penalty for insider trading

The offender shall be punished by law.

In the past year, the company has not found any wrongdoing of inside information.

Conflict of Interest Prevention

The Company attaches great importance to transparent transactions that are beneficial to the Company. Therefore, it is important to prevent transactions which may pose a conflict of interest. Connected transactions or related transactions are subject to the following principles:

- (1) Directors and management as defined by the SEC must inform the Company of any relationship or related party transactions that may cause a conflict of interest and file a report stating their own and their related persons’ interests in the management of the Company or subsidiaries to the company secretary. The company secretary shall deliver a copy of such a report to the Chairman and Chairman of the Audit Committee within seven days upon the receipt of the report.
- (2) In order to avoid connected transactions with directors, executives or related persons that may pose a conflict of interest for the Company any possible such transaction will be subject to Audit Committee consideration before being proposed to the Executive Committee or the Board of Directors. This to ensure that any such transactions are in accordance with the rules on entering into connected transactions and in line with good corporate governance.

In addition, all directors and employees of the Company shall avoid any conflict of interest that may impact their duties by adhering to the following guidance:

- (1) Not engaging in competing or similar business as the Company.
- (2) Not being a partner or shareholder or executive with decision-making power in a competing businesses or similar business as the Company. In case such engagement is inevitable, it needs to be reported to the supervisor immediately.
- (3) Avoiding involvement in any activity that may pose a conflict of interest with or for the Company and avoiding financial obligations in any form with a business related to the Company or employees of the Company itself.
- (4) Avoid any work other than the work assigned by the Company that may have an adverse effect on Company tasks in any way.
- (5) All employees must disclose when a situation is believed to cause a potential conflict of interest. If employees suspect that there will be a conflict of interest or something that could make others think of a conflict of interest, they shall report to their supervisor.
- (6) For entry into a potential or confirmed Connected Transaction, the Company will carefully consider price and the terms of the Transaction, similar to any transactions with any third, no connected party and such considerations will be made without any relevant person who has a potential conflict of interest in entering the transaction present at the meeting and related voting at the meeting.

In the past year, the company has not found any wrongdoing of Conflict of Interest Prevention. In this regard, the company has presented the Public Company Limited Act and a policy to prevent the use of insider information for directors and executives at the Board of Directors Meeting No. 8/2022 on August 10, 2022.

Anti-Corruption

Directors, executives and employees shall neither carry out nor accept any type of corruption in any event. The Company has set the below guidelines and examined and monitored compliance with the anti-corruption policy on a regular basis to ensure that they are in line with changes in the business and the relevant rules, regulations and laws:

- (1) Directors, executives, and employees shall comply with the anti-corruption policy communicated by the Company through various channels such as staff training and the Company's website and shall not involve in any corruption directly and indirectly.
- (2) Directors, executives, and employees shall be careful about receiving entertainment and giving or receiving present and shall strictly comply with giving and receiving of gift and entertainment policy and ensure that it would not affect the decision making in performing their duties and responsibilities.
- (3) Procurement, charity donation and money sponsorship shall be in accordance with the Company's procedures which are transparent and verifiable. Charity donation and money sponsorship policies shall be complied with. The Company gives importance to sufficient and appropriate internal control which allows for compliance of the business with the good corporate governance policy.
- (4) Directors, executives, and employees shall not neglect or ignore any act which could be potential corruption relating to the Company and shall notify such act to supervisor or responsible person or through channels according to the Whistle Blowing Policy. Directors, executives, and employees shall provide cooperation in fact-finding and investigation on such matter.
- (5) Corruptions are wrongdoings and those who are corrupted shall receive disciplinary actions according to the Company's regulations and may receive penalties according to the laws if such corruption is considered an illegal act.

2. Code of Conduct

The Company has established a Code of Conduct for directors, executives and employees as guidelines for treating stakeholders with fairness. This reflects that the Company wishes everyone to comply with the policies and brand value. The Corporate Governance Committee reviews the Code of Conduct at least once a year and monitor compliance of those involved, as well as reporting to the Board of Directors to ensure that the existing policies are consistent with international standards. The policies have been implemented to create an organizational culture that is honest, transparent and fair to all parties. The Corporate Governance Handbook has been disclosed on the Company's website for acknowledgement by investors and is used as a guideline for monitoring business directions.

3. Significant changes and developments in policies, practices and corporate governance system in the past year

3.1 Significant changes and developments regarding review of policies, practices and corporate governance system in the past year

In the past year, there have been significant changes and developments as follows:

- 1) Corporate Governance Committee approved the Board of Directors Meeting No. 8/2022 on August 10, 2022, to change the name of the Corporate Governance and Ethics Committee to the Corporate Governance Committee and revised the Corporate Governance Committee Charter.
- 2) Corporate Governance Committee reviewed and improved the corporate governance handbook. Ready to be presented to the Board of Directors No. 11/2022 on November 11, 2022, for approval.
- 3) The Nomination and Remuneration Committee reviewed and amended the charter of the Nomination and Remuneration Committee. Ready to be presented to the Board of Directors Meeting No. 8/2022 on August 10, 2022 for approval.

3.2 Compliance with corporate governance principles in other matters

In the past year, the Company had matters that had not complied with the corporate governance principles as follows:

- (1) Appointment of independent director as the Chairman of the Board of Directors

The Board of Directors has not appointed an independent director as the Chairman of the Board of Directors because the Board of Directors has not been able to recruit an independent director with qualifications, experience, knowledge, and skills in the business that are in line with the Company's strategy. However, the Board of Directors has appointed an independent director to jointly consider and set the agenda with the Chairman of the Board of Directors

- (2) Disclosure of details on the Chief Executive Officer's remuneration

The Chief Executive Officer does not wish to disclose such information.

- (3) Setting a policy for directors and senior executives to notify the Board of Directors or person assigned by the Board of Directors any trade of the Company's shares at least 1 day in advance

The Board of Directors views that such practice lacks flexibility and is difficult to implement.

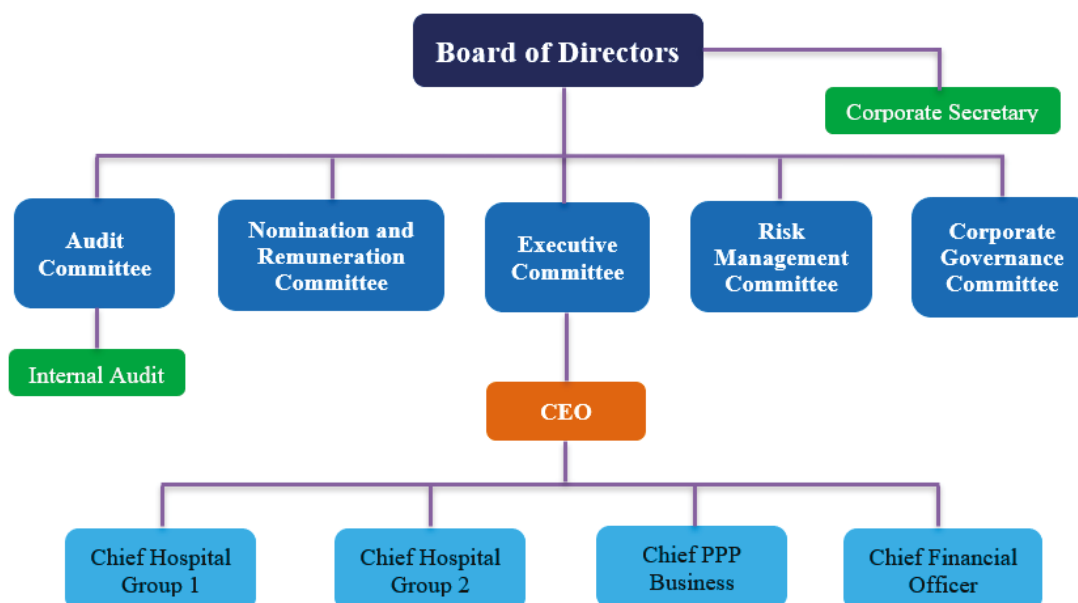
- (4) Setting a policy regarding a minimum quorum at the time of voting in the Board of Directors' meeting that there must be at least two-thirds of the total number of directors present

The Board of Directors sets a minimum quorum at the time of voting to be at least half of the total number of directors being present. However, there has always been at least two-thirds of the total number of directors present.

Corporate Governance Structure

1. Organizational Structure

THG has segregated roles, duties, and responsibilities between the Board of Directors and executives clearly separated to balance power. It is independent, transparent and can be examined as shown in the diagram.



2. Information about the Board of Directors

As of 1 March 2023, there are 13 members of Board of Directors include:

- | | |
|--|--|
| 1) Mrs. Jaruwan Vanasin ^{1) 4)} | Chairman of the Board of Directors |
| 2) Dr. Tanatip Suppradit ^{1) 2)} | Vice Chairman of the Board of Directors |
| 3) Mrs. Kannika Ngamsopsee ^{3) 5)} | Independent Director, Chairman of Audit Committee, Member of Risk Management Committee and Member of Nomination and Remuneration Committee |
| 4) Mr. Virachai Srikajon ³⁾ | Independent Director, Chairman of Nomination and Remuneration Committee, Member of Audit Committee and Member of Risk Management Committee |
| 5) Dr. Vikrom Koompirochana ³⁾ | Independent Director |
| 6) Dr. Linda Kraivit ³⁾ | Independent Director, Chairman of Risk Management Committee, Member of Audit Committee, Member of Nomination and Remuneration Committee and Member of Corporate Governance Committee |
| 7) Mr. Chalermkul Apibunyopas ^{1) 2)} | Director, Chairman of Corporate Governance Committee and Member of Risk Management Committee |
| 8) Dr. Aurchart Kanchanapitak ⁴⁾ | Director |
| 9) Dr. Rukkagee Kanchanapitak ⁴⁾ | Director |
| 10) Prof. Dr. Aasis Unnanuntana ⁴⁾ | Director |

- 11) Ms. Nalin Vanasin ⁴⁾ Director
- 12) Mr. Sita Meksawan ^{1) 4)} Director and Member of Corporate Governance Committee
- 13) Dr. Kajorn Thanapase ⁴⁾ Director

Remark 1) Authorized directors 2) Executive directors
 3) Independent directors 4) Non-executive directors
 5) Audit committee with knowledge and experience in reviewing the Company's financial statements

The Board of Directors Meeting No. 9/2022 held on 26 August 2022 resolved to appoint Mrs. Jaruwan Vanasin as a Director and Chairman of Directors to replace Dr. Boon Vanasin who resigned.

The Board of Directors consists of 4 independent directors, representing 30.8% of the total directors and 11 non-executive directors, representing 84.6% of the total directors. The Chairman and Chief Executive Officer (CEO) are not the same person. The duties and responsibilities between the Board of Directors and the management are clearly separated for proper balance of power

The Board of Directors has diversity (Board Diversity) in gender, age and specific expertise that conform to the business nature and the business strategy of the company as follows:

Structure of the Board of Directors		No. of Directors	Percent
Gender	- Male	9	69.23
	- Female	4	30.77
Age	- Under 50 years	6	46.15
	- Age between 50 – 60 years	1	7.70
	- Over 60 years	6	46.15
Expertise	- Medical	5	38.46
	- Business Administration	10	53.84
	- Accounting & Finance	8	61.54
	- Economic and Banking	6	46.15
	- Legal	3	23.08
	- Information Technology	4	30.77
	- Sustainability	6	46.15
	- Corporate Governance	9	69.23
	- Engineering	1	7.70
	- Human Resource Management	7	53.85
	- Investment	5	38.46
	- International Relation	3	23.08

Division of responsibilities between the Board of Directors and the management

The company has clearly set the scope of responsibility of the Board of Directors, the Chairman of the Board of Directors and Management. The Chairman of the Board shall not be the same person as the Chief Executive Officer (CEO) in order to clearly segregate the responsibility in supervising and management.

Duties and Responsibilities

1. The Board of Directors have its duties and responsibilities in management and operation of the business to be the highest benefit of the shareholders (Fiduciary Duty) by adhering to four important guidelines:
 - 1.1. Perform duties with responsibility, carefulness and prudence (Duty of Care);
 - 1.2. Perform duties with loyalty (Duty of Loyalty);
 - 1.3. Comply with laws, objectives, regulations, and resolutions of the meeting of shareholders; propose in the meeting of shareholders for consideration and approval for the agenda that requires prior approval to protect interest of the Company and shareholders. The Board shall oversee the compliance to applicable law relevant to business of the Company including laws concerning bribery and anti-corruption support scheme (Duty of Obedience);

- 1.4. Disclose information to shareholders in an accurate, complete, transparent, verifiable and timely manner (Duty of Disclosure).
2. Apply adequate and effective accounting system, financial report and auditing; provide internal control system, internal audit and document filing system to ensure the accountability and adequacy of the system subsequently.
3. Supervise the preparation of financial statement of the Company as of the ending date of the accounting year to show the actual, completed and correct financial status and operation result of the previous accounting year. The accounting system must meet the generally accepted accounting standard and be audited by the certified public auditor prior to being submitted to the meeting of shareholders for consideration and approval.
4. Approve vision, mission, strategy, long-term target, direction and policies, annual business plan, medium-term business plan, budget and monitoring and supervising the management to assure the compliance with policies, plan, strategy and the budget assigned for the highest benefit of the Company and shareholders.
5. Formulate risk management policy to cover the entire organization, and to oversee the system or procedures of risk management by having supporting measures and controlling system to minimize the impact on business of the Company adequately.
6. Supervise ethical manner in business, for example, to provide good corporate governance in written form; to comply and adapt such policy effectively; to announce the implementation of the good corporate governance; to monitor the compliance among all personnel to assure the Company's best fair treatment to all stakeholders.
7. Set organization structure, structure of the board of directors regarding the number of directors, proportion of independent directors including various qualifications and management structure. The Board of Directors has the power to appoint sub-committee, management committee, senior management as defined by the Securities and Exchange Commission and compliance unit as deemed appropriated.
8. Appoint the Corporate Secretary, as well as to determine scope of duties and responsibilities.
9. Select and approve list of certified public auditors and to determine the adequate remuneration as proposed by the Audit Committee prior to propose to the meeting of shareholders in the Annual General Meeting of Shareholders for approval.
10. Consider and approve the acquisition or disposal of assets, investment in new business and operations of the Company as necessary under the law, regulations and relevant rules unless such transaction is approved by the meeting of shareholders. However, the approval of the Board must be consistent to the notification of the Market Advisory Board and/or notification, regulations and/or relevant rules of the Stock Exchange of Thailand.
11. Consider and/or give opinions on related transactions and/or to proceed significant transactions of the Company, to confirm and in compliance with the law, notifications, rules and relevant regulations. To oversee, control and prevent the conflict of interest among stakeholders of the Company.
12. Approve the interim dividend payment to shareholders once it is considered that the Company's profit is in adequate level. The report of dividend payment shall be presented to the meeting of shareholders in the next meeting of shareholders.
13. Supervise the annual report and to prepare and disclose the financial statement of the Company in order to view the financial status and operation result of the previous year and to present the said reports to the meeting of shareholders for consideration and approval.
14. Be liable for the person acquiring-disposing assets of the Company against any damages occurred as a result of the information being disclosed to shareholders or the public, showing false information in material content or conceal the fact which should be disclose in material facts as specified in the securities and Stock Exchange law, unless the director and management will proof that such information is beyond their scope of duties or they lack of such information.
15. Keep developing knowledge and ability in operations, attend training or participate in courses related to the duties of directors or seminar activities that enhance knowledge in the work continuously.

Roles of the Chairman

- (1) To determine the agenda of the Board's meetings with an independent director to ensure that the directors receive accurate, complete and timely information before the Board meeting to make proper decisions.
- (2) To act as the leader of the Board of Directors and as the Chairman of the Board of Directors
 - (2.1) To conduct the meeting of the Board of Directors in accordance with the agenda items, the Company's Articles of Association and laws.
 - (2.2) To allocate adequate time and to encourage all directors to discuss and exchange their opinion freely and careful consideration, in full respect of all stakeholders.
 - (2.3) To clearly conclude the resolutions of the meeting and what is to be done.
 - (2.4) To facilitate meetings for non-executive directors, without any directors who are in the management team of the Company present, to allow the non-executive directors to independently discuss issues of interest
- (3) To act as the Chairman of the shareholders' meeting and conduct the meeting in accordance with the agenda items, the Company's Articles of Association and laws. The Chairman manages time of the meeting appropriately including providing the opportunity for shareholders to express their opinions equally and to ensure that shareholders' questions are answered appropriately and transparently.
- (4) To support and be a good role model in corporate governance and ethics.
- (5) To strengthen the good relationship between the Board of Directors and the company management and to support the duties of the managing director and management team in accordance with the Company's policies.
- (6) To ensure transparency and disclosure of information in case of a conflict of interest.
- (7) To supervise the Board of Directors to have the appropriate structure and composition.
- (8) To supervise the overall performance of duties of the Board of Directors, sub-committees and each director effectively and productively.

Summary of key authorization between Board of Directors and Management

	Board of Directors	Executive Committee	CEO
Annual Budget	unlimited	not more than THB 100 million	To agree
Investment or new business expansion	more than 100 million baht	not more than 100 million baht	not more than 10 million baht
Purchasing or selling items outside the annual budget	more than 10 million baht	not more than 10 million baht	not more than 5 million baht
Acquisition and disposal of fixed assets	more than 50 million baht	not more than 50 million baht	not more than 10 million baht
Authority to sign checks	unlimited	None	None

Note: The approval of the transaction is in accordance with the notification of the capital market supervisory board No. TorChor 20/2551 re: rules on entering into material transactions, acquisition or disposal of assets notification of the board of governors of the Stock Exchange of Thailand re: disclosure of information and other acts of listed companies concerning the acquisition or disposition of assets, B.E. 2547 and amended. In addition, the notification of the capital market supervisory board No. ThorJor. 21/2551 re: rules on connected transactions and the notification of the board of governors of the Stock Exchange of Thailand re: disclosure of information and other acts of listed companies concerning the connected transactions, B.E. 2546 and amended.

The Board of Directors has monitored the management team to comply with goal, strategy and measure determined by the Board of Directors through the performance of 4 sub-committees which have been assigned to monitor the performance of the management team. In year 2022, the Board of Directors has held 13 meetings in order for the management team to report the operating result, problems and difficulty of projects to the Board of Directors' meeting.

Chief Executive Officer has communicated the strategy as determined by the Board of Directors to departments and subsidiaries for acknowledgment, monitoring and management in accordance with such guideline. In year 2022, the Executive Committee has held 10 meetings in order for the business units to report their operating result, problem and difficulty of projects which will jointly solve such problem and for closely monitoring the business operation.

In addition, the Board of Directors has held the meeting to determine THG's strategy plan of the group of Company and to determine short-term strategy plan, medium-term strategy plan and long-term strategy plan on 7 September 2022. Therefore, the Chief Executive Officer has communicated strategies set by the Board of Directors to departments and subsidiaries to determine the business plan for the year 2023.

The meeting of non-executive directors

The Board of Directors has determined the non-executive directors to have private meeting as it deems appropriate without the executive directors and management team attending the meeting in order to provide the opportunity to discuss on any issues relating to the Company's business or other matters independently. In 2022, there was 1 meeting of non-executive directors held on 15 July 2022

3. Sub-committees

The Board of Directors has appointed various committees to scrutinize and supervise the Company's operations in order to ensure that the Board of Directors will perform its duties effectively and for the best benefit. To comply with the rules and regulations of the SEC and SET, each committee will have the same tenure as the Board of Directors. The Sub-committees of the Company consist of 4 committees: the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee and the Corporate Governance Committee.

Audit Committee

As of 31 January 2023, the Audit Committee consist of 3 independent directors as follows:

- | | |
|----------------------------|---------------------------------|
| 1. Mrs. Kannika Ngamsopsee | Chairman of the Audit Committee |
| 2. Mr. Virachai Srikajon | Member of the Audit Committee |
| 3. Dr. Linda Kraivit | Member of the Audit Committee |

Note: Audit committee has qualification required by Securities and Exchange Commissions (SEC) and Stock Exchange of Thailand (SET) to review the operations of the company, Financial report, internal control system, Auditor selections include to consideration related party. Mrs. Kannika Ngamsopsee chairman of the Audit Committee with sufficient knowledge and experience to review the credibility of the financial statements.

Mrs. Hathaichanok Pangnoi is the Secretary of the Audit Committee

Duties and Responsibilities of the Audit Committee

(1) Financial Report and Auditing

- (1.1) To review the Company's financial report and its subsidiaries to ensure that they are accurate and reliable, including adequate disclosure. To coordinate with external auditors and executives who are responsible for quarterly and annual financial reporting.
- (1.2) To consider, select nominate and dismiss any persons who have independency to act as the auditor of the Company and to determine the compensation of such person including to attend the meeting with the auditor without the management attending such meeting at least 1 time per annum to acknowledge the material financial information, audit result and to discuss on any problem that may find from the performance of the auditor.

(2) Internal Control

- (2.1) To review the Company to have its internal control system adequately and effectively.
- (2.2) To review the Company to have its risk management system and measure on risk management adequately.
- (2.3) To review the accuracy of references and self-assessment form in relation to anti- corruption measure of the Company in accordance with the Thailand's Private Sector Collective Action Coalition Against Corruption.
- (2.4) To review and monitor the management to have process on whistleblowing and complaint

(3) Internal Audit

- (3.1) To review the Company to have its internal audit system adequately and effectively including to supervise the Internal Audit Department to perform its duties in accordance with the internal audit standard.
- (3.2) To consider the independency of the Internal Audit group.
- (3.3) To approve the appointment, transfer, dismissal and evaluation of performance of head department of the Internal Audit Department including to consider compensation, manpower and resources that are necessary to the performance of the Internal Audit Department.
- (3.4) To consider and approve the Charter of the Internal Audit Department.
- (3.5) To consider and evaluate the annual internal audit plan to ensure that such plan is in line with classification and level of risks of the Company.
- (3.6) To review the internal audit report which will be proposed to the management team including to review the opinion of the management team on the issues arising from the internal audit which have been presented and reported as well as to follow up on it to ensure than the management team complies with such suggestions adequately and within the appropriate timeline.
- (3.7) To approve the engagement and to determine the compensation of the internal audit provider in case of out-sourcing.

(4) Compliance with Relevant Laws

- (4.1) To review the Company to comply with the laws concerning securities and exchange, the regulations of the Stock Exchange of Thailand and other laws relating to the Company's business.
- (4.2) To consider the connected transaction or transaction that may have the conflict of interest to comply with the laws and regulations of the Stock Exchange of Thailand to ensure that such transaction is reasonable and for the best benefits of the Company.
- (4.3) To verify after receiving the notification from the auditor that there have suspicious circumstances that the director, the management team or person who are responsible for the operation of the Company, may commit an offence related to their duties and responsibilities pursuant to the Section 281/2 paragraph 2, Section 305, Section 306, Section 308, Section 309, Section 310, Section 311, Section 312 or Section 313 of the Securities and Exchange Act, and to inform the preliminary result of investigation to the Office of the Securities and Exchange Commission and the audit within 30 days from the date of the receipt of notification by the auditor.

(5) Other Duties

- (5.1) To review and revise the Charter of the Audit Committee by considering of the revision on any issues as it deems necessary and appropriate and to propose to the Board of Directors for approval.
- (5.2) The Audit Committee can ask for advice from any external and independent advisors, if necessary, whereby all expenses shall be borne by the Company.
- (5.3) To meet executives and employees and to access relevant information without restriction.

Risk Management Committee

As of 31 January 2023, the Risk Management Committee consist of 4 directors as follows:

- | | | |
|----|----------------------------|--|
| 1. | Dr. Linda Kraivit | Chairman of Risk Management Committee |
| 2. | Mr. Chalermkul Apibunyopas | Vice chairman of Risk Management Committee |
| 3. | Mrs. Kannika Ngamsophee | Member of Risk Management Committee |
| 4. | Mr. Virachai Srikajon | Member of Risk Management Committee |

Mrs. Hathaichanok Pangnoi is the Secretary of the Risk Management Committee

Duties and Responsibilities of the Risk Management Committee

- (1) To define the risk management framework, the risk management structure of the Company and its subsidiaries.
- (2) To acknowledge and provide recommendations to policies, strategies and guidelines for risk management at the Company and its subsidiaries level.
- (3) To establish a risk assessment framework for the Company and its subsidiaries and to procure to have the risk management report continuously.
- (4) To consider and identify significant risks of the Company's business operations, such as investment risks, business operational risk, management risk, financial risk, data security risk, laws and regulations risk as well as to suggest on how to protect and to manage the risk approach in the acceptable level by determining the policy and providing advice and guidance on risk management related to the business operation of the Company appropriately and effectively including to provide recommendation to the Board of Directors and management team on risk management.
- (5) To establish risk management and risk management plan and review risk management plan as well as overall risk management process. To follow up and review the risk management process including the risk management of the Company and its subsidiaries.
- (6) To supervise and support risk management to succeed by focusing on the awareness of each factor of risks to support the appropriate decision making. The Risk Management Committee is responsible for monitoring and evaluating the implementation of risk management framework of the Company and its subsidiaries and for adjusting its operation plan to minimize the risk to suit the business operation of the Company.
- (7) To acknowledge any major risks and to report the risk assessment results and operating result to reduce the risks to Board of Directors regularly. In the case of significant issues, which have a significant impact on the Company's financial status and operating result, it shall report to the Board of Directors for consideration as soon as possible.
- (8) To consider whether the management has responded appropriately to the risk.
- (9) To promote the implementation of policies and guidelines for risk management throughout the Company and its subsidiaries
- (10) To promote the development of human resources and create the awareness of the risks and controls of the Company and its subsidiaries continuously.
- (11) To perform any other duties assigned by the Board of Directors.

Nomination and Remuneration Committee

As of 31 January 2023, the Nomination and Remuneration Committee consist of 2 independent directors as follows:

- | | | |
|----|--------------------------|---|
| 1. | Mr. Virachai Srikajon | Chairman of Nomination and Remuneration Committee |
| 2. | Dr. Linda Kraivit | Member of Nomination and Remuneration Committee |
| 3. | Mrs. Kannika Ngamsophee* | Member of Nomination and Remuneration Committee |

* The Board of Directors Meeting No. 10/2022 held on 19 September 2022 resolved to appoint Mrs. Kannika Ngamsophee as a member of Nomination and Remuneration Committee.

Miss. Supatra Kuarod is the Secretary of the Nomination and Remuneration Committee

Duties and Responsibilities of the Nomination and Remuneration Committee

- (1) To set policy, criteria and procedure for nomination of the Board of Directors and Chief Executive Officer.
- (2) To determine the policy, criteria and methods of remuneration in both monetary and non-monetary form of the Board of Directors, sub-committee and Chief Executive Officer of the Company with appropriate to their responsibility and in line with the Company's operating results and market conditions for obtaining the approval from the Board of Directors and subsequently propose for approval from the shareholders meeting.
- (3) To recruit qualified persons in accordance with the laws and regulations and to subsequently present to the Board of Directors and/or the shareholders' meeting for approval as the case may be for consideration of acting as the director and the Chief Executive Officer.
- (4) To determine the necessary and appropriate remuneration in both monetary and non-monetary in order to motivate and retain the Board of Directors, sub-committee and Chief Executive Officer.
- (5) To supervise the Board of Directors to have the right components to fit the environment and the situation which will be changed. The Board of Directors must be composed of persons with knowledge, ability and experience in various fields.
- (6) To set guidelines and evaluate the performance of directors and Chief Executive Officer for consideration of the annual remuneration by taking into account of the responsibilities and the risks involved including the increasing of equity value of shareholders for the long-term as one of key assessment.
- (7) To disclose policies and details of the recruitment process, policy on compensation and to disclose details of various types of compensation, including the preparation of the compensation report with at least the details of the operational goals and the remuneration of the Nomination and Remuneration Committee are required in the Company's annual report.
- (8) To appoint or to request for advice from external independent advisor, if necessary and the cost shall be borne by the Company.
- (9) To perform other duties assigned by the Board of Directors.

Corporate Governance

As of 31 January 2023, the Corporate Governance Committee consist of 3 independent directors as follows:

1. Mr. Chalermkul Apibunyopas Chairman of Corporate Governance Committee
2. Dr. Linda Kraivit Member of the Corporate Governance Committee
3. Mr. Sita Meksawan Member of the Corporate Governance Committee

Miss Jinda Ariyapornpong is the Secretary of the Corporate Governance Committee

Duties and responsibilities of the Corporate Governance Committee

- (1) To formulate the policies and guidelines of good corporate governance and sustainability of the Company's group to comply with international practices, relevant regulatory agencies and/or relevant laws for the Board of Directors' approval.
- (2) To supervise and monitor operations in the dimensions of economy, society, environment and corporate governance to ensure that policy is implemented and established guidelines.
- (3) To promote and encourage directors and executives to understand and comply with good corporate governance policies and sustainability and encourage executives to promote understanding and compliance to employees of all levels of the Company.
- (4) To review the good corporate governance policies and sustainability, including this charter, on an ongoing basis and at least once a year to develop and upgrade the corporate governance standards of the Company's group.
- (5) To appoint subcommittees in order to support the operations related to the good corporate governance policies and sustainability as required.
- (6) To appoint or request advices from independent external consultants if necessary and the company is responsible for expenses.
- (7) To perform tasks as assigned by the Board of Directors relating to corporate governance and sustainability.

4. Executive Officers

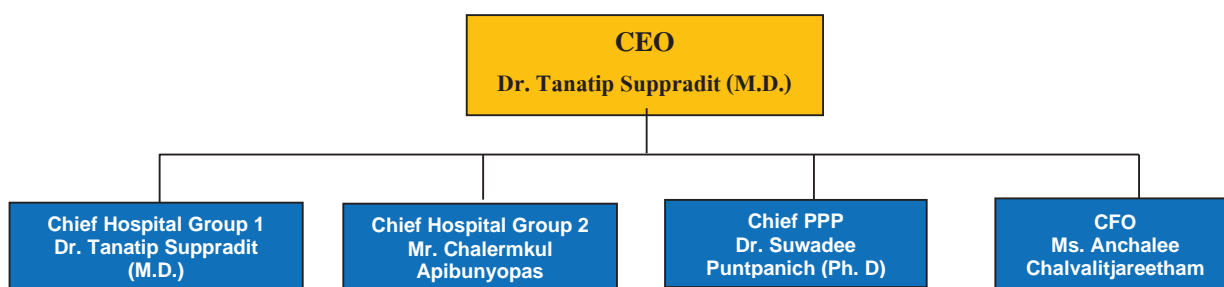
There are 10 members of Executive Committee as of 31 January 2023 as follows:

Name	Positon
1) Dr. Tanatip Suppradit (M.D.)	Chairman of Executive Committee
2) Dr Wareerut Yomjinda (M.D.) ¹⁾	Vice Chairman of Executive Committee
3) Mr. Chalermkul Apibunyopas	Member of Executive Committee
4) Ms. Nalin Vanasin	Member of Executive Committee
5) Ms. Thipawon Ruchiroatpipatana	Member of Executive Committee
6) Dr. Siripong Luengvarinkul (M.D.)	Member of Executive Committee
7) Dr. Vachiraboon Sastararuji (M.D)	Member of Executive Committee
8) Dr. Pichit Kangwolkij (M.D.)	Member of Executive Committee
9) Ms. Anchalee Chalvalitjareetham	Member of Executive Committee
10) Dr. Suwadee Puntpanich (Ph. D)	Member of Executive Committee
Dr. Pijaya Nagavajra (M.D.) ²⁾	Member of Executive Committee

Remark: 1) The Board of Directors Meeting No. 10/2022 on 19 September 2022 resolved to appoint Dr Wareerut Yomjinda as a Vice Chairman of Executive Committee.

2) Dr. Pijaya Nagavajra has resigned from Member of Executive Committee According to Annoucement of Appointment of Executive Committee No. 59/2022, effective from 19 September 2022.

Miss Sutasinee Chetanuch is the Secretary of the Executive Committee.



Executives of the Company (As defined by the SEC)

As of 31 January 2023, the Company's executives in accordance with the definition of the SEC, total 4 persons as follows:

รายชื่อ	ตำแหน่ง
1. Dr. Tanatip Suppradit	Chief Executive Officer and Chief Hospital Group 1
2. Mr. Chalermkul Apibunyopas	Chief Hospital Group 2
3. Ms. Anchalee Chalvalitjareetham	Chief Financial Officer and Director of Accounting (Accounting-supervising person)
4. Dr. Suwadee Puntpanich	Chief Private Public Partnership Business

Remuneration of Executive Officers

The Company has a policy to make short-term remuneration which includes salary and bonus. Performance indicators (KPIs) are defined with remuneration linked to performance and operating results of the Company. For long-term remuneration, the Board of Directors considers and approves such remuneration from time to time.

1) Monetary remuneration to Executives of the Company (As defined by the SEC)

The Board of Directors' Meeting No. 1/2022 held on 28 January 2022 resolved to approve increase salary in the year 2022 and pay bonus for the year 2021 to CEO on the company's performance.

In 2022, THG paid monetary compensation including salary and bonus and meeting allowance (in case of being appointed as a director of subsidiary) according to the definition of the SEC Office, totaling 24,742,440 baht (including compensation from the subsidiary and accrued compensation in the latest year) and no accrued compensation in the latest year. The Executive Committee is not considered a sub-committee and, therefore, did not receive any meeting allowance.

2) Other Remunerations to executives of the Company (As defined by the SEC)

Compose of allowances (in case of travelling to work in other provinces or overseas) and telephone charges and medical expenses:

- Executive – 100,000 baht per year with 50% discount on any amount which exceeds such limit
- Parents – 50% discount without limit
- Spouse and minor children – 50% discount in the total amount of up to 100,000 baht

In 2022, the Company's executives have no other compensations.

In addition, the Company has provided a provident fund for the management. The Company provides contributions at the rate of 5% of the salary. In 2022, the Company has paid contributions to the provident fund for 4 executives, totaling 850,134 Baht.

5. Employee

Number of employees

For the years 2020 - 2022, The Company and its subsidiaries has total employees as follows :

Company	Number of Employee As of 31 Dec 2020		Number of Employee As of 31 Dec 2021		Number of Employee As of 31 Dec 2021		Proportion of Employee join PVD ¹⁾
	Permanent	Temporary	Permanent	Temporary	Permanent	Temporary	
Thonburi Healthcare Group PCL.	3,501	328	2,902	272	2,888	431	95.48%
o Male					559	78	
o Female					2,329	353	
Rajyindee Hospital PCL.	548	93	511	78	506	78	82.02.1
o Male					68	12	
o Female					438	66	
Thonburi Bamrungmuang Hospital Co., Ltd.	453	6	419	191	540	161	45.88
o Male					131	43	
o Female					409	118	
Thanarad Thung Song Co., Ltd.	167	-	185	62	207	71	None
o Male					30	4	
o Female					177	67	
Trang Veikij Co., Ltd. (THG holds 55% in December 2022)	-	-	1	-	429	107	None
o Male					65	38	
o Female					364	69	
DS All Co., Ltd.	95	3	104	-	58	-	63.74
o Male					26	-	
o Female					32	-	
Thonburi Wellbeing Co., Ltd.	92	3	168	78	243	23	16.46
o Male					78	14	
o Female					165	9	
Thonburi Sermrath Co., Ltd. (Formerly known as Thonburi Hospital Heart Center Co., Ltd.)	96	25	92	1	115	3	66.9
o Male					15	1	
o Female					100	2	
TH Health Co., Ltd. (Formerly known as Med Access Co., Ltd.)	-	-	1	-	45	4	71.43
o Male					8	1	
o Female					37	3	
Modular Software Expertise Co., Ltd.	29	1	26	-	23	1	None
o Male					11	1	
o Female					12	-	
Thonburi Rangsit Hospital Co., Ltd. (Registered in July 2022)				-	-	-	None
o Male					-	-	
o Female					-	-	
Rajthane Realty Co., Ltd.	1	-	1	-	1	-	None
o Male					1	-	
o Female					-	-	
Thonburi Cannabiz PCL. ³⁾	-	-	-	-	-	-	None
o Male					-	-	
o Female					-	-	
Thonburi Property Management Co., Ltd.	-	-	-	-	-	-	None
o Male					-	-	
o Female					-	-	
Uttaradit Thonburi Hospital Co., Ltd.	-	-	-	-	-	-	None
o Male					-	-	
o Female					-	-	
Subtotal	4,982	459	4,411	683	4,625	879	
Total	5,441		5,094		5,504		

Remark: 1) PVD: Provident Fund

2) Thonburi Rangsit Hospital Co., Ltd. was established in July 2022.

3) THG has reduced its shareholding in Thonburi Canabiz Public Company Limited from 75% to 14% in March 2022, resulting in the termination of being a subsidiary.

4) Number of employees exclude number of part-time doctors

Employee Compensation

The company has policies and guidelines regarding the compensation and welfare of employees that are in consistent with its operating procedures consist of:

- Short-term compensations including salary, overtime pay, living expense, and special grant. The company has set the compensation rates for employees by comparing with other companies in the same business. For salary and bonus adjustments, it is considered in line with the company's performance by evaluating individual performance. The performance indicators (KPIs) are defined.
- Long-term compensations including retirement compensation, employer's contribution to provident fund (employees with employment period of more than 5 years will receive additional contribution in the amount of 2% of the employer's contribution). In addition, there is an increase in welfare for employees who have worked for a long time, such as increasing holidays, compensation etc. to maintain and motivate employees.
- Welfare and others including medical expenses for employees and their families, annual health checkup, annual health checkup at a special price for families of employees, special discounts for hospital services such as dental service and child tuition assistance etc.

In 2022, the Company paid salary, overtime pay, subsidy, living expense, special grant, social security, and contribution to provident fund, with details as follows:

Salary, bonus, and other benefits	2020	2021	2022
Thonburi Healthcare Group PCL	1,575,642,548	1,583,754,994	1,606,078,814
Rajyindee Hospital PCL.	222,022,505	234,105,483	271,874,560
Thonburi Bamrungmuang Hospital Co., Ltd.	233,775,379	425,742,268	369,717,336
Thanarad Thung Song Co., Ltd	56,566,489	67,553,042	82,613,985
Trang Vejkij Co., Ltd. (THG holds 55% in December 2022)	-	-	11,986,017
DS All Co., Ltd.	46,662,967	44,078,629	46,650,749
Thonburi Wellbeing Co., Ltd.	48,520,675	80,165,869	107,119,058
Thonburi Sermrath Co., Ltd. (Formerly known as Thonburi Hospital Heart Center Co., Ltd.)	42,929,969	51,721,266	57,272,769
TH Health Co., Ltd. (Formerly known as Med Access Co., Ltd.)	-	148,492	8,312,757
Modular Software Expertise Co., Ltd.	20,226,529	17,945,258	18,749,272.00
Thonburi Rangsit Hospital Co., Ltd. ¹⁾	-	-	0
Rajthanee Realty Co., Ltd.	125,340	114,400	124,320.00
Thonburi Canabiz PCL. ²⁾	-	-	1,022,689
Thonburi Property Management Co., Ltd.	-	-	0
Uttaradit Thonburi Hospital Co., Ltd.	-	-	0
Total	2,246,472,401	2,505,329,701	2,581,522,326

Remark: 1) Thonburi Rangsit Hospital Co., Ltd. was established in July 2022.

2) THG has reduced its shareholding in Thonburi Canabiz PCL from 75% to 14% in March 2022, thus ceasing to be a subsidiary.

Significant staff changes over the past 3 years.

- None –

Labor disputes over the past 3 years.

- None –

Policy for selecting provident fund manager.

1) Profile and stability

The provident fund manager must be a company licensed to operate provident fund business under the laws relating to securities and stock exchange. The company must have a fund manager who is responsible for growth creation in investment and must be a person approved by the SEC.

The management company must be licensed and has been providing good services. There should be no history of illegal activities. The company must have a reliable team which offers services and provides comprehensible information. It must be financially stable and is under Bangkok Bank group. Therefore, the hospital has confidence in the history and stability of such management company.

2) Investment perspective

The management company has a wide range of investment options in accordance with requirements and risk profile for consideration by the Company in respect of investment suitability that is expected to be the most beneficial to the members.

3) Work system of the management company

The membership registration system is reliable and accurate. Disclosure system of the fund is accessible. There are clear measures and practices to prevent conflicts of interest. In addition, there are clear guidelines for control and inspection of works performed by other departments.

Human Resource Development Policy

The Company believes that human resources is a key and valued factor in driving business operations. Therefore, the Company has established Human Resource Development Policy as framework and guidelines for preparing human resource development plan to create added value in utilization of human resources. The management of human resources shall be with fairness,

- (1) Promote systematic and continuous development of human resources by increasing proper knowledge, capabilities, potentials, and skills in order to operate the business efficiently and successfully in accordance with the Company's objectives. Employees are promoted to have good moral and ethics in line with their roles and responsibilities.
- (2) Prepare human resource development plan according to job positions.
- (3) Continuously increase potentials of management and capabilities of employees of every level in their performance of roles and responsibilities.
- (4) Develop management of know-how and knowledge in order to create a culture of continuous learning, knowledge transfer and exchange of knowledge and experience.
- (5) Support and facilitate trainings regarding Good Corporate Governance for directors and management of the Company in order to continuously improve the Company's operating performance.

Human Resources Department established a Learning & Development Center to promote the development of personnel in THG group to have managerial skills in addition to the knowledge and skills in the functional skills; learning self-development, sharing between each other to apply the benefit in increasing work efficiency, leading the team to success, achieving the corporate goals and for the sustainability of long-term business operations.

6. Other Significant Information

Corporate Secretary

The Board of Directors has resolved to appoint Miss Jinda Ariyapornpong as the Corporate Secretary since 13 August 2021. The qualifications and responsibilities shown in "Head of the Company's Internal Audit and Head of the Company's Compliance".

Head of Compliance Department

The Company has appointed Ms. Jinda Ariyapornpong to be the head of the compliance department to supervise compliance with regulations of the official departments supervising the Company's business operations. The qualifications of the person holding the position of Head of Compliance Officer shown in "Head of the Company's Internal Audit and Head of the Company's Compliance".

Head of Internal Audit

The Company has appointed Hathaichanok Pangnoi to be the head of internal audit. The qualifications of the person holding the position of Head of internal audit shown in "Head of the Company's Internal Audit and Head of the Company's Compliance".

Investor Relations and Contact Information

In 2022, the Company organized investor relations activities to present strategies, business information, operating performance, progress on investment in projects, and business trends which would be beneficial for decision-making by investors. The Company's executives were given opportunities to meet various types of investors including local investors, foreign investors, retail investors, analysts, and investment advisors in order to provide the Company's information to everyone with transparency. Such activities received great supports from senior executives, including Chief Executive Officer and Chief Financial Officer, who regularly joined the Investor Relations Department in meeting and providing the Company's information to investor as follows.

Type of Meeting	No. of Meeting
1. Announcement of quarterly operating performance	4
2. Participation in SET Opportunity Day organized by the Stock Exchange of Thailand	-
3. Company presentation to local investors (Domestic roadshow/conference)	1
4. Company presentation to foreign investors (International roadshow/conference)	-
5. Company visits, conference call and site visit for investors and analysts	4

Shareholders and investors may contact "Miss Siriporn Wairungruangkul, Investor Relations Department" at: +66 2472-2000 Ext. 2785

Email: ir@thg.co.th **Telephone:** 095-3705728

Audit Fee

1) Audit Fee

The company paid the audit fee for the auditor of the company's group in the fiscal year 2022 in the amount of THB 8,545,000 as the following details:

	PricewaterhouseCoopers ABAS Limited	Other Auditors
• Company	THB 3,750,000	-
• Subsidiaries	THB 4,600,000	THB 195,000
Total	THB 8,350,000	THB 195,000

2) Non-audit Fee

-None-

Corporate Governance Performance Report

1. Performance of duties of directors in the past year

1.1. Nomination, Development and Performance Evaluation of the Board of Directors

Nomination of Directors

The selection of persons to be nominated as the director and executive of the Company, a nominated person shall have qualifications according to Section 68 of the Public Company Limited Act 1992 and the Company's Articles of Association and shall not have any characteristics prohibited by the Notification of the Capital Market Supervisory Board No. 28/2008 regarding the request for approval and approval for the offering of newly issued shares dated 15 December 2008. The policy and criteria the nomination and appointment of directors and executives are as follows:

1) Board of Directors

Qualification of the board of directors: A director must be a person with knowledge and experience which will benefit the business, having honesty, integrity, and ethical business practice, devoting adequate time to apply his/her best knowledge and ability to perform duties for the Company.

- (1) A director must satisfy all qualifications required, having no prohibited characters as outlined in the Public Company Limited Act 1992 (including the amendment) ("Public Limited Company Act") 1992 (including the amendment) ("Securities Act") and notifications, regulations and/or relevant rules. He/she must not possess the character which shows the lack of qualifications to be trusted by the Company in management of the entity where shareholders are the public as described by the Securities and Exchange Commission and the Stock Exchange of Thailand and/or the Capital Market Advisory Board. He/she must be a person being listed in the database of directors and management board of the listed company as a state in the Capital Market Advisory Board's notification, regarding the criteria of displaying the list of directors and management board of the listed companies.
- (2) A director cannot engage in a business of the same nature and competes with the Company, or become a partner or a director in another juristic person having the same business and is in competition with the Company whether for his/her own benefit or the others unless such engagement is noticed in the meeting of shareholders prior to the appointment. A director may hold a directorship in another company, under the condition that such a position will not impede his/her performance in the Company, and that it is in line with the guideline specified by the Securities and Exchange Commission and the Stock Exchange of Thailand.
- (3) A director shall give notice to the Company without delay, if he/she has an interest in the contract, whether made directly or indirectly by the Company or in case of an increase or decrease of shareholding.

An independent director shall not act as an executive and shall be independent of the management and shareholders who have controlling power including not having any business relationship with the Company in a manner that will have a limitation on providing an independent opinion. The independent director shall have the qualifications according to the Notification of the Capital Market Supervisory Board as follows:

- 1 Hold up to 0.5% of the total voting shares of the Company, parent company, subsidiary companies, associated companies, major shareholders, or controlling persons of the Company. The calculation of shareholding shall include shares held by related persons of the independent director.
- 2 Not being or was appointed as a director who involves in business management, employee, an advisor who has a fixed salary or controlling person of the Company, parent company, subsidiary companies, associated companies, sister companies, major shareholders or controlling persons of the Company unless he or she has discharged from such position for not less than two years before being appointed as a member of the Audit Committee. These prohibited characters shall not include independent directors who acted as government officers or advisors of government

which is a major shareholders or controlling persons of the Company.

- 3 Not being a related person by blood or registration under laws, such as father, mother, spouse, sibling or children or spouses of children of other directors, executives, major shareholders, controlling person, or other persons who will be nominated as director, executive or the person in control of the Company and its subsidiaries.
- 4 Not having or had a business relationship with the Company, parent company, subsidiary companies, associated companies, crucial shareholders, or controlling persons of the Company. Which may disturb any expression of independent opinion. Including not being or having been a significant shareholder or controlling person of a person who has a business relationship with the Company, parent company, subsidiary companies, associated companies, crucial shareholders, or persons in control of the Company unless the relationship has ended for not less than two years before being appointed as a member of the Audit Committee. In addition, they shall not have any conflict of interest, whether direct or indirect, concerning the financial or management of the Company, group companies, associated companies, or any persons that may have a conflict of interest resulting in they cannot giving an independent opinion.

The business relationship, according to the first paragraph, includes normal business transactions, lease or lease out of the property, the transaction relating to an asset or service, or provision or acceptance of financial support through lending or borrowing, provision of guaranty, provision of security for obligations, and any other similar transactions, which create obligations to the Company or its counterparty in the amount of 3% of the net tangible assets of the Company or THB 20 million and above, whichever amount is lower. The calculation of such obligations shall be under the calculation methods for related party transactions prescribed under the Notification of the Capital Market Supervisory Board relating to related party transactions, mutatis mutandis. However, in calculating such obligations, any obligations which arise one year before the entry into the business relationship with the same person shall be incorporated.

- 5 Not being or was an auditor of the Company, parent company, subsidiary companies, associated companies, major shareholders, controlling persons of the Company or juristic persons that may have a conflict of interest and not being significant shareholder, the controlling person, managing partner of an audit firm of the auditor of Company, parent company, subsidiary companies, associated companies, major shareholders, controlling persons of the Company unless they have been discharged from such a position for not less than two years before being appointed as a member of the Audit Committee.
- 6 Not being or was a professional advisor, including providing legal advice service or financial advisor service which receives service fees greater than two million THB per year from the Company, parent company, subsidiary companies, associated companies, major shareholders, controlling persons of the Company, and not being significant shareholder, controlling person or managing partner of such professional advisor unless they were discharged from such a position for not less than two years before being appointed as a member of the Audit Committee.
- 7 Must not be a director who acts as a representative for protecting the benefit of the Company's directors, crucial shareholders, or shareholders who have a relationship with

crucial shareholders. In addition, they shall provide recommendations or report independently, as assigned, without consideration of any benefits that may limit them in providing an independent opinion.

- 8 Not undertaking any business in the same nature and in significant competition to the business of the Company or subsidiaries or not being a partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding 1 % of the total number of shares with voting rights of other company which undertakes business in the same nature and in significant competition to the business of the Company or subsidiaries.
- 9 Must not have any characteristic which makes them incapable of expressing independent opinions concerning the Company's business.
- 10 The Audit Committee shall be the independent director of the Company which qualifies pursuant to the regulations of the Office of the Securities and Exchanges Commission ("SEC").

After being appointed as the independent director which has the qualifications as set out in Clause 1) to Clause 10). Herein, the independent director may be assigned by the Board of Directors to make any decision on the business operation of the Company, subsidiaries, associated companies, subsidiaries at the same level, a juristic person that may have a conflict of interest, major shareholder, controlling person whereby the making decision shall be exercised as the collective decision.

Policy and criteria for selection of director

1. Selection of new director
 - 1.1. To consider the appropriation of number, composition, and diversity of the Board of Directors structure by taking into account necessary skills which do not have in the Board of Directors such as professional skill, gender, age, and specialization that are in line with the Company's business and line with the Company's strategy for the completeness and strengthen of the Board of Directors composition to lead the Company to achieve the business objectives under the corporate governance principle.
 - 1.2. To select a qualified person as determined by the laws, regulatory bodies, the Company, and notifications.
 - 1.3. To select an honorable person who has the knowledge, leadership, opinion, and decision-making with information and reason including morals and ethics, and not on the blacklist.
2. Renewal of retired director by rotation, shall consider the profile and past performance during holding the director position as follows:
 - 2.1. To review the Company's information, and meeting agendas and provide an opinion that is beneficial to the Company
 - 2.2. To dedicate time to the Company and join the activities and meetings

Selection and appointment of director process

In the selection of a director, the Nomination and Remuneration shall perform the followings:

1. To prepare Board Skill Matrix to determine the qualification of the candidate director under the policy and criteria for selection of director.

2. To consider a person who has the qualification that is beneficial and appropriate to the nature of the business operation, strategies, and plans and understands the Company's business in all aspects with transparency as follows:
 - 2.1. To nominate from the list of qualified persons as proposed in advance by the shareholders in the Annual General Meeting of shareholders which it has notified to the shareholders through the SET portal and the Company's website.
 - 2.2. To nominate a person under the database of the IOD Chartered Director
 - 2.3. To nominate from management in the organization and a person from an external organization who have qualification in accordance with the requirements.
3. The Nomination and Remuneration Committee shall invite, interview, and discuss with the qualified person according to the requirements to ensure that such person is willing to be appointed as the director if such person has been appointed by the Board of Directors or the shareholders' meeting, as the case may be.
4. The Nomination and Remuneration Committee proposes qualified person according to the selection's criteria to the Board of Directors for approval of the appointment or for proposing to the shareholders' meeting for approval of each person by:
 - 4.1. One shareholder shall be one vote to one share.
 - 4.2. Each shareholder may use all of its votes as set out in Clause 1 to appoint one person or many persons to be the directors, but the votes cannot be separated.
 - 4.3. The person who receives the highest vote shall be appointed as the director and any person who receives the vote lower than the first person may be appointed as the director if there have vacancies of director position according to the number of directors to be appointed in such meeting.

If the number of persons who will be appointed in the second ranking have the equal vote more than the number of directors to be appointed in such meeting, the Chairman of the meeting shall have the final decision.
5. To appoint the director in accordance with the Company's Articles of Association
 If there have vacancy due to other reason other than the retirement by rotation such as resignation. The Nomination and Remuneration Committee shall consider and select the qualified person to propose to the Board of Directors for approval of the appointment of new director in replacement of the retired person within the timeline as required by laws or regulatory bodies. Such person who being a director shall have the term equal to the remaining term of the replaced director.

Recruitment of Senior Executives as defined by the Office of the SEC

1. The executive must be knowledgeable, capable, and experienced persons who will be beneficial to the Company's business operations, honesty, ethics in business operations and time to dedicate knowledge, ability and duty to the Company fully.
2. The executives must have complete qualifications and no prohibited characteristics under the law governing public limited company, securities and exchange and other laws related to the business of the Company. In addition, there must not be any characteristic that indicates the lack of appropriate to be trusted to manage the business with the public as a shareholder as prescribed by the SEC.

3. The executive must notify the Company without delay if there is special interest in the contract made by the Company whether directly or indirectly, or to increase or decrease share in the Company or its subsidiaries.

The process of recruiting and appointing executives according to the definitions of the Office of the SEC

The Human Resources Department shall recruit and select qualified, skilled, experienced and knowledgeable people in the right business and then approached that person to ensure that they are willing to take on management positions if appointed by the authorized persons by:

- 1) In the case of appointment of the Chief Executive Officer, such persons shall be selected by the Nomination and Remuneration Committee before proposing to the Board of Directors for approval.
- 2) In the case of appointment of the C-Level other than the CEO, it shall be proposed to the Board of Directors for approval

Director Development

The Company requires a new director orientation every time and to have director's manual, useful information for directors including a lecture on the Company's business to build up knowledge and understanding of business and operations, as well as policies and guidelines for corporate governance principle of the Company. In year 2022, there was an orientation for a new director, Mrs Jaruwan Vanasin.

The Company wishes the directors to develop their knowledge and skills in the performance of duties regarding the business of the company, corporate governance principle and other training courses that are useful for the duties. The Company encourages the directors to attend training courses held by the Thai Institute of Directors and other institutions in the relevant courses.

In 2022, the Company has promoted directors to attend seminars and training programs of Thai Institute of Directors, the Stock Exchange of Thailand or other independent organizations.

Director	Course	Organized by
Mrs. Nalin Vanasin	Director Certification Program 326/2022 (DCP)	IOD
	Role of the Chairman 50/2022 (RCP)	
Dr. Suwadee Puntpanich	Good Governance for Medical Executives	King Prajadhipok's Institute and the Medical Council

Self-Assessment of the Board of Directors, Sub-committees, and individual directors' performance

The Company has organized the performance assessment of the Board of Directors every year at least once a year by using the guideline in accordance with self-assessment form of the Stock Exchange of Thailand to improve to in line with the charters of each committee of which it shall be used as the framework to review the performance, problem and difficulty that occurred in the previous year and to improve the performance.

Performance Assessment Method

1. The Company Secretary provides the self-assessment form to the Company's director by position and duty divided into 3 categories:
 - 1.1 Performance Assessment Form of the entire Board of Directors
 - 1.2 Performance Assessment Form of each Sub-committee
 - 1.3 Performance Assessment Form of the individual director

2. The Company's director shall complete the assessment form and return the completed form to the Company Secretary. For the assessment of individual director, the Company Secretary shall collect and separate into 2 parts by the following:
 - 2.1 The Assessment Form of each member of the Nomination and Remuneration Committee shall be provided to the Chairman of the Board of Director for review before delivery to the Company Secretary to summarize the result.
 - 2.2 The Assessment Form of individual director of other directors shall be provided to the Nomination and Remuneration Committee for review before delivery to the Company Secretary to summarize the result.
3. The Company Secretary shall summarize the result of assessment of the Company's directors and shall report such result to the Board of Directors for acknowledgment in order to disclose in the annual report and disclosure system of the Company.

Criteria of Performance Assessment

Criteria	Entire Board of Directors	Each Sub-committee	Individual Director
(1) Board structure and qualifications	✓	✓	✓
(2) Roles, duties and responsibilities of the board	✓	✓	✓
(3) The board meeting	✓	✓	✓
(4) Duties of Directors	✓	-	-
(5) Relationship with management	✓	-	-
(6) Director's self-improvement and management training	✓	-	-

The result of assessment form in 3 categories can be divided into 4 levels as follows:

- 0: Strongly disagree or never conducted
- 1: Disagree or seldom conducted
- 2: Fair or moderately conducted
- 3: Agree or well conducted
- 4: Strongly agree or excellently conducted

Summary of the assessment of each committee in 2022 as follows:

Assesment	Average Score (Full Score = 4 points)
Board of Directors (group type)	3.64
Board of Directors (individual director)	3.66
Audit Committee	4.00
Risk Management Committee	3.90
Nomination and Remuneration Committee	3.80
Corporate Governance Committee	3.90

Assessment of Chief Executive Officer's performance

The Company has determined the performance assessment of the acting Chief Executive Officer on annual basis by the Nomination and Remuneration Committee to review the performance with target and annual plan by using the following topics:

- Company Result :KPIs
- Leadership Behavior & Board Relationship
- Sustainability Project)

The overall result of assessment of Chief Executive Officer for the year 2022 was "B" (Meets Expectations).

1.2. Meeting attendance and remuneration of individual director

Director	Position	Attendance (Time)						
		BOD	AC	RMC	NRC	CGC	AGM	NED
1. Mrs. Jarawan Vanasin	Chairman	4/4	-	-	-	-	0/0	-
Dr. Boon Vanasin	Chairman	8/8					1/1	
2. Dr. Tanatip Suppradit	Vice Chairman	13/13	-	-	-	-	1/1	-
3. Mrs. Kannika Ngamsoppee	Independent Director, Chairman of Audit Committee and Member of Risk Management Committee	12/13	12/12	15/15	1/1	-	1/1	1/1
4. Mr. Chalermkul Apibunyopas	Director, Chairman of Corporate Governance Committee and Member of Risk Management Committee	13/13	-	15/15	-	2/2	1/1	-
5. Mr. Virachai Srikajon	Independent Director, Chairman of the Nomination and Remuneration Committee, Member of Audit Committee and Member of Risk Management Committee	13/13	12/12	15/15	12/12	-	1/1	1/1
6. Dr. Linda Kraivit	Independent Director, Chairman of Risk Management Committee, Member of Audit Committee, Member of the Nomination and Remuneration Committee, and Member of Corporate Governance Committee	13/13	12/12	15/15	12/12	2/2	1/1	1/1
7. Dr. Vikrom Koornpirochana	Independent Director	13/13	-	-	-	-	1/1	1/1
8. Dr. Aurchart Kanchanapitak	Director	13/13	-	-	-	-	1/1	1/1
9. Prof. Dr. Aasis Unnanuntana	Director	13/13	-	-	-	-	1/1	1/1
10. Ms. Nalin Vanasin	Director	12/13	-	-	1/1	-	1/1	-
11. Mr. Sita Meksawan	Director and Member of Corporate Governance Committee	13/13	-	-	-	2/2	1/1	1/1
12. Dr. Kajorn Thanapase	Director	12/13	-	-	-	-	1/1	1/1
13. Dr. Rukkagee Kanchanapitak	Director	12/13	-	-	-	-	1/1	0/1

Remark: Abbreviations: BOD: Board of Directors AC: Audit Committee NRC: Nomination and Remuneration Committee
RMC: Risk Management Committee CG: Corporate Governance Committee
AGM: Annual General Meeting of Shareholders NED: Non-Executive Directors
*Dr. Vikrom Koornpirochana was absent from the meeting 1 time due to another work assignment.

Monetary remuneration to directors

1) Monetary remuneration to directors

The 2022 Annual General Meeting of Shareholders held on 28 April 2022 approved the monetary remuneration of the directors as follows:

Position	Annual Remuneration (THB per year)	Meeting Allowance (THB per meeting)
Chairman	180,000	12,000
Director	150,000	12,000
Subcommittees namely Audit Committee, Risk Management Committee, Nomination and Remuneration Committee and Corporate Governance Committee	-	12,000

Remark: 1) The Executive Committee is not a subcommittee, therefore, will not receive meeting allowance.

2) An executive who is a member of subcommittee will not receive meeting allowance.

In 2022, the payment of remuneration to directors namely meeting allowance (directors' meeting allowance, shareholders' meeting allowance and independent directors' meeting allowance), subcommittee meeting's fee and annual remuneration for directors. The total amount is THB 6,715,273 and no accrued expenses from the previous year as following details:

Director	Remunerations of the Board of Directors (THB)										
	BOD	AC	RMC	NRC	CGC	AGM	NED	Other Meetings	Annual Remuneration	Remuneration of Subsidiaries	Total
1. Mrs. Jaruwan Vanasin	48,000	-	-	-	-	-	-	12,000	62,630	-	122,630
Dr. Boon Vanasin	96,000	-	-	-	-	12,000	-	-	117,370	-	225,370
2. Dr. Tanatip Suppradit	156,000	-	-	-	-	12,000	-	12,000	150,000	490,636	820,636
3. Mrs. Kannika Ngamsopsee	144,000	144,000	180,000	12,000 ³⁾	-	12,000	12,000	36,000	150,000	12,000	702,000
4. Mr. Chalermkul Apibunyopas	156,000	-	-	-	-	12,000	-	12,000	150,000	500,636	830,636
5. Mr. Virachai Srikajon	156,000	144,000	180,000	144,000	-	12,000	12,000	24,000	150,000	12,000	834,000
6. Dr. Linda Kraivit	156,000	144,000	180,000	144,000	24,000	12,000	12,000	24,000	150,000	12,000	858,000
7. Dr. Vikrom Koornpirochana	156,000	-	-	-	-	12,000	12,000	12,000	150,000	-	342,000

Director	Remunerations of the Board of Directors (THB)										
	BOD	AC	RMC	NRC	CGC	AGM	NED	Other Meetings	Annual Remuneration	Remuneration of Subsidiaries	Total
8. Dr. Aurchart Kanchanapitak	156,000	-	-	-	-	12,000	12,000	12,000	150,000	-	342,000
9. Prof. Dr. Aasis Unnanuntana	156,000	-	-	-	-	12,000	12,000	12,000	150,000	-	342,000
10. Ms. Nalin Vanasin	144,000	-	-	12,000 ³⁾	-	12,000	-	12,000	150,000	-	330,000
11. Mr. Sita Meksawan	156,000	-	-	-	24,000	12,000	12,000	12,000	150,000	-	366,000
12. Dr. Kajom Thanapase	144,000	-	-	-	-	12,000	12,000	12,000	150,000	-	330,000
13. Dr. Rukkagee Kanchanapitak	144,000	-	-	-	-	12,000	-	12,000	150,000	-	318,000
Total	1,968,000	432,000	540,000	312,000	48,000	156,000	96,000	156,000	1,980,000	1,027,273	6,715,273

Remark: 1) The Board of Directors' Meeting No. 9/2022 on 26 August 2022, resolved to appoint Mrs. Jaruwan Vanasin as a director. and the Chairman with effect from 27 August 2022

2) The Board of Directors' Meeting No. 9/2022 on 26 August 2022 acknowledged the resignation of a director. and the Chairman of THG and its subsidiaries of Dr. Boon Vanasin

3) The Board of Directors Meeting No. 10/2022 on 19 September 2022 resolved to appoint Mrs. Kannika Ngamsoppee as NRC and Ms. Nalin Vanasin as NRC advisor.

4) The Executive Committee is not a subcommittee, therefore, will not receive meeting allowance.

5) An executive who is a member of subcommittee will not receive meeting allowance.

6) Remuneration from subsidiaries means the meeting allowance from the board meeting or shareholders meeting in subsidiaries. In this regard, for executives as defined by the SEC's definition who are not directors, the remunerations are included in the executive's monetary compensation.

2) Other Remuneration

The Annual General Meeting of Shareholders for the year 2022, on 28 April 2022, approved other Compensation such as medical service fee at Thonburi hospital for directors as follows:

- For director: THB 100,000 per year with 50% discount in excess amount
- For parents: 50% discount with unlimited amount
- For spouse and underage children: 50% discount with a limit of THB 100,000

In 2022, the Board of Directors received compensation for medical services totaling THB 918,871.99.

1.3. Supervision of operations of subsidiaries and associated companies

The Company has a mechanism to supervise the operations of its subsidiaries and associated companies to monitor benefits from the Company's investments as follows:

- The proportion of directors and/or executives in subsidiaries and associated companies nominated by the Company shall not be less than the Company's respective shareholding in subsidiaries and associated companies.
- Governance, authority, roles and responsibilities of representative directors shall adhere to the management policy and the financial control policy of the Company's subsidiaries and associated companies. Voting on important resolutions shall be in accordance with the Company's approval authority.
- Subsidiaries are required to submit annual budget and business plan to the Company for approval. The operating performance of subsidiaries shall be reported on a quarterly basis. The Company may request subsidiaries to provide clarifications or request additional information from subsidiaries when needed.

- The Board of Directors has appointed directors and/or executives as directors in subsidiaries, associated companies, and joint venture company. In case any representative director and/or executive resigns, the Board of Directors will consider appointing another director and/or executive to monitor interests on behalf of the Company according to the shareholding proportion by the Company.
- Subsidiaries have complied with the relevant rules, regulations, and laws. In the year 2022, the Company's subsidiaries did not have any significant transaction that was considered a connected

1.4 Monitoring to ensure compliance with corporate governance policies and practices.

The Board of Directors believes that good corporate governance will make the group's operations efficient, transparent and fair to all stakeholders. It will help in building credibility, increasing competitiveness for the group, and creating stability and sustainable growth to the Company. Therefore, there is a corporate governance Handbook. The Corporate Governance Committee plays a role in supervising the group's policies and guidelines for good corporate governance and business ethics to be in accordance with international standards. The relevant policies are reviewed at least once a year. In 2022, the Corporate Governance Committee Meeting No. 2/2022, held on November 1, 2022, reviewed the corporate governance and ethics manual, and reported to the Board of Directors' Meeting No. 8/2022 held on August 10, 2022, for further amendments and approval.

The Board of Directors has determined that it is a responsibility of all directors, executives, and employees to be informed and comply with the policy and requirements under the Company's corporate governance manual. The Corporate Governance Committee has assigned the corporate governance working group to monitor and coordinate with the group and report on compliance with such policy on a regular basis. In the past year, compliance with good corporate governance according to the manual has been comprehensively monitored in areas such as respecting the rights of shareholders, equal treatment of all stakeholders, information disclosure and transparency, responsibilities of the Board of Directors, caring for the environment, support on new innovations, and anti-corruption etc. It was found that the Company has fully complied with guidelines in each issue and has been assessed by the relevant agencies as follows:

- The Company received the full assessment score at 100 under the quality assessment program by the Thai Investors Association for arrangement of the 2022 Annual General Meeting of Shareholders.
- The Company received a 5-star rating, which is in the category of "Excellent" (90 points and above) from the Corporate Governance Survey of Thai Listed Companies Year 2022 organized by the Thai Institute of Directors.

In addition, the Company has been monitoring 4 important practices:

Prevention of conflicts of interest

The Company has a policy to prevent and eliminate conflicts of interest that may arise in the future. The policy is also used to consider any connected transaction by the Company and/or its subsidiaries with person who may have conflict of interest to be in accordance with the relevant rules, regulations and laws.

- (1) The Company's directors and executives have prepared report on conflict of interest as prescribed by the SET to report interest of himself and related persons.
- (2) Clarifications on position as director and major shareholder in the same business without conflict of interest with THG

(2.1) Mr. Tanatip Suppradit, M.D.

- CEO, authorized director, and shareholder with 0.01% shareholding (as of 31 December 2022) in THG
- Director of Rajthanee Hospital PCL. (RJH) (neither being authorized director nor controlling person nor shareholder in RJH)

RJH and THG operate a similar business but are not competitors because the location is in different provinces.

(2.2) Dr. Aurchat Kanjanapitak and Miss Rukkagee Kanjanapitak

Dr. Aurchat Kanjanapitak and Miss Rukkagee Kanjanapitak is a representative appointed by Ramkhamhaeng Hospital Public Company Limited (RAM) to be a director of THG in proportion to its shareholding by and do not participate in the management of THG's business. In addition, the appointment of the two persons does not violate the relevant provisions of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and laws which prohibit directors from conducting business of the same nature and in competition with the business of the Company or being a director of a private company or other company that operates business of the same nature and in competition with the business of the Company. Even

though RAM operates a business of the same nature, it is not THG's competitor. If there is any agenda of which RAM has a conflict of interest, Mr. Aurchat Kanjanapitak, M.D. and Miss Rukkagee Kanjanapitak shall abstain from voting on such agenda. RAM's acquisition in THG creates strength and allows exchange of knowledge and expertise, for instance placing joint order on medical equipment has increased the Company's bargaining power. THG and RAM have become more cost effective. The two companies also, among others, refer patients in the event that any hospital reaches full capacity.

RAM and THG have always been good partners who support each other's business operations. Although they operate the business of similar nature, but they are not competitors due to the locations of the hospitals being far apart. At present, there is no province that has competing hospitals or hospitals located in the same area. In Bangkok, THG has Thonburi Bamrungmuang Hospital located on Bamrungmuang Road and RAM has Mahesak Hospital located in Bangrak District. The hospitals are located in the same area but have different customer groups whereby:

- The majority of Mahesak Hospital's customers are social security customers.
- The majority of Thonburi Bamrungmuang Hospital's customers are foreigners.

- (3) Disclose connected transactions accurately and transparently in accordance with the rules prescribed by the SET. In the year 2022, the Company entered into two connected transactions of which required an approval from the Board of Directors and disclosure of information to the SET.

Supervision of the use of inside information

- (1) The Company has established a policy on the use of the Company's inside information to protect employees, executives and directors, and related persons such as auditors from using inside information for securities trading or for personal use. The persons prescribed under the laws must be careful when trading the Company's securities prior to disclosing of inside information to the public.
- (2) There is a hierarchy of access to confidential information and restrictions on usage.
- (3) Directors and executives according to the definitions prescribed by the SEC shall report changes in securities holdings to the SEC Office in accordance with Section 59 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) and submit a copy of such report to the Company Secretary on the same day as the date of submission of the report to the SEC office every time.
- (4) Violators of the use of inside information will be punished according to the laws. In the past year, the Company did not find any director, executive, employee or related persons commit any act that is contrary to the Company's policy on using inside information.

Anti-corruption policy

In the past year, the Company has implemented the anti-corruption policy as follows:

- (1) The Company and its subsidiaries have communicated such policy to employees and executives via trainings and circulars. The employees have to review and sign a form to acknowledge such policy. The policy is used as part of the new employee orientation content and as part of employee evaluation score. This is a score which comes from taking an organizational exam that contains questions regarding ethics and work practices, including anti-corruption, to educate employees on anti-corruption policy and practices. This also encourages employees to be honest and responsible for the performance of their duties and responsibilities.
- (2) The Company has disclosed the anti-corruption policy on its website under the Corporate Governance Manual
- (3) The Company organized an event "Story Writing Contest" to raise awareness and anti-corruption values in the organization during 11 November 2021 – 15 January 2022. The event was launched on 9 December 2021 which is an International Anti-Corruption Day.
- (4) The company has made a video clip for representatives of directors, executives, and employees to communicate about anti-corruption to the company groups.

Additional Guideline for the Prevention of Involvement in Corruption

The Company has procured the Internal Audit Department to monitor the internal audit system, risk management and corporate governance and to provide suggestion from time to time by auditing in

accordance with the annual internal audit plan which has been approved by the Audit Committee and reporting the result of audit in key issues and suggestion to the Audit Committee.

The Risk Management Committee has determined the guideline for assessment of risk from internal corruption to determine the anti-internal corruption measure in order for efficient implementation and support of complying with the guideline for monitoring and evaluating the implementation of the anti-corruption policy within the organization including providing the suggestions, control measure or prevention guideline for such risk together with following up the evaluation to improve the plan from time to time to reduce the risk to the acceptable level and reporting it to the Board of Directors regularly.

The Company has determined the guideline to monitor for prevention and following up of risk on corruption within the organization as follows:

1. The Company provides channels for receiving clues or complaints regarding violation, illegal actions or business ethics of the Company or doubt in financial report or internal control system. The Company has policy on whistle-blower protection, and it will keep the information of whistle-blower as confidential. The Company also has measure to review and determine the disciplinary actions and/or legal actions. If the Company is able to contact the whistle-blower, the Company will inform its action in writing.
2. The Company has procured to have internal audit, assessment of internal control system and risk management which cover important working systems to protect and to follow up the risk on corruption including providing the suggestion in relation to the appropriate solution.
3. If after the fact finding, it finds that the audited information or complaint may have evidence to believe that there have transactions or actions that may significantly impact the financial status and Company's performance including violation or wrongful actions relating to legal or business ethics of the Company, the Audit Committee shall inform the Board of Directors to carry out improvements within the time frame that the Audit Committee deems appropriate.
4. The department heads are responsible for monitoring the operations, correction of errors (if any) and report to the authority respectively.
5. The Company has determined that the managements and employees shall perform and evaluate their performance in relation to the Corporate Governance Handbook including the anti-corruption in the organization policy regularly.
6. The Company has determined the guideline to follow up the performance assessment in accordance with the guideline for preventing corruption in the organization.

Whistle Blower Policy

The Company has given the opportunity to directors, executives, employees and internal and external stakeholders of the Company and its subsidiaries to report suspected illegal acts, complaints or recommendations relating to illegal or unethical acts, incorrectness of financial reports, corruption or deficiency in internal control system of the Company or its subsidiaries. The Company shall investigate and find facts relating to such report, complaint or recommendation in order to determine appropriate measures or actions. Such information can be reported via the following channels:

In the past year, there was neither complaint nor report of any clue relating to illegal action, including complaint or suggestion relating to legal offense, business ethics, inaccurate financial report, corruption or deficiency in the internal control systems of the Company and its subsidiaries.

2. Report on the performance of the Audit Committee in the past year

Please refer to details under Report of the Audit Committee

3. Report on the performance of other sub-committees

The sub-committees have performed their duties in accordance with the charter of each committee. The details of the meeting are shown in the table summarizing attendance of the meetings and payment of remuneration to each individual member of the sub-committees in Item 1.2.

Internal Control

Thonburi Healthcare Group Public Company Limited values the importance of a good internal control system as well as being extremely important for a listed company or a company with public shareholders. Therefore, the Board of Directors has assigned the Internal Audit Department to conduct a review to ensure that the Company has an appropriate and sufficient internal control system to supervise operations in accordance with the goals, objectives, laws, and relevant requirements efficiently. It shall be able to protect assets from fraud and damage, including accounting accurate and reliable reports.

The Board of Directors' Meeting No. 3/2023 held on 23 February 2023, has considered the results of assessing the adequacy of the Company's internal control from the Audit Committee prepared by the internal audit department which follows the guidelines of the Securities and Exchange Commission (SEC), together the Audit Committee's report. From assessing the adequacy of the Company's internal control system, the Board of Directors viewed that the Company's internal control system is sufficient and appropriate and there are no significant weaknesses or flaws. There may be additional reviews if there is an incident that may affect the Company's operations significantly. The Company has provided the appropriate staff to operate the system effectively, enabling the Company to comply with the Good Corporate Governance. In addition, there is also a system to monitor the operations of the company to ensure that the Company's and subsidiaries' assets can be protected against misuse by the directors or management. The Company has adequate control over transactions with related parties or conflicts.

The Audit Committee has assigned the Company's Internal Audit Department which is an agency that is independent from the management to be responsible for evaluating the internal control system and reviewing the operations of various departments within the Company and its subsidiaries to ensure compliance with the internal control system. It has been set appropriately by assessing the sufficiency and suitability of the system Internal control by evaluating internal control in 5 elements according to the internal control-integrated framework of The Committee of Sponsoring Organizations of the Treadway Commission: COSO, which the company has sufficient and appropriate internal control, which can be summarized as follows:

The Company has internal control system covers all the five components of internal control, namely Control Environment, Risk Assessment, Control Environment, Information & Communication, and Monitoring Activities Management of the Company internal control system can be summarized as follows:

1) Control Environment

The Board of director and Management strive to promote a corporate culture that focuses on integrity and ethics. They also provide supervision of the Company operations to ensure compliance with the organizational vision and missions and to ensure that the Company control environment is appropriate and effective

The Company's executives and personnel have good attitudes, which is conducive to internal control. Executive gives importance to good morals, ethics, honesty. Executive will consider taking actions as necessary and appropriate if any personnel display inappropriate behavior and accepts capabilities of his/her subordinates. He/she should be aware of information and conduct analysis on new discovery or things that should be examined. Philosophy and workstyle of executives shall be appropriate for development of internal control and maintenance of effective internal control. Appropriate organization structure, authorization of the Company, and personnel development policy and implementation are important to good internal control, for instance:

- 1.1 The Company has set clear and appropriate organization structure and reporting lines. It has delegated roles and responsibilities in writing so that all personnel shall be aware of and understand their roles, authorities, duties and responsibilities.
- 1.2 The Company assesses education background and skills necessary in performing work. It also assesses knowledge and expertise of each personnel in performing his/her job to ensure that he/she has knowledge, skills, and capabilities to perform his/her assigned works according to the job descriptions.
- 1.3 The Company has determined policy and methods for human resources management in writing such as selection, training, promotion and compensation etc.

2) Risk Assessment

The Company recognize the significance of Risk Management. Appointed by the Board of

Directors, the Risk Management Committee (RMC) performs the duties of setting and reviewing policies, objectives, risk management frameworks, monitoring and evaluating of compliance with the frameworks, giving opinions and recommendations on the Company risk management and project investment risks. The Company has Subcommittee on Risk Management, appointed by the Risk Management Committee (RMC), ensures that business the Company manages its risks efficiently, leading to the achievement of its business goals. Below are the Company risk management approaches:

- 2.1 The Company sets clear organizational objectives. The organizational objectives are consistent with organizational activities in order to become successful with appropriate budget and designated personnel. The management clearly identifies internal and external risks which may affect the Company's efforts in achieving organizational objectives. The Company conducts proper risk analysis and risk management.
- 2.2 The Company sets organizational risk management policy whereby the Risk Management Committee is responsible for monitoring and determining overall organizational risk management framework. Each working committee manages risks under its responsibilities according to the specified framework. The risk management policy covers financial management risks, business risks, operational and management risks, and occupational health and safety and environmental risks, and other key risks relating to the Company's business operations.
- 2.3 The Company sets clear organizational objectives, covering matters which the Company wishes to achieve and activities relating to key organizational procedures which are consistent with the Company's objectives and strategies. Executives are responsible for identifying organizational risks, covering all key organizational activities.

3) Control Activities

The Company has set policy and methods which will lead the Company to success according to the management's plan once implemented. Control activities will allow assigned personnel to understand those risks which may arise from job performance. Hence, such assigned personnel will become more cautious and be able to successfully complete his/her work. For instance, internal control in respect of management, the Company has set mission and objectives in writing and communicate to every personnel so that objectives can be achieved. In addition, work plan, resource allocation, budget and manpower are prepared. The Company has also set work procedures and monitors implementation of work procedures to ensure that its personnel will perform their duties efficiently and effectively and in compliance with the laws, rules and regulations and prescribed standards.

- 3.1 The Company has developed efficient and effective control activities that contribute to the mitigation of risks against the achievement of objectives, to acceptable levels.
- 3.2 The Company provides information technology control activities such as Access Management Information Technology Information security policy requirements. To provide information technology of the company. Is right Efficiency, security, continuous operation.
- 3.3 The Company has rules, regulations, policies, procedures and work instructions for reference use practices. internal controls such as the policy on entering into connected transactions

Overall, the Company has appropriate, adequate and effective control activities. The Company has set policy and methods in writing, specifying jobs with key risks and preventive measures to reduce mistakes. The management reviews the Company's financial reports and operating reports (non-financial). The Audit Committee and the Board of Directors also require measuring employee performance using key performance index.

4) Information & Communication

The Company recognizes the criticality of the quality of Information & Communication that supports the effectiveness of the Company Internal Control System, as detailed below;

- 4.1 The Company has set up information classification to board of director, instructions for filing important documents and controlled documents. This includes information from both internal and external sources. This process is intended to ensure that important information concerning the Company and its business operations are accurate, complete, adequate and timely to management.
- 4.2 The Company has set up external communication channels to communicate with external stakeholders, such as the Company website. In addition, assigned

departments are responsible for the disclosure of important information components of Investor Relations

5) Monitoring Activities

The Company continuously monitors and evaluates the adequacy of its internal control system. Development and improvement processes have also been in place to ensure the efficiency and effectiveness of the Company Internal Control System, and includes:

- 5.1 The Internal Audit Department, which is an independent unit reporting directly to the Audit Committee, examines and evaluates the effectiveness of internal control activities. The internal audit reports and findings are presented to the Audit Committee on a quarterly basis. The results of internal audit are reported to the Audit Committee on a quarterly basis. In addition, the Company's internal auditor must attend trainings on a continuous basis to increase knowledge and develop skills and capabilities as internal auditor.
- 5.2 The Board of Directors or the relevant sub-committee, such as the Audit Committee and the Risk Management Committee, will be reported if there is occurrence of event which might have significant impact on the Company. The management will report progress of such event and proposed solutions within the appropriate time.

The internal control assessment of the company in 2022 according to the 5 main components of internal control was appropriate, sufficient and effective to the business operations of the company and did not find any significant issues related to conflicts of interest, fraudulent activities, or any other significant deficiencies in the Internal Control System materially in affect the Company objectives. Furthermore, no violations of SEC and SET rules and regulations or other laws related to the Company were found.

Internal Audit

The Audit Committee's meeting No. 3/2017 held on 10 May 2017, the head of the internal audit was appointed, namely Mrs. Hathaichanok Pangnoi, a director of Internal Audit Department of the Company, effective from 2 May 2017, who has sufficient qualifications to act as the head of the Company's Internal Audit Department who is suitable for performing duties and has more than 15 years of working experience in internal audit and risk management experience as well as having an understanding of the Company's business in the audit of the Company's internal control system and received training courses related to internal audit operations of the Association of Internal Auditors of Thailand Federation of Accounting Professions Royal Patronage and other related. The qualifications of the person holding the position of Head of Internal Audit shown in Head of the Company's Internal Audit and Head of the Company's Compliance.

According to scope of duties and responsibilities of the Audit Committee, the Audit Committee has the authority to consider and approve appointment, rotation, and dismissal of Head of Internal Audit Department or any other department responsible for internal audit as it deems appropriate.

The Company has an internal audit team performing duties as an internal auditor, reviewing the internal control system of the Company and its subsidiaries. Mrs. Hathaichanok Pangnoi, Director of the Internal Audit Department is primarily responsible for the performance of internal auditors of the Company and its subsidiaries.

The Audit Committee has given an opinion on internal audit scope of work and the annual internal audit plan for the year 2022. The Company has an internal audit team which has audited and assessed the internal control system of the Company and its subsidiaries. The Audit Committee has reviewed internal audit report, monitored rectifications to issues set out in internal audit report, provided recommendations for improvement of efficiency in internal audit work, independence of Internal Audit Department, and considered appropriateness of budget, manpower, human resource training and development, and annual assessment of Internal Audit Department. After consideration, the Audit Committee is of the opinion that the Company has an appropriate and effective internal audit system.

Comment on the internal Control System

The Company's internal audit team has audited and assessed the internal control system of the Company and its subsidiaries. According to internal audit report regarding audited systems pursuant to the annual internal audit plan for 2022, the Company and its subsidiaries have appropriately complied with internal audit system and have sufficient internal control on key systems. Therefore, the Company and its subsidiaries achieved their objectives and there were no significant issues affecting the systems.

Related Party Transaction

1. Transaction

List of Thonburi Healthcare Group Public Company Limited ("THG") and subsidiaries.

1.1 Normal business transaction or normal business support with general commercial terms

Related name / relationship	Company Transaction	The nature of transaction	Value (THB)				Necessity and reasonableness
			Quarter 4/2022	2022	2021	2020	
1. Sirivej Chanthaburi PCL. Relationship It is an associated company. Mr. Chalermkul Apibunyopas and Dr. Thanathip Suppradit are common directors with the Company.	DS All Co., Ltd.	1. Revenue from sales of medical supplies on dental materials • Revenue from medical supplies • Trade accounts receivable	5,327 5,700	45,832 5,700	37,967 -	41,494 2,550	DS All Co., Ltd., a subsidiary has sold dental supplies. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
	THG	2. Revenue from services and consulting • Revenue from services and consulting • Trade accounts receivable	- 5,440	- 5,440	50,000 -	20,000 21,400	THG has provided consulting services on Personal Information Protection System for Hospitals (PDPA) at the service rates specified in the contract which is the general market price, and the conditions are in accordance with the contract mutually agreed upon under careful consideration of both parties in the appropriate benefits which is in accordance with general business practice conditions.

Related name / relationship	Company Transaction	The nature of transaction	Value (THB)				Necessity and reasonableness
			Quarter 4/2022	2022	2021	2020	
THG	Thonburi Bamrungmuang Hospital Co., Ltd	3. Revenue from sales <ul style="list-style-type: none"> • Revenue from sale of vaccines • Revenue from sale of medical supplies • Trade accounts receivable 	- 106,522 -	- 106,522 -	696,000 165,690 696,000	- - -	THG sells vaccines and medical supplies. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
		4. Revenue from sales of medical supplies <ul style="list-style-type: none"> • Revenue from sale of medical supplies 	-	134,579	-	-	Thonburi Bamrungmuang Hospital Co., Ltd, a subsidiary, has sold medical supplies. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
		5. Revenue from sales of medical supplies <ul style="list-style-type: none"> ▪ Revenue from sale of medical supplies 	-	-	2,500	-	TH Health Co., Ltd., a subsidiary, has sold medical supplies. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
THG	THG	6. Dividend income <ul style="list-style-type: none"> ▪ Dividend income 	-	11,839,498	6,215,736	8,287,648	THG received dividends from its investment in the ordinary shares of Sirivej Chanthaburi PCL. as declared.
		7. Other incomes <ul style="list-style-type: none"> ▪ Revenue from sales ▪ Revenue from transportation 	- -	- -	21,400 2,000	- -	THG has other incomes from 1) selling medical products that helps in treating patients 2) transportation costs for delivering medical supplies. The prices are in line with the contracts mutually agreed upon under the careful consideration of both parties in the interests to be obtained appropriately. It is in accordance with the conditions that are generally practiced in normal business.

Related name / relationship	Company Transaction	The nature of transaction	Value (THB)				Necessity and reasonableness
			Quarter 4/2022	2022	2021	2020	
	Thonburi Bamrungmuang Hospital Co., Ltd.	8. Other incomes <ul style="list-style-type: none"> Revenue from selling assets Revenue from transportation 	-	48,000	468	-	The Company has other incomes from 1) Disposal of used medical assets 2) Revenue from transportation of medical assets. The prices are in line with the contracts mutually agreed upon under the careful consideration of both parties in the interests to be obtained appropriately. It is in accordance with the conditions that are generally practiced in normal business. THG paid the service fee for vaccination to Sirivej Chanthaburi PLC. The prices and conditions between the parties are as agreed.
	THG	9. Professional service fees <ul style="list-style-type: none"> Professional service fees Trade accounts payable 	-	11,320,155	4,159,925	-	
	Thonburi Bamrungmuang Hospital Co., Ltd.	10. Professional service and repair fees <ul style="list-style-type: none"> Professional service and repair fees 	-	-	4,159,925	-	
2. Ubonrak Co., Ltd. Relationship It is an associated company. Mr. Chalermkul Apibunyopas and Dr. Thanathip Suppradit are common directors with the Company.	DS All Co., Ltd.	1. Revenue from sales of medical supplies on dental materials <ul style="list-style-type: none"> Revenue from medical supplies Trade accounts receivable 	25,000	59,626	170,458	292,832	Thonburi Bamrungmuang Hospital Co., Ltd., a subsidiary, agreed to hire Sirivej Chanthaburi PCL. to provide patient delivery services. The prices and conditions between the parties are as agreed. DS All Co., Ltd., a subsidiary sells dental supplies. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
			26,750	26,750	-	24,000	

Related name / relationship	Company Transaction	The nature of transaction	Value (THB)				Necessity and reasonableness
			Quarter 4/2022	2022	2021	2020	
	Modular Software Expertise Co., Ltd.	2. Revenues from maintenance of hospital information systems <ul style="list-style-type: none"> • Revenue from services and consulting • Trade accounts receivable 	217,500 305,225	870,000 305,225	870,000 305,225	870,000 227,650	Modular Software Expertise Co., Ltd., a subsidiary company, provided hospital system development services including hospital maintenance services. The service fee specified by the contract. The normal business of the subsidiary is based on the conditions that the subsidiary has with other parties.
	THG	3. Revenue from services and consulting <ul style="list-style-type: none"> ▪ Revenue from services and consulting ▪ Trade accounts receivable 	210,000 117,700	660,000 117,700	410,000 171,200	20,000 21,400	THG provides services 1) consulting services on Personal Information Protection System for Hospitals (PDPA) 2) consulting services on accounting system. The service rates specified in the contract which is the general market price, and the conditions are in accordance with the contract mutually agreed upon under careful consideration of both parties in the appropriate benefits which is in accordance with general business practice conditions.

Related name / relationship	Company Transaction	The nature of transaction	Value (THB)				Necessity and reasonableness
			Quarter 4/2022	2022	2021	2020	
THG	THG	4. Revenue from sales <ul style="list-style-type: none"> ▪ Revenue from sale of vaccines ▪ Revenue from sale of medical supplies ▪ Vaccine deposits 	-	3,486,527	2,120,400	-	THG sells vaccines and medical supplies. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
			101,082	124,882	60,450	-	
			-	-	3,879,600	-	
THG	THG	5. Revenue from services <ul style="list-style-type: none"> • Revenue from services • Trade accounts receivable 	-	-	222,080	-	THG has provided medical diagnostic services. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
			-	-	31,150	-	
TH Health Co., Ltd.	TH Health Co., Ltd.	6. Revenue from sales of medical supplies <ul style="list-style-type: none"> • Revenue from sales of medical supplies 	-	-	5,000	-	TH Health Co., Ltd., a subsidiary, sells medical supplies. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
Thonburi Bamrungmuang Hospital Co., Ltd.	Thonburi Bamrungmuang Hospital Co., Ltd.	7. Revenue from sales of medical supplies <ul style="list-style-type: none"> • Revenue from sales of medical supplies 	446,000	446,000	-	-	Thonburi Bamrungmuang Hospital Co., Ltd., a subsidiary, sells medical supplies. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
THG	THG	8. Dividend income <ul style="list-style-type: none"> ▪ Dividend income 	5,825,907	17,477,721	15,535,752	5,825,907	THG received dividends from its investment in the ordinary shares of Ubonrak Co., Ltd.as declared.

Related name / relationship	Company Transaction	The nature of transaction	Value (THB)				Necessity and reasonableness
			Quarter 4/2022	2022	2021	2020	
	Thonburi Bamrungmuang Hospital Co., Ltd.	9. Other incomes ▪ Revenue from sales	-	-	214,000	-	THG sells medical products that helps in treating patients. The prices are in line with the contracts mutually agreed upon under the careful consideration of both parties in the interests to be obtained appropriately. It is in accordance with the conditions that are generally practiced in normal business. Thonburi Bamrungmuang Hospital Co., Ltd. has disposed of used medical assets. The prices are in line with the contracts mutually agreed upon under the careful consideration of both parties in the interests to be obtained appropriately. It is in accordance with the conditions that are generally practiced in normal business. THG paid the service fee for vaccination to Ubonrak Co., Ltd. The prices and conditions between the parties are as agreed.
		10. Other incomes ▪ Profit from sale of assets	-	-	4,591	-	
		11. Professional service fee ▪ Professional service fee ▪ Trade accounts payable	-	3,998,610	1,343,650	-	
3. Pattara Hospital Co., Ltd Relationship It is an associated company (since 16 May 2022) Formerly) Mr. Chalermkul Apibunyopas was a common director with the Company (resigned on 24 November 2020).	Thonburi Sermrath Co., Ltd.	1. Revenue from services and consulting ▪ Revenue from services and consulting ▪ Trade accounts receivable ▪ Other income	-	-	-	4,508,226 37,507,455 -	Thonburi Sermrath Co., Ltd. has entered into a joint treatment of cardiovascular disease with Pattara Hospital Co., Ltd, the remuneration and share interests according to a mutual agreement under careful consideration of the parties in the benefits that would have been appropriate. This is in accordance with normal business practices in general.
			-	-	-	-	

Related name / relationship	Company Transaction	The nature of transaction	Value (THB)				Necessity and reasonableness
			Quarter 4/2022	2022	2021	2020	
	Modular Software Expertise Co., Ltd.	2. Revenues from maintenance of hospital information systems • Revenue from services and consulting	-	180,000	-	540,000	Modular Software Expertise Co., Ltd., a subsidiary company, provided hospital system development services including hospital maintenance services. The service fee specified by the contract. The normal business of the subsidiary is based on the conditions that the subsidiary has with other parties.
	THG	3. Dividend income ▪ Dividend income	-	-	-	250,000	THG received dividends from its investment in the ordinary shares of Pattara Hospital Co., Ltd. as declared.
	Thonburi Wellbeing Co., Ltd.	4. Professional service and repair fees Professional service fees	79,270	168,370	-	684,431	Thonburi Wellbeing Co., Ltd., a subsidiary, has hired Pattara Hospital Co., Ltd to provide food delivery services for patients, which is necessary to use to the services for patient treatment. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
	THG	5. Professional service fee • Professional service fee	181,335	1,421,035	-	-	THG has paid the service fee for vaccination to Phatara Hospital Co., Ltd. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
	Thonburi Bamrungmuang Hospital Co., Ltd.	6. Expenses for purchasing medicines and medical supplies • Cost of purchasing medicines and medical supplies	-	-	-	21,478	Thonburi Bamrungmuang Hospital Co., Ltd., a subsidiary, sells medicines and medical supplies. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.

Related name / relationship	Company Transaction	The nature of transaction	Value (THB)				Necessity and reasonableness
			Quarter 4/2022	2022	2021	2020	
4. Computed Tomography Urupong Co., Ltd. Relationship There is a common shareholder; Ms. Nalin Vanasin, who is the director of THG	THG	1. Professional fees and repair costs ▪ Professional fees and repair costs ▪ Trade accounts payable ▪ Other account receivable	11,101,130	38,430,294	35,729,103	47,269,435	THG has entered into an agreement with MRI with Computed Tomography Urupong Co., Ltd. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general. THG received dividends from the investment in Computed Tomography Urupong Co., Ltd. as declared.
		2. Dividend income ▪ Dividend income	-	112,500	112,500	112,500	
	Thonburi Bamrungmuang Hospital Co., Ltd.	3. Professional fees and repair costs ▪ Professional fees and repair costs ▪ Trade accounts payable	-	14,987,101	13,357,510	9,923,658	Thonburi Bamrungmuang Hospital Co., Ltd., a subsidiary, has entered into an agreement with MRI with Computed Tomography Urupong Co., Ltd. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
			5,669,268	5,669,268	3,106,473	3,608,627	
	Thanarad Thung Song Co., Ltd.	4. Revenues from medical treatment ▪ Revenues from medical treatment	-	-	37,800	-	Thonburi Bamrungmuang Hospital Co., Ltd., a subsidiary, has provides medical services. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
		5. Professional fees and repair costs ▪ Professional fees and repair costs ▪ Other account receivable ▪ Trade accounts payable	4,364,129	16,404,652	13,019,486	6,661,309	
			173,140	173,140	104,200	103,855	Thanarad Thung Song Co., Ltd., a subsidiary, has entered into an agreement with MRI with Computed Tomography Urupong Co., Ltd. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
			6,269,653	6,269,653	3,019,486	780,465	
		6. Revenues from medical treatment					Thanarad Thung Song Co., Ltd., a subsidiary, has provides

Related name / relationship	Company Transaction	The nature of transaction	Value (THB)				Necessity and reasonableness
			Quarter 4/2022	2022	2021	2020	
		<ul style="list-style-type: none"> Revenues from medical treatment 	7,000	36,650	36,150	-	medical services. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
5. ARYU International Health Care Co., Ltd Relationship A joint venture	THG	1. Revenues from services and consulting <ul style="list-style-type: none"> Revenue from services Trade accounts receivable Other accounts receivable 	- 5,560,827 71,700	- 5,560,827 71,700	- 6,245,251 71,700	918,000 6,294,251 71,700	THG provided advice on hospital management to ARYU International Health Care Co., Ltd. The prices are in line with the contracts mutually agreed upon under the careful consideration of both parties in the interests to be obtained appropriately. It is in accordance with the conditions that are generally practiced in normal business.
		2. Maintenance fee for hospital information system <ul style="list-style-type: none"> Revenues from services and consulting Trade accounts receivable 	- 62,881	- 62,881	- 62,881	- 62,881	Modular Software Expertise Co., Ltd., a subsidiary, provided consulting services on hospital management systems at the rate specified in the contract which is a normal business of a subsidiary under the conditions that a subsidiary made with other contracting parties.
	Thonburi Bamrungmuang Hospital Co., Ltd.	3. Revenues from sale of medicines <ul style="list-style-type: none"> Revenue from sale of medicines 	-	73,758	204,693	-	Thonburi Bamrungmuang Hospital Co., Ltd., sells medicines. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
6. Chumvej Hospital PCL.	THG	1.Dividend income <ul style="list-style-type: none"> Dividend income Dividend receivable 	- -	4,954,400 -	5,846,192 4,954,400	272,492 -	THG received dividends from its investment in ordinary shares of Chumvej Hospital PCL. as declared.

Related name / relationship	Company Transaction	The nature of transaction	Value (THB)				Necessity and reasonableness
			Quarter 4/2022	2022	2021	2020	
Relationship Mr. Suthon Sriyaphan is a common director with a subsidiary	THG	2. Revenue from services <ul style="list-style-type: none"> Revenue from services Trade accounts receivable 	- -	- -	25,000 -	10,000 10,700	THG provides consulting services on Personal Information Protection System for Hospitals (PDPA) at the service rates specified in the contract which is the general market price, and the conditions are in accordance with the contract mutually agreed upon under careful consideration of both parties in the appropriate benefits which is in accordance with general business practice conditions.
	THG	3. Revenue from sales of assets <ul style="list-style-type: none"> Revenue from sale of vaccines Revenue from medicine supplies Vaccine deposits 	- 101,082 -	6,667,020 101,082 -	2,196,000 296,100 7,287,600	- - -	THG sells vaccines, medicines, and medical supplies. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
	TH Health Co., Ltd.	4. Revenue from sales of medical supplies <ul style="list-style-type: none"> Revenue from sales of medical supplies 	-	-	25,000	-	TH Health Co., Ltd., a subsidiary, sells medical supplies. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
	THG	5. Other incomes <ul style="list-style-type: none"> Profit from sale of assets other accounts receivables 	- -	- -	- 64,200	79,980 -	THG has other incomes from 1) Disposing of used medical assets. 2) Distributing medical products that helps in treating patients. The prices are in line with the contracts mutually agreed upon under the careful consideration of both parties in the interests to be obtained appropriately. It is in accordance with the conditions that are generally practiced in normal business.

Related name / relationship	Company Transaction	The nature of transaction	Value (THB)				Necessity and reasonableness
			Quarter 4/2022	2022	2021	2020	
	Thonburi Bamrungmuang Hospital Co., Ltd.	6. Other incomes <ul style="list-style-type: none"> Profit from sale of assets other accounts receivables 	-	-	60,856	-	Thonburi Bamrungmuang Hospital Co., Ltd. has disposed of used medical assets. The prices are in line with the contracts mutually agreed upon under the careful consideration of both parties in the interests to be obtained appropriately. It is in accordance with the conditions that are generally practiced in normal business. THG paid the service fee for vaccination to Chumvej Hospital PCL. The prices and conditions between the parties are as agreed.
	THG	7. Professional fees costs <ul style="list-style-type: none"> Professional fees costs Trade accounts payable 	73,920	2,373,525	1,442,980	-	
			770	770	1,442,980	-	
7. Siroros Hospital Co., Ltd.	Rajindee Hospital PCL.	1. Revenues from selling medical supplies <ul style="list-style-type: none"> Revenue from selling medical supplies 	420	420	24,150	329,303	Rajindee Hospital PCL., a subsidiary, sells medical supplies. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
Relationship A shareholder is a close relative of Dr. Boon Vanasin	Thonburi Bamrungmuang Hospital Co., Ltd.	2. Revenue from services <ul style="list-style-type: none"> Revenue from selling medical supplies 	-	400,000	-	-	Thonburi Bamrungmuang Hospital Co., Ltd., sells medicines. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
	THG	3. Revenue from services <ul style="list-style-type: none"> Revenue from services Trade accounts receivable 	-	-	50,000	20,000	THG provides consulting services on Personal Information Protection System for Hospitals (PDPA) at the service rates specified in the contract which is the general market price, and the conditions are in accordance with the contract mutually agreed upon under careful consideration of both parties in the appropriate
			-	-	-	21,400	

Related name / relationship	Company Transaction	The nature of transaction	Value (THB)				Necessity and reasonableness
			Quarter 4/2022	2022	2021	2020	
	THG	4. Revenues from selling medical supplies ▪ Revenue from selling medical supplies	101,082	101,082	-	-	benefits which is in accordance with general business practice conditions.
	Rajindee Hospital PCL.	5.Dividend income ▪ Dividend income	-	7,500,000	-	-	THG sells medical supplies. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
	THG	6. Other incomes ▪ Profits from sale of assets	-	-	-	19,999	Rajindee Hospital PCL. has received dividends from its investment in ordinary shares of Siroros Hospital Co., Ltd. as declared.
	Rajindee Hospital PCL.	7. Expenses for other services ▪ Cost of medical consumes ▪ Car rental for health check	-	-	-	15,000	THG has disposed used medical assets to Siroros Hospital Co., Ltd. The prices are in line with the contracts mutually agreed upon under the careful consideration of both parties in the interests to be obtained appropriately. It is in accordance with the conditions that are generally practiced in normal business.
			-	-	-	-	Rajindee Hospital PCL. has used the products / services for patient treatment as it is necessary. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.

Related name / relationship	Company Transaction	The nature of transaction	Value (THB)				Necessity and reasonableness
			Quarter 4/2022	2022	2021	2020	
	THG	8. Professional fees costs ▪ Professional fees costs ▪ Trade accounts payable	36,190 -	413,490 -	120,505 120,505	- -	THG paid the service fee for vaccination to Siroros Hospital Co., Ltd. The prices and conditions between the parties are as agreed.
8. Thonburi Houseware Co., Ltd. Relationship Dr. Suwadee Puntpanich is a common director with a subsidiary (End of being a related company as of 30 November 2021)	Thonburi Wellbeing Co., Ltd.	1. Office Rental ▪ Rental Deposit ▪ Service fees ▪ Rental deposit ▪ Other payables ▪ Rights to use assets ▪ Liabilities under lease agreements ▪ Depreciation of the right to use assets 2. Office Rental ▪ Rental Deposit ▪ Service fees ▪ Rental deposit ▪ Other payables ▪ Rights to use asset ▪ Liabilities under lease agreements ▪ Depreciation of the right to use assets	- - - - - - - -	- - - - - - -	- 271,210 - - - - 1,761,310	- 966,815 3,521,555 66,376 8,301,820 3,281,076 5,534,547	Thonburi Wellbeing Co., Ltd., a subsidiary, has rented an office at the rental rate and service fees specified in the contract. The conditions between each other are in line with market conditions same as the conditions agreed with other entities in general.
	THG		- - - - - -	- - - - - -	- 71,874 - - - - 806,385	- - - - - -	THG has rented an office at the rental rate and service fees specified in the contract. The conditions between each other are in line with market conditions same as the conditions agreed with other entities in general.
9. Rajthanee Pattanakarn (2014) Co., Ltd. Relationship Mrs. Charuwan Vanasin is a major shareholder.	Thonburi Wellbeing Co., Ltd.	1. Accommodation income ▪ Accommodation income ▪ Unearned income ▪ Accommodation	85,931,800 22,515,800	358,914,210 22,515,800	- -	- -	Thonburi Wellbeing Co., Ltd., a subsidiary, sold a condominium unit to Rajthanee Pattanakarn (2014) Co., Ltd. The conditions between each other are in line with market conditions same as the conditions agreed with other entities in general.

Related name / relationship	Company Transaction	The nature of transaction	Value (THB)				Necessity and reasonableness
			Quarter 4/2022	2022	2021	2020	
9. Rajthanee Pattanakarn (2014) Co., Ltd. Relationship Mrs. Charuwan Vanasin is a major shareholder.	Thonburi Realty Development Co., Ltd.	2. Other incomes • Profits from sale of assets	28,420,166	109,320,490	-	-	Thonburi Realty Development Co., Ltd., a subsidiary, sold asset (the land) to Rajthanee Pattanakarn (2014) Co., Ltd. The conditions between each other are in line with market conditions same as the conditions agreed with other entities in general.
	Thonburi Bamrungmuang Hospital Co., Ltd.	3. Other service fees • Commission • Other Accounts Payable	- -	- -	335,550 224,700	- 224,700	Rajthanee Pattanakarn (2014) Co., Ltd. has hired Chinese translators to assist Thonburi Bamrungmuang Hospital Co., Ltd. in marketing. Thonburi Wellbeing Co., Ltd., a subsidiary, has rented an office at the rental rate and service fees specified in the contract. The conditions between each other are in line with market conditions same as the conditions agreed with other entities in general.
10. Thonburi Hospital Holding Co., Ltd. Relationship There are shareholders who are directors of subsidiaries.	THG	1. Accommodation income ▪ Accommodation income ▪ Other incomes ▪ Other Accounts Receivable	- - -	- - -	- - 1,800,300	14,400 - 1,800,300	THG has provided accommodation for doctors who come to study visits to Thonburi Hospital Holding Co., Ltd. The price is according to the rate offered to general customers.
11. Ramkhamhaeng Hospital PCL. Relationship common director	THG	1. Revenues from sale of medicines • Revenues from sale of medicines	-	529,375	667,700	-	THG sells medicines to Ramkhamhaeng Hospital PCL. which is necessary to use for patient treatment. The trading price and conditions between each other are in line with market conditions same as the conditions agreed with other entities in general.

Related name / relationship	Company Transaction	The nature of transaction	Value (THB)				Necessity and reasonableness
			Quarter 4/2022	2022	2021	2020	
11. Ramkhamhaeng Hospital PCL. Relationship common director	DS All Co., Ltd.	2. Revenues from sale of medical supplies and dental supplies	21,215	103,393	51,110	-	DS All Co., Ltd., a subsidiary, has sold dental supplies. The trading price and conditions between each other are in line with market conditions same as the conditions agreed with other entities in general.
		• Revenues from sale of medical supplies					
		• Trade Accounts Receivable	5,300	5,300	5,380	-	
		3. Expenses for purchasing medicines, medical supplies, and equipment	19,664,657	82,557,503	64,716,743	14,732,687	
		• Cost of purchasing medicines, medical supplies					
		• Purchasing medical equipment	3,297,360	31,352,060	20,417,300	54,725,100	
		• Cost of repair	85,878	85,878	82,195	77,253	
		• Cost of other services	60,760	360,282	62,000	-	
		• Professional fees costs	-	9,609,600	19,348,255	-	
		• Trade account payables	23,657,072	23,657,072	27,854,848	7,956,816	
Rajindee Hospital PCL.	Rajindee Hospital PCL.	• Other account payables	58,835	58,835	485,103	46,100	Rajindee Hospital PCL. has disposed of used medical assets. The prices are in line with the contracts mutually agreed upon under the careful consideration of both parties in the interests to be obtained appropriately. It is in accordance with the conditions that are generally practiced in normal business.
		• Accounts payable assets	2,601,140	2,601,140	17,918,500	-	
		4. Other incomes	-	-	2,299,999	-	
		• Profits from sale of assets	-	-	-	-	

Related name / relationship	Company Transaction	The nature of transaction	Value (THB)				Necessity and reasonableness
			Quarter 4/2022	2022	2021	2020	
11. Ramkhamhaeng Hospital PCL. Relationship common director	Thonburi Bamrungmuang Hospital Co., Ltd.	5. Purchasing medical equipment for hospital's operation	-	-	-	214,320	Thonburi Bamrungmuang Hospital Co., Ltd., a subsidiary, has purchased medicines, medical supplies and medical equipment including medical diagnostic services which is necessary to use for patient treatment. The trading price and conditions between each other are in line with market conditions same as the conditions agreed with other entities in general.
		• Cost of purchasing medicines and medical supplies	-	-	1,549,000	-	
		• Purchasing Medical equipment	-	-	66,462,000	-	
		• Professional service fee	-	-	4,944,650	-	
		• Miscellaneous expenses	-	-	3,560	-	
		• Trade Accounts Payable	-	-	5,865,660	-	
		• Accounts payable assets	-	-	66,462,000	-	
		• Other expenses	-	116,300	-	-	
		6. Purchasing medical equipment for hospital's operation	-	10,640	5,375,240	-	
		• Cost of purchasing medicines and medical supplies	-	10,640	5,375,240	-	
	Thonburi Wellbeing Co., Ltd.	• Professional service fee	1,800	95,100	5,320,100	-	Thonburi Wellbeing Co., Ltd., a subsidiary, has purchased medicines, medical supplies and medical equipment including medical diagnostic services which is necessary to use for patient treatment. The trading price and conditions between each other are in line with market conditions same as the conditions agreed with other entities in general.
		• Trade Accounts Payable	1,800	1,800	10,640,023	-	
		7. Purchasing medical equipment for hospital's operation	-	-	-	-	
		• Cost of purchasing medicines and medical supplies	526,320	5,715,920	4,942,020	-	
		• Purchasing Medical equipment	-	-	32,183,000	-	
		• Trade Accounts Payable	108,000	108,000	2,715,800	-	
		• Account Payable assets	-	-	29,470,000	-	
			-	-	-	-	
			-	-	-	-	
			-	-	-	-	
	Rajyindee Hospital PCL.	7. Purchasing medical equipment for hospital's operation	-	-	-	-	Rajyindee Hospital PCL., a subsidiary, has purchased medicines, medical supplies and medical equipment including medical diagnostic services which is necessary to use for patient treatment. The trading price and conditions between each other are in line with market conditions same as the conditions agreed with other entities in general.
		• Cost of purchasing medicines and medical supplies	-	-	-	-	
		• Purchasing Medical equipment	-	-	-	-	
		• Trade Accounts Payable	-	-	-	-	
		• Account Payable assets	-	-	-	-	
			-	-	-	-	
			-	-	-	-	
			-	-	-	-	
			-	-	-	-	
			-	-	-	-	

Related name / relationship	Company Transaction	The nature of transaction	Value (THB)				Necessity and reasonableness
			Quarter 4/2022	2022	2021	2020	
	Thonburi Sermrath Co., Ltd.	8. Purchasing medical equipment for hospital's operation • Purchasing Medical equipment • Account Payable assets	416,355	1,443,458	3,621,495	-	Thonburi Sermrath Co., Ltd., a subsidiary, has purchased medicines, medical supplies and medical equipment including medical diagnostic services which is necessary to use for patient treatment. The trading price and conditions between each other are in line with market conditions same as the conditions agreed with other entities in general.
			1,468,500	1,468,500	3,875,000	-	
	Trang Vejki Co., Ltd.	9. Purchasing and repairing medical equipment for hospital's operation • repairing cost • Trade accounts payable • Other creditors	3,000	3,000	-	-	Trang Vejki Co., Ltd., a subsidiary, has purchased medical supplies and medical equipment including repairing services which is necessary to use for patient treatment. The trading price and conditions between each other are in line with market conditions same as the conditions agreed with other entities in general.
			25,500	25,500	-	-	
			3,000	3,000	-	-	
12. Synphaet Hospital Theparak Co., Ltd. Relationship common director	THG	1. Revenues from sale of medicines • Revenues from sale of medicines • Trade Accounts Receivables	-	-	100,000	-	THG sells medicines to Synphaet Hospital Theparak Co., Ltd. which is necessary to use for patient treatment. The trading price and conditions between each other are in line with market conditions same as the conditions agreed with other entities in general.
			-	-	100,000	-	
13. Seriruk Hospital Co., Ltd. Relationship common director	THG	1. Revenues from sale of medicines • Revenues from sale of medicines • Trade Accounts Receivables	-	-	581,215	-	THG sells medicines to Seriruk Hospital Co., Ltd. which is necessary to use for patient treatment. The trading price and conditions between each other are in line with market conditions same as the conditions agreed with other entities in general.
			-	-	400,000	-	

Related name / relationship	Company Transaction	The nature of transaction	Value (THB)				Necessity and reasonableness
			Quarter 4/2022	2022	2021	2020	
14. Vibharam Pakkred Hospital Co., Ltd. Relationship common director	THG	1. Service fees • X-Ray car service fee	-	-	12,000	-	THG has used the products / services for patient treatment as it is necessary. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
15. KhonkaenRam Hospital Co., Ltd. Relationship common director	THG	1. Revenues from sale of medical supplies • Revenues from sale of medical supplies	-	175,000	-	-	THG sells medicines to KhonkaenRam Hospital Co., Ltd. which is necessary to use for patient treatment. The trading price and conditions between each other are in line with market conditions same as the conditions agreed with other entities in general.
16. Thai Medical Groups Co., Ltd. Relationship common Shareholder	THG	1. Revenues from sale of medical supplies • Revenues from sale of medical supplies	22,497	22,497	-	-	THG has sold medical supplies to Thai Medical Groups Co., Ltd. as it is necessary. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
	DS All Co., Ltd.	2. Revenues from sale of medical supplies • Revenues from sale of medical supplies	-	3,330,841	-	-	DS All Co., Ltd., a subsidiary, has sold medical supplies to THG. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
	Thonburi Bamrungmuang Hospital Co., Ltd.	3. Revenue from medical services • Revenue from medical services	-	375,412	-	-	Thonburi Bamrungmuang Hospital Co., Ltd., a subsidiary, has provided medical services, investment services and car rental. The service price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.

Related name / relationship	Company Transaction	The nature of transaction	Value (THB)				Necessity and reasonableness
			Quarter 4/2022	2022	2021	2020	
		4. Other Revenues <ul style="list-style-type: none"> • Revenue from car rental • Revenue from consultation fee 	- 23,384,486	74,766 23,384,486	- -	- -	Thonburi Bamrungmuang Hospital Co., Ltd., a subsidiary, has provided medical services, investment services and car rental. The service price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
	THG	5. Purchasing inventories <ul style="list-style-type: none"> • Cost of purchasing inventory • Trade accounts payable 	1,018,613 224,700	1,458,963 224,700	- -	- -	THG has purchased medical supplies which is necessary to distribute and use for patient treatment. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
	Thonburi Bamrungmuang Hospital Co., Ltd.	6. Purchasing inventories <ul style="list-style-type: none"> • Cost of purchasing inventory • Trade accounts payable 	210,850 181,536	3,286,115 181,536	- -	- -	Thonburi Bamrungmuang Hospital Co., Ltd., a subsidiary, has purchased medical supplies which is necessary to use for patient treatment. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
	Thonburi Wellbeing Co., Ltd.	7. Purchasing inventories <ul style="list-style-type: none"> • Cost of purchasing inventory • Trade accounts payable 	125,635 42,800	137,050 42,800	- -	- -	Thonburi Wellbeing Co., Ltd., a subsidiary, has purchased medical supplies which is necessary to use for patient treatment. The trading price, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.
	TH Health Co., Ltd.	8. Purchasing inventories <ul style="list-style-type: none"> • Cost of purchasing inventory 	-	1,585,094	-	-	TH Health Co., Ltd., a subsidiary, has purchased medical supplies which is necessary to use for patient treatment. The trading price,

Related name / relationship	Company Transaction	The nature of transaction	Value (THB)				Necessity and reasonableness
			Quarter 4/2022	2022	2021	2020	
17. Mediverse Co., Ltd. Relationship common director	THG	1. Other expenses • Service fees	1,926,000	5,778,000	-	-	conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general. THG has hired consultants. The service fee, conditions and trade credit are in line with market conditions as same as the conditions agreed with other entities in general.

1.2 Normal business transaction or normal business support without commercial terms.

Related name / relationship	Company Transaction	The nature of transaction	Value (THB)				Necessity and reasonableness
			Quarter 4/2022	2022	2021	2020	
1. Rajithanee Pattanakarn (2014) Co., Ltd. Relationship Mrs. Jaruwan Vanasin as a major shareholder	Thonburi Realty Development Co., Ltd.	Land Rental Income • Land rental income • Other receivables Other Incomes • Interest Income • Accrued interest	- - - -	- - - -	- - 1,141,918 -	6,000,000 34,000,000 1,141,096 1,141,096	Thonburi Realty Development Co., Ltd. has not utilized such land. The land was leased to THG. Rajithanee Pattanakarn (2014) Co., Ltd. at a rental rate equivalent to the market value. The transaction is beneficial to THG. Due to the late payment of the land payment, therefore, the interest rate is calculated according to the contract terms as agreed and the best practices in normal business in general. THG has leased land from Khun Arsa Meksawan (change of contract from the original lessor, Khunying Songsaeng Meksawan) to be used as a hospital for Thonburi 1 Hospital. The rental fee was lower than market value and the transaction was beneficial to THG.
2. Khun Arsa Meksawan Relationship As the major shareholder of THG	THG	Right to use assets • Right to use assets • Liabilities under lease agreements • Depreciation of the right to use assets	- 23,074,498 596,368	- 23,074,498 2,385,473	- 9,695,025 2,385,473	13,908,566 11,862,533 2,385,473	

Related name / relationship	Company Transaction	The nature of transaction	Value (THB)				Necessity and reasonableness
			Quarter 4/2022	2022	2021	2020	
3. Rajpattana Real Estate Co., Ltd Relationship There are common shareholders.	Uttaradit Thonburi Hospital Co., Ltd.	<u>1. Rental income</u> <ul style="list-style-type: none">• Rental income• Other receivables• Deposit received	- 649,946 -	100,000 649,946 -	549,946 549,946 -	2,226,682 1,020,562 1,000,000	Uttaradit Thonburi Hospital Co., Ltd., a subsidiary, has entered into an agreement to buy and sell land with Rajpattana Real Estate Co., Ltd. The price and terms and conditions are in accordance with the contract and the market price in general.
		<u>Other incomes</u> <ul style="list-style-type: none">▪ Interest income▪ Accrued interest▪ Profits from sale of assets	- 521,314 -	- 521,314 -	521,313 521,313 2,142,622	3,959,528 3,612,720 -	

1.3 The list provides financial assistance to individuals or entities that are related parties.

If necessary, THG or its subsidiaries suffer from liquidity shortage. The Board of Directors has complied with the regulations. In addition, THG has disclosed related transactions in the notes to financial statements audited by the auditors of THG in accordance with the generally accepted accounting standards.

Item of offer or / receipt of financial assistance.

Related name / relationship	Company Transaction	The nature of transaction	Value (THB)				Necessity and reasonableness
			Quarter 4/2022	2022	2021	2020	
1. Weihai Welly Hospital Co., Ltd. Relationship Joint Venture (Ended as a joint venture in March 2020)	THG	1. Short-term loans ▪ Short-term loans ▪ Accrued interest ▪ Interest income	- - -	- - -	- - -	- - 479,295	THG granted a joint venture, Weihai Welly Hospital Co., Ltd., to borrow short-term funds for use as working capital of Weihai Welly Hospital, with interest at a higher rate than the borrowing cost of THG. The said loan is a loan in proportion to its shareholding. The said loan has been approved by the Board of Directors.
2. Rajnara Hospital Co., Ltd. Relationship Holding by a subsidiary, Rajyindee Hospital PCL.	THG	1. Interest Income ▪ Interest income	-	-	30,452	38,323	THG has lent short-term loans to Rajnara Hospital Co., Ltd. to use as working capital at an interest rate higher than the cost of THG's borrowing, which was repaid by Rajnara Hospital for the whole amount of the loan in 2020.
	Rajyindee Hospital PCL.	2. Interest Income ▪ Interest income	-	-	-	122,131	Rajyindee Hospital PCL., a subsidiary, has lent short-term loans to Rajnara Hospital Co., Ltd. to use as working capital at an interest rate higher than the cost of Rajyindee Hospital's borrowing, which was repaid by Rajnara Hospital for the whole amount of the loan in 2020.

Related name / relationship	Company Transaction	The nature of transaction	Value (THB)				Necessity and reasonableness
			Quarter 4/2022	2022	2021	2020	
3. Rajithanee Pattanakarn (2014) Co., Ltd. Relationship Mrs. Jaruwan Vanasin as a major shareholder	Thonburi Bamrungmuang Hospital Co., Ltd.	1. Finance costs • Interest expense	-	19,179	5,260	-	Thonburi Bamrungmuang Hospital Co., Ltd., a subsidiary, has lent short-term loans Rajithanee Pattanakarn (2014) Co., Ltd. to use as working capital at an interest rate higher than the cost of Rajindee Hospital's borrowing, which was repaid by Rajnara Hospital for the whole amount of the loan in 2021.

2. Policy and Trend of Entry into Related Party Transaction in the Future

Type of Transaction	Trend and Policy	
Normal Business Transaction or Supporting Normal Business Transaction	<p>Normal Business Transaction</p> <p>If THG and/or its subsidiary has a medical treatment service transaction, referral of patients, THG has its policy that THG and/or its subsidiary shall charge compensation incurred by the entry into transaction. The transaction between THG and/or its subsidiary and related party at the market price whereby the service rate and term or payment including other trade conditions whether it is fair or similar condition and it is different from a transaction that entered with third party, whether individual or other companies under the similar circumstance.</p>	
	<p>Supporting Normal Business Transaction</p> <p>If THG and its subsidiary purchase goods and medical supplies from the supplier of goods and medical supplies which is the party relating to THG, such transaction shall be the transaction for supporting medical treatment services of each other for supporting normal business transaction of THG and/or its subsidiary provided that the price of goods or services shall be the market price which based on the price of goods or services and term of payment and trade conditions shall not be different from the terms and conditions that THG and/or its subsidiary enters with other suppliers under the similar circumstance.</p> <p>Pursuant to the Securities and Exchange Act (No. 4) B.E. 2551 (2008) (as amended) which is effective from 31 August 2008 and the guideline of the Office of the Securities and Exchanges Commission dated 16 July 2008, it states that to have more flexibility for management of company, a company may propose a related party transaction which deemed as the normal business transaction or supporting normal business transaction with normal trade conditions between a company and/or its subsidiary with related parties to the Board of Directors for approval in principle.</p>	

Type of Transaction	Trend and Policy
Offer and/or Receipt of Financial Assistance	<p>THG has its policy in relation to the offer and/or receipt of financial assistance for the centralization of financial management in order to manage financial costs appropriately and efficiency for the highest benefit of THG. THG has the policy for entering into financial assistance by providing loan to subsidiary whereby THG will directly enter into loan with money market or financial institution and subsequently, lend to its subsidiary and the interest shall be based on the actual financial cost plus additional profits of which such interest rate will be lower than the interest rate offered by financial institution if such subsidiary directly lends from the financial institution.</p> <p>Benefit, the subsidiary can receive loan at the interest rate lower than the direct lending from financial institution due to THG can obtain loan at the lower interest rate.</p>
Other business transaction other than the abovementioned transactions according to the definition as defined in the Securities and Exchange Act	<p>If THG and/or its subsidiary is necessary to enter into a related party transaction in the future, such related party transaction shall be for the equal benefits of THG and all shareholders pursuant to the rules and regulations as specified in the Securities and Exchanges Act and other relevant notifications of regulatory bodies.</p>

The entry into related party transaction in all types of THG shall be in accordance with the Securities and Exchange Act and/or the rules and regulations of the Stock Exchange of Thailand and/or the Notifications of the Capital Market Supervisory Board for protecting public investors and transparent. If THG and/or its subsidiary is necessary to enter into a related party transaction, THG has authorized the Audit Committee to review such transaction to ensure the fairness. If the Audit Committee does not have an expertise on considering of any related party transactions THG has policy to engage the independent advisor who has knowledge and expertise at professional level to provide opinion on the entry of such transaction for consideration of the Audit Committee and/or the Board of Directors and/or the shareholders' meeting as the case may be.

Independent Auditor's Report

To the Shareholders and the Board of Directors of Thonburi Healthcare Group 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 Thonburi Healthcare Group Public Company Limited ("the Company") and its subsidiaries ("the Group") and the separate financial position of the Company as at 31 December 2022, and its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with Thai Financial Reporting Standards ("TFRS").

What I have audited

The consolidated financial statements and the separate financial statements comprise:

- the consolidated and separate statements of financial position as at 31 December 2022;
- the consolidated and separate statements of comprehensive income for the year then ended;
- the consolidated and separate statements of changes in equity for the year then ended;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes to the consolidated and separate financial statements, which include significant accounting policies and other explanatory information.

Basis for opinion

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



Key audit matters

Key audit matters are those matters that, in my professional judgement, were of most significance in my audit of the consolidated and separate financial statements of the current period. I determine one key audit matter: Revenue recognition. The matter was addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on the matter.

Key audit matter	How my audit addressed the key audit matter
<p>Revenue recognition</p> <p><i>Refer to Note 4.22 'Accounting policies - Revenue recognition' to the consolidated and separate financial statements</i></p> <p>There are various types of revenue from the hospital business of the Group, such as medical treatments, doctors' fees, in-patient room, and sales of medicines and medical supplies. There are also different discount conditions applied for each agreement signed. The Group recognises revenues from the hospital business when services are rendered or when medicines and medical supplies are delivered.</p> <p>I focussed on this area because the amount of revenue from the hospital business was material to the financial statements. And there were a large number of various revenue transactions occurring every day. I also focussed on the internal controls over revenue cycle testing to support the audit of accuracy and completeness of revenue from the hospital business.</p>	<p>I assessed the overall risks in the revenue cycle and applied the following procedures by:</p> <ul style="list-style-type: none"> • Understanding the information and technology systems for the hospital business operation and accounting systems • Understanding and testing a sample of the Group's internal controls that it had designed over the revenue cycle • Testing a sample of revenue from sales and services transactions for each type of revenue carried out during the year, together with their related documents, and • Testing the journal entries relating to revenue transactions from sales and services to determine any unusual revenue transactions. <p>Based on the procedures above, I found that the Group complied with its internal controls as designed. The revenue recognition was in accordance with the accounting policy and the available 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.



Krit Chatchavalwong
 Certified Public Accountant (Thailand) No. 5016
 Bangkok
 23 February 2023

Thonburi Healthcare Group Public Company Limited

Statement of Financial Position

As at 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements	
		2022 Baht	2021 Baht	2022 Baht	2021 Baht
Assets					
Current assets					
Cash and cash equivalents	10	2,585,971,501	1,482,290,959	2,139,183,263	1,171,196,167
Short-term investments at financial institutions		37,230	185,360	-	-
Financial assets measured at fair value through profit or loss	11	205,920,445	48,491,568	15,341,060	15,287,929
Financial assets measured at fair value through other comprehensive income	11	5,553,850	5,180,100	5,553,850	5,180,100
Trade and other accounts receivable (net)	12	2,245,848,143	3,183,060,935	761,490,685	1,726,993,088
Short-term loans to related parties	41 c)	-	-	3,579,578,900	5,213,959,242
Current portion of long-term loans to related companies	41 e)	-	-	21,000,000	-
Inventories (net)	14	1,084,050,139	1,416,232,970	122,840,804	183,459,259
Cost of developing holistic care project	15	840,389,408	840,764,572	-	-
Value added tax (net)		21,816,989	24,578,329	-	-
Other current assets		18,465,848	17,605,902	7,096,360	5,127,567
Total current assets		7,008,053,553	7,018,390,695	6,652,084,922	8,321,203,352
Non-current assets					
Restricted deposits at financial institutions	16	15,593,700	15,138,489	-	-
Financial assets measured at fair value through other comprehensive income	17	1,070,879,164	1,107,363,860	1,006,084,648	1,053,216,691
Long-term loans to related companies	41 e)	-	-	170,500,000	-
Investments in associates (net)	18	945,505,025	708,932,919	624,010,868	484,285,104
Investments in subsidiaries (net)	19	-	-	7,959,435,167	7,434,016,139
Investments in joint ventures (net)	20	783,212,024	740,999,153	898,012,168	898,012,168
Investment properties (net)	21	1,723,340,273	1,884,497,126	-	-
Property, plant and equipment (net)	22	10,844,248,320	9,775,822,576	4,177,860,890	4,072,187,494
Right-of-use assets (net)	23	2,040,398,091	2,165,131,839	137,266,257	28,792,965
Advance payment for fixed assets		63,260,382	16,411,169	6,601,396	10,718,012
Intangible assets (net)	24	297,457,271	243,714,619	66,081,875	73,109,407
Goodwill	40	126,693,040	-	-	-
Down payment for land leasehold rights		4,000,000	4,000,000	4,000,000	-
Deferred tax assets (net)	25	90,567,095	92,425,040	-	-
Other non-current assets (net)		67,580,977	25,900,151	29,608,600	506,600
Total non-current assets		18,072,735,362	16,780,336,941	15,079,461,869	14,054,844,580
Total assets		25,080,788,915	23,798,727,636	21,731,546,791	22,376,047,932

The accompanying notes on pages 16 to 88 are an integral part of these consolidated and separate financial statements.

Thonburi Healthcare Group Public Company Limited
Statement of Financial Position
As at 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements	
		2022 Baht	2021 Baht	2022 Baht	2021 Baht
Liabilities and equity					
Current liabilities					
Bank overdrafts and short-term loans					
from financial institutions	26	4,525,329,801	3,975,719,500	4,040,000,000	3,770,000,000
Trade and other accounts payable	27	1,498,188,799	2,812,556,493	796,106,702	1,948,719,784
Short-term loans from a related party	41 d)	-	-	244,000,000	46,000,000
Short-term loans from others		6,191,000	-	-	-
Current portion of					
- Long-term loans from financial institutions	28	1,580,844,650	1,629,793,564	1,173,641,143	905,000,000
- Lease liabilities (net)	29	21,613,429	27,372,723	8,672,198	7,220,889
- Liabilities from purchase of medical tools and equipment		48,873,913	32,141,749	-	-
Accrued income tax		190,922,793	211,481,340	126,280,169	157,340,015
Value added tax (net)		22,294,760	19,324,700	4,462,147	7,296,610
Other current liabilities - Withholding tax payable		18,159,736	15,883,439	9,146,556	7,961,348
- Others		8,290,008	9,980,994	4,206,927	4,381,580
Total current liabilities		7,920,708,889	8,734,254,502	6,406,515,842	6,853,920,226
Non-current liabilities					
Long-term loans from financial institutions	28	4,967,071,657	4,460,522,519	3,463,014,302	4,175,211,438
Lease liabilities (net)	29	186,039,810	185,042,500	115,077,722	13,905,921
Liabilities from purchase of medical tools and equipment		47,221,562	64,184,324	-	-
Long-term payable from purchase of intangible asset		3,103,000	6,206,000	-	-
Deferred tax liabilities (net)	25	321,231,583	296,269,111	96,058,583	114,878,355
Employee benefit obligations	30	452,015,781	430,351,220	327,530,765	333,595,519
Other non-current liabilities		7,387,204	3,912,532	2,798,249	172,000
Total non-current liabilities		5,984,070,597	5,446,488,206	4,004,479,621	4,637,763,233
Total liabilities		13,904,779,486	14,180,742,708	10,410,995,463	11,491,683,459

The accompanying notes on pages 16 to 88 are an integral part of these consolidated and separate financial statements.

As at 31 December 2022

		Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
	Notes	Baht	Baht	Baht	Baht
Liabilities and equity (Cont'd)					
Equity					
Share capital					
Authorised share capital					
847,467,400 ordinary shares					
of Baht 1 each		847,467,400		847,467,400	
849,080,000 ordinary shares					
of Baht 1 each			849,080,000		849,080,000
Issued and fully paid-up share capital					
847,467,400 ordinary shares					
of Baht 1 each		847,467,400		847,467,400	
849,080,000 ordinary shares					
of Baht 1 each			849,080,000		849,080,000
Share premium on issue of ordinary shares (net)		6,861,242,864	6,861,242,864	6,861,242,864	6,861,242,864
Share premium on treasury shares		34,558,923	6,345,557	34,558,923	6,345,557
Retained earnings					
Appropriated - legal reserve	32	112,524,039	112,524,039	112,524,039	112,524,039
Appropriated - treasury shares reserve	31	-	97,072,047	-	97,072,047
Unappropriated		2,909,232,976	1,973,186,963	2,995,309,664	2,623,575,348
Treasury shares	31	-	(97,072,047)	-	(97,072,047)
Surplus (deficit) from additional investments in subsidiaries		(1,080,983,133)	(1,099,805,884)	-	-
Other components of equity		494,164,054	444,752,501	469,448,438	431,596,665
Equity attributable to owners of the Company		10,178,207,123	9,147,326,040	11,320,551,328	10,884,364,473
Non-controlling interests	34	997,802,306	470,658,888	-	-
Total equity		11,176,009,429	9,617,984,928	11,320,551,328	10,884,364,473
Total liabilities and equity		25,080,788,915	23,798,727,636	21,731,546,791	22,376,047,932

The accompanying notes on pages 16 to 88 are an integral part of these consolidated and separate financial statements.

Thonburi Healthcare Group Public Company Limited
Statements of Comprehensive Income
For the year ended 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
		Baht	Baht	Baht	Baht
Revenues					
Revenue from hospital operations		10,210,613,543	10,023,013,580	6,832,822,297	5,798,012,053
Revenue from sales of goods		284,138,537	301,485,312	9,534,823	-
Revenue from other services		600,965,927	425,225,033	190,637,955	237,800,867
Revenue from sales of condominium unit		443,788,482	97,767,847	-	-
Cost of hospital operations		(7,022,486,111)	(6,686,850,008)	(4,798,599,209)	(3,925,845,653)
Cost of goods sold		(216,580,493)	(229,500,894)	(6,887,220)	-
Cost of other services		(546,333,502)	(424,809,904)	(185,238,551)	(205,111,831)
Cost of condominium unit sold		(268,515,216)	(64,529,100)	-	-
Gross profit		3,485,591,167	3,441,801,866	2,042,270,095	1,904,855,436
Other income	35	444,395,457	127,426,971	380,358,081	316,373,200
Profit before expense		3,929,986,624	3,569,228,837	2,422,628,176	2,221,228,636
Selling expenses		(210,065,426)	(182,835,114)	(69,501,163)	(40,590,426)
Administrative expenses		(1,509,984,925)	(1,383,057,055)	(754,317,056)	(724,991,145)
Loss from impairment of investment in subsidiaries	19	-	-	(71,014,473)	(42,000,000)
Other gains (losses)					
- Net gains (loss) on exchange rate		(45,320)	4,421,985	(768,857)	4,406,063
Other expenses		(25,068,694)	(5,575,038)	(5,243,927)	(2,510,892)
Finance costs	37	(304,846,573)	(298,946,910)	(257,747,380)	(257,986,890)
Share of profit from investments					
in associates	18 b)	126,163,561	94,983,308	-	-
Share of profit (loss) from investments					
in joint ventures	20 b)	24,800,438	(64,290,969)	-	-
Profit before income tax		2,030,939,685	1,733,929,044	1,264,035,320	1,157,555,346
Income tax	38	(354,404,513)	(377,110,006)	(226,652,391)	(226,727,298)
Profit for the year		1,676,535,172	1,356,819,038	1,037,382,929	930,828,048

The accompanying notes on pages 16 to 88 are an integral part of these consolidated and separate financial statements.

Thonburi Healthcare Group Public Company Limited
Statements of Comprehensive Income
For the year ended 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements	
		2022 Baht	2021 Baht	2022 Baht	2021 Baht
Other comprehensive income					
Item that will not be subsequently reclassified to profit or loss					
- Remeasurements of employee benefit obligations	30	-	21,276,671	-	1,092,162
- Unrealised gain (loss) on measurement fair value of financial assets	11, 17	41,462,063	141,729,170	47,314,716	141,729,170
- Share of other comprehensive income of joint ventures accounted for using the equity method	20 b)	17,412,433	24,247,606	-	-
- Income tax relating to components of other comprehensive income	25	(9,462,943)	(32,282,213)	(9,462,943)	(28,564,266)
Other comprehensive income (expense) for the year - net of tax		49,411,553	154,971,234	37,851,773	114,257,066
Total comprehensive income (expense) for the year		1,725,946,725	1,511,790,272	1,075,234,702	1,045,085,114
Profit (loss) attributable to:					
Owners of the parent		1,601,694,626	1,337,425,243	1,037,382,929	930,828,048
Non-controlling interests		74,840,546	19,393,795	-	-
		1,676,535,172	1,356,819,038	1,037,382,929	930,828,048
Total comprehensive income (expense) attributable to:					
Owners of the parent		1,651,106,179	1,491,074,832	1,075,234,702	1,045,085,114
Non-controlling interests		74,840,546	20,715,440	-	-
		1,725,946,725	1,511,790,272	1,075,234,702	1,045,085,114
Basic earnings per share					
Basic earnings per share to attributable to owners of the parent (Baht)	39	1.89	1.58	1.22	1.10
Weighted average number of ordinary shares (shares)		847,379,277	843,811,203	847,379,277	843,811,203

The accompanying notes on pages 16 to 88 are an integral part of these consolidated and separate financial statements.

Thonburi Healthcare Group Public Company Limited
Statement of Changes in Equity
For the year ended 31 December 2022

	Consolidated financial statements (Bath)														
	Attributable to owners of the parent						Other components of equity								
	Authorised, issued and fully paid-up share capital	Share premium on ordinary shares	Retained earnings		Treasury shares	Share premium (Discount) on treasury shares	Surplus (deficit) from additional investments in subsidiaries	Other comprehensive income			Total other owners of the parent	Non- controlling interests	Total equity		
			Appropriated - legal reserve	Appropriated - treasury shares reserve				Unappropriated	Measurement of equity investments at fair value through other comprehensive income	Share of other comprehensive income of joint ventures accounted for using the equity method				Income tax relating to components of other comprehensive income	
Opening balance as at 1 January 2021	849,080,000	6,861,242,864	112,524,039	105,026,490	861,664,016	(105,026,490)	-	(1,099,805,884)	379,830,062	(9,491,732)	(59,952,577)	310,385,753	7,895,090,788	436,060,406	8,331,151,194
Changes in equity for the year															
Dividend payment (Note 33)	-	-	-	-	(253,139,580)	-	-	-	-	-	-	-	(253,139,580)	-	(253,139,580)
Treasury shares (Note 31)	-	-	-	-	-	7,954,443	6,345,557	-	-	-	-	-	14,300,000	-	14,300,000
Appropriated - treasury shares reserve (Note 31)	-	-	-	(7,954,443)	7,954,443	-	-	-	-	-	-	-	-	-	-
Reversal of the employee benefit obligation increase (Decrease) in non-controlling interests	-	-	-	-	(461,383)	-	-	-	-	-	461,383	-	-	-	-
from dividend payment of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	(11,116,958)	(11,116,958)
from capital increase of subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	25,000,000	-	25,000,000
Total comprehensive expense for the year	-	-	-	-	1,357,169,467	-	-	-	141,729,170	24,247,606	(32,071,411)	133,905,365	1,491,074,832	20,715,440	1,511,790,272
Closing balance as at 31 December 2021	849,080,000	6,861,242,864	112,524,039	97,072,047	1,973,186,983	(97,072,047)	6,345,557	(1,099,805,884)	521,559,232	14,755,874	(91,562,605)	444,752,501	9,147,326,040	470,658,888	9,617,984,928
Opening balance as at 1 January 2022	849,080,000	6,861,242,864	112,524,039	97,072,047	1,973,186,983	(97,072,047)	6,345,557	(1,099,805,884)	521,559,232	14,755,874	(91,562,605)	444,752,501	9,147,326,040	470,658,888	9,617,984,928
Changes in equity for the year															
Dividend payment (Note 33)	-	-	-	-	(762,720,660)	-	-	-	-	-	-	-	(762,720,660)	-	(762,720,660)
Reissuance of treasury shares (Note 31)	-	-	-	-	-	97,072,047	28,213,366	-	-	-	-	-	125,285,413	-	125,285,413
Capital reduction (Note 31)	(1,612,600)	-	-	-	-	-	-	-	-	-	-	-	(1,612,600)	-	(1,612,600)
Appropriated - treasury shares reserve (Note 31)	-	-	-	(97,072,047)	97,072,047	-	-	-	-	-	-	-	-	-	-
Increase (Decrease) in non-controlling interests	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
from dividend payment of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	(16,677,937)	(16,677,937)
from investment in subsidiary	-	-	-	-	-	-	-	(5,521,383)	-	-	-	-	(5,521,383)	404,663,632	399,142,249
from change in shareholding in subsidiary	-	-	-	-	-	-	-	(9,180,817)	-	-	-	-	(9,180,817)	(36,338,689)	(36,338,689)
from capital increase of subsidiary	-	-	-	-	-	-	-	33,524,951	-	-	-	-	33,524,951	91,475,049	125,000,000
Total comprehensive income for the year	-	-	-	-	1,601,694,626	-	-	-	41,462,063	17,412,433	(9,462,943)	49,411,553	1,651,106,179	74,840,546	1,725,946,725
Closing balance as at 31 December 2022	847,467,400	6,861,242,864	112,524,039	-	2,909,232,976	-	34,558,923	(1,080,983,133)	563,021,296	32,166,307	(101,025,546)	494,164,054	10,176,207,123	987,602,306	11,176,009,429

The accompanying notes on pages 16 to 88 are an integral part of these consolidated and separate financial statements.

Thonburi Healthcare Group Public Company Limited
Statement of Changes in Equity
For the year ended 31 December 2022

	Separate financial statements (Baht)									
	Authorised, issued and fully paid-up share capital	Share premium on ordinary shares	Appropriated - legal reserve	Retained earnings		Treasury shares	Share premium account/ (Discount) on treasury shares	Other components of equity		
				Appropriated - share reserve	Appropriated - treasury shares reserve			Unappropriated	Measurement of equity investments at fair value through other comprehensive income	Income tax relating to components of other comprehensive income
Opening balance as at 1 January 2021	849,080,000	6,861,242,864	112,524,039	105,026,490	1,937,641,286	(105,026,490)	-	379,799,750	(62,169,000)	317,630,750
Changes in equity for the year										
Dividend payment (Note 33)	-	-	-	-	(253,139,580)	-	-	-	-	(253,139,580)
Treasury shares (Note 31)	-	-	-	-	-	7,954,443	6,345,557	-	-	14,300,000
Appropriated - treasury shares reserve (Note 31)	-	-	-	(7,954,443)	7,954,443	-	-	-	-	-
Remeasurement of employee benefit obligation	-	-	-	-	(801,011)	-	-	-	801,011	-
Total comprehensive income for the year	-	-	-	-	931,920,210	-	-	141,729,170	(28,564,266)	1,045,085,114
Closing balance as at 31 December 2021	849,080,000	6,861,242,864	112,524,039	97,072,047	2,623,575,348	(97,072,047)	6,345,557	521,528,920	(89,932,255)	10,884,364,473
Opening balance as at 1 January 2022	849,080,000	6,861,242,864	112,524,039	97,072,047	2,623,575,348	(97,072,047)	6,345,557	521,528,920	(89,932,255)	10,884,364,473
Changes in equity for the year										
Dividend payment (Note 33)	-	-	-	-	(762,720,660)	-	-	-	-	(762,720,660)
Reissuance of treasury shares (Note 31)	-	-	-	-	-	97,072,047	28,213,366	-	-	125,285,413
Capital reduction (Note 31)	(1,612,600)	-	-	-	-	-	-	-	-	(1,612,600)
Appropriated - treasury shares reserve (Note 31)	-	-	-	(97,072,047)	97,072,047	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	1,037,382,929	-	-	47,314,716	(9,462,943)	1,075,234,702
Closing balance as at 31 December 2022	847,467,400	6,861,242,864	112,524,039	-	2,995,309,664	-	34,558,923	568,843,636	(99,395,198)	11,320,551,328

The accompanying notes on pages 16 to 88 are an integral part of these consolidated and separate financial statements.

Thonburi Healthcare Group Public Company Limited
Statement of Cash Flows
For the year ended 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
		Baht	Baht	Baht	Baht
Cash flows from operating activities					
Profit before income tax		2,030,939,685	1,733,929,044	1,264,035,320	1,157,555,346
Adjustments					
Allowance for (reversal of)					
- expected credit loss in trade and other accounts receivable	12	(13,619,840)	16,010,526	2,626,641	10,453,296
- expected credit loss in prepaid expenses		-	18,963,750	-	18,963,750
- expected credit loss in short-term loans to related parties	41 c)	-	-	15,000,000	37,000,000
- expected credit loss in advance payment for vaccine		171,633,600	-	171,633,600	-
- obsolete inventories	14	75,381,526	18,096,356	65,560,059	9,997,967
- impairment of investment properties	21	16,997,580	-	-	-
- impairment of property, plant and equipment	22	(4,222,377)	7,642,250	-	-
- impairment of intangible assets	24	(18,153)	-	-	-
- impairment of investments in subsidiaries	19 a)	-	-	71,014,473	42,000,000
Gain on disposal of financial assets measured at fair value through profit or loss	11	-	(6,696)	-	-
Realised gain on measurement of financial assets measured at fair value through profit or loss	11	(423,849)	(127,544)	(53,131)	(30,296)
Unrealised loss (gain) on exchange rate from cash and cash equivalents		1,111,285	(3,851,449)	1,111,285	(3,851,449)
Gain on disposal of investments in subsidiaries	19 f)	(4,683,733)	-	-	-
Gain on transfer of investment in associates	18 b)	(13,174,748)	-	(13,174,748)	-
Share of profit from investments in associates	18 b)	(126,163,561)	(94,983,308)	-	-
Share of (profit) loss from investment in joint ventures	20 b)	(24,800,438)	64,290,969	-	-
Depreciation	21, 22, 23	953,755,447	903,946,218	376,407,930	352,724,923
Amortisation	24	52,095,763	39,713,497	15,516,397	13,848,188
Net (gain) loss on disposal of property, plant and equipment		979,142	(2,923,793)	729,570	(1,394,409)
Gain on disposal of investment properties	35	(109,320,490)	(658,342)	-	-
Loss on write-off of property, plant and equipment	22	11,197,178	2,867,155	4,514,355	71,289
Gain on cancellation rental agreement of right-of-use assets		(8,502,554)	(31,293)	(544,797)	-
Loss on write-off of right-of-use assets		-	2,212,014	-	-
Loss on write-off of intangible assets	24	154,759	2,670,720	-	2,478,120
Loss on write-off of other current asset		-	30,854	-	-
Gain on disposal of non-current assets classified as held-for-sale		-	(2,142,622)	-	-
Employee benefit obligations	30	39,766,357	46,959,904	27,319,287	29,345,784
Dividend income	11, 17, 18 b), 19 a)	(85,501,046)	(47,369,069)	(149,340,328)	(88,803,599)
Interest income	35	(14,374,577)	(3,561,216)	(172,426,272)	(182,271,525)
Finance costs	37	304,846,573	298,946,910	257,747,380	257,986,890
		3,254,053,529	3,000,624,835	1,937,677,021	1,656,074,275

The accompanying notes on pages 16 to 88 are an integral part of these consolidated and separate financial statements.

Thonburi Healthcare Group Public Company Limited

Statement of Cash Flows

For the year ended 31 December 2022

	Note	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
		Baht	Baht	Baht	Baht
Changes in operating assets and liabilities					
(excluding the effects of acquisition and disposal of subsidiaries)					
Trade and other accounts receivable		897,361,518	(1,863,818,745)	864,094,235	(1,117,664,727)
Inventories		272,808,334	(84,363,286)	(4,941,604)	(100,491,863)
Cost of developing holistic care project		375,164	(140,033,103)	-	-
Other current assets		(685,356)	(4,053,617)	(1,968,793)	(1,681,623)
Other non-current assets		(28,114,530)	3,826,666	(29,102,000)	126,500
Trade and other accounts payable		(1,150,611,658)	1,540,937,218	(1,167,479,744)	1,380,517,026
Value added tax		5,731,400	(4,820,203)	(2,834,463)	(11,692,069)
Other current liabilities		(5,707,693)	5,271,645	1,010,555	654,364
Other non-current liabilities		3,474,672	1,254,431	2,626,249	7,000
Employee benefit obligations paid	30	(43,679,225)	(39,812,615)	(33,384,041)	(35,365,848)
Cash generated from operating activities		3,205,006,155	2,415,013,226	1,565,697,415	1,770,483,035
Interest income received		2,956,463	9,170,125	94,619,799	221,312,969
Finance cost paid		(292,091,496)	(290,575,754)	(251,660,615)	(260,708,754)
Income tax paid		(420,682,019)	(100,057,957)	(285,994,951)	(63,774,076)
Net cash generated from operating activities		2,495,189,103	2,033,549,640	1,122,661,648	1,667,313,174
Cash flows from investing activities					
Increase in short-term investments at financial institutions		148,130	(11,769)	-	-
Decrease (Increase) in restricted deposits at financial institutions		(155,211)	324,611	-	-
Financial assets measured at fair value through profit or loss - proceeds		-	15,000,000	-	-
- payments		(77,000,000)	(28,000,000)	-	-
Financial assets measured at fair value through other comprehensive income					
- payments		(160,000)	(364,848,482)	(160,000)	(364,848,482)
Investment in associates - payments	18 b)	(300,000)	(51,797,802)	(300,000)	(51,797,802)
Investment in subsidiaries - proceeds	19 b)	18,114,406	-	61,000,000	-
- payments	19 b), 40	(605,151,906)	-	(671,433,501)	(276,000,000)
Other long-term investments - payments	17	(18,018,006)	-	(18,018,006)	-
Liabilities under land leasehold rights - payments		(1,374,088)	-	(9,374,088)	-
Cash payments for purchase of					
- property, plant and equipment		(1,232,345,463)	(650,141,765)	(460,088,128)	(409,885,379)
- intangible assets		(37,196,839)	(78,421,102)	(11,070,365)	(14,604,076)
Proceeds from disposal of land under non-current assets classified as held-for-sale		-	10,835,181	-	-
Proceeds from disposal of property, plant and equipment (net) and intangible assets (net)		2,412,168	4,435,321	2,934,873	1,913,952
Proceeds from disposal of investment properties		253,323,955	-	-	-
Short-term loans to related companies					
- proceeds	41 c)	-	6,000,000	2,194,480,342	624,200,000
- payments	41 c)	-	(6,000,000)	(575,100,000)	(576,765,992)
Short-term loans to other companies - payments		(46,000,000)	-	-	-
Long-term loans to related companies					
- proceeds	41 e)	-	-	3,500,000	-
- payments	41 e)	-	-	(195,000,000)	-
Dividend receipts from investments in subsidiaries, associates, other companies and investments in equity securities	11, 17, 18 b), 19 a)	119,772,665	64,166,157	154,294,728	83,849,199
Net cash generated from (used in) investing activities		(1,623,930,189)	(1,078,459,650)	475,665,855	(983,938,580)

The accompanying notes on pages 16 to 88 are an integral part of these consolidated and separate financial statements.

Thonburi Healthcare Group Public Company Limited
Statement of Cash Flows
For the year ended 31 December 2022

		Consolidated		Separate	
		financial statements		financial statements	
		2022	2021	2022	2021
Notes		Baht	Baht	Baht	Baht
Cash flows from financing activities					
Increase in bank overdrafts and					
short-term loans from financial institutions	26	549,610,301	1,113,597,832	270,000,000	1,140,291,400
Short-term loans from related companies					
- proceeds	41 d)	200,000,000	-	409,000,000	54,500,000
- payments	41 d)	(200,000,000)	-	(211,000,000)	(69,700,000)
Short-term loans from related individual - proceeds					
		6,191,000	-	-	-
Long-term loans from financial institutions					
- proceeds	28	1,660,322,850	79,470,000	460,322,850	50,000,000
- payments	28	(1,333,033,559)	(854,199,383)	(905,000,000)	(745,000,000)
Cash payments for front-end fee					
		(6,212,890)	(990,000)	(943,000)	(990,000)
Lease liabilities payments - principle					
		(38,912,871)	(43,375,344)	(12,881,907)	(10,699,701)
- interest		(10,249,044)	(9,059,362)	(4,635,155)	(928,096)
Liabilities from purchase of medical tools and equipment - payments					
		(55,327,419)	(33,848,981)	-	-
Cash proceeds from reissuance of treasury shares	31	123,672,813	14,300,000	123,672,813	14,300,000
Additional investment in a subsidiary - payments	19 g)	(12,899,934)	-	-	-
Cash proceeds from non-controlling interests					
from additional investment in subsidiaries		125,000,000	25,000,000	-	-
Dividends paid		(757,764,723)	(251,995,890)	(757,764,723)	(251,995,890)
Dividends paid to non-controlling interests		(16,863,611)	(10,930,745)	-	-
Net cash generated from (used in) financing activities		233,532,913	27,968,127	(629,229,122)	179,777,713
Net increase in cash and cash equivalents		1,104,791,827	983,058,117	969,098,381	863,152,307
Cash and cash equivalents at the beginning of the year		1,482,290,959	495,381,393	1,171,196,167	304,192,411
Unrealised gain (loss) on exchange rate from cash ad cash equivalents		(1,111,285)	3,851,449	(1,111,285)	3,851,449
Cash and cash equivalents at the end of the year		2,585,971,501	1,482,290,959	2,139,183,263	1,171,196,167
Non-cash transactions:					
Receivable from disposals of fixed assets		22,500	22,500	-	-
Payables from purchase of property,					
plant and equipment during the year	27	133,538,008	314,789,032	64,999,994	57,614,063
Payables for down payment for land leasehold rights		-	-	4,000,000	-
Payables for land leasehold rights		-	-	4,000,000	-
Payables from purchase of intangible assets during the year		27	12,001,589	16,854,350	40,000
Dividend payable		27	20,739,356	15,969,093	20,724,356
Retention payable		27	77,475,308	128,142,226	17,606,468
Transfer from investment in subsidiaries to financial assets					
measured at fair value	17	14,000,000	-	14,000,000	-
Transfer from non-current assets classified as held-for-sale to					
investment properties	21	-	74,307,441	-	-
Transfer from right-of-use assets to property,					
plant and equipment (net)	22, 23	2,707,298	-	-	-
Transfer cost of developing holistic care project to					
property, plant and equipment (net)	22	-	829,086,230	-	-
Transfer advance payment for fixed assets to					
- property, plant and equipment	22	26,666,306	129,844,954	-	9,676,728
- intangible assets	24	37,450	-	-	-
Additions in lease liabilities from right-of-use assets		119,440,282	-	98,458,376	-
Liabilities from purchase of medical tools and equipment during the year		37,525,914	22,240,726	-	-

The accompanying notes on pages 16 to 88 are an integral part of these consolidated and separate financial statements.

For the year ended 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
		Baht	Baht	Baht	Baht
Change in liabilities arising from financing activities					
Lease liabilities (net)					
- as at 1 January	29	212,415,223	244,567,253	21,126,810	30,121,131
- additions from acquisition of a subsidiary	29	1,941,093	-	-	-
- additions during the year		119,440,282	21,390,307	98,458,378	1,875,565
- lease modifications and reassessments		17,325,788	(2,829,829)	17,325,788	(170,185)
- termination rental agreements during the year		(104,556,276)	(7,337,164)	(279,149)	-
- interest paid	37	10,249,044	9,059,362	4,635,155	928,096
- cash payments		(49,161,915)	(52,434,706)	(17,517,062)	(11,627,797)
- as at 30 December	29	207,653,239	212,415,223	123,749,920	21,126,810

The accompanying notes on pages 16 to 88 are an integral part of these consolidated and separate financial statements.

Thonburi Healthcare Group Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2022

1 General information

Thonburi Healthcare Group Public Company Limited ("the Company") is a public company which listed in the Stock Exchange of Thailand. The Company is incorporated and domiciled in Thailand. The addresses of the Company's registered offices are as follows:

Head office : 34/1, Issaraphap Road, Banchanglor, Bangkoknoi, Bangkok 10700
 Branch 1 : 43/4, Borommaratchachonnani Road, Salathamasop, Thawiwatthana, Bangkok 10170
 Branch 2 : 8/21, Soi Saphanhin, Taladyai, Mueang Phuket, Phuket 83000
 Branch 3 : 261/40 Moo 10, Nongprue, Banglamung, Chonburi 20150

The Company's principal business operation is to provide hospital operations. The Company's subsidiaries' principal business operations are described in Note 19. For reporting purpose, the Company and its subsidiaries are referred as "the Group".

The consolidated and separate financial statements were authorised for issue by the Board of Directors on 23 February 2023.

2 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 where otherwise disclosed in the accounting policies.

The preparation of the consolidated and separate financial statements in conformity with Thai generally accepted accounting principles requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, and areas where assumptions and estimates are significant to the consolidated and separate financial statements are disclosed in Note 7.

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.

3 New and amended financial reporting standards

3.1 New and amended financial reporting standards that are effective for accounting period beginning on or after 1 January 2022 and relevant to the Group

Interest rate benchmark (IBOR) reform - phase 2, amendments to TFRS 9, TFRS 7, TFRS 16 and TFRS 4, and accounting guidance, financial instruments and disclosures for insurance business provide relief measures addressing issues that might affect financial reporting during the reform, including the effects of changes to contractual cash flows or hedging relationship arising from the replacement of one benchmark with an alternative benchmark.

Key relief measures of the phase 2 amendments are as follows:

- When changing the basis for determining contractual cash flows for financial assets and financial liabilities (including lease liabilities), changes that are necessary as a direct result of the IBOR reform and which are considered economically equivalent, will not result in an immediate gain or loss in the income statement. TFRS 16 has also been amended to require lessees to use a similar practical expedient when accounting for lease modifications that change the basis for determining future lease payments as a result of the IBOR reform.
- Hedge accounting relief measures will allow most TFRS 9 hedge relationships that are directly affected by the IBOR reform to continue. However, additional ineffectiveness might need to be recorded.

TFRS 7 requires additional disclosure about:

- the nature and extent of risks arising from the IBOR reform to which the entity is exposed to
- how the entity manages those risks
- the entity's progress in transitioning from the IBOR to alternative benchmark rates and how the entity is managing this transition.

The amended financial reporting standards do not have material impact to the Group.

3.2 Amended financial reporting standards that are effective for accounting period beginning or after 1 January 2023 and have significant impacts to the Group

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.

- Amendment to TAS 16 - Property, plant and equipment** clarified to prohibit entities from deducting from the cost of an item of PP&E any proceeds received from selling any items produced while the entity is preparing that asset for its intended use.
- Amendment to TAS 37 - Provisions, contingent liabilities and contingent assets** clarified that, in considering whether a contract is onerous, the direct costs of fulfilling a contract include both the incremental costs of fulfilling the contract and an allocation of other costs directly related to fulfilling the contract. Before recognising a separate provision for an onerous contract, the entity must recognise any impairment losses that have occurred on the assets used in fulfilling the contract.
- Amendment to TAS 41 Agriculture** clarified about removal of the requirement for entities to exclude cash flows for taxation when measuring fair value of biological asset.
- Amendment to TFRS 3 - Business combinations** clarified some minor amendments to update its references to the Conceptual Framework for Financial Reporting and added a consideration for the recognition of liabilities and contingent liabilities acquired from business combinations. The amendments also confirmed that contingent assets shouldn't be recognised at the acquisition date.
- Amendment to TFRS 9 - Financial Instruments** clarified which fees should be included in the 10% test for the derecognition of financial liabilities. It should only include fees between the borrower and lender.

The Group's management considers that the impact of adoption of these standards is not significant to the Group.

4 Accounting policies

The principal accounting policies adopted in the preparation of these consolidated and separate financial statements are set out below:

4.1 Foreign currency translation

a) 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.

b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from 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 or loss, any exchange component of that gain or loss is recognised in the profit or loss.

c) Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position
- Income and expenses for each statement of comprehensive income are translated at average exchange rates and
- All resulting exchange differences are recognised as a separate component of equity in the statement of comprehensive income.

4.2 Cash and cash equivalents

In the consolidated and separate statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term highly liquid investments with maturities of three months or less from date of acquisition and are not used as collateral.

In the consolidated and separate statement of financial position, bank overdrafts are shown within borrowings in current liabilities.

4.3 Trade accounts receivable

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within 30 - 120 days and therefore are all classified as current.

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

The impairment of trade receivables are disclosed in Note 4.9 f)

4.4 Inventories

Inventories are stated in the statement of financial position on the following basis:

- Medicines and medical supplies and medical equipment are stated at the lower of weighted average cost or net realisable value.
- Supplies are stated at weighted average cost and recognised in cost of hospital operations whenever consumed.
- Finished goods are stated at the lower of weighted average cost or net realisable value.
- Condominium unit for sales are stated at the lower of specific cost method or net realisable value.

The cost of purchase comprises both the purchase price, construction cost and other direct cost which related to construction and costs directly attributable to the acquisition of the inventory, such as import duties and transportation charges, less all attributable discounts, allowances or rebate from discount coupon. Net realisable value is the estimate of the selling price in the ordinary course of business less cost of completions and selling expenses. Allowance is made, where necessary, for obsolete, slow-moving and defective inventories and recognised within cost of hospital operations, cost of goods sold and cost of condominium unit sold.

4.5 Cost of developing holistic care project

Cost of developing holistic care project is stated at cost less allowance for loss on projects. Costs include cost of land, cost of land development, costs of constructions of real estate projects and infrastructure and related borrowing costs.

The Group recognises the transfer from cost of developing holistic care project into inventories when the construction is completed.

4.6 Non-current assets classified as held-for-sale

Non-current assets are classified as assets held-for-sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. They are stated at the lower of the carrying amount and fair value less cost to sell.

4.7 Principles of consolidation and equity accounting

a) Subsidiaries

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

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

b) Associates

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

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

c) 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.

Joint ventures

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.

d) Equity method

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

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

e) 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 associates and joint ventures is reduced but significant influence and 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 associates and joint ventures is recognise in profit or loss.

When the Group losses control, joint control or significant influence 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.

f) Intercompany transactions on consolidation

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

4.8 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 fair value or 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

Step-up acquisition

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measured are recognised in profit or loss.

Changes in fair value of contingent consideration paid/received

Subsequent changes to the fair value of the contingent consideration that is an asset or liability is recognised in profit or loss. Contingent consideration that is classified as equity is not re-measured.

Business combination under common control

The Group accounts for business combination under common control by measuring acquired assets and liabilities of the acquiree at their carrying values presented in the highest level of the consolidation. The Group retrospectively adjusted the business combination under common control transactions as if the combination had occurred on the later of the beginning of the preceding comparative period and the date the acquiree has become under common control.

Consideration of business combination under common control are the aggregated amount of fair value of assets transferred, liabilities incurred and equity instruments issued by the acquirer at the date of which the exchange in control occurs.

The difference between consideration under business combination under common control and the acquirer's interests in the carrying value of the acquiree is presented as "surplus arising from business combination under common control" in equity and is derecognised when the investment is disposed of by transferred to retained earnings.

4.9 Financial assets

a) Classification

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

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

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

For investments in equity instruments, the Group has an irrevocable election at the time of initial recognition to account for the equity investment at fair value through profit or loss (FVPL) or at fair value through other comprehensive income (FVOCI) except those that are held for trading, they are measured at FVPL.

b) Recognition and derecognition

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

c) Measurement

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

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

d) Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the financial assets. There 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 comprehensive income.
- **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 comprehensive income.
- **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.

e) Equity instruments

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

Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the statement of comprehensive income.

Impairment losses (and reversal of impairment losses) on equity investments are reported together with changes in fair value.

f) Impairment

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

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

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

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

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

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

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

Impairment (and reversal of impairment) losses are recognised in profit or loss as a separate line item.

4.10 Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the Group, is classified as investment property. Investment property also includes property that is being constructed or developed for future use as investment property.

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

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 and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised.

After initial recognition, investment property is carried at cost less any accumulated depreciation and any accumulated impairment losses.

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

Buildings	20 Years
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The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

4.11 Property, plant and equipment

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses. Initial cost included other direct cost related to assets acquisition.

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 and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Land and unutilised land in operation have not been depreciated. Depreciation of other assets is calculated using the straight-line method to write off the cost of each asset to their residual value over the estimate useful lives as follows:

Buildings	10 - 50 Years
Building improvement and utilities systems	5 - 20 Years
Medical tools and equipment	2 - 20 Years
Tools and equipment	5 - 10 Years
Furniture and office equipment	3 - 10 Years
Computer	3 - 10 Years
Motor vehicles	5 - 10 Years

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

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount.

Gains and losses on disposal of property, plant and equipment are calculated by comparing net proceeds from disposal of assets with assets' carrying amount and are taken into the profit or loss.

4.12 Goodwill

Goodwill is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired. It is carried at cost less accumulated impairment losses.

For the purpose of impairment testing, goodwill is allocated to cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes.

4.13 Intangible assets

Computer software

Costs associated with maintaining computer software programmes are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met:

- It is technically feasible to complete the software product so that it will be available for use;
- Management intends to complete the software product and use or sell it;
- There is an ability to use or sell the software product;
- It can be demonstrated how the software product will generate probable future economic benefits;
- Adequate technical, financial and other resources to complete the development and to use or sell the software product are available; and
- The expenditure attributable to the software product during its development can be reliably measured.

Directly attributable costs that are capitalised as part of the software product include the software development employee costs and an appropriate portion of relevant overheads.

Other development expenditures that do not meet these criteria are recognised as an expense as incurred. Development costs previously recognised as an expense are not recognised as an intangible asset in a subsequent period.

Computer software development costs recognised as intangible assets are amortised using the straight-line method over their estimated useful lives, which does not exceed 3 to 10 years.

Customer relationships

Customer relationships is recognised as intangible assets separately from goodwill from acquisition of a subsidiary and is amortised using the straight-line method over its estimated useful lives, which does not exceed 10 to 13 years.

4.14 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. 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.

4.15 Leases

Leases - where the Group is the lessee

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

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

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

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

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

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

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

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

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

Leases - where the Group is the lessor

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

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

4.16 Financial liabilities

a) Classification

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

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

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

b) Measurement

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

c) Derecognition and modification

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

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

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

4.17 Borrowing costs

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

The capitalisation rate used to determine the amount of borrowing cost to be capitalised is a weighted average interest rate applicable to the outstanding borrowings during the year. Where funds are borrowed specifically for the acquisition, construction or production of assets, the amount of borrowing costs eligible for capitalisation on the asset is determined at the actual borrowing cost incurred on the borrowing during the period less any investment income on the temporary investments of those borrowings.

4.18 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 reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. The Group 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 against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority where there is an intention to settle the balances on a net basis.

4.19 Employee benefits

a) Short-term employee benefits

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

b) Defined contribution plans

The Group established a contributory registered provident fund, in accordance with the Provident Fund Act B.E. 2530 by joining a registered - pooled fund which was approved by Ministry of Finance. The fund is held in a separate trustee - administered fund. The Group has no legal or constructive obligations to pay further contributions once the contributions have been paid. The contributions are recognised as employee benefits expense once the amount is due.

Under the provident fund plan, the employees must contribute 3%, 4% and 5% of their basic salary and the Group also contributes 3%, 4% and 5% of the employees' basic salary. The fund appointed a fund manager to manage the fund in accordance with the terms and conditions prescribed in the Ministerial Regulations issued under the Provident Fund Act B.E. 2530

The Group's contributions to the provident fund are charged to profit or loss in the year to which they relate.

c) Defined benefit plans

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

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

Remeasurement gains and losses are 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.

4.20 Provisions - general

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.

Provisions exclude the employee benefit obligations. The accounting policy for employee benefit obligations are mentioned in Note 4.19.

4.21 Share capital

Ordinary shares with discretionary dividends are classified as equity.

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

Treasury share

Where any companies within the Group repurchases its shares, the consideration paid, including any directly attributable incremental costs (net of taxes) is deducted from equity until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity.

4.22 Revenue recognition

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

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

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

Revenue from hospital operations of the Group, consisting of medical fees, hospital room sales, and medicine sales, are recognised as revenue when services have been rendered or medicine delivered.

Revenue from sale of goods are recognised when control of the products has transferred which is when the products are shipped to the specific location.

Revenue from services of the Group is recognised based on the latest estimate of the total value of the contract and actual completion rate determined by reference to the physical state of progress of the works.

Revenue of subsidiary from development of hospital operation software. For fixed-price contracts, revenue is recognised based on the actual service provided to the end of the reporting period as a proportion of the total services to be provided, because the customer receives and uses the benefits. This is determined based on the actual labour hours spent relative to the total expected labour hours.

Some contracts include multiple deliverables, such as the sale of hardware and related installation services. However, the installation is simple, does not include an integration service and could be performed by another party. It is therefore accounted for as a separate performance obligation.

Where the contracts include multiple performance obligations, the transaction price will be allocated to each performance obligation based on their relative stand-alone selling prices. Where these are not directly observable, they are estimated based on expected cost plus margin. If contracts include the installation of hardware, revenue for the hardware is recognised at a point in time when the hardware is delivered, the legal title has passed and the customer has accepted the hardware.

Estimates of revenues, costs or extent of progress toward completion are revised if circumstances change. Any resulting increases or decreases in estimated revenues or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known by management.

Revenue of subsidiary from sales of condominium units are recognised upon the control of the title ships to buyer. Installment under the contract is shown as deposits and advance received from customers.

Other revenues are recognised on the following bases:

- Consultation and management income is recognised on an accrual basis in accordance with the substance of the relevant agreement.
- Dividend income is recognised when the Group's right to receive dividend is established.
- Interest income is recognised on a time proportion basis, taking into account of the principal outstanding and the effective rate over the period to maturity, when it is determined that such income will accrue to the Group.
- Rental income is recognised by using straight line method over the contractual period.
- Membership income is recognised on an accrual basis in accordance with the substance of the relevant agreement.
- Other income is recognised when the Group has right to received.

4.23 Finance costs

Finance costs comprise interest expense from borrowings from financial institutions, borrowings from related parties, interest expense from lease liabilities and front-end fee.

4.24 Dividend payment

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

4.25 Segment reporting

Consolidated financial statements

Operating segments are reported 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 Board of Directors that makes strategic decisions.

The Group's business operations are in the same geographic area which is in Thailand. These has been presented segment information by business only.

5 Financial risk management

5.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: liquidity risk, credit risk, foreign exchange risk and interest rate risk.

5.1.1 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and 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 underline business, the Group Treasury aims at maintaining flexibility in funding by keeping committed credit lines available.

5.1.2 Credit risk

Credit risk is the risk that one party will fail to fulfill the obligations specified in the contract and caused the other party financial damage.

The Group's revenue mainly is medical service. To manage credit risk, the Group has set the threshold level of reliability of customers. In addition, trade receivables are mostly insurance companies who are stable and doing business together for a long time. Therefore, the management considered that the credit risk on trade receivables is low.

5.1.3 Foreign exchange risk

Foreign exchange risk is the risk that the value of a financial instrument will fluctuate due to changes in market foreign exchange rate.

The Group has exposure to foreign currency exchange fluctuations on import purchasing of goods. The Group has made forward exchange contracts to hedge the risk of fluctuations in foreign currency exchange rates as appropriate with situation at the moment.

5.1.4 Interest rate risk

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates.

The interest rate risk is the risk that future movements in market interest rates will affect the results of the Group's operations and its future cash flow. The Group has no significant interest-bearing assets. Hence, the management consider that the Group has low interest rate risk. However, the Group has entered into long-term borrowing agreements with financial institutions bearing floating interest rates. The Group use floating to fixed interest rate swaps to reduce this risk when necessary. The management believe that effect of interest rate fluctuation on long-term borrowing agreements with financial institutions will not materially affect the Group. Outstanding balance of significant financial assets and financial liabilities and their interest rates as at 31 December 2022 and 2021 are disclosed in Note 13.

5.2 Accounting for derivative financial instruments and hedging activities

The Group is party to foreign currency forward contracts to protect the Group from movements in exchange rates by establishing the rate at which a foreign currency asset will be realised or a foreign currency liability settled enters into foreign currency forward contracts to protect the Group from movements in exchange rates by establishing the rate at which a foreign currency asset will be realized or a foreign currency liability setteled. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently measured to their fair value at the end of each reporting period. The changes in fair value is recognised to profit or loss. Any increase or decrease in the amount required to realise the asset or settle the liability is offset by a corresponding movement in the value of the forward exchange contract. The gains and losses on the derivative instruments and the underlying financial asset or liability are therefore offset for financial reporting purposes.

6 Fair value

The table below presents financial assets and liabilities that are measured at fair value, excluding where its value is approximating the carrying amount.

The different levels have been defined as follows:

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

	Level	Fair value			
		Consolidated financial statements		Separate financial statements	
		2022 Baht	2021 Baht	2022 Baht	2021 Baht
Financial assets measured at fair value	1	903,821,930	786,033,333	713,242,545	752,829,694
Financial assets measured at fair value	2	378,531,529	375,002,195	313,737,013	320,855,026

There were no transfers between levels 1 and 2 during the year.

The Group discloses fair value of investment properties and long-term loans from financial institutions in Note 21 and 28, respectively.

7 Critical accounting estimates, assumptions and judgements

Estimates, assumptions 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.

Employee benefit obligations

The present value of employee benefit obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. Any changes in these assumptions will have an impact on the carrying amount of employee benefit obligations.

The Group determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the employee benefit obligations. In determining the appropriate discount rate, the Group considers the market yield of government bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating the terms of the related employee benefit liability.

Other key assumptions for employee benefit obligations are based in part on current market conditions. Additional information is disclosed in Note 30.

Expected credit losses

The Group applies the TFRS 9 simplified approach to measure expected credit losses, which uses a lifetime expected loss allowance for all trade accounts receivable.

To measure the expected credit losses, trade accounts receivable have been grouped based on shared credit risk characteristics and the day past due. The expected loss rates are based on the payment profiles and the corresponding historical credit losses experienced in the past, including factors that may affect the payment of accounts receivable.

Deferred tax

Deferred tax assets come from the estimation of some temporary difference effects which is probable to utilise tax benefit. Management's estimation comes from an assumption based on an available future income and any factors or external exposures which might affect the projected future performance. The Group also considered the utilisation of the past tax losses and assessed the estimation on a conservative basis.

Allowance for impairment of investment

In determining an allowance for impairment of investment, the managements need to make judgements and estimates the impairment loss when the indications of impairment arise by considering the estimated future cash flow to be generated. The management need to judgement define significant assumptions used (Note 18, 19 and 20).

Property, plant and equipment and depreciation

In determining depreciation of plant and equipment, the management is required to make estimates of the useful lives and salvage values of the plant and equipment and to review estimate useful lives and salvage values when there are any changes.

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

Goodwill and intangible assets

The initial recognition and measurement of goodwill and intangible assets, and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

Provisions

The Group has liabilities that may arise from being sued for damages. The management uses judgment to assess the outcome of the case in which the Group has been charged. If the management considers that there may be damage occurred, the Group recorded a provision for losses that might arise in such circumstances. If management determines and believes that the group will not be damaged, the Group does not record contingent liabilities as at the end of the accounting period.

8 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order 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 amount of dividends paid to shareholders, return capital to shareholders, and issue new shares or sell assets to reduce debt.

9 Segment information

Certain part of the consolidated statements of comprehensive income for the years ended 31 December 2022 and 2021 (Baht)														
	Hospital operations		Hospital management		Healthcare solution provider		Development and sales of hospital operation software		Property development		Elimination		Total	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021		
Revenue from hospital operations	10,357,677,000	10,109,511,480	33,398,127	-	-	-	-	-	-	-	(180,461,584)	(86,497,900)	10,210,613,543	10,023,013,580
Revenue from sale of goods	9,534,823	-	-	-	284,217,216	308,234,091	-	-	-	-	(9,613,502)	(6,748,779)	284,138,537	301,485,312
Revenue from other services	14,813,903	7,775,000	549,027,089	441,077,306	36,221,159	11,351,747	25,050,477	26,390,727	-	-	(24,146,701)	(61,369,747)	600,965,927	425,225,033
Revenue from sales of condominium unit	-	-	-	-	443,788,482	97,767,847	-	-	-	-	-	-	443,788,482	97,767,847
Cost of hospital operations	(7,129,542,370)	(6,806,517,171)	(16,101,786)	-	(212,118,077)	(231,016,397)	-	-	-	-	123,158,045	119,667,163	(7,022,486,111)	(6,686,850,008)
Cost of goods sold	(6,887,220)	-	-	-	(47,122,584)	(15,275,508)	(14,343,140)	(15,138,592)	-	-	2,424,904	1,515,330	(216,580,433)	(229,500,894)
Cost of other services	(9,804,086)	(7,765,250)	(493,737,794)	(407,381,894)	(47,122,584)	(15,275,508)	(14,343,140)	(15,138,592)	-	-	18,674,102	20,751,340	(548,333,502)	(424,809,904)
Cost of condominium unit sold	-	-	-	-	(272,862,995)	(65,490,497)	-	-	-	-	4,347,779	961,397	(265,515,216)	(64,529,100)
Segment income	3,235,792,050	3,303,004,059	72,585,636	33,695,412	232,123,201	105,571,283	10,707,337	11,252,135	-	-	(65,617,057)	(11,722,023)	3,485,591,167	3,441,801,866
Unallocated revenues and expenses :														
Other income	-	-	-	-	-	-	-	-	-	-	-	-	444,395,457	127,426,971
Selling and administrative expenses	-	-	-	-	-	-	-	-	-	-	-	-	(1,565,892,169)	(1,565,892,169)
Net gain (loss) on exchange rate	-	-	-	-	-	-	-	-	-	-	-	-	(45,320)	4,421,985
Other expenses	-	-	-	-	-	-	-	-	-	-	-	-	(25,068,694)	(5,575,038)
Finance costs	-	-	-	-	-	-	-	-	-	-	-	-	(304,846,573)	(298,946,910)
Share of profit (loss) from investment in associates	-	-	-	-	-	-	-	-	-	-	-	-	126,163,561	94,983,308
- joint ventures	-	-	-	-	-	-	-	-	-	-	-	-	24,800,438	(64,290,969)
Income tax	-	-	-	-	-	-	-	-	-	-	-	-	(354,404,513)	(377,110,006)
Net profit for the year	-	-	-	-	-	-	-	-	-	-	-	-	1,676,535,172	1,356,819,038
Timing of revenue recognition:														
At a point in time	9,534,823	-	-	-	726,772,670	405,359,869	-	-	-	-	(9,613,502)	(6,748,779)	726,693,991	398,611,090
Overtime	10,372,490,903	10,117,286,480	582,425,216	441,077,306	37,454,187	11,993,816	25,050,477	26,390,727	-	-	(204,608,285)	(147,867,647)	10,812,812,498	10,448,880,692
	10,382,025,726	10,117,286,480	582,425,216	441,077,306	764,226,857	417,353,685	25,050,477	26,390,727	-	-	(214,221,787)	(154,616,426)	11,539,506,489	10,847,491,772

For separate financial statements, the Company's revenue are recognised overtime.

Thonburi Healthcare Group Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2022

Certain part of the consolidated statements of financial position as at 31 December 2022 and 2021 (Baht)											
	Hospital operations		Hospital management		Healthcare solution provider		Development and sales of hospital operation software		Property development		Total
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	
Segment assets	16,295,101,237	15,522,290,519	413,379,157	315,717,740	3,961,203,216	4,398,504,088	28,401,541	20,923,376	1,724,857,243	1,820,290,653	22,422,942,394
Investments at equity method	1,728,717,052	1,449,932,072	-	-	-	-	-	-	-	-	1,728,717,052
Unallocated assets	-	-	-	-	-	-	-	-	-	-	929,129,469
Total assets	18,023,818,289	16,972,222,591	413,379,157	315,717,740	3,961,203,216	4,398,504,088	28,401,541	20,923,376	1,724,857,243	1,820,290,653	25,080,788,915
Segment liabilities	4,666,432,216	7,914,457,270	175,317,099	110,453,852	3,681,789,211	3,689,041,372	28,465,384	27,369,177	19,327,696	158,537	8,571,331,606
Unallocated liabilities	-	-	-	-	-	-	-	-	-	-	5,333,447,880
Total liabilities	4,666,432,216	7,914,457,270	175,317,099	110,453,852	3,681,789,211	3,689,041,372	28,465,384	27,369,177	19,327,696	158,537	13,904,779,486
											14,180,742,708

The Group's borrowings are unallocated liabilities, due to that borrowings are managed by the centralised function.

10 Cash and cash equivalents

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Cash on hand	7,375,857	6,920,354	4,517,999	4,861,860
Cheque on hand	52,725,436	2,377,759	218,346	86,971
Cash at banks - savings accounts	1,933,230,061	932,924,621	1,600,160,961	639,740,581
- current accounts	588,348,089	536,728,985	531,614,969	523,839,069
- 3-month fixed deposit	4,292,058	3,339,240	2,670,988	2,667,686
	2,585,971,501	1,482,290,959	2,139,183,263	1,171,196,167

As at 31 December 2022 and 2021, cash at banks carry interest at the rates as follows:

	Consolidated financial statements		Separate financial statements	
	2022 % per annum	2021 % per annum	2022 % per annum	2021 % per annum
Cash at banks - savings accounts	0.05 to 0.50	0.05 to 0.40	0.05 to 0.35	0.05 to 0.40
- 3-month fixed deposit	0.35 to 0.45	0.10 to 0.55	0.35	0.13

11 Financial assets measured at fair (current asset)

Financial assets measured at fair value of the Group represent the short-term investments in debt and equity securities issued by financial institutions.

The movements of financial assets measured at fair for the year ended 31 December 2022 are as follows:

	Consolidated financial statements		Separate financial statements	
	Financial assets measured at fair value through profit or loss Baht	Financial assets measured at fair value through other comprehensive income Baht	Financial assets measured at fair value through profit or loss Baht	Financial assets measured at fair value through other comprehensive income Baht
Cost at the beginning of year	47,313,533	6,248,671	14,194,831	6,248,671
<u>Add</u> Additions from acquisition of a subsidiary	79,938,383	-	-	-
<u>Add</u> Additions during the year	77,000,000	160,000	-	160,000
<u>Less</u> Disposals during the year	-	-	-	-
Cost at the end of year	204,251,916	6,408,671	14,194,831	6,408,671
Unrealised gain (loss) on measurement at fair value	1,601,884	(854,821)	1,146,229	(854,821)
Unrealised gain on measurement at fair value - additions from acquisition of a subsidiary	66,645	-	-	-
Book value at the end of the year	205,920,445	5,553,850	15,341,060	5,553,850

For the year ended 31 December 2022, the Group and the Company recognised gain on measured fair value of financial assets through profit or loss in the consolidated and separate financial statement of Baht 423,849 and Baht 53,131, respectively (2021 : the Group and the Company recognised gain through profit or loss in the consolidated and separate financial statement of Baht 127,544 and Baht 30,296, respectively) (Note 35).

For the year ended 31 December 2022, the Group and the Company recognised gain on measured fair value of financial assets through other comprehensive income in the consolidated and separate financial statement of Baht 213,750 (2021 : the Group and the Company recognised loss through other comprehensive income in the consolidated and separate financial statement of Baht 1,134,200).

For the year ended 31 December 2022, the Group did not dispose financial assets (For the year ended 31 December 2021 : The Group recognised gain on disposal of financial assets amounting to Baht 6,696) (Note 35).

During the year 2022, the Group and the Company received dividend income from investments in equity securities amounting to Baht 112,725 (2021 : Baht 96,100).

The fair values are based on security market using the rate at the end of accounting period. The fair values are within level 1 of the fair value hierarchy.

12 Trade and other accounts receivable (net)

	Note	Consolidated financial statements		Separate financial statements	
		2022 Baht	2021 Baht	2022 Baht	2021 Baht
Trade accounts receivable					
- other companies (net)		2,164,694,194	2,382,288,855	434,051,810	721,003,562
- related companies	41 a)	6,012,248	8,159,052	81,291,651	98,177,041
		<u>2,170,706,442</u>	<u>2,390,447,907</u>	<u>515,343,461</u>	<u>819,180,603</u>
Other accounts receivable					
- other companies (net)		23,152,280	8,035,332	5,236,040	4,710,913
- related companies	41 a)	1,001,745	2,526,146	25,293,043	18,331,641
		<u>24,154,025</u>	<u>10,561,478</u>	<u>30,529,083</u>	<u>23,042,554</u>
Interests receivable					
- other companies		11,421,436	3,322	1,562	557
- related companies (net)	41 a)	521,314	521,314	204,456,607	126,651,139
		<u>11,942,750</u>	<u>524,636</u>	<u>204,458,169</u>	<u>126,651,696</u>
Dividend receivable					
- related company	41 a)	-	4,954,400	-	4,954,400
Advance payment for vaccine		-	742,600,400	-	742,600,400
Advance payment for goods		1,472,864	443,170	1,434,285	235,400
Advance payments					
- other companies/individual		4,605,471	10,120,932	1,340,348	660,050
Prepaid expenses - other companies (net)		32,961,591	23,408,012	8,383,724	9,666,370
- related company	41 a)	-	-	1,615	1,615
		<u>2,245,848,143</u>	<u>3,183,060,935</u>	<u>761,490,685</u>	<u>1,726,993,088</u>

Outstanding balance of trade accounts receivable classified by aging are as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Trade accounts receivable - other companies (net)				
Not yet due	319,135,856	1,022,538,977	123,364,176	259,421,054
Overdue				
1 - 90 days	172,673,002	857,028,710	55,962,049	298,115,988
91 - 180 days	296,913,138	158,463,287	35,855,258	86,048,643
181 - 365 days	733,998,520	41,137,192	25,281,026	8,999,015
Over 365 days	337,293,267	121,876,506	197,930,995	69,112,718
	1,860,013,783	2,201,044,672	438,393,504	721,697,418
<u>Less</u> Allowance for expected credit loss	(84,598,835)	(94,434,656)	(72,271,042)	(69,644,401)
	1,775,414,948	2,106,610,016	366,122,462	652,053,017
Unbilled trade accounts receivable	395,641,645	282,041,238	67,929,348	68,950,545
<u>Less</u> Allowance for expected credit loss	(6,362,399)	(6,362,399)	-	-
	389,279,246	275,678,839	67,929,348	68,950,545
Trade accounts receivable - other companies (net)	2,164,694,194	2,382,288,855	434,051,810	721,003,562
	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Trade account receivable - related companies				
Not yet due	211,716	1,056,705	16,953,862	10,089,117
Overdue				
1 - 90 days	104,326	721,150	9,706,652	13,795,695
91 - 180 days	-	-	8,474,752	13,340,322
181 - 365 days	-	-	15,074,635	14,945,403
Over 365 days	5,560,825	6,245,816	29,810,317	24,685,433
	5,876,867	8,023,671	80,020,218	76,855,970
Unbilled trade accounts receivable	135,381	135,381	1,271,433	21,321,071
<u>Less</u> Allowance for expected credit loss	-	-	-	-
	135,381	135,381	1,271,433	21,321,071
Trade account receivable - related companies	6,012,248	8,159,052	81,291,651	98,177,041

Due to the nature of trade accounts receivable are current assets, their carrying amount is considered to be the same as their fair value.

Allowance for expected credit loss for trade accounts receivable - other companies as at 31 December 2022 and 2021 are as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Gross carrying amount - trade receivables				
Not yet due	(31,568)	(3,128)	(31,568)	(3,128)
Overdue				
1 - 90 days	(1,269,574)	(1,152,501)	(846,245)	(1,152,501)
91 - 180 days	(835,882)	(9,516,515)	(459,048)	(1,612,530)
181 - 365 days	(4,980,708)	(5,362,840)	(2,582,354)	(5,192,178)
Over 365 days	(77,481,103)	(78,399,672)	(68,351,827)	(61,684,064)
Unbilled trade accounts receivable	(6,362,399)	(6,362,399)	-	-
Allowance for expected credit loss	(90,961,234)	(100,797,055)	(72,271,042)	(69,644,401)

The movements of the allowance for expected credit loss for trade accounts receivable - other companies for the years ended 31 December 2022 and 2021 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Allowance at the beginning of the year	(100,797,055)	(84,111,599)	(69,644,401)	(59,191,105)
<u>Add</u> Additions during the year	(18,856,484)	(25,651,137)	(14,164,690)	(13,749,064)
<u>Add</u> Additions from acquisition of a subsidiary	(3,784,019)	-	-	-
<u>Less</u> Written-off during the year	-	134,332	-	-
<u>Less</u> Reversal during the year - repayments	32,476,324	8,831,349	11,538,049	3,295,768
Allowance at the end of the year	(90,961,234)	(100,797,055)	(72,271,042)	(69,644,401)

During the year ended 31 December 2022 and 2021, the Group and the Company did not write-off any bad debt.

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13 Financial assets and financial liabilities

Outstanding balances of financial assets and financial liabilities and interest rates as at 31 December 2022 and 2021 as follows:

	2022									
	Consolidated financial statements					Separate financial statements				
	Fixed interest rate					Fixed interest rate				
	Within 1 year	1 - 5 years	Over 5 years	Floating interest rate	Non-interest bearing rate	Total	Interest (%)	Within 1 year	1 - 5 years	Over 5 years
Measurement categories	Baht	Baht	Baht	Baht	Baht	Baht	(%)	Baht	Baht	Baht
Financial assets										
Cash and cash equivalents	4,292,658	-	-	1,933,230,061	648,449,382	2,585,971,501	0.05 - 0.50	2,670,988	-	-
Short-term investments at financial institutions	37,230	-	-	-	-	37,230	0.500 - 0.73	-	-	-
Financial assets - investment in debt securities	-	-	-	-	205,920,445	205,920,445	-	-	-	-
Financial assets - investment in equity securities	-	-	-	-	1,076,433,014	1,076,433,014	-	-	-	-
Trade and other accounts receivable (net)	-	-	-	-	2,206,803,217	2,206,803,217	-	-	-	-
Short-term loans to related parties	-	-	-	-	-	-	-	3,631,578,902	-	-
Current portion of long-term loans to related companies	-	-	-	-	-	-	-	-	-	-
Long-term loans to related companies	-	-	-	-	-	-	-	-	-	-
Restricted deposits at financial institutions	15,593,700	-	-	-	-	15,593,700	0.150 - 0.73	-	-	-
	19,922,988	-	-	1,933,230,061	4,137,606,058	6,090,759,107		3,634,249,890	-	-
									1,791,660,361	2,313,661,584
										7,739,572,435
Financial liabilities										
Bank overdrafts and short-term loans from financial institutions	4,518,918,637	-	-	6,411,164	-	4,525,329,801	Interest rate in Financial Market and MLR and MOR	4,040,000,000	-	-
Trade and other accounts payable	-	-	-	-	1,369,849,204	1,369,849,204	-	-	-	-
Short-term loan from other individual	6,191,000	-	-	-	-	6,191,000	As agreed	-	-	-
Short-term loan from a related party	-	-	-	-	-	-	-	244,000,000	-	-
Liabilities from purchase of medical tools and equipment	48,873,913	47,221,562	-	-	-	96,095,475	-	-	-	-
Long-term payable from purchase of intangible asset	-	3,103,000	-	-	-	3,103,000	-	-	-	-
Long-term loans from financial institutions	2,640,000	6,320,000	-	6,547,809,384	-	6,556,769,384	Interest rate in Financial Market and MLR	-	4,640,322,850	-
Lease liabilities (net)	21,613,429	61,766,075	124,273,735	-	-	207,653,239	3.00 - 8.57	8,672,198	21,811,342	93,266,380
	4,598,236,979	118,410,637	124,273,735	6,554,220,548	1,369,849,204	12,764,991,103		4,292,672,198	21,811,342	93,266,380
										775,428,299
										9,823,501,069
										4,640,322,850
										123,749,920
										3,13 - 5.28

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Measurement categories	2021									
	Consolidated financial statements					Separate financial statements				
	Fixed interest rate					Interest rate				
	Within 1 year	1 - 5 years	Over 5 years	Floating interest rate	Non-interest bearing rate	Within 1 year	1 - 5 years	Over 5 years	Floating interest rate	Non-interest bearing rate
	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht	Baht
Financial assets										
Cash and cash equivalents	3,339,240	-	-	932,924,621	546,027,098	2,667,686	-	-	639,740,581	528,787,900
Short-term investments at financial institutions	185,360	-	-	-	-	-	-	-	-	-
Financial assets - investment in debt securities	-	-	-	-	48,491,568	-	-	-	-	-
Financial assets - investment in equity securities	-	-	-	-	1,112,543,960	-	-	-	-	-
Trade and other accounts receivable (net)	-	-	-	-	2,406,468,421	-	-	-	-	-
Short-term loans to related parties	-	-	-	-	-	-	-	-	-	-
Restricted deposits at financial institutions	15,138,469	-	-	-	15,138,469	4,866,071,781	-	-	-	-
	18,663,069	-	-	932,924,621	4,113,551,047	4,868,739,467	-	-	639,740,581	2,924,189,335
					5,065,138,757					8,432,669,383
Financial liabilities										
Bank overdrafts and short-term loans from financial institutions	3,906,752,430	-	-	68,967,070	-	3,770,000,000	-	-	-	-
Trade and other accounts payable	-	-	-	-	1,556,415,910	-	-	-	-	-
Short-term loan from a related party	-	-	-	-	-	46,000,000	-	-	-	-
Liabilities from purchase of medical tools and equipment	32,141,749	64,184,324	-	-	-	-	-	-	-	-
Long-term payable from purchase of intangible asset	-	6,206,000	-	-	-	-	-	-	-	-
Long-term loans from financial institutions	1,028,760	-	-	6,089,287,323	-	-	-	-	5,080,211,438	-
Lease liabilities (net)	26,738,116	80,681,184	104,995,923	-	-	7,220,889	9,889,209	4,016,712	-	-
	3,966,661,055	151,071,508	104,995,923	6,158,254,393	1,556,415,910	3,823,220,889	9,889,209	4,016,712	5,080,211,438	782,709,478
					11,972,206,893					9,700,047,726

Cash and cash equivalents, short-term investments at financial institutions, trade and other accounts receivable, short-term loan to related parties are characterised as current assets. Carrying value of these financial assets approximated fair values. For non-current assets, its fair values are not significantly different from carrying values.

14 Inventories (net)

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Medicines and medical supplies	277,261,155	267,973,441	191,337,786	187,738,978
Medical equipment	96,819,456	99,690,237	-	-
Supplies	14,746,231	14,669,643	7,117,604	5,774,808
Condominium unit for sale	790,112,334	1,051,474,655	-	-
<u>Less</u> Allowance for obsolete inventories				
- medicines and medical supplies	(79,074,753)	(14,214,531)	(75,560,059)	(10,000,000)
- medical equipment	(22,533,547)	(12,012,243)	-	-
- supplies	(54,527)	(54,527)	(54,527)	(54,527)
Goods in transit - medical equipment	6,773,790	8,706,295	-	-
	1,084,050,139	1,416,232,970	122,840,804	183,459,259

- Allowance for obsolete inventories-medicine and medical supplies and supplies are recognised as cost of hospital operations in profit or loss.
- Allowance for obsolete inventories-medical equipment are recognised as cost of goods sold in profit or loss.

15 Cost of developing holistic care project

Cost of developing holistic care project as at 31 December 2022 and 2021 comprise the following:

	Consolidated financial statements	
	2022 Baht	2021 Baht
Land under development	840,389,408	840,389,408
Construction in progress and other related costs	-	375,164
	840,389,408	840,764,572

16 Restricted deposits at financial institutions

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Cash at banks - savings account	8,250,000	8,250,000	-	-
- 3-month fixed deposit	1,980,000	1,980,000	-	-
- 12-month fixed deposit	5,363,700	4,908,489	-	-
	15,593,700	15,138,489	-	-
Interest rate (% per annum)				
	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Cash at banks - savings account	0.25 to 0.38	0.13 to 0.38	-	-
- 3-month fixed deposit	0.40 to 0.45	0.10 to 0.13	-	-
- 12-month fixed deposit	0.15 to 0.73	0.15 to 0.38	-	-

As at 31 December 2022 and 2021, restricted deposits at financial institutions of the Group are deposits of the subsidiaries in Baht currency. The Group pledged these deposits as collateral against bank overdrafts, borrowings from financial institutions and bank guarantees (Note 26, 28 and 43).

17 Financial assets measured at fair (non-current assets)

Financial assets measured at fair of the Group - non-current represent the investments in equity securities which have the movements for the year ended 31 December 2022 as follows:

	Consolidated financial statements	Separate financial statements
	Financial assets measured at fair through other comprehensive income Baht	Financial assets measured at fair through other comprehensive income Baht
Cost at the beginning of the year	918,134,963	863,987,794
Additions during the year	18,018,006	18,018,006
Additions from acquisition of a subsidiary	16,500,000	-
Reclassification from investment in a subsidiary (Note 19)	14,000,000	14,000,000
Remeasurement of fair value of investment before reclassification to investments in associates (Note 18)	83,233,012	89,085,665
<u>Less</u> reclassification to investments in associates (Note 18)	(126,251,016)	(126,251,016)
Unrealised gain on measurement at fair value	147,244,199	147,244,199
Book value at the end of the year	1,070,879,164	1,006,084,648

For the year ended 31 December 2022, the Group and the Company received dividend income from long-term investments in equity securities amounting to Baht 85,388,321 and Baht 77,888,321, respectively (2021 : Baht 47,272,969) (Note 35).

For the year ended 31 December 2022, the Group and the Company recognised gain on measured the fair value of financial assets through other comprehensive income in the consolidated and separate financial statement of Baht 41,248,313 and Baht 47,100,966, respectively (2021 : recognised gain of Baht 140,594,970).

The Group and the Company measure the fair value of investment in marketable equity securities based on the last bid price reference from the securities market. This fair value is within the level 1 of the fair value hierarchy. For investment in non-marketable equity securities, the Group and the Company measure the fair value by using significant observable input and entity-specific estimates. This fair value is within the level 2 of the fair value hierarchy.

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18 Investments in associates (net)

- a) As at 31 December 2022 and 2021, investments in associates (net) comprise the following:

Company name	Place of business/ country of incorporation	Nature of business	Percentage of Shareholding		Consolidated financial statements		Separate financial statements	
					Investments (Equity method)		Investments (Cost method)	
			2022	2021	2022	2021	2022	2021
			Percentage	Percentage	Baht	Baht	Baht	Baht
Ubonrak Co., Ltd.	Thailand	Private hospital activities	34.52	34.52	386,873,637	351,767,750	272,762,500	272,762,500
Srivej Chanthaburi Public Company Limited	Thailand	Private hospital activities	31.92	31.92	405,642,638	357,165,169	211,522,604	211,522,604
Phatara Hospital Co., Ltd.	Thailand	Private hospital activities	21.47	-	152,692,405	-	139,425,764	-
Thonburi Rangsit Hospital Co., Ltd.	Thailand	Private hospital activities	30.00	-	296,345	-	300,000	-
					945,505,025	708,932,919	624,010,868	484,285,104

The management has reviewed allowance for impairment of investments in associates by considering from the past performance and are expected to occur in the future including other factors.

- b) The movements in book value of investments in associates (net) for the years ended 31 December 2022 and 2021 comprise the following:

	Consolidated financial statements Equity method		Separate financial statements Cost method	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Beginning book value of the year (net)	708,932,919	583,903,297	484,285,104	432,487,302
Additions during the year	300,000	51,797,802	300,000	51,797,802
Transfer from financial assets measured at fair value through other comprehensive income (Note17)	126,251,016	-	126,251,016	-
Gain on reclassification of investment	13,174,748	-	13,174,748	-
Share of profit during the year (net)	126,163,561	94,983,308	-	-
Dividend income during the year	(29,317,219)	(21,751,488)	-	-
Ending book value of the year (net)	945,505,025	708,932,919	624,010,868	484,285,104

- c) Reclassification of financial assets measured at fair value through other comprehensive income to investments in associates

At the Executive Committee's Meeting of the Company No. 3/2022 on 3 May 2022, it was resolved to approve the Company's additional investment in the ordinary shares of Phatara Hospital Co., Ltd. amounting to Baht 18.02 million (720,000 ordinary shares at the price of Baht 25.00 per share), resulting that the Company's shareholding interest increased from 16.67% to 21.47% which made the Company has significant influence on operations. Therefore, the investment in such company is reclassified from financial assets measured at fair value through other comprehensive income to investments in associates.

At the date of reclassification, the Group and the Company recognised gain on measurement of fair value of financial assets through other comprehensive income in the consolidated and separate financial information amounting to Baht 83,233,012 and Baht 89,085,665 respectively. The Group and the Company also recognised gain from reclassification of investment in profit or loss in the consolidated and separate financial information of Baht 13,174,748.

- d) Increase in investments in associates - Thonburi Rangsit Hospital Company Limited

In July 2022, The Company together with other companies and related companies established Thonburi Rangsit Hospital Company Limited with registered share capital of Baht 1.00 million (10,00 ordinary shares at par value Baht 100.00 per share). The Company held 30% shareholding interest and paid for shares in November 2022.

Summarised financial information for significant associates

Set out below are the summarised financial information for Ubonrak Co., Ltd. and Sirivej Chanthaburi Public Company Limited which are accounted for using the equity method.

	Ubonrak Co., Ltd. As at 31 December		Sirivej Chanthaburi Public Company Limited As at 31 December	
	2022 Million Baht	2021 Million Baht	2022 Million Baht	2021 Million Baht
Current assets	358	304	434	487
Non-current assets	654	661	1,601	1,081
Current liabilities	(157)	(159)	(212)	(179)
Non-current liabilities	(158)	(210)	(599)	(317)
Net assets	697	596	1,224	1,072
Revenue	964	762	942	849
Net profit	152	78	189	209
Other comprehensive income	-	-	-	6
Total comprehensive income	152	78	189	215

The information above reflects the amounts presented in the financial statements of the associates (and not the Group's share of those amounts) adjusted for the differences in accounting policies between the Group and the associates for the years ended 31 December 2022 and 2021.

Reconciliation of summarised financial information

Reconciliation of the summarised financial information presented to the carrying amount of its interest in associates.

Summarised financial information	Ubonrak Co., Ltd. As at 31 December		Sirivej Chanthaburi Public Company Limited As at 31 December	
	2022	2021	2022	2021
	Million Baht	Million Baht	Million Baht	Million Baht
Net assets as at 1 January	596	563	1,072	717
Capital increase during the year	-	-	-	160
Net assets as at investment date	-	-	-	-
Profit for the year	152	78	189	209
Other comprehensive income	-	-	-	6
Dividends	(51)	(45)	(37)	(20)
Net assets as at 31 December	697	596	1,224	1,072
Interest in associates (%)	34.52	34.52	31.92	31.92
Equity in associates	241	206	391	342
Excess of fair value to cost of investments prior to the change in shareholding interest	(34)	(34)	-	-
Goodwill	180	180	15	15
Net book value	387	352	406	357
Carrying amount of investments in associates using the equity method (Note 18 a))	387	352	406	357

Summarised financial information for immaterial associates

The table below is the carrying amount of its interests, in aggregate, all individually immaterial associates that are accounted for using equity method.

Aggregate carrying amount of individually immaterial associates	As at 31 December	
	2022	2021
	Million Baht	Million Baht
Aggregate amounts of the Group's share of:		
Profit from continuing operations	62	-
Total comprehensive income	62	-

[illegible]

Indirect Subsidiary	Incorporated in	Nature of business	Paid-up share capital (Amount)		Shareholding interest	
			2021		2022	
			Baht	Percentage	Baht	Percentage
Thonburi Property Management Co., Ltd. (held by Thonburi Property Management Co., Ltd.)	Thailand	Real estate services and property management	4,000,000	4,000,000	99.99	99.99
Thonburi Property Management Co., Ltd. (held by Thonburi Property Management Co., Ltd.)	Thailand	Production and sale of electricity	1,000,000	-	99.99	-
Lanna Vechasak Co., Ltd. (held by Trang Medical Trading Co., Ltd.)	Thailand	Private hospital activities	22,500,000	-	99.97	-

Summarised financial statements of subsidiaries with material non-controlling interests

The summarised financial statements for each subsidiary that has non-controlling interests that are material to the Group as at 31 December 2022 and 2021 are as follows:

Summarised statements of financial position

	Rajyindee Hospital Public Company Limited	
	2022	2021
	Thousand Baht	Thousand Baht
Current		
Assets	352,178	258,591
Liabilities	(120,696)	(135,466)
Total net current assets (liabilities)	231,482	123,125
Non-current		
Assets	624,673	636,694
Liabilities	(82,362)	(91,602)
Total net non-current assets (liabilities)	542,311	545,092
Net assets (liabilities)	773,793	668,217

Summarised statements of comprehensive income

	Rajyindee Hospital Public Company Limited	
	2022	2021
	Thousand Baht	Thousand Baht
Revenue	877,104	722,591
Profit (loss) before income tax	180,115	87,457
Income tax (expenses)	(35,840)	(17,017)
Post-tax profit (loss) from continuing operations	144,275	70,440
Other comprehensive income	-	2,008
Total comprehensive income	144,275	72,448
Proportion of non-controlling interests (%)	42.59	43.09
Total comprehensive income allocated to non-controlling interests	62,043	31,218
Change in proportion of non-controlling interests	(3,718)	-
Change from additions from acquisition of a subsidiary	-	-
Dividend paid to non-controlling interests	(16,674)	(11,116)
Cumulative balance of non-controlling interests	329,560	287,909

Summarised statements of cash flow

		Rajyindee Hospital Public Company Limited	
		2022	2022
		Thousand Baht	Thousand Baht
Cash flow from operating activities			
Cash generated from operation		244,200	89,970
Interest received		2,154	1,787
Interest paid		(684)	(249)
Income tax paid		(29,764)	(7,426)
Net cash generated from (used in) operating activities		215,906	84,082
Net cash generated from investing activities		(120,179)	(52,101)
Net cash generated from (used in) financing activities		(45,134)	(252)
Net (decrease) increase in cash and cash equivalents		50,593	31,729
Cash and cash equivalents at the beginning of the year		100,654	68,925
Cash and cash equivalents at the end of the year		151,247	100,654

The information as above is the amount of subsidiaries that included in consolidated financial statements before elimination.

b) The movements of investments in subsidiaries (net) for the years ended 31 December 2022 and 2021 comprise the following:

		Separate financial statements Cost method	
		2022 Baht	2021 Baht
Beginning net book value of the year		7,434,016,139	7,200,016,139
Increase in investments in subsidiaries during the year		671,433,501	276,000,000
Disposal of investments in subsidiaries during the year		(61,000,000)	-
Reclassification to financial assets measured at fair value through other comprehensive income (Note 17)		(14,000,000)	-
Loss from impairment of investments		(71,014,473)	(42,000,000)
Ending net book value of the year		7,959,435,167	7,434,016,139

c) Consolidation preparation

- 1) Subsidiaries are fully consolidated as from the date of acquisition, (being the date on which the Group obtains control), and continue to be consolidated until the date when such control ceases.
- 2) The subsidiaries have the same accounting period end as that of the Company, for which the accounting period used in consolidation preparation was from 1 January 2022 to 31 December 2022 (2021 : from 1 January 2021 to 31 December 2021).
- 3) Non-controlling interests represent the portion of net income or loss and net assets of the subsidiaries that are not held by the Group and are presented separately in the consolidated statement of comprehensive income and within equity in the consolidated statement of financial position.

d) Investment in subsidiary - Thonburi Wellbeing Co., Ltd.

At the Extra Ordinary Shareholders' Meeting No. 1/2021 of a subsidiary on 28 January 2021, the shareholders approved the increase in registered share capital from Baht 1,300.00 million (130,000,000 ordinary shares at par value Baht 10.00 per share) to Baht 1,500.00 million (150,000,000 ordinary shares at par value Baht 10.00 per share) by issuing 20,000,000 ordinary shares at par value Baht 10.00 per share. The subsidiary registered the share capital increase with the Ministry of Commerce on 5 February 2021. In addition, the subsidiary made payments for loans from the parent company with interest in amounting to Baht 200.00 million.

At the Board of Directors' Meeting No.1/2021 of the Company on 28 January 2021, the Board of Directors approved the additional investment in a subsidiary - Thonburi Wellbeing Co., Ltd. by purchasing the additional shares according to the proportion of shareholding interest through purchase of 20,000,000 ordinary shares at the price of Baht 10.00 per share (par value at Baht 10.00 per share), totaling Baht 200.00 million. Such additional investment did not impact to the Company's shareholding interest. The Company paid for such additional investment on 1 February 2021.

e) Investment in subsidiary - TH Health Co., Ltd. (2021 : Med Access Co., Ltd.)

At the Board of Directors' Meeting No. 2/2021 of the Company on 23 February 2021, the Board of Directors approved the establishment of a subsidiary with the objective of operating the central procurement and distributing medical equipment, medical products and supplies. The Company registered the establishment of Med Access Co., Ltd. in Thailand with the Ministry of Commerce on 29 April 2021 with registered share capital of Baht 1.00 million (10,000 ordinary shares at par value Baht 100.00 per share). The Company held 100% of shareholding interest. The Company paid for all shares in June and November 2021.

f) Investment and disposal of investment in a subsidiary - Thonburi Canabiz Public Company Limited

At the Board of Directors' Meeting No.8/2021 of the Company on 20 September 2021, the Board of Directors approved the establishment of a subsidiary with the objective of operating the herbal pharmacy for medical treatment. The Company registered the establishment of Thonburi Canabiz Public Company Limited in Thailand with the Ministry of Commerce on 19 November 2021 with registered share capital of Baht 100.00 million (1,000,000 ordinary shares at par value Baht 100.00 per share). The Company held 75% of shareholding interest and paid for all shares in November 2021.

At the Board of Director's Meeting No. 4/2022 of the Company on 8 March 2022, the Board of Directors approved the disposal of investment in Thonburi Canabiz Public Company Limited by disposing 610,000 ordinary shares at the price of Baht 100.00 per share (par value at Baht 100.00 each) to a company amounting to Baht 61,000,000. The Company recognised gain on disposal of investment in the consolidated financial information of Baht 4,683,733. The Company received the share payment on 29 March 2022. Such disposal resulted in the decrease in the shareholding interest from 75.00% to 14.00%. As a results, the Company considered to reclassify the remaining book value of investment amounting to Baht 14,000,000 to financial assets measured at fair value through other comprehensive income.

	Baht
Book value of investment at the date of disposal	70,316,267
Non-controlling interest at the date of disposal	23,438,755
	<u>93,755,022</u>
Cash proceeds from disposal of investment in a subsidiary	61,000,000
<u>Less</u> Book value of proportion of investment	<u>(56,316,267)</u>
Gain from disposal of investment in a subsidiary	<u>4,683,733</u>
Cash proceeds from disposal of investment in a subsidiary	61,000,000
<u>Less</u> Cash in the subsidiary at the date of disposal	<u>(42,885,594)</u>
Net cash proceeds from disposal of investment in a subsidiary (presented in statement of cash flow)	<u>18,114,406</u>

g) Investment in subsidiary - Rajyindee Hospital Public Company Limited

At the Board of Directors' Meeting No.5/2022 of the Company on 21 July 2022, the Board of Directors approved the additional investment in a subsidiary - Rajyindee Hospital Public Company Limited by purchasing 2,148,914 ordinary shares of Rajyindee Hospital Public Company Limited from third parties amounting to Baht 12.90 million. Such purchase resulted in the increase in the shareholding interest from 56.91% to 57.41%. The Company paid for all shares on 4 October 2022.

h) Investment in subsidiary - Trang Medical Trading Co., Ltd. (Note 40)

At the Board of Directors' Meeting No.11/2022 of the Company on 11 November 2022, the Board of Directors approved the investment in a subsidiary - Trang Medical Trading Co., Ltd. by purchasing 16,170,000 ordinary shares of Trang Medical Trading Co., Ltd. amounting to Baht 658.53 million. The Company held 55.00% of shareholding interest. The Company paid for all shares in December 2022.

i) Investment in subsidiary - Thonburi Bamrungmuang Hospital Co., Ltd.

At the Extra Ordinary Shareholders' Meeting No. 1/2022 of a subsidiary on 23 December 2022, the shareholders approved the par split from 48,927,068 ordinary shares at par value Baht 25.00 to 244,635,340 ordinary shares at par value Baht 5.00 and approved the increase in registered share capital from Baht 1,223,176,700 (244,635,340 ordinary shares at par value Baht 5.00 per share) to Baht 1,473,176,700 (294,635,340 ordinary shares at par value Baht 5.00 per share) by issuing 50,000,000 ordinary shares at par value Baht 5.00 per share. The subsidiary called for 25% of the 50,000,000 ordinary shares totalling Baht 62.50 million. The subsidiary registered the share capital increase with the Ministry of Commerce on 29 December 2022, resulting in the paid-up share capital of Baht 1,285,676,700 at 31 December 2022.

At the Board of Directors' Meeting No.13/2022 of the Company on 23 December 2022, the Board of Directors approved the abstention of share increase in a subsidiary - Thonburi Bamrungmuang Hospital Co., Ltd., resulting in the decrease in shareholding interest from 99.99% to 95.14%.

j) Investment in subsidiary - Thung Song 888 Co., Ltd.

At the Board of Directors' Meeting No.3/2022 of a subsidiary - Thanarad Thung Song Co. Ltd. on 22 September 2022, the Board of Directors of that subsidiary approved the establishment of a subsidiary with the objective of production and sale of electricity to the hospital. The subsidiary registered the establishment of Thung Song 888 Co., Ltd. in Thailand with the Ministry of Commerce on 12 October 2022 with registered share capital of Baht 1.00 million (100,000 ordinary shares at par value Baht 10.00 per share). The Company held 99.99% of shareholding interest and paid for all shares in November 2022.

k) Consideration of allowance for impairment of investments

As at 31 December 2022 and 2021, the Group's management has reviewed allowance for impairment of investments in subsidiaries by considering the previous loss from operation, future expected estimated loss and other factors and considered to set the allowance for impairment in amounting to Baht 947.38 million (2021 : Baht 876.37 million).

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20 Investments in joint ventures (net)

a) As at 31 December 2022 and 2021, investments in joint ventures (net) comprise the following:

Company name	Incorporated in	Nature of business	Percentage of shareholding		Consolidated financial statements		Separate financial statements	
					Investments (Equity method)		Investments (Cost method)	
			2022	2021	2022	2021	2022	2021
			Percentage	Percentage	Baht	Baht	Baht	Baht
Ar Yu International Health Care Company Limited	Republic of the Union of Myanmar	Private hospital activities	40.00	40.00	783,212,024	740,999,153	898,012,168	898,012,168
					783,212,024	740,999,153	898,012,168	898,012,168

For the years ended 31 December 2022 and 2021, share of profit (loss) from investment in joint ventures are calculated based on financial information which were prepared by management of its joint ventures and were reviewed by auditor. The Group's management views that the value of this investment would not significantly differ if the financial statements are audited by auditor.

The management has reviewed allowance for impairment of investments in joint ventures by considering from past performance, expected performance, and other factors.

b) The movements of investments in joint ventures (net) for the years ended 31 December 2022 and 2021 comprise the following :

	Consolidated financial statements Equity method		Separate financial statements Cost method	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Beginning net book value of the year	740,999,153	781,042,516	898,012,168	898,012,168
Share of profit (loss) during the year	24,800,438	(64,290,969)	-	-
Share of other comprehensive income accounted for using the equity method	17,412,433	24,247,606	-	-
Ending net book value of the year	783,212,024	740,999,153	898,012,168	898,012,168

c) Investment in Republic of the Union of Myanmar

The Company had contract with GA Mone Pwint Co., Ltd., Ar Yu Ananta Medical Services Co., Ltd., and WJ International Hospital Management Co., Ltd to set up a "Joint Venture" in the name of "Ar Yu International Health Care Company Limited" which registered in Republic of the Union of Myanmar (Joint Venture) which had an objective to provide hospital operations in Republic of the Union of Myanmar.

The joint venture has been registered on 4 April 2017 with registered share capital amounting to US Dollar 100.00 million (10,000,000 ordinary shares at par value US Dollar 10.00 per share).

As at 31 December 2022 and 2021, the Company paid share payment in joint venture totalling US Dollar 28.00 million (equivalent to Baht 898.01 million) with the shareholding interest at 40.00%.

Summarised financial information for joint ventures which is accounted for using the equity method.

	Ar Yu International Health Care Company Limited As at 31 December	
	2022 Million Baht	2021 Million Baht
Current assets	92	102
Non-current assets	1,857	2,190
Current liabilities	(243)	(298)
Non-current liabilities	(380)	(542)
Net assets	1,326	1,452
Revenue	923	643
Net gain (loss)	62	(161)
Other comprehensive income	44	61
Total comprehensive income	106	(100)

The information above reflects the amounts presented in the financial statements of the joint venture (and not the Group's share of those amounts) adjusted for the differences in accounting policies between the Group and the joint ventures for the years ended 31 December 2022 and 2021.

Reconciliation of summarised financial information

Reconciliation of the summarised information presented to the carrying amount of its interest in joint venture.

Summarised financial information

	Ar Yu International Health Care Company Limited	
	2022 Million Baht	2021 Million Baht
Net asset as at 1 January	(399)	(299)
Net gain (loss) during the year	62	(161)
Other comprehensive income during the year	44	61
Net asset as at 31 December	(293)	(399)
Interest in joint venture (%)	40.00	40.00
Equity in joint venture	(118)	(160)
Investment as at 1 January	898	898
Deficit of fair value to cost of investment prior to the change in shareholding interest	3	3
Net book value as at 31 December	783	741

21 Investment properties (net)

	Consolidated financial statements		
	Land Baht	Buildings Baht	Total Baht
As at 1 January 2021			
Cost	1,808,995,489	3,117,225	1,812,112,714
<u>Less</u> Accumulated depreciation	-	(1,495,396)	(1,495,396)
Net book value	1,808,995,489	1,621,829	1,810,617,318
For the year ended 31 December 2021			
Opening net book value	1,808,995,489	1,621,829	1,810,617,318
Transfer from non-current assets classified as held-for-sale	74,307,441	-	74,307,441
Disposal - cost	(271,825)	-	(271,825)
Depreciation charge	-	(155,808)	(155,808)
Closing net book value	1,883,031,105	1,466,021	1,884,497,126
As at 31 December 2021			
Cost	1,883,031,105	3,117,225	1,886,148,330
<u>Less</u> Accumulated depreciation	-	(1,651,204)	(1,651,204)
<u>Less</u> Accumulated impairment	-	-	-
Net book value	1,883,031,105	1,466,021	1,884,497,126
For the year ended 31 December 2022			
Opening net book value	1,883,031,105	1,466,021	1,884,497,126
Disposal - cost	(144,003,465)	-	(144,003,465)
Depreciation charge	-	(155,808)	(155,808)
Allowance for impairment	(16,997,580)	-	(16,997,580)
Closing net book value	1,722,030,060	1,310,213	1,723,340,273
As at 31 December 2022			
Cost	1,739,027,640	3,117,225	1,742,144,865
<u>Less</u> Accumulated depreciation	-	(1,807,012)	(1,807,012)
<u>Less</u> Accumulated impairment	(16,997,580)	-	(16,997,580)
Net book value	1,722,030,060	1,310,213	1,723,340,273

As at 31 December 2022 and 2021, the Group's management reviewed the allowance for impairment of investment properties of subsidiaries and found no indicators of impairment.

As at 31 December 2022 and 2021, fair values of the investment properties under land and buildings category of the Group were assessed by independent professionally qualified valuer, who has experience in the location and type of investment properties assessed. The assessment was performed using market approach for land and buildings. The fair values are within level 2 of the fair value hierarchy.

As at 31 December 2022, fair values of investment properties under land and buildings (not included the land which in the lawsuit as mentioned in Note 45) category assessed in the consolidated financial statements are Baht 2,924.36 million (2021 : Baht 3,185.06 million).

As at 31 December 2022 and 2021, the Group has investment properties - land which have book value (net) in amounting to Baht 16.99 million (2021 : Baht 33.99 million) in the lawsuit as mentioned in Note 45.

As at 31 December 2022 and 2021, the Company has no investment property.

Amounts recognised in profit or loss that are related to investment properties (net) for the years ended 31 December 2022 and 2021 are as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Revenue				
Rental income	483,241	462,034	-	-
Service income	-	-	-	-
	483,241	462,034	-	-
Expenses				
Direct operating expenses arising from investment properties that generated rental income and service income for the year	77,808	77,808	-	-
Direct operating expenses arising from investment properties that did not generate rental income and service income for the year	-	-	-	-
	77,808	77,808	-	-

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22 Property, plant and equipment (net)

	Consolidated financial statements																						
	Land		Unutilised land in operation		Land improvement		Buildings		Building improvements and utility system		Medical tools and equipment		Tools and equipment		Furniture and office equipment		Computer		Motor vehicle		Assets under installation and construction in progress		Total
	Baht		Baht		Baht		Baht		Baht		Baht		Baht		Baht		Baht		Baht		Baht		Baht
As at 1 January 2021																							
Cost	1,895,654,982		155,476,062		18,135,676		4,742,245,051		2,156,213,051		2,316,680,124		307,610,024		331,454,917		263,423,476		88,526,716		573,896,620		12,849,316,699
Less: Accumulated depreciation	-		-		(2,957,329)		(1,331,860,581)		(887,464,053)		(1,214,982,935)		(215,539,690)		(153,397,322)		(188,509,802)		(73,688,717)		-		(4,038,400,429)
Allowance for impairment	-		-		-		-		-		-		-		-		(1,729)		-		(6,188,881)		(6,190,610)
Net book value	1,895,654,982		155,476,062		15,178,347		3,410,384,470		1,268,748,998		1,101,697,189		92,070,334		178,057,595		104,911,945		14,837,999		567,707,739		8,804,725,660
For the year ended 31 December 2021																							
Opening net book value	1,895,654,982		155,476,062		15,178,347		3,410,384,470		1,268,748,998		1,101,697,189		92,070,334		178,057,595		104,911,945		14,837,999		567,707,739		8,804,725,660
Additions	1,189,000		-		169,854		60,817,896		37,550,006		234,875,619		18,370,865		18,733,874		30,714,969		19,648,210		327,851,371		749,951,664
Borrowing costs	-		-		-		-		-		-		-		-		-		-		1,757,804		1,757,804
Transfer from advance payment for fixed assets	12,600,000		-		-		-		1,355,846		6,512,482		1,158,055		1,418,228		29,500		1,202,852		105,567,991		129,844,954
Transfer from Cost of developing holistic care project (Note 15)	269,111,751		-		-		-		-		-		-		-		-		-		559,974,479		829,086,230
Transfer in (out)	-		-		564,563		738,191,589		237,210,280		49,515,213		19,072,455		7,363,866		24,701,051		-		(1,076,619,017)		-
Disposals - cost	-		-		-		-		(3,243,392)		(52,238,830)		(3,318,887)		(1,184,024)		(529,580)		(4,668,605)		-		(65,183,318)
- accumulated depreciation	-		-		-		-		3,243,375		52,030,658		2,978,774		1,168,187		512,362		4,668,601		-		64,601,957
Write-off - cost	-		-		-		(169,339)		-		(5,018,110)		(492,070)		(684,836)		(549,297)		-		(1,747,448)		(8,661,100)
- accumulated depreciation	-		-		-		169,339		-		4,059,109		408,487		655,159		501,851		-		-		5,793,945
Depreciation charge	-		-		(1,865,467)		(178,596,555)		(183,339,134)		(239,508,815)		(27,754,571)		(55,373,628)		(35,546,958)		(6,467,842)		-		(728,452,970)
Impairment charge	-		-		-		-		-		(812,523)		(928,993)		(1,679,332)		(443,270)		-		(3,778,132)		(7,642,250)
Closing net book value	2,178,555,733		155,476,062		14,047,297		4,030,797,400		1,361,525,979		1,151,111,992		101,564,449		148,475,089		124,302,573		29,221,215		480,744,787		9,775,822,576
As at 31 December 2021																							
Cost	2,178,555,733		155,476,062		18,870,093		5,541,085,197		2,429,085,791		2,550,326,498		342,400,442		357,102,025		317,790,119		104,709,173		490,711,800		14,486,112,933
Less: Accumulated depreciation	-		-		(4,822,796)		(1,510,287,797)		(1,067,559,812)		(1,398,401,983)		(239,907,000)		(206,947,604)		(193,042,547)		(75,487,958)		-		(4,696,457,497)
Allowance for impairment	-		-		-		-		-		(812,523)		(928,993)		(1,679,332)		(444,999)		-		(9,967,013)		(13,832,860)
Net book value	2,178,555,733		155,476,062		14,047,297		4,030,797,400		1,361,525,979		1,151,111,992		101,564,449		148,475,089		124,302,573		29,221,215		480,744,787		9,775,822,576

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	Land Baht	Unutilised land in operation Baht	Land improvement Baht	Buildings Baht	Building improvements and utility system Baht	Medical tools and equipment Baht	Tools and equipment Baht	Furniture and office equipment Baht	Computer Baht	Motor vehicle Baht	Assets under installation and construction in progress Baht	Total Baht
As at 1 January 2022												
Cost	2,178,555,733	155,476,062	18,870,093	5,541,085,197	2,429,085,791	2,550,326,498	342,400,442	357,102,025	317,790,119	104,709,173	490,711,800	14,486,112,933
Less: Accumulated depreciation	-	-	(4,822,796)	(1,510,287,797)	(1,067,559,812)	(1,398,401,983)	(239,907,000)	(206,947,604)	(193,042,547)	(75,487,958)	-	(4,696,457,497)
Allowance for impairment	-	-	-	-	-	(812,523)	(928,993)	(1,679,332)	(444,999)	-	(9,967,013)	(13,832,860)
Net book value	2,178,555,733	155,476,062	14,047,297	4,030,797,400	1,361,525,979	1,151,111,992	101,564,449	148,475,089	124,302,573	29,221,215	480,744,787	9,775,822,576
For the year ended 31 December 2022												
Opening net book value	2,178,555,733	155,476,062	14,047,297	4,030,797,400	1,361,525,979	1,151,111,992	101,564,449	148,475,089	124,302,573	29,221,215	480,744,787	9,775,822,576
Additions from acquisition of subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-
- cost	279,417,500	-	-	911,436,414	22,515,242	221,184,295	13,689,923	8,137,105	10,764,377	7,847,338	12,740,136	1,487,732,330
- accumulated depreciation	-	-	-	(350,204,358)	(14,679,507)	(178,539,584)	(11,849,043)	(7,191,310)	(8,888,435)	(6,577,731)	-	(577,929,968)
Additions	23,289,745	-	108,311	2,802,097	37,443,168	138,885,258	14,774,148	15,541,648	14,603,656	13,469,600	661,841,595	922,759,226
Borrowing costs	-	-	-	-	-	-	-	-	-	-	4,524,558	4,524,558
Transfer from advance payment for fixed assets	-	-	-	1,949,304	1,966,952	748,606	969,902	679,018	-	2,214,900	18,137,624	26,666,306
Transfer in (out)	-	-	30,804,354	182,909,400	222,141,399	1,991,241	15,524,373	15,594,958	945,057	-	(469,910,782)	-
Decrease from the disposal of investment in a subsidiary	-	-	-	-	-	-	-	-	-	-	-	-
- cost	-	-	-	-	-	-	-	(63,130)	(33,900)	-	-	(97,030)
- accumulated depreciation	-	-	-	-	(33,181,356)	(26,463,996)	(13,562,945)	4,220	2,470	-	-	6,690
Disposals - cost	-	-	-	-	31,508,850	25,552,753	12,904,316	(2,606,868)	(2,734,439)	(1,861,500)	-	(80,411,104)
- accumulated depreciation	-	-	-	-	25,552,753	(2,506,537)	(1,892,470)	(3,919,927)	2,666,412	1,860,282	-	77,019,794
Write-off - cost	-	-	-	(3,952,952)	(6,321,599)	(2,038,866)	(1,694,153)	(2,405,810)	(2,321,390)	(923,000)	(4,445,315)	(26,283,190)
- accumulated depreciation	-	-	-	3,952,952	2,038,866	1,883,138	1,694,153	2,405,810	2,188,094	922,999	-	15,086,012
Depreciation charge	-	-	(2,447,864)	(210,212,571)	(210,812,982)	(234,066,975)	(28,706,459)	(56,468,380)	(35,533,774)	(9,328,550)	4,220,648	(787,577,555)
Impairment charge	-	-	-	-	-	-	-	-	1,729	-	-	4,222,377
Transfer from ROU	-	-	-	-	-	-	-	-	6,915,270	3,867,000	-	10,782,270
- cost	-	-	-	-	-	-	-	-	(6,915,270)	(1,159,702)	-	(8,074,972)
- accumulated depreciation	-	-	-	-	-	-	-	-	-	-	-	-
Closing net book value	2,481,262,978	155,476,062	42,512,098	4,569,477,686	1,414,145,012	1,099,780,191	105,110,347	123,115,414	105,962,430	39,552,851	707,853,251	10,844,248,320
As at 31 December 2022												
Cost	2,481,262,978	155,476,062	49,782,758	6,636,229,460	2,673,649,597	2,884,165,365	371,903,373	390,464,829	345,928,750	129,323,511	713,599,616	16,831,786,299
Less: Accumulated depreciation	-	-	(7,270,660)	(2,066,751,774)	(1,259,504,585)	(1,783,572,651)	(265,864,033)	(265,670,083)	(239,523,050)	(89,770,660)	-	(5,977,927,496)
Allowance for impairment	-	-	-	-	-	(812,523)	(928,993)	(1,679,332)	(443,270)	-	(5,746,365)	(9,610,483)
Net book value	2,481,262,978	155,476,062	42,512,098	4,569,477,686	1,414,145,012	1,099,780,191	105,110,347	123,115,414	105,962,430	39,552,851	707,853,251	10,844,248,320

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Separate financial statements																							
Land		Unutilised land in operation		Land improvements		Buildings		Improvements and utility system		Medical tools and equipment		Tools and office equipment		Furniture and equipment		Computer		Motor vehicle		Assets under installation and construction in progress		Total Baht	
Baht		Baht		Baht		Baht		Baht		Baht		Baht		Baht		Baht		Baht		Baht		Baht	
As at 1 January 2021																							
Cost	1,046,761,775	155,476,062	1,489,319	2,607,336,119	1,140,771,436	1,344,324,680	217,404,729	130,685,262	177,701,818	53,358,801	210,209,814	7,085,519,815										7,085,519,815	
Less: Accumulated depreciation	-	-	(38,657)	(1,142,872,546)	(645,634,981)	(844,285,650)	(171,433,147)	(98,435,892)	(114,068,936)	(47,672,758)	-	(3,064,448,597)										(3,064,448,597)	
Net book value	1,046,761,775	155,476,062	1,450,662	1,464,463,573	495,136,455	500,039,030	45,965,582	32,249,370	63,632,882	5,686,013	210,209,814	4,021,071,218										4,021,071,218	
For the year ended 31 December 2021																							
Opening net book value	1,046,761,775	155,476,062	1,450,662	1,464,463,573	495,136,455	500,039,030	45,965,582	32,249,370	63,632,882	5,686,013	210,209,814	4,021,071,218										4,021,071,218	
Additions	-	-	-	101,357	7,895,798	165,797,597	8,011,361	10,651,465	23,471,234	9,582,546	157,547,052	383,048,410										383,048,410	
Transfer from advance payment for fixed assets	-	-	-	-	1,355,846	208,650	-	230,906	-	-	7,881,326	9,676,728										9,676,728	
Transfer in (out)	-	-	-	126,716,943	66,981,233	(29,574,478)	9,488,898	3,878,564	24,602,359	-	(231,667,997)	-										-	
Disposals - cost	-	-	-	-	(3,243,392)	29,417,328	(2,927,613)	(1,132,055)	(529,580)	(4,400,885)	-	(41,808,003)										(41,808,003)	
- accumulated depreciation	-	-	-	-	3,243,374	(266,275)	2,593,407	1,121,108	512,363	4,400,880	-	(1,243,971)										(1,243,971)	
Write-off - cost	-	-	-	-	-	270,286	-	(668,464)	(309,232)	-	-	1,172,682										1,172,682	
- accumulated depreciation	-	-	-	-	-	(116,351,652)	(17,596,266)	(14,454,864)	(21,102,011)	(2,565,838)	-	(341,018,030)										(341,018,030)	
Depreciation charge	-	-	(148,932)	(71,369,548)	(97,428,919)	(116,351,652)	(17,596,266)	(14,454,864)	(21,102,011)	(2,565,838)	-	-										-	
Closing net book value	1,046,761,775	155,476,062	1,301,730	1,519,912,325	473,930,395	549,540,486	45,535,369	32,516,618	90,539,823	12,702,716	143,970,195	4,072,187,494										4,072,187,494	
As at 31 December 2021																							
Cost	1,046,761,775	155,476,062	1,489,319	2,734,154,419	1,213,750,921	1,480,490,174	231,977,375	143,645,678	224,936,599	58,540,462	143,970,195	7,435,192,979										7,435,192,979	
Less: Accumulated depreciation	-	-	(187,589)	(1,214,242,094)	(739,820,526)	(930,949,688)	(186,442,006)	(111,129,060)	(134,396,776)	(45,837,746)	-	(3,363,005,485)										(3,363,005,485)	
Net book value	1,046,761,775	155,476,062	1,301,730	1,519,912,325	473,930,395	549,540,486	45,535,369	32,516,618	90,539,823	12,702,716	143,970,195	4,072,187,494										4,072,187,494	
As at 1 January 2022																							
Cost	1,046,761,775	155,476,062	1,489,319	2,734,154,419	1,213,750,921	1,480,490,174	231,977,375	143,645,678	224,936,599	58,540,462	143,970,195	7,435,192,979										7,435,192,979	
Less: Accumulated depreciation	-	-	(187,589)	(1,214,242,094)	(739,820,526)	(930,949,688)	(186,442,006)	(111,129,060)	(134,396,776)	(45,837,746)	-	(3,363,005,485)										(3,363,005,485)	
Net book value	1,046,761,775	155,476,062	1,301,730	1,519,912,325	473,930,395	549,540,486	45,535,369	32,516,618	90,539,823	12,702,716	143,970,195	4,072,187,494										4,072,187,494	
For the year ended 31 December 2022																							
Opening net book value	1,046,761,775	155,476,062	1,301,730	1,519,912,325	473,930,395	549,540,486	45,535,369	32,516,618	90,539,823	12,702,716	143,970,195	4,072,187,494										4,072,187,494	
Additions	16,541,744	-	-	1,908,477	22,155,404	86,257,963	6,511,088	5,105,385	8,571,067	-	304,396,233	458,194,776										458,194,776	
Transfer from advance payment for fixed assets	-	-	-	1,934,452	189,303,028	-	123,000	641,759	-	-	16,415,529	19,114,740										19,114,740	
Transfer in (out)	-	-	16,048,462	32,160,619	(25,582,243)	(24,644,172)	15,337,293	15,564,075	812,805	-	(269,226,282)	-										-	
Disposals - cost	-	-	-	-	23,909,739	23,471,476	(12,143,143)	(2,567,271)	(755,498)	(1,861,500)	-	(67,553,827)										(67,553,827)	
- accumulated depreciation	-	-	-	-	(6,293,099)	(605,601)	11,449,743	2,525,779	672,364	1,860,283	(224,700)	63,889,384										63,889,384	
Write-off - cost	-	-	-	-	2,010,367	599,748	(13,450)	(148,502)	-	(923,000)	-	(8,208,352)										(8,208,352)	
- accumulated depreciation	-	-	(553,441)	(72,603,901)	(116,046,995)	(118,632,508)	(16,717,043)	(14,113,061)	(21,191,609)	(3,596,764)	-	(363,457,322)										(363,457,322)	
Depreciation charge	-	-	-	-	-	-	-	-	-	6,915,270	-	6,915,270										6,915,270	
Transfer from ROU - cost	-	-	-	-	-	-	-	-	-	(6,915,270)	-	-										-	
- accumulated depreciation	-	-	-	-	-	-	-	-	-	-	-	-										-	
Closing net book value	1,063,303,519	155,476,062	16,796,751	1,481,377,520	565,321,048	515,987,392	50,095,267	39,673,255	78,648,952	15,850,149	195,330,975	4,177,860,890										4,177,860,890	
As at 31 December 2022																							
Cost	1,063,303,519	155,476,062	17,537,781	2,768,223,515	1,395,268,463	1,541,498,364	241,792,163	162,241,124	240,480,243	62,503,377	195,330,975	7,843,655,586										7,843,655,586	
Less: Accumulated depreciation	-	-	(741,030)	(1,286,845,995)	(829,947,415)	(1,028,510,972)	(191,696,896)	(122,567,869)	(161,831,291)	(46,653,228)	-	(3,665,794,696)										(3,665,794,696)	
Net book value	1,063,303,519	155,476,062	16,796,751	1,481,377,520	565,321,048	515,987,392	50,095,267	39,673,254	78,648,952	15,850,149	195,330,975	4,177,860,890										4,177,860,890	

Unutilised land in operation is land with defined purpose for hospital operation expansion. Therefore, it is not classified as investment properties and presented in property, plant and equipment in both consolidated and company financial statements.

Borrowing costs of the Group for the year ended 31 December 2022 of Baht 4.52 million arising from financing entered into for the construction of buildings and building improvements (2021 : Baht 1.75 million arising from financing entered into for the construction of land improvements, buildings, building improvements, utility system, and tools and equipment) were capitalised during the year and are included in additions. The Group used a capitalisation rate of 1.83% - 2.66% (2021 : 1.98% - 2.79%) to represent the actual borrowing cost of the loan used to finance the project.

As at 31 December 2022, a subsidiary (2021 : two subsidiaries) has credit facilities with domestic financial institutions amounting to Baht 402.80 million. (2021 : Baht 657.80 million). Such credit facilities are secured by the mortgage of some land and buildings of such subsidiary.

As at 31 December 2022, land and buildings with cost amounting to Baht 403.42 million (2021 : Baht 1,048.65 million) have been pledged with the financial institutions as collateral against bank overdrafts, borrowings from financial institutions and bank guarantees (Note 26, 28 and 43).

Thonburi Healthcare Group Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2022

23 Right-of-use assets (net)

	Consolidated financial statements					
	Land Baht	Buildings and building improvements Baht	Furniture and office equipment Baht	Computer Baht	Vehicle Baht	Software Baht
As at 1 January 2021						
Cost	3,281,984,385	56,040,335	15,228,646	41,755,423	19,196,421	669,062
Less Accumulated depreciation	(1,021,067,778)	(26,019,473)	(5,822,066)	(25,067,704)	(5,374,514)	(96,051)
	2,260,916,607	30,020,862	9,406,580	16,687,719	13,821,907	573,011
Net book value						2,331,426,686
For the year ended 31 December 2021						
Additions during the year	1,463,010	6,284,902	629,520	-	13,012,875	-
Write-off due to the termination during the year						21,390,307
- Cost	(1,463,155)	(3,804,321)	(865,165)	-	(1,302,535)	-
- Accumulated depreciation	1,463,155	1,740,038	717,433	-	1,302,535	-
Cancellation during the year						5,223,161
- Cost	-	(13,058,515)	-	-	-	(13,058,515)
- Accumulated depreciation	-	5,752,645	-	-	-	5,752,645
Lease modifications and reassessments						
- Cost	-	(5,789,675)	(864,622)	-	-	(6,654,297)
- Accumulated depreciation	-	3,824,468	-	-	-	3,824,468
Depreciation charge	(138,718,586)	(13,313,164)	(4,681,874)	(11,940,045)	(6,616,866)	(66,905)
	2,123,661,031	11,657,240	4,341,872	4,747,674	20,217,916	506,106
Net book value at the end of the year						2,165,131,839
As at 31 December 2021						
Cost	3,281,984,240	39,672,726	14,128,379	41,755,423	30,906,761	669,062
Less Accumulated depreciation	(1,158,323,209)	(28,015,486)	(9,786,507)	(37,007,749)	(10,688,845)	(162,956)
	2,123,661,031	11,657,240	4,341,872	4,747,674	20,217,916	506,106
Net book value						2,165,131,839

Thonburi Healthcare Group Public Company Limited
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	Consolidated financial statements					
	Land Baht	Buildings and building improvements Baht	Furniture and office equipment Baht	Computer Baht	Vehicle Baht	Software Baht
As at 1 January 2022						
Cost	3,281,984,240	39,672,726	14,128,379	41,755,423	30,906,761	669,062
Less: Accumulated depreciation	(1,158,323,209)	(28,015,486)	(9,786,507)	(37,007,749)	(10,688,845)	(162,956)
Net book value	2,123,661,031	11,657,240	4,341,872	4,747,674	20,217,916	506,106
For the year ended 31 December 2022						
Additions during the year	96,451,555	14,677,092	892,201	1,413,798	7,379,724	-
Additions from acquisition of subsidiaries	2,253,480	-	-	-	-	-
- Cost	(344,282)	-	-	-	-	-
Write-off due to the termination during the year	(2,745,520)	(10,185,484)	(332,420)	(13,702,007)	(4,167,611)	-
- Cost	2,745,520	10,185,484	332,420	13,702,007	4,167,611	-
Cancellation during the year	(100,545,445)	(1,719,379)	-	-	-	-
- Cost	5,290,986	378,539	-	-	-	-
Lease modifications and reassessments	25,390,466	-	-	-	-	-
- Cost	(7,523,101)	-	-	-	-	-
Transfer to PPE	-	-	-	(6,915,270)	(3,867,000)	-
- Cost	-	-	-	6,915,270	1,159,702	-
Depreciation charge	(140,025,602)	(11,686,177)	(2,060,743)	(4,379,583)	(7,803,073)	(66,906)
Net book value at the end of the year	2,004,609,088	13,307,315	3,173,330	1,781,889	17,087,269	439,200
As at 31 December 2022						
Cost	3,302,788,776	42,444,955	14,688,160	22,551,944	30,251,874	669,062
Less: Accumulated depreciation	(1,298,179,688)	(29,137,640)	(11,514,830)	(20,770,055)	(13,164,605)	(229,862)
Net book value	2,004,609,088	13,307,315	3,173,330	1,781,889	17,087,269	439,200

Thonburi Healthcare Group Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2022

As at 1 January 2021

Cost
Less Accumulated depreciation

Net book value

For the year ended 31 December 2021

Additions during the year
Write-off due to the termination during the year - cost
- accumulated depreciation
Lease modifications and reassessments - cost
- accumulated depreciation
Depreciation charge

Net book value at the end of the year

As at 31 December 2021

Cost
Less Accumulated depreciation

Net book value

As at 1 January 2022

Cost
Less Accumulated depreciation

Net book value

For the year ended 31 December 2022

Additions during the year
Write-off due to the termination during the year - cost
- accumulated depreciation
Cancellation during the year - cost
- accumulated depreciation
Lease modifications and reassessments - cost
- accumulated depreciation
Transfer to PPE - cost
- accumulated depreciation
Depreciation charge

Net book value at the end of the year

Net book value at the end of the year

As at 31 December 2022

Cost
Less Accumulated depreciation

Net book value

Separate financial statements					
	Land Baht	Buildings and building improvements Baht	Furniture and office equipment Baht	Computer Baht	Total Baht
As at 1 January 2021					
Cost	42,477,684	1,840,995	498,602	22,583,295	67,400,576
Less Accumulated depreciation	(13,723,397)	(628,342)	(256,573)	(13,997,786)	(28,606,098)
Net book value	28,754,287	1,212,653	242,029	8,585,509	38,794,478
For the year ended 31 December 2021					
Additions during the year	-	1,759,385	116,180	-	1,875,565
Write-off due to the termination during the year - cost	-	(440,352)	(498,601)	-	(938,953)
- accumulated depreciation	-	440,352	498,601	-	938,953
Lease modifications and reassessments - cost	-	(548,376)	-	-	(548,376)
- accumulated depreciation	-	378,191	-	-	378,191
Depreciation charge	(4,320,656)	(1,558,243)	(256,550)	(5,571,444)	(11,706,893)
Net book value at the end of the year	24,433,631	1,243,610	101,659	3,014,065	28,792,965
As at 31 December 2021					
Cost	42,477,684	2,611,652	116,181	22,583,295	67,788,812
Less Accumulated depreciation	(18,044,053)	(1,368,042)	(14,522)	(19,569,230)	(38,995,847)
Net book value	24,433,631	1,243,610	101,659	3,014,065	28,792,965
As at 1 January 2022					
Cost	42,477,684	2,611,652	116,181	22,583,295	67,788,812
Less Accumulated depreciation	(18,044,053)	(1,368,042)	(14,522)	(19,569,230)	(38,995,847)
Net book value	24,433,631	1,243,610	101,659	3,014,065	28,792,965
For the year ended 31 December 2022					
Additions during the year	100,451,555	2,983,107	397,802	-	103,832,464
Write-off due to the termination during the year - cost	(2,745,520)	(2,624,306)	-	(13,702,007)	(19,071,833)
- accumulated depreciation	2,745,520	2,624,306	-	13,702,007	19,071,833
Cancellation during the year - cost	-	(441,486)	-	-	(441,486)
- accumulated depreciation	-	165,557	-	-	165,557
Lease modifications and reassessments - cost	25,390,466	-	-	-	25,390,466
- accumulated depreciation	(7,523,101)	-	-	-	(7,523,101)
Transfer to PPE - cost	-	-	-	(6,915,270)	(6,915,270)
- accumulated depreciation	-	-	-	6,915,270	6,915,270
Depreciation charge	(7,465,554)	(2,427,691)	(256,991)	(2,800,372)	(12,950,608)
Net book value at the end of the year	135,286,997	1,523,097	242,470	213,693	137,266,257
As at 31 December 2022					
Cost	165,574,185	2,528,967	513,983	1,966,018	170,583,153
Less Accumulated depreciation	(30,287,188)	(1,005,870)	(271,513)	(1,752,325)	(33,316,896)
Net book value	135,286,997	1,523,097	242,470	213,693	137,266,257

24 Intangible assets (net)

	Consolidated financial statements			
	Software Baht	Software under installation Baht	Customer relationships Baht	Total Baht
As at 1 January 2021				
Cost	281,136,595	59,002,140	-	340,138,735
<u>Less</u> Accumulated amortisation	(110,748,934)	-	-	(110,748,934)
<u>Less</u> Accumulated impairment	(18,186)	-	-	(18,186)
Net book value	170,369,475	59,002,140	-	229,371,615
For the year ended 31 December 2021				
Opening net book value	170,369,475	59,002,140	-	229,371,615
Additions	30,131,103	26,596,118	-	56,727,221
Transfer in (out)	74,461,348	(74,461,348)	-	-
Write-off	-	(2,670,720)	-	(2,670,720)
Amortisation charge	(39,713,497)	-	-	(39,713,497)
Closing net book value	235,248,429	8,466,190	-	243,714,619
As at 31 December 2021				
Cost	385,729,046	8,466,190	-	394,195,236
<u>Less</u> Accumulated amortisation	(150,462,431)	-	-	(150,462,431)
<u>Less</u> Accumulated impairment	(18,186)	-	-	(18,186)
Net book value	235,248,429	8,466,190	-	243,714,619
As at 1 January 2022				
Cost	385,729,046	8,466,190	-	394,195,236
<u>Less</u> Accumulated amortisation	(150,462,431)	-	-	(150,462,431)
<u>Less</u> Accumulated impairment	(18,186)	-	-	(18,186)
Net book value	235,248,429	8,466,190	-	243,714,619
For the year ended 31 December 2022				
Opening net book value	235,248,429	8,466,190	-	243,714,619
Additions from acquisition of subsidiaries				
- Cost	29,967,414	-	61,425,417	91,392,831
- Accumulated depreciation	(20,902,338)	-	-	(20,902,338)
Additions	6,354,685	29,092,393	-	35,447,078
Transfer in (out)	7,472,204	(7,472,204)	-	-
Transfer from advance payment for fixed assets	37,450	-	-	37,450
Write-off				
- Cost	(2,129,291)	-	-	(2,129,291)
- Accumulated depreciation	1,974,532	-	-	1,974,532
Amortisation charge	(51,381,525)	-	(714,238)	(52,095,763)
Allowance for impairment	18,153	-	-	18,153
Closing net book value	206,659,713	30,086,379	60,711,179	297,457,271
As at 31 December 2022				
Cost	427,431,508	30,086,379	61,425,417	518,943,304
<u>Less</u> Accumulated amortisation	(220,771,762)	-	(714,238)	(221,486,000)
<u>Less</u> Accumulated impairment	(33)	-	-	(33)
Net book value	206,659,713	30,086,379	60,711,179	297,457,271

	Separate financial statements		
	Software Baht	Software under installation Baht	Total Baht
As at 1 January 2021			
Cost	127,569,210	13,995,121	141,564,331
<u>Less</u> Accumulated amortisation	(63,939,457)	-	(63,939,457)
Net book value	63,629,753	13,995,121	77,624,874
For the year ended 31 December 2021			
Opening net book value	63,629,753	13,995,121	77,624,874
Additions	4,932,274	6,878,567	11,810,841
Transfer in (out)	16,287,668	(16,287,668)	-
Write-off	-	(2,478,120)	(2,478,120)
Amortisation charge	(13,848,188)	-	(13,848,188)
Closing net book value	71,001,507	2,107,900	73,109,407
As at 31 December 2021			
Cost	148,789,152	2,107,900	150,897,052
<u>Less</u> Accumulated amortisation	(77,787,645)	-	(77,787,645)
Net book value	71,001,507	2,107,900	73,109,407
For the year ended 31 December 2022			
Opening net book value	71,001,507	2,107,900	73,109,407
Additions	4,213,274	4,275,591	8,488,865
Transfer in (out)	1,819,000	(1,819,000)	-
Amortisation charge	(15,516,397)	-	(15,516,397)
Closing net book value	61,517,384	4,564,491	66,081,875
As at 31 December 2022			
Cost	154,821,426	4,564,491	159,385,917
<u>Less</u> Accumulated amortisation	(93,304,042)	-	(93,304,042)
Net book value	61,517,384	4,564,491	66,081,875

25 Deferred tax assets (liabilities) (net)

Deferred tax assets (liabilities) (net) as at 31 December 2022 and 2021 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Deferred tax assets (liabilities) (net) which presented in statements of financial position				
- Deferred tax assets (net)	90,567,095	92,425,040	-	-
- Deferred tax liabilities (net)	(321,231,583)	(296,269,111)	(96,058,583)	(114,878,355)
	(230,664,488)	(203,844,071)	(96,058,583)	(114,878,355)

The movements of deferred tax assets (liabilities) (net) for the years ended 31 December 2022 and 2021 are as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Opening balance of the year	(203,844,071)	(92,952,648)	(114,878,355)	(77,183,108)
Additions from acquisition of subsidiaries	(50,688,912)	-	-	-
Increase (decrease) to profit or loss (Note 38)	33,331,438	(78,609,210)	28,282,715	(9,130,981)
Increase (decrease) to other comprehensive income	(9,462,943)	(32,282,213)	(9,462,943)	(28,564,266)
Closing balance of the year	(230,664,488)	(203,844,071)	(96,058,583)	(114,878,355)

As at 31 December 2022 and 2021, deferred tax (net) is calculated by using the liability method on temporary differences at the tax rate of 20.00%.

	Consolidated financial statements			
	1 January 2022 Baht	Increase (decrease) from acquisition of a subsidiary Baht	Increase (decrease) to profit or loss Baht	31 December 2022 Baht
Deferred tax assets				
Allowance for obsolete inventories	2,147,880	134,179	13,164,257	-
Employee benefit obligations	83,549,159	5,115,485	1,493,743	-
Lease liabilities (net)	41,218,599	388,218	(933,145)	-
Difference in interest expense which calculated by effective interest rate method	3,923,729	-	(900,497)	-
Accumulated deficit	35,229,113	-	4,064,197	-
Difference in cost of assets between accounting and tax approach	12,153,185	-	317,106	-
Difference in depreciation expense between accounting and tax approach	19,923,577	-	(13,410,110)	-
Allowance for impairment	149,693	-	-	-
Deferred revenue	1,255,149	-	4,503,160	-
Employee motivation liabilities	-	-	525,250	-
Allowance for advance payment for vaccine	-	-	34,326,720	-
	199,550,084	5,637,882	43,150,681	-
				248,338,647
Deferred tax liabilities				
Difference in depreciation expense between accounting and tax approach	(82,267,558)	-	(13,020,819)	-
Assets under lease liabilities	(33,694,099)	(381,840)	(736,668)	-
Unrealised gain from financial assets	(104,581,467)	(13,329)	(2,719,720)	(9,462,943)
Prepaid front-end fee	(1,025,165)	-	291,685	-
Borrowing cost as cost of developing holistic care project	(435,108)	-	36,896	-
Fair value of land leasehold rights and leased buildings	(181,390,758)	(55,931,625)	12,149,383	-
Prepaid employee motivation	-	-	(5,820,000)	-
	(403,394,155)	(56,326,794)	(9,819,243)	(9,462,943)
				(479,003,135)
Deferred tax assets (liabilities) (net)	(203,844,071)	(50,688,912)	33,331,438	(9,462,943)
				(230,664,488)

	Consolidated financial statements				
	1 January 2021 Baht	Increase (decrease) from acquisition of a subsidiary Baht	Increase (decrease) to profit or loss Baht	Increase (decrease) to other comprehensive income Baht	31 December 2021 Baht
Deferred tax assets					
Allowance for obsolete inventories	96,601	-	2,051,279	-	2,147,880
Employee benefit obligations	88,645,968	-	(1,160,429)	(3,936,380)	83,549,159
Lease liabilities (net)	46,677,981	-	(5,459,382)	-	41,218,599
Difference in interest expense which calculated by effective interest rate method	5,218,755	-	(1,295,026)	-	3,923,729
Accumulated deficit	132,356,249	-	(97,127,136)	-	35,229,113
Difference in cost of assets between accounting and tax approach	10,727,878	-	1,425,307	-	12,153,185
Difference in depreciation expense between accounting and tax approach	3,586,826	-	16,336,751	-	19,923,577
Allowance for impairment	209,335	-	(59,642)	-	149,693
Deferred revenue	1,255,149	-	-	-	1,255,149
	288,774,742	-	(85,288,278)	(3,936,380)	199,550,084
Deferred tax liabilities					
Difference in depreciation expense between accounting and tax approach	(73,417,932)	-	(8,849,626)	-	(82,267,558)
Assets under lease liabilities	(39,666,567)	-	5,972,468	-	(33,694,099)
Unrealised gain from financial assets	(76,140,401)	-	(95,233)	(28,345,833)	(104,581,467)
Prepaid front-end fee	(1,303,781)	-	278,616	-	(1,025,165)
Borrowing cost as cost of developing holistic care project	2,198,585	-	(2,633,693)	-	(435,108)
Fair value of land leasehold rights and leased buildings	(193,397,294)	-	12,006,536	-	(181,390,758)
	(381,727,390)	-	6,679,068	(28,345,833)	(403,394,155)
Deferred tax assets (liabilities) (net)	(92,952,648)	-	(78,609,210)	(32,282,213)	(203,844,071)

Separate financial statements				
	1 January 2022 Baht	Increase (decrease) to profit or loss Baht	Increase (decrease) to other comprehensive income Baht	31 December 2022 Baht
Deferred tax assets				
Allowance for obsolete inventories	2,010,905	13,112,013	-	15,122,918
Employee benefit obligations	66,719,101	(1,212,949)	-	65,506,152
Lease liabilities (net)	4,159,234	20,582,461	-	24,741,695
Difference in interest expense which calculated by effective interest rate method	3,923,729	(900,496)	-	3,023,233
Employee motivation liabilities	-	525,250	-	525,250
Allowance for advance payment for vaccine	-	34,326,720	-	34,326,720
	76,812,969	66,432,999	-	143,245,968
Deferred tax liabilities				
Difference in depreciation expense between accounting and tax approach	(82,267,558)	(9,063,636)	-	(91,331,194)
Assets under lease liabilities	(3,901,572)	(20,845,303)	-	(24,746,875)
Unrealised gain from financial assets	(104,564,481)	(2,645,576)	(9,462,943)	(116,673,000)
Prepaid front-end fee	(957,713)	224,231	-	(733,482)
Prepaid employee motivation	-	(5,820,000)	-	(5,820,000)
	(191,691,324)	(38,150,284)	(9,462,943)	(239,304,551)
Deferred tax liabilities (net)	(114,878,355)	28,282,715	(9,462,943)	(96,058,583)

	Separate financial statements			
	1 January 2021 Baht	Increase (decrease) to profit or loss Baht	Increase (decrease) to other comprehensive income Baht	31 December 2021 Baht
Deferred tax assets				
Allowance for obsolete inventories	11,311	1,999,594	-	2,010,905
Employee benefit obligations	68,141,550	(1,204,016)	(218,433)	66,719,101
Lease liabilities (net)	5,840,224	(1,680,990)	-	4,159,234
Difference in interest expense which calculated by effective interest rate method	5,218,755	(1,295,026)	-	3,923,729
	79,211,840	(2,180,438)	(218,433)	76,812,969
Deferred tax liabilities				
Difference in depreciation expense between accounting and tax approach	(73,417,931)	(8,849,627)	-	(82,267,558)
Assets under lease liabilities	(5,627,206)	1,725,634	-	(3,901,572)
Unrealised gain from financial assets	(76,132,652)	(85,996)	(28,345,833)	(104,564,481)
Prepaid front-end fee	(1,217,159)	259,446	-	(957,713)
	(156,394,948)	(6,950,543)	(28,345,833)	(191,691,324)
Deferred tax liabilities (net)	(77,183,108)	(9,130,981)	(28,564,266)	(114,878,355)

As at 31 December 2022 and 2021, the Group and the Company did not recognise deferred tax assets (liabilities) which such amount can be deductible with tax expense in the future are as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Unused tax losses				
- 2022	-	32,419,929	-	-
- 2023	33,944,256	34,349,648	-	-
- 2024	11,449,528	13,874,740	-	-
- 2025	51,605,925	56,695,995	-	-
- 2026	7,170,182	7,831,750	-	-
- 2027	5,496,031	-	-	-
Allowance for impairment of investments	-	-	189,476,528	175,273,633
Allowance for expected credit loss				
- Trade accounts receivable	17,983,855	20,159,411	14,454,208	13,928,880
- Advance payment, prepaid expenses and other receivable	4,045,197	3,892,645	3,838,822	3,838,822
- Short term loan to a related company	-	-	10,400,000	7,400,000
Allowance for obsolete inventories	4,886,248	3,105,863	-	-
Allowance for sales return	350,853	546,368	-	-
Deferred revenue	118,500	66,000	-	-
Employee benefit obligations	2,050,363	2,050,363	2,050,363	2,050,363

Deferred tax assets (liabilities) of the Group and the Company are only recognised to the future taxable profits, which is probable that the deferred tax assets can be utilised.

26 Bank overdrafts and short-term loans from financial institutions

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Bank promissory notes	4,380,000,000	3,830,000,000	4,040,000,000	3,770,000,000
Bank overdrafts	6,411,164	43,967,070	-	-
Trust receipts	49,127,643	72,834,300	-	-
Letter of credit	89,790,994	28,918,130	-	-
	4,525,329,801	3,975,719,500	4,040,000,000	3,770,000,000

	Consolidated financial statements		Separate financial statements	
	Interest rate (% per annum)		Interest rate (% per annum)	
	2022	2021	2022	2021
Bank promissory notes	Interest rate in Financial Market and MLR MOR	Interest rate in Financial Market and MLR MOR	Interest rate in Financial Market	Interest rate in Financial Market
Bank overdrafts	-	-	-	-
Trust receipts	Interest rate in Financial Market	Interest rate in Financial Market	-	-
Letter of credit	Interest rate in Financial Market	Interest rate in Financial Market	-	-

As at 31 December 2022, bank promissory notes of the Group are promissory notes which due for repayment at call and promissory notes which have the maturity date within 6 months and the repayment is due in March 2023 (2021 : promissory notes which due for repayment at call and promissory notes which have the maturity date within 4 months and repayment is due in March 2022) and bank promissory notes of the Company has the promissory notes which due for repayment at call and promissory notes which have the maturity date within 6 months and the repayment is due in March 2023 (2021 : promissory notes which due for repayment at call and promissory notes which have the maturity date within 3 months and repayment is due in March 2022).

As at 31 December 2022 and 2021, trust receipts of the Group represents the short-term credit from two local banks which have the maturity date within 180 days for using as working capital to purchase medical supplies and equipment from overseas.

As at 31 December 2022 and 2021, letters of credit of the Group represents the short-term credit from two local banks which have the maturity date within 180 days for payment of a subsidiary to sub-contractor and for purchasing medical supplies and equipment from overseas.

As at 31 December 2022, the Group has short-term credit facilities with a domestic financial institution which has credit that can be drawn down amounting to Baht 400.00 million (2021 : Baht 600.00 million). The credit limit is combined line between Thonburi Healthcare Group Public Company Limited and a subsidiary. The Group has to follow the condition with specified in credit agreement.

As at 31 December 2022, the Group has short-term credit facilities with no collateral for promissory notes, aval of promissory notes, letter of credit, trust receipts, forward contract and other short-term credit facilities with domestic financial institutions. Such credit can be drawn down amounting to Baht 300.00 million (2021 : Baht 650.00 million). The credit limit is combined line between Thonburi Healthcare Group Public Company Limited and a subsidiary.

27 Trade and other accounts payable

	Note	Consolidated financial statements		Separate financial statements	
		2022 Baht	2021 Baht	2022 Baht	2021 Baht
Trade accounts payable					
- other companies		508,006,624	467,384,975	235,003,399	243,988,996
- related companies	41 a)	39,779,840	63,386,038	78,859,790	57,972,619
Other accounts payable					
- other companies		94,720,394	121,308,824	41,290,585	45,585,928
- related companies	41 a)	58,835	2,552,101	17,732,165	40,494,894
Fixed assets payable					
- other companies		129,439,868	197,063,532	61,880,132	39,653,313
- related companies	41 a)	4,098,140	117,725,500	3,119,862	17,960,750
Intangible asset payable					
- other companies		12,001,589	10,648,350	-	2,621,500
- related company	41 a)	-	-	40,000	-
Interest payable					
- other companies		28,355,909	28,450,630	24,128,107	25,175,553
- related companies	41 a)	-	-	442,460	7,561
Dividend payable		20,739,356	15,969,093	20,724,356	15,768,419
Accrued doctor fee		175,645,738	141,350,130	117,470,515	108,522,244
Accrued staff salary, wage and bonus		200,501,808	214,556,044	129,116,478	154,890,479
Accrued expenses					
- other companies		79,025,795	47,878,467	22,587,169	18,179,595
- related companies	41 a)	-	-	5,426,815	-
Unearned income		26,402,139	24,586,912	15,243,888	13,794,675
Deposit received		29,569,330	27,373,291	2,800,017	7,621,005
Retention payable		77,475,308	128,142,226	17,606,468	11,887,627
Deferred revenue		1,072,500	330,000	-	-
Deferred revenue from condominium unit sold					
- other companies		6,275,740	6,305,740	-	-
- related company	41 a)	22,515,800	-	-	-
Advance received from down payment of condominium unit		14,291,228	9,781,279	-	-
Deposit received for vaccines					
- other companies / individuals		413,417	1,139,296,431	413,417	1,121,906,373
- related companies	41 a)	-	11,167,200	-	17,135,500
Advance received from other companies / individuals		27,799,441	37,299,730	2,221,079	5,552,753
		<u>1,498,188,799</u>	<u>2,812,556,493</u>	<u>796,106,702</u>	<u>1,948,719,784</u>

28 Long-term loans from financial institutions

The movements of long-term loans from financial institutions for the years ended 31 December 2022 and 2021 are as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Beginning balance of the year	6,095,690,093	6,870,419,476	5,085,000,000	5,780,000,000
Additions from acquisition of subsidiary	133,790,000	-	-	-
Additions during the year	1,660,322,850	79,470,000	460,322,850	50,000,000
Repayments during the year	(1,333,033,559)	(854,199,383)	(905,000,000)	(745,000,000)
	6,556,769,384	6,095,690,093	4,640,322,850	5,085,000,000
Prepaid front-end fee (net)	(8,853,077)	(5,374,010)	(3,667,405)	(4,788,562)
Ending balance of the year	6,547,916,307	6,090,316,083	4,636,655,445	5,080,211,438
<u>Less</u> Current portion	(1,580,844,650)	(1,629,793,564)	(1,173,641,143)	(905,000,000)
	4,967,071,657	4,460,522,519	3,463,014,302	4,175,211,438

Outstanding balances of long-term loans from financial institutions as at 31 December 2022 and 2021 comprise the following:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Due within 1 year	1,580,844,650	1,629,793,565	1,173,641,143	905,000,000
Due between 1 to 5 years	4,433,196,734	3,599,982,906	2,926,681,707	3,370,000,000
Due after 5 years	542,728,000	865,913,622	540,000,000	810,000,000
	6,556,769,384	6,095,690,093	4,640,322,850	5,085,000,000
<u>Less</u> Prepaid front-end fee (net)	(8,853,077)	(5,374,010)	(3,667,405)	(4,788,562)
Total long-term loans	6,547,916,307	6,090,316,083	4,636,655,445	5,080,211,438

Company	Outstanding borrowings		Bank	Interest rate (% per annum)	Mortgaged assets
	2022 (Million Baht)	2021 (Million Baht)			
Parent	4,640.32	5,085.00	Thailand	MLR less fixed interest rate per annum and THOR plus fixed interest rate per annum (2021: MLR less fixed interest rate per annum and THBFX less fixed interest rate per annum)	No collateral, except for a credit line from a local financial institution of Baht 1,600.00 million which guaranteed by a subsidiary.
4 Subsidiaries	1,916.45	1,010.69	Thailand	1. MLR less fixed interest rate per annum 2. Prime rate fixed interest rate per annum 3. BIBOR plus fixed interest rate per annum and 4. Fixed interest rate per annum (2021 : MLR less fixed interest rate per annum and fixed rate)	1. Guaranteed by the parent company. 2. Secured by some land and buildings of subsidiaries (Note 22) 3. Secured by deposits of subsidiaries (Note 16)
Total	6,556.77	6,095.69			

The Group and the Company are under the debt covenant criteria of loan agreements which require the Group to maintain the financial ratio, proportion of management shareholders, negative pledge and other requirements in accordance with each loan agreement.

The carrying amounts and fair values of long-term loans are as follows:

	Consolidated financial statements			
	2022		2021	
	Carrying amounts Baht	Fair values Baht	Carrying amounts Baht	Fair values Baht
Loans from financial institutions	6,547,916,307	6,299,065,320	6,090,316,083	6,049,131,014
	Separate financial statements			
	2022		2021	
	Carrying amounts Baht	Fair values Baht	Carrying amounts Baht	Fair values Baht
Loans from financial institutions	4,636,655,445	4,483,757,596	5,080,211,438	5,038,075,514

The fair values are calculated from discounted cash flows, using a discount rate based upon the borrowing rate which the management expects to be available to the Group and the Company at the statement of financial position date. The Fair values are within level 2 of the fair value hierarchy.

As a result of borrowing at floating interest rates and mainly in Thai Baht, the carrying amounts of borrowings approximate their fair values.

The Group's and the Company's interest rate risks from borrowings are as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Loans at floating rates	6,515,696,307	6,072,367,323	4,636,655,445	5,080,211,438
Loans at fixed rates	8,960,000	1,028,760	-	-
Loans at fixed rates which will be repriced to floating rates within 1 year	-	-	-	-
Later than 1 year but not later than 5 years	23,260,000	16,920,000	-	-

The effective interest rates as at 31 December 2022 and 2021 are as follows:

	Consolidated financial statements		Separate financial statements	
	2022 % per annum	2021 % per annum	2022 % per annum	2021 % per annum
Loans from financial institutions	2.00 to 4.50	2.00 to 4.22	3.12 to 3.88	2.82 to 3.12

Unused credit facilities

As at 31 December 2022 and 2021, the unused credit facilities comprise the following:

Consolidated financial statements						
2022			2021			
Bank overdrafts	Long-term loans	Working capital and guarantee	Bank overdrafts	Long-term loans	Working capital and guarantee	
Floating interest rate						
- Unlimited period (Baht)	169,219,991	588,207,150	119,591,661	586,530,000	2,183,995,659	
- Unlimited period (US Dollar)	-	3,902,941	-	-	329,286	
Separate financial statements						
2022			2021			
Bank overdrafts	Long-term loans	Working capital and guarantee	Bank overdrafts	Long-term loans	Working capital and guarantee	
Floating interest rate						
- Unlimited period (Baht)	72,000,000	251,677,150	52,000,000	250,000,000	1,721,930,412	
- Unlimited period (US Dollar)	-	3,580,000	-	-	-	

29 Lease liabilities (net)

The Group and the Company entered into lease agreements for land, buildings and building improvements, furniture and office equipment, computers, vehicles and software as at 31 December 2022 and 2021, lease liabilities are as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Lease liabilities	354,880,380	356,180,855	263,386,699	23,648,450
Additions from acquisition of subsidiaries				
- Liabilities	2,100,000	-	-	-
- Interest	(187,841)	-	-	-
<u>Less</u> Deferred interest	(149,139,300)	(143,765,632)	(139,636,779)	(2,521,640)
Present value of lease liabilities	207,653,239	212,415,223	123,749,920	21,126,810
<u>Less</u> Current portion of lease liabilities (net)	(21,613,429)	(27,372,723)	(8,672,198)	(7,220,889)
	186,039,810	185,042,500	115,077,722	13,905,921

Future payments of lease liabilities are to be made as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Due for payment				
Within 1 year	30,337,005	34,958,301	14,124,899	7,850,012
Later than 1 year but not later than 5 years	87,920,575	76,859,754	41,139,000	11,238,438
Later than 5 years	238,722,800	244,362,800	208,122,800	4,560,000
	356,980,380	356,180,855	263,386,699	23,648,450

The fair values of lease liabilities approximate the carrying amount of their book balances.

30 Employee benefit obligations

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

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Present value of unfunded obligations	452,015,781	430,351,220	327,530,765	333,595,519

The movement of employee benefit obligations for the years ended 31 December 2022 and 2021 are as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Beginning balance of the year	430,351,220	444,480,602	333,595,519	340,707,745
Additions from acquisition of subsidiaries	25,577,429	-	-	-
Current service cost	33,028,921	40,271,285	22,133,416	24,308,498
Interest cost	6,737,436	6,688,619	5,185,871	5,037,286
Remeasurements of employee benefit obligations				
- Gain from changes of assumptions	-	2,833,787	-	13,296,669
- Loss that occurred from experience	-	(24,110,458)	-	(14,388,831)
Employee benefits paid during the year	(43,679,225)	(39,812,615)	(33,384,041)	(35,365,848)
Ending balance of the year	452,015,781	430,351,220	327,530,765	333,595,519

Employee benefit obligations recognised in the statement of comprehensive income for the years ended 31 December 2022 and 2021 are as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Current service cost	33,028,921	40,271,285	22,133,416	24,308,498
Interest cost	6,737,436	6,688,619	5,185,871	5,037,286
	39,766,357	46,959,904	27,319,287	29,345,784

These expenses were included in the cost of hospital operations, cost of goods sold, cost of other services, selling expenses and administrative expenses as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Cost of hospital operations/ Cost of goods sold/ Cost of other services	24,106,095	26,639,370	17,777,148	18,489,079
Selling expenses	1,163,912	1,695,153	404,216	412,551
Administrative expenses	14,496,350	18,625,381	9,137,923	10,444,154
	39,766,357	46,959,904	27,319,287	29,345,784

The principal actuarial assumptions are as follows:

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Discount rate (% per annum)	0.51 to 5.52	0.51 to 3.59	0.51 to 3.59	0.51 to 3.59
Expected future salary increase (% per annum)	2.50 to 10.00	2.50 to 10.00	2.50 to 5.00	2.50 to 5.00
Employee turnover ratio (% per annum)	0.00 to 40.00	0.00 to 40.00	0.00 to 25.00	0.00 to 25.00
Retirement age (year)	55 and 60	55 and 60	55	55

Sensitivity analysis for significant assumptions are as follows:

Post-employment benefits

		Increase (decrease) on employee benefit obligation			
		Consolidated financial statements		Separate financial statements	
		2022 Baht	2021 Baht	2022 Baht	2021 Baht
Discount rate	Increase by 1%	(32,087,306)	(30,998,063)	(23,352,119)	(23,994,401)
Discount rate	Decrease by 1%	36,447,490	34,713,270	26,462,598	26,834,250
Salary increase rate	Increase by 1%	39,703,858	34,113,724	29,071,831	26,398,051
Salary increase rate	Decrease by 1%	(35,253,722)	(30,456,286)	(25,860,280)	(23,592,093)
Turnover rate	Increase by 1%	(27,248,202)	(22,954,146)	(19,540,535)	(17,446,046)
Turnover rate	Decrease by 1%	31,945,957	26,654,238	22,515,142	19,939,320

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period).

The weighted average duration of the defined obligation of the Group and the Company for the year ended 31 December 2022 is 11.7 years (2021 : the Group and the Company is 12.7 years).

Expected maturity analysis of retirement benefits as at 31 December 2022 and 2021 comprise the following:

	Post-employment benefits			
	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Within 1 year	52,222,075	57,121,817	44,486,375	36,019,301
More than 1 year but less than 5 years	171,641,056	181,761,924	127,570,408	149,364,158
More than 5 years	818,002,039	789,759,868	562,146,500	584,839,125
	1,041,865,170	1,028,643,609	734,203,283	770,222,584

31 Treasury shares

At the Board of Directors' Meeting No. 3/2020 of the Company on 3 April 2020, the Board of Directors has approved the shares repurchase program for financial management purpose detailed as follows:

- The maximum amount for the share repurchases are not exceeding Baht 280.00 million.
- Number of repurchased shares will be not exceeding 10 million shares at par value of Baht 1.00 per share, which is equivalent to 1.20% of the total issued shares.
- Repurchasing of shares on the Stock Exchange of Thailand.
- The repurchase period will be within 6 months since 21 April 2020 to 20 September 2020.
- In determining the repurchase price, the average market price during 30 days prior to the date on which the Company discloses the information of shares repurchase will be used as the basis of calculation. The repurchase price must be not exceeded average closing price during 5 working days prior to each trading date plus 15.00% of such average closing price. The average market price during 30 days during 20 February 2020 to 1 March 2020 was Baht 20.35 per share.

The movement of treasury shares for the years ended 31 December 2022 is as follows:

	Consolidated and Separate financial statements	
	Number of shares	Amount of treasury shares Baht
Balance as at 1 January 2022	4,881,400	97,072,047
Reissue during the period (Baht 37.00 to Baht 38.75 per share)	(3,268,800)	(65,003,709)
Capital reduction	(1,612,600)	(32,068,338)
Balance as at 31 December 2022	-	-

In January 2022, the Company reissued 3,268,800 treasury shares at the price between Baht 37.00 to Baht 38.75, totalling Baht 123,672,813.

At the Board of Director's Meeting No. 1/2022 of the Company on 26 January 2022, the Board of Directors approved the capital reduction for unsold treasury share of 1,612,000 shares. The Company registered the capital reduction with the Ministry of Commerce on 3 February 2022 and transferred the treasury share reserve of baht 97,072,047 to unappropriated retained earnings. After the capital reduction, the Company has the ordinary share of 847,467,400 shares.

32 Legal reserve

Under the Public Limited Company Act, the Company is required to set aside as a legal reserve at least 5 percent of its net profit after accumulated deficit brought forward (if any) until the reserve is not less than 10 percent of the registered capital. The legal reserve is not distributable as a dividend. The legal reserve has to be approved from annual general shareholders' meeting.

As at 31 December 2022, the retained earnings - unappropriated in the consolidated financial statements included the legal reserve of three subsidiaries, totalling Baht 46,603,824. (2021 : two subsidiaries, totalling Baht 24,987,610).

33 Dividend payment

Parent company - Thonburi Healthcare Group Public Company Limited

2022

At the Board of Directors' Meeting of the Company No. 1/2022 on 26 January 2022, the Board of Directors approved the interim dividend payments from its operation during 1 January 2021 to 30 September 2021 to its shareholders at Baht 0.40 per share, totaling Baht 338.99 million. The Company paid dividend to shareholders in February 2022.

At the Board of Directors' Meeting of the Company No. 2/2022 on 15 February 2022, the Board of Directors approved the dividend payments from its operation for the year 2021 to its shareholders at Baht 0.50 per share, totaling Baht 423.73 million. Such dividend payment has been approved at the Annual General Shareholders' Meeting of the year 2022 on 28 April 2022. The Company paid dividend to shareholders in May 2022.

2021

At the Board of Director's Meeting of the Company No. 2/2021 on 23 February 2021, the Board of Directors approved the dividend payments from its operation for the year 2021 to its shareholders at Baht 0.30 per share, totaling Baht 253.14 million. Such dividend payment has been approved at the Annual General Shareholders' Meeting of the year 2021 on 23 April 2021. The Company paid dividend to shareholders in May 2021.

Subsidiary company - Rajvindee Hospital Public Company Limited

2022

At the Annual General Shareholders' Meeting of the subsidiary on 27 April 2022, the meeting approved the dividend payment from its operation for the year 2021 to its shareholders at Baht 0.06 per share, totalling Baht 25.80 million. The subsidiary paid dividend to shareholders on 27 April 2022.

At the Board of Director's Meeting No. 3/2022 of the subsidiary on 29 August 2022, the Board of Directors approved the interim dividend payment to its shareholders at Baht 0.03 per share, totaling Baht 12.90 million. The subsidiary paid interim dividend to shareholders in August 2022. The interim dividend payment of Baht 12.90 million has been acknowledged at the Annual General Shareholders' Meeting of the subsidiary of the year 2022 on 29 August 2022.

2021

At the Board of Director's Meeting No. 2/2021 of the subsidiary on 22 March 2021, the Board of Directors approved the dividend payment from its operation for the year 2020 to its shareholders at Baht 0.06 per share, totalling Baht 25.80 million. Such dividend payment has been approved at the Annual General Shareholders' Meeting No. 1/2021 of the subsidiary on 27 April 2021. The subsidiary paid dividend to shareholders in April 2021.

Subsidiary company - Thonburi Sermrath Co., Ltd. (2021 : Thonburi Hospital Heart Centers Company Limited)

2022

At the Board of Directors' Meeting No. 1/2022 of the subsidiary on 25 May 2022, the Board of Directors approved the interim dividend payment from its retained earnings of 2021 to its shareholders at Baht 2,000.00 per share, totalling Baht 20.00 million. The subsidiary paid dividend to shareholders in June 2022.

2021

At the Board of Director's Meeting No. 2/2021 of the subsidiary on 26 May 2021, the Board of Directors approved the interim dividend payment from its retained earnings of 2020 to its shareholders at Baht 500.00 per share, totalling Baht 5.00 million. The subsidiary paid dividend to shareholders in June 2021.

34 Non-controlling interests

	Consolidated financial statements	
	2022 Baht	2021 Baht
Beginning balance of the year	470,658,888	436,060,406
Share of net profit of subsidiaries	74,840,546	20,715,440
Decrease in non-controlling interests from dividend payment of subsidiaries	(16,677,937)	(11,116,958)
Increase in non-controlling interests from investment in subsidiaries	404,663,632	25,000,000
Decrease in non-controlling interests from changes in shareholding interests	(3,719,117)	-
Decrease in non-controlling interests from disposal of investment in subsidiary	(23,438,755)	-
Increase in non-controlling interests from capital increase of a subsidiary	91,475,049	-
Ending balance of the year	997,802,306	470,658,888

35 Other income

	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December 2022 Baht	For the year ended 31 December 2021 Baht	For the year ended 31 December 2022 Baht	For the year ended 31 December 2021 Baht
Dividend income				
- investments in subsidiaries (Note 19 a), 41 b))	-	-	42,022,063	19,683,042
- investments in associates (Note 18 b), 41 b))	-	-	29,317,219	21,751,488
- investment in equity securities				
- other companies	72,934,146	41,410,377	72,934,146	41,410,377
- related companies (Note 41b))	12,566,900.00	5,958,692	5,066,900	5,958,692
Gain on disposal of financial assets (Note 11)	-	6,696	-	-
Gain on disposal of property, plant and equipment (net) and intangible assets (net)	-	2,923,793	-	1,394,409
Gain on disposal of investment properties	109,320,490	658,342	-	-
Gain on disposal of land classified under non-current asset held for sale - related company	-	2,142,622	-	-
Interest income				
- other companies	14,374,577	1,867,533	2,342,106	1,506,535
- related companies (Note 41 b))	-	1,693,683	170,084,166	180,764,990
Membership income	16,423,856	17,176,888	16,423,856	17,176,888
Rental income - other companies	15,305,877	11,579,581	11,014,298	7,620,171
- related companies (Note 41 b))	174,766	549,946	3,047,383	2,880,000
Gain on measured fair value of financial assets (Note 11, 17)	13,598,597	127,544	13,227,879	30,296
Others - other companies	161,580,029	40,815,113	14,584,518	15,388,353
- related companies	28,116,219	516,161	293,547	807,959
	444,395,457	127,426,971	380,358,081	316,373,200

36 Expense by nature

The following expenditure items for the years ended 31 December 2022 and 2021 are classified by nature as follows:

	Notes	Consolidated financial statements		Separate financial statements	
		For the year ended 31 December 2022 Baht	For the year ended 31 December 2021 Baht	For the year ended 31 December 2022 Baht	For the year ended 31 December 2021 Baht
Medicine, medical supplies and medical equipment used		(2,009,454,140)	(1,578,607,335)	(1,328,262,226)	(913,202,394)
Laboratory and x-ray		(289,369,201)	(299,572,149)	(198,764,583)	(182,310,333)
Doctor fee		(1,738,161,022)	(1,549,679,683)	(1,206,784,111)	(1,067,940,179)
Staff costs		(2,581,522,325)	(2,581,700,509)	(1,606,078,814)	(1,660,659,658)
Depreciation charges on plant and equipment, investment properties and right-of-use of assets	21, 22, 23	(953,755,447)	(903,946,218)	(376,407,930)	(352,724,923)
Amortisation charges on intangible assets	24	(52,095,763)	(39,713,497)	(15,516,397)	(13,848,188)
Repair and maintenance expenditure and service expenses		(214,659,572)	(190,997,005)	(136,620,645)	(123,244,331)
Marketing expenses		(154,346,676)	(129,285,388)	(55,908,567)	(27,656,166)
Utilities expenses		(186,147,758)	(152,890,333)	(93,868,281)	(80,237,057)
Rental expenses		(237,217,759)	(371,663,268)	(69,025,351)	(132,829,109)

37 Finance costs

	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December 2022 Baht	For the year ended 31 December 2021 Baht	For the year ended 31 December 2022 Baht	For the year ended 31 December 2021 Baht
Interest expense from borrowings				
- financial institutions	(287,473,620)	(282,582,492)	(250,148,108)	(254,620,214)
- related companies (Note 41 b))	(19,179)	(5,260)	(899,960)	(151,348)
Interest expense from lease liabilities	(10,249,044)	(9,059,362)	(4,635,155)	(928,096)
Interest expense from other long-term liabilities	(4,370,907)	(4,580,296)	-	-
Amortization charges on front-end fee	(2,733,823)	(2,719,500)	(2,064,157)	(2,287,232)
	(304,846,573)	(298,946,910)	(257,747,380)	(257,986,890)

38 Income tax

Reconciliations of income tax for the years ended 31 December 2022 and 2021 are as follows:

	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December 2022 Baht	For the year ended 31 December 2021 Baht	For the year ended 31 December 2022 Baht	For the year ended 31 December 2021 Baht
Current income tax:				
Current income tax on taxable profit for the year	(392,866,156)	(298,478,448)	(254,638,953)	(217,596,317)
Write-off withholding tax	(10,908)	(22,348)	-	-
Adjustments over(under) recorded income tax of prior year	5,141,113	-	(296,153)	-
Total current income tax	(387,735,951)	(298,500,796)	(254,935,106)	(217,596,317)
Deferred income tax:				
Origination and reversal of temporary differences (Note 25)	33,331,438	(78,609,210)	28,282,715	(9,130,981)
	(354,404,513)	(377,110,006)	(226,652,391)	(226,727,298)

The income tax on the Group's profit before tax differs from the theoretical amount that would arise using the basic tax rate of the home country of each company as follows:

	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December 2022 Baht	For the year ended 31 December 2021 Baht	For the year ended 31 December 2022 Baht	For the year ended 31 December 2021 Baht
Profit before income tax	2,030,939,685	1,733,929,044	1,264,035,320	1,157,555,346
Tax calculated at a tax rate of 20%	(406,187,937)	(346,785,809)	(252,807,064)	(231,511,069)
Tax effect of:				
Income not subject to tax	15,606,311	7,465,495	29,872,881	15,752,401
Income subject to tax	24,588	(27,989)	-	-
Expense not deductible for tax purpose	(16,690,838)	(6,048,242)	(5,517,270)	(833,380)
Additionally taxable expense transactions	21,547,806	16,763,677	19,634,555	13,040,735
Temporary differences for which no deferred tax was recognised	58,280,420	(39,970,591)	(17,539,340)	(23,175,985)
Reversal of unutilised deferred tax asset	78,331	(50,294,128)	-	-
Accumulated deficits	(32,193,399)	41,809,929	-	-
Over(under) record income tax of prior year	5,141,113	-	(296,153)	-
Write-off prepaid withholding tax	(10,908)	(22,348)	-	-
	(354,404,513)	(377,110,006)	(226,652,391)	(226,727,298)

39 Basic earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to common shareholders by the weighted average number of ordinary shares in issue during the year.

	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December 2022	For the year ended 31 December 2021	For the year ended 31 December 2022	For the year ended 31 December 2021
Profit attributable to shareholders of the parent for the year (Baht)	1,601,694,626	1,337,425,243	1,037,382,929	930,828,048
Weighted average number of ordinary shares (shares)	847,379,277	843,811,203	847,379,277	843,811,203
Basic earnings per share (Baht per share)	1.89	1.58	1.22	1.10

There are no potential dilutive ordinary shares in issue during the reporting period. Thus, the dilutive earnings per share is not presented.

40 Business Acquisition

At the Board of Directors' Meeting No.11/2022 of the Company on 11 November 2022, the Board of Directors approved the investment in a subsidiary - Trang Medical Trading Co., Ltd. by purchasing 16,170,000 ordinary shares amounting to Baht 658.53 million. The Company held 55.00% of shareholding interest expected to expand market share from this business acquisition. The Company paid for all shares in December 2022.

The assets and liabilities recognised as a result of the acquisition are as follows:

	Fair value as at acquisition date Baht
Cash and cash equivalents	53,381,661
Financial assets measured at fair value through profit of loss (current assets)	80,005,028
Trade and other accounts receivable (net)	116,774,908
Inventories (net)	16,007,029
Other current assets	2,683,404
Restricted deposits at financial institutions	300,000
Financial assets measured at fair value through other comprehensive income (non-current assets)	52,500,000
Property, plant and equipment (net)	909,802,362
Right-of-use assets (net)	1,909,198
Intangible assets (net)	70,490,493
Other non-current assets	2,990,231
Trade and other accounts payable	(103,967,765)
Accrued income tax	(4,320,242)
Other current liabilities - Others	(6,376,097)
Long-term loans from financial institutions	(133,790,000)
Lease liabilities (net)	(1,941,093)
Liabilities from purchase of medical tools and equipment	(13,200,000)
Deferred tax liability (net)	(50,688,912)
Employee benefit obligations	(25,577,429)
Net identifiable assets acquired	966,982,776
Less: Non-controlling interests	(435,142,249)
Goodwill	531,840,527
Net outflow of cash to acquire subsidiary	658,533,567

Purchase consideration - cash outflow

	Baht
Outflow of cash to acquire subsidiary, net of cash acquired	
Cash consideration	658,533,567
<u>Less: Balances acquired - Cash</u>	<u>(53,381,661)</u>
Net outflow of cash - investing activities	605,151,906

As at 31 December 2022 the Group is in process of assessing the fair value of net assets received and reviews of the purchase price allocation ("PPA"). Therefore, the fair value of goodwill may change, subjected to the valuation of fair value and purchase price allocation which should be completed within 12 months after the purchasing date. The Group recorded the difference from business acquisition amounting to Baht 126.69 million as goodwill.

41 Related-party transactions

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

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

As at 31 December 2022, most of the shares of the Company are held by Vanasin family and Ramkhamhaeng Hospital Public Company Limited totalling 24.56 % and 21.67 %, respectively (2021 : held by Vanasin family and Ramkhamhaeng Hospital Public Company Limited totalling 22.19 % and 21.03%, respectively) and the remaining 53.77% (2021 : 56.78%) of the shares is widely held.

The significant investments in associates, subsidiaries and joint ventures are disclosed in Notes 18, 19 and 20.

Relationships between the Company and related parties are as follows:

<u>List of related parties</u>	<u>Country/Nationality</u>	<u>Relationship</u>
Rajyindee Hospital Public Company Limited	Thai	Subsidiary
DS All Co., Ltd.	Thai	Subsidiary
Thonburi Realty Development Co., Ltd.	Thai	Subsidiary
Rajthanee Realty Co., Ltd.	Thai	Subsidiary
Thonburi Sermrath Co., Ltd.	Thai	Subsidiary
(2021 : Thonburi Hospital Heart Centers Company Limited)		
Modular Software Expertise Co., Ltd.	Thai	Subsidiary
Thonburi Wellbeing Co., Ltd.	Thai	Subsidiary
Uttradit Thonburi Hospital Co., Ltd.	Thai	Subsidiary
Thonburi Bamrungmuang Hospital Co., Ltd.	Thai	Subsidiary
Thanarad Thung Song Co., Ltd.	Thai	Subsidiary
TH Health Co., Ltd. (2021 : Med Access Co., Ltd.)	Thai	Subsidiary
Thonburi Canabiz Public Company Limited	Thai	Subsidiary
		(until March 2022)
Trang Medical Trading Co., Ltd.	Thai	Subsidiary
		(Since November 2022)
Thonburi Property Management Co., Ltd.	Thai	Indirect subsidiary
Lanta Vechakit Co., Ltd.	Thai	Indirect subsidiary
Thung Song 888 Company Limited	Thai	Indirect subsidiary
Ubonrak Co., Ltd.	Thai	Associate
Sirivej Chanthaburi Public Company Limited	Thai	Associate
Thonburi Rangsit Hospital Co., Ltd.	Thai	Associate
Phatara Hospital Co., Ltd.	Thai	Associate
		(Since May 2022)
Ar Yu International Health Care Company Limited	Republic of the Union of Myanmar	Joint venture
Rajthanee Pattanakarn (2014) Co., Ltd.	Thai	Common shareholders
Rajnara Hospital Co., Ltd.	Thai	A relative of directors
Siroros Hospital Public Company Limited	Thai	A relative of directors
Chumvej Hospital Public Company Limited	Thai	Shareholders and common directors with subsidiary
Rajthanee Realty Co., Ltd.	Thai	Common shareholders and common directors with subsidiary
Ramkhamhaeng Hospital Public Company Limited	Thai	Shareholders and common director
Thai Medical Group Co., Ltd.	Thai	Common shareholders
(2021 : Thai Medical Glove Co., Ltd.)		
Golden Bright Asia Pacific Investment Ltd.	Hong Kong	Under common control of shareholders
WJ International Hospital Management Co., Ltd.	Hong Kong	Under common control of shareholders
Global Health Investment Ltd.	Hong Kong	Under common control of shareholders
Computed Tomography Urupong Co., Ltd.	Thai	Common shareholders
Rachphattana Real Estate Company Limited	Thai	Common shareholders
Mediverse Co., Ltd.	Thai	Common directors

Related-party transactions are as follows:

- a) Outstanding balances as at 31 December 2022 and 2021 arising from purchase/sales of goods and services and others are as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Trade accounts receivable				
Subsidiaries	-	-	75,607,685	90,466,875
Associates	383,240	1,269,575	123,140	964,350
Joint ventures (net)	5,623,708	6,308,697	5,560,826	6,245,816
Related companies	5,300	580,780	-	500,000
	6,012,248	8,159,052	81,291,651	98,177,041
Other accounts receivable				
Subsidiaries	-	-	25,114,384	16,459,641
Joint venture	71,700	71,700	71,700	71,700
Related companies	930,045	2,454,446	106,959	1,800,300
	1,001,745	2,526,146	25,293,043	18,331,641
Dividend receivable				
Related company	-	4,954,400	-	4,954,400
	-	4,954,400	-	4,954,400
Interest receivable				
Subsidiaries (net)	-	-	204,456,607	126,651,139
Related companies	521,314	521,314	-	-
	521,314	521,314	204,456,607	126,651,139
Rental deposit				
Subsidiaries	-	-	141,803	141,803
Related company	-	3,597,273	-	75,718
	-	3,597,273	141,803	217,521
Prepaid expenses				
Subsidiary	-	-	1,615	1,615
	-	-	1,615	1,615
Trade accounts payable				
Subsidiaries	-	-	51,353,007	19,934,024
Associates	-	5,503,575	-	5,503,575
Related companies	39,779,840	57,882,463	27,506,783	32,535,020
	39,779,840	63,386,038	78,859,790	57,972,619
Other accounts payable				
Subsidiaries	-	-	17,673,330	39,967,928
Related companies	58,835	2,552,101	58,835	526,966
	58,835	2,552,101	17,732,165	40,494,894

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Fixed assets payable				
Subsidiaries	-	-	518,722	42,250
Related companies	4,098,140	117,725,500	2,601,140	17,918,500
	4,098,140	117,725,500	3,119,862	17,960,750
Intangible assets payable				
Subsidiary	-	-	40,000	-
	-	-	40,000	-
Lease liabilities (net)				
Related individual/company	23,074,498	12,172,842	23,074,498	10,664,163
	23,074,498	12,172,842	23,074,498	10,664,163
Accrued expense				
Subsidiary	-	-	5,426,815	-
	-	-	5,426,815	-
Accrued interest expense				
Subsidiary	-	-	442,460	7,561
	-	-	442,460	7,561
Deferred Revenue				
Related individual / company	22,515,800	-	-	-
	22,515,800	-	-	-
Advance received - vaccine				
Subsidiaries	-	-	-	5,968,300
Associates	-	3,879,600	-	3,879,600
Related companies	-	7,287,600	-	7,287,600
	-	11,167,200	-	17,135,500

Thonburi Healthcare Group Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2022

b) Significant revenue and expense transactions with related parties for the years ended 31 December 2022 and 2021 are as follows:

	For the year ended 31 December 2022						
	Consolidated financial statements				Separate financial statements		
	Subsidiaries Baht	Associates Baht	Joint ventures Baht	Related companies Baht	Related individuals Baht	Total Baht	Total Baht
Revenue from sales of medical supplies	-	4,403,968	73,758	11,430,710	-	15,908,436	26,728,714
Revenue from service and consulting	-	1,530,000	-	592,062	-	2,122,062	25,302,363
Revenue from rental	-	-	-	174,766	-	174,766	3,047,383
Revenue from the sale of condominium units	-	-	-	358,914,210	-	358,914,210	-
Other income	-	48,000	-	132,704,976	-	132,752,976	545,068
Dividend income	-	-	-	12,566,900	-	12,566,900	76,406,182
Interest income	-	-	-	-	-	-	170,084,166
Purchase of inventory	-	-	-	94,751,285	-	94,751,285	91,851,508
Purchase of property, plant and equipment	-	-	-	7,835,042	-	7,835,042	31,352,060
Purchase of intangible assets	-	-	-	32,795,518	-	32,795,518	899,960
Interest expense	-	-	-	19,179	-	19,179	129,039,730
Repair expense & professional fee	-	16,908,170	-	82,762,922	-	99,671,092	98,400
Service expense	-	-	-	-	-	-	3,839,080
Rental expense	-	-	-	-	-	-	5,778,000
Other expense	-	-	-	5,894,300	-	5,894,300	6,812,535

	For the year ended 31 December 2021						
	Consolidated financial statements				Separate financial statements		
	Subsidiaries Baht	Associates Baht	Joint ventures Baht	Related companies Baht	Related individuals Baht	Total Baht	Total Baht
Revenue from sales of medical supplies	-	3,258,480	204,693	3,941,275	-	7,404,448	33,662,582
Revenue from service and consulting	-	1,552,080	-	148,950	-	1,701,030	57,623,545
Revenue from rental	-	-	-	549,946	-	549,946	2,880,000
Other income	-	243,020	-	4,567,677	-	4,810,697	13,193,554
Dividend income	-	-	-	5,958,692	-	5,958,692	47,393,222
Interest income	-	-	-	1,693,683	-	1,693,683	180,764,990
Purchase of inventory	-	-	-	76,583,003	-	76,583,003	71,821,373
Purchase of property, plant and equipment	-	-	-	122,683,795	-	122,683,795	20,934,624
Purchase of intangible assets	-	-	-	-	-	-	72,760
Interest expense	-	-	-	5,260	-	5,260	151,348
Repair expense & professional fee	-	5,503,575	-	93,438,784	-	98,942,359	83,280,362
Service expense	-	-	-	755,427	-	755,427	773,530
Rental expense	-	-	-	-	-	-	1,701,639
Other expense	-	-	-	3,560	-	3,560	83,330

Managements and directors' remuneration

Managements and directors' remuneration for the years ended 31 December 2022 and 2021 comprises the following:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Management and directors remuneration				
- Salaries and other short-term benefits	146,431,339	117,374,266	79,488,990	72,728,150
- Post employment benefit	3,236,584	2,365,243	1,266,331	1,182,781
Total	149,667,923	119,739,509	80,755,321	73,910,931

Management benefit expenses represent benefits which management received from the Group.

Directors' remuneration is approved at the Board of Directors' meeting.

c) Short-term loans to related parties (net)

The movement of short-term loans to related parties (net) for the years ended 31 December 2022 and 2021 are as follows:

	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December 2022 Baht	For the year ended 31 December 2021 Baht	For the year ended 31 December 2022 Baht	For the year ended 31 December 2021 Baht
Short-term loans to related parties				
Beginning balance of the year	-	-	5,250,959,242	5,298,393,250
Additions during the year	-	6,000,000	575,100,000	576,765,992
Repayment during the period				
- Principal	-	(6,000,000)	(2,194,480,342)	(624,200,000)
Allowance for expected credit loss	-	-	3,631,578,900	5,250,959,242
	-	-	(52,000,000)	(37,000,000)
Ending balance of the year (net)	-	-	3,579,578,900	5,213,959,242

Outstanding balances of short-term loans to related parties (net) as at 31 December 2022 and 2021 are as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Short-term loans to				
Subsidiaries	-	-	3,579,578,900	5,213,959,242
	-	-	3,579,578,900	5,213,959,242

As at 31 December 2022 and 2021, short-term loans to subsidiaries are unsecured loans in Thai Baht and are due for repayment at call. The loans bear interest at the rate as agreed.

d) **Short-term loans from a related party**

The movement of short-term loans from a related party for the years ended 31 December 2022 and 2021 are as follows:

	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December 2022 Baht	For the year ended 31 December 2021 Baht	For the year ended 31 December 2022 Baht	For the year ended 31 December 2021 Baht
Short-term loans from related company				
Beginning balance of the year	-	-	46,000,000	61,200,000
Additions during the year	200,000,000	-	409,000,000	54,500,000
Repayment during the year	(200,000,000)	-	(211,000,000)	(69,700,000)
Ending balance of the year	-	-	244,000,000	46,000,000

As at 31 December 2022 and 2021, short-term loans from a related party represents unsecured short-term loans from a subsidiary in Thai Baht. The loan bears interest rate at the rate as agreed and is due for repayment at call.

e) **Long-term loan to a subsidiary**

The movement of long-term loan to subsidiary for the year ended 31 December 2022 and 2021 are as follows:

	Consolidated financial statements		Separate financial statements	
	For the year ended 31 December 2022 Baht	For the year ended 31 December 2021 Baht	For the year ended 31 December 2022 Baht	For the year ended 31 December 2021 Baht
Long-term loan to a subsidiary				
Beginning balance of the year	-	-	-	-
Additions during the year	-	-	195,000,000	-
Repayment during the year	-	-	(3,500,000)	-
Current portion of long-term loan	-	-	(21,000,000)	-
Ending balance of the year	-	-	170,500,000	-

As at 31 December 2022, long-term loan to a subsidiary represents unsecured long-term loan in Thai Baht. The loan bears interest rate at the rate as agreed and is due for repayment in February 2032.

42 Commitments

42.1 Lease commitments

The Group and the Company have entered into non-cancellable lease agreements in respect of the lease of land, building, computer, furniture and fixture, tool and equipment, vehicle and computer software.

As at 31 December 2022 and 2021, the Group and the Company have future lease payments required under these non-cancellable agreement as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Due for payment				
Within 1 year	5,000,193	3,323,861	2,049,836	326,881
Later than 1 year but not later than 5 years	924,084	412,933	818,991	218,384
	5,924,277	3,736,794	2,868,827	545,265

42.2 Capital commitments

As at 31 December 2022 and 2021, the Group and the Company have capital commitments as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Buildings, building improvement and utility system	345,010,069	139,326,076	137,513,358	39,695,836
Computer software	15,439,778	3,943,485	5,210,578	2,937,150
Furniture and office equipment	4,273,542	422,061	3,770,749	-
Medical equipment	13,319,942	9,944,250	7,508,045	4,289,000
Equipment	354,763	317,630	300,000	317,630
Vehicle	600,000	-	-	-
	378,998,094	153,953,502	154,302,730	47,239,616

42.3 Other commitments

As at 31 December 2022 and 2021, the Group and the Company have other commitments as follows:

	Consolidated financial statement		Separate financial statement	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Cost of developing holistic care project	1,073,827,469	1,073,946,519	-	-
Advertising expenses	5,176,963	5,078,323	2,474,910	2,638,570
Cleaning and security expenses	63,186,734	107,978,634	50,289,028	100,454,343
Repair and maintenance expenses	8,082,697	12,344,091	3,727,017	6,045,611
Others	5,753,864	3,536,155	4,348,152	-
	1,156,027,727	1,202,883,722	60,839,107	109,138,524

43 Contingent liabilities and guarantees

43.1 Bank guarantees

As at 31 December 2022 and 2021, the Group and the Company have outstanding bank guarantees for the normal course of business as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Guarantee for electricity	14,548,603	14,408,903	10,441,603	9,701,903
Guarantee for management and operation of hospital management	25,572,798	8,954,769	25,572,798	8,954,769
Guarantee for operation	47,907,209	32,747,580	8,977,422	10,102,422
Guarantee for liability from lawsuit	-	29,986,081	-	29,986,081
	88,028,610	86,097,333	44,991,823	58,745,175

As at 31 December 2022 and 2021, bank guarantees of the subsidiaries are secured by the mortgage of some land and building (Note 22) and deposits at financial institutions of the subsidiaries.

As at 31 December 2022 and 2021, the Group has credit facilities with no collateral for letter of guarantees with a domestic financial institution. Such credit can be drawn down amounting to Baht 200.00 million. The credit limit is combined line between Thonburi Healthcare Group Public Company Limited and a subsidiary.

43.2 Aval of promissory notes

As at 31 December 2022, the Group and the Company has the aval of promissory notes which are guaranteed for payment by banks of Baht 4.76 million (2021 : the Group and the Company has the aval of promissory notes which are guaranteed for payment by banks of Baht 16.48 million and Baht 2.18 million, respectively).

The Group has credit facilities with no collateral for aval of promissory notes with a domestic financial institution. Such credit is the credit limit which is combined line between Thonburi Healthcare Group Public Company Limited and a subsidiary (Note 26).

43.3 Guarantees for related companies

Subsidiaries

As at 31 December 2022 and 2021, the Company is a guarantor of subsidiaries detailed as follows:

Guarantee for	Currency	Guarantee limit	
		2022	2021
Providing guarantee for long-term loans facilities of subsidiaries	Million Baht	2,160.00	963.70
Providing guarantee for short-term credit facilities of a subsidiary, combined line with the Company	Million Baht	-	500.00*
Providing guarantee for short-term credit facilities of a subsidiary	Million Baht	100.00	-
Providing guarantee for bank overdrafts and promissory notes facilities of subsidiaries	Million Baht	397.00	197.00
Providing guarantee for aval of promissory notes facilities of a subsidiary	Million Baht	50.00	50.00
Providing guarantee for trust receipts and letter of credit facilities of subsidiaries	Million Baht	280.00	285.00
Providing guarantee for bank guarantees facilities of a subsidiary	Million Baht	42.21	15.21
Providing guarantee for forward contract facilities of a subsidiary, combined line with the Company	Million Baht	48.88*	48.88*
Providing guarantee for forward contract facilities of a subsidiary	Million Baht	27.00	17.00
Providing guarantee for forward contract facilities of a subsidiary	Million US Dollar	0.70	0.70

* Short-term loans facilities and forward contract facilities of a subsidiary which is combined lines with the Company amounting to Baht 500.00 million and Baht 48.88 million, respectively, are credit facilities which the Company is a guarantor of a subsidiary and the subsidiary is a guarantor of the Company with the same amount.

Joint ventures

The Company is a guarantor of joint ventures in overseas following the standby letter of credit according to the proportion of its holding interest in joint ventures for the borrowings from overseas financial institution.

As at 31 December 2022, the Company has the standby letter of credit for guarantee to joint venture in overseas amounting to US Dollar 5.26 million (2021 : US Dollar 9.60 million).

44 Significant contracts

The Group and the Company have significant contracts as follows:

Parent company - Thonburi Healthcare Group Public Company Limited

- 1) The Company has a contract with a related company to use magnetic resonance imaging (MRI) machines for its patients and those of its related companies throughout the contract period.

A related company is responsible for providing the MRI machines and other equipment according to the contract terms, and the Company is responsible for providing the hospital space and electricity for the equipment. The Company and a related company will share the revenue as agreed between the parties.

- 2) The Company has management services agreements with a state-owned enterprise (2021 : a state-owned enterprises). The agreement includes hospital support and other services to follow the public health policy. The Company has to provide management services following the scope specified in the contract throughout the contract period. The Company will receive remuneration at the rate stipulated in the agreement.
- 3) The Company has a joint venture agreement in Republic of Union of Myanmar (2021 : a joint venture agreement in Republic of Union of Myanmar) as disclosed in Note 20.

Subsidiary - Thonburi Sermrath Co., Ltd. (2021 : Thonburi Hospital Heart Centers Company Limited)

- 1) The Company has the agreement with a private hospital (2021 : a private hospital) which is a related company. This agreement is the sharing agreement for healthcare about cardiovascular disease at a private hospital. The Company has to perform work follow the scope specified in the contract throughout the contract period. The Company will receive the share income at the rate as stipulated in the agreement.
- 2) The Company has agreements with two state-owned enterprises (2021 : two state-owned enterprises) for medical service and operative of cardiovascular disease patients by using the location of the state hospitals. The Company has to perform work follow the scope specified in the contract throughout the contract period. The Company will receive the remuneration at the rate stipulated in the agreement.

45 Lawsuit

Subsidiary

- 1) The subsidiary has filed Department of Land and related government according to the land revocation of the Company which has lawsuits held as follows:
 - 1.1) The Company has filed about land NS.3K. for 2 issues (the black case). The Administrative Court judged that it was the revocation of part of certificate of land rights that issued illegally and was not considered a revocation of the right to occupy and use the land. The Central Administrative Court dismissed on 18 January 2013 which the Company appealed.

On 30 November 2022, the Supreme Administrative Court, by reversing the judgement of the Administrative Court, judged that the subsidiary won over the case and received compensation with interest amounting to Baht 11,050,050, resulting that the lawsuit was finally resolved.
 - 1.2) The subsidiary has filed about land NS.3K. for 2 issues which Department of Land has established the revocation committee for revoke the certificate of land rights that issued not complied with regulation. However, as at 31 December 2022, there is no revocation order and it is under consideration by the revocation committee.

46 Subsequent events

Parent Company - Thonburi Healthcare Group Public Company Limited

- 1) The establishment of Telehealth Care Co., Ltd.

At the Board of Directors' Meeting No. 2/2023 of the Company on 31 January 2023, the Board of Directors approved the establishment of a subsidiary - Telehealth Care Co., Ltd. with the objective of operating telemedicine and supporting the Company's activities with technology. The subsidiary had registered share capital of Baht 200.00 million (20,000,000 ordinary shares at par value Baht 10.00 per share). The Company held 85% of shareholding interest.

- 2) Dividend payment

At the Board of Directors' Meeting No. 1/2023 of the Company on 3 January 2023, the Board of Directors approved the interim dividend payments from its operation during 1 January 2022 to 30 September 2022 to its shareholders at Baht 0.30 per share, totaling Baht 254.24 million.

At the Board of Directors' Meeting No. 3/2023 of the Company on 23 February 2023, the Board of Directors approved the dividend payments from its operation for the year 2022 to its shareholders at Baht 0.60 per share, totaling Baht 508.48 million. The Company will present for approval the dividend at the Annual General Shareholders' Meeting of the Company.



Profiles of Board of Directors and Executives

Mrs. Charuvarn Vanasin

Chairman

Age 77

Date appointment of Director

27 August 2022

Education

- Bachelor of Arts (English Literature/ Speech), College of New Rochelle, U.S.A.

Training

1. Board Nomination Compensation Program (BNCP), IOD
2. Director Accreditation Program (DAP), IOD
3. SSC & B Lintas Management Program, The Amos Tuck School of Business Administration, Dartmouth College, USA
4. AVIRA Leadership Forum, INSEAD, France

Area of Specialization

- Executive Management in Marketing Communications including Branding in Thailand and AEC

Experience in the past 5 years

Aug 2022 - Present	Director and Chairman, Thonburi Healthcare Group PCL. ^(L)
2021 - 2022	Chairman of Audit Committee, Muang Thai Life Assurance PCL. ^(N)
2021 - Jun 2022	Member of Nomination, Remuneration and Corporate Governance Committee, Muang Thai Life Assurance PCL. ^(N)
2004 - Jun 2022	Independent Director, Muang Thai Life Assurance PCL. ^(N)
2004 - Mar 2022	Director, American Chamber of Commerce Foundation
2002 - Mar 2022	Director, Thai Rice Foundation under Royal Patronage
2019 - Jun 2022	Chairman of Nomination, Remuneration and Corporate Governance Committee, Muang Thai Life Assurance PCL. ^(N)
2019 - Jun 2022	Member of Audit Committee, Muang Thai Life Assurance PCL. ^(N)
2005 - Jun 2022	Member of Nomination, Remuneration, and Corporate Governance Committee, Muang Thai Life Assurance PCL. ^(N)
2009 - 2020	Chairman Emeritus and Board Director, MullenLowe Group Thailand ^(N)
2008 - 2009	Member of Foreign Business Committee, Department of Business Development, Ministry of Commerce
2006 - 2017	Board Director, Lowe Manila, Philippines ^(N)
2005 - 2009	Board Director with responsibility for Lowe Southeast Asia (Thailand, Malaysia, Singapore, Indonesia, Philippines, and Vietnam, Lowe Worldwide ^(N)

Listed company ^(L) 1

Non-Listed company ^(N) -



Dr. Tanatip Suppradit (M.D.)

**Vice Chairman, Chairman of
Executive Committee,
Chief Executive Officer and
Chief Hospital Group 1**

Age 56

Date appointment of Director

15 June 2015

Education

- MBA, Thammasat University
- Surgery, The medical council of Thailand
- Doctor of medicine, Chulalongkorn University

Training

1. Director Accreditation Program (DAP) Course 125/2016, IOD
2. How to Develop a Risk Management Plan (HRP) Course 11/2016, IOD
3. Capital Market Academy, Class 27
4. THON TOP's Executives Acceleration Program, Sasin School of Management

Experience in the past 5 years

Jan 2023 - Present	Director, TeleHealth Care Co., Ltd. ^(N)
Nov 2022 - Present	Director, Trang Vejki Co., Ltd. ^(N)
Jun 2022 - Present	Director, Roi-Et Thonburi Hospital Co., Ltd. ^(N)
Jan 2022 - present	Director, Mediverse Co., Ltd. ^(N)
2022 - Present	Director, Thonburi Rangsit Hospital ^(N)
Feb 2021 - present	Chief Executive Officer, Thonburi Healthcare Group PCL. ^(L)
Nov 2020 - present	Chief Hospital Group 1, Thonburi Healthcare Group PCL. ^(L)
Sep 2019 - present	Director, Thonburi Management Property Co., Ltd. ^(N)
Apr 2019 - present	Director, Rajthanee Hospital PCL. ^(L)
April 2018 - present	Director, Ubonrak Co., Ltd. ^(N)
2018 - present	Director, Thanarad Thung Song Co., Ltd. ^(N)
2018 - present	Director, ARYU International Health Care Co., Ltd. ^(N)
2018 - present	Director, Rajthanee Realty Co., Ltd. ^(N)
Jul 2017 - present	Director, Sirivej Chantaburi PCL. ^(N)
Jul 2017 - present	Director, Rajyindee Hospital PCL. ^(N)
Jan 2016 - Present	Director, Thonburi Realty Development Co., Ltd. ^(N)
2016 - Present	Director, Thonburi Sermrath Co.,Ltd. (Former: Thonburi Hospital Heart Center Co., Ltd.) ^(N)
2016 - present	Director, Utaradit Thonburi Hospital Co., Ltd. ^(N)
2015 - present	Vice Chairman and Chairman of Executive Committee, Thonburi Healthcare Group PCL. ^(L)
2014 - Present	Director, Thonburi Wellbeing Co., Ltd. ^(N)
Apr 2021 - 2022	Director, TH Health Co., Ltd. (Former: Med Access Co., Ltd.) ^(N)
Apr 2019 – Apr 2020	Member of Risk Management Committee, Thonburi Healthcare Group PCL. ^(L)
Jun 2018 – Jan 2019	Acting Chief Business Service/Support Officer, Thonburi Healthcare Group PCL. ^(L)
May 2018 - Present	Acting Chief Executive Officer, Thonburi Healthcare Group PCL. ^(L)
Mar 2018 - Nov 2020	Chief Hospital Business -International, Thonburi Healthcare Group PCL. ^(L)
Nov 2017 - 2022	Director, Thonburi Bumrungruang Hospital Co., Ltd. ^(N)

Listed company ^(L) 2

Non-Listed company ^(N) 16



Mrs. Kannika Ngamsopee

**Independent Director,
Chairman of Audit Committee,
Member of Risk Management Committee and
Member of Nomination and
Remuneration Committee**

Age 66

Date appointment of Director

29 April 2016

Education

- Master's degree of Accounting, Thammasart University
- Master's degree of Management, Sasin Graduate Institute of Business Administration, Chulalongkorn University
- Bachelor's degree of accounting (2nd Honors), Thammasart University
- Bachelor's degree of Laws, Thammasart University

Training

1. Director Certification Program (DCP) Course, Class of 21/2002, IOD
2. CMA Batch 3, Capital Market Academy
3. Class of 2009, Thailand National Defense College
4. Certified Public Accountant No.3156
5. MPPM, (Police Education Bureau Class of 1/2007
6. Advanced Strategic Management, IMD, Switzerland (2012)
7. International Trade Laws Certificate (Batch 1), The Thai Bar under the Royal Patronage
8. Risk Management Program for Corporate Leaders (RCL), Class of 13/2018, IOD
9. Good Governance for Medical Executives (Class 8), King Prajadhipok's Institute and the Medical Council of Thailand

Experience in the past 5 years

Sep 2022 - present	Member of Nomination and Remuneration Committee, Thonburi Healthcare Group PCL. ^(L)
Dec 2021 - present	Director, Bangkok Aviation Fuel Services PCL. ^(L)
Sep 2019 - present	Independent Director and Member of Audit Committee, Siam Makro PCL. ^(L)
Sep 2019 - present	Director, Digital Government Development Agency
Aug 2018 - present	Finance and Budget Subcommittee, Fund for Educational Equality
May 2018 - present	Director, ARYU International Health Care Co., Ltd ^(N)
Feb 2018 - present	Chairman of Audit Committee and Member of Risk Management Committee, Thonburi Healthcare Group PCL. ^(L)
Nov 2017 - present	Advisory of Monetary Policy Committee, Bank of Thailand
May 2017 - present	Asset Management Committee, Vajiravudh College
Dec 2016 - present	Independent Director, Chairman of Audit Committee and Member of Risk Management Committee, Scan Inter PCL. ^(L)
May 2016 - present	Independent Director, Thonburi Healthcare Group PCL. ^(L)
Sep 2015 - present	Director, Member of Audit Committee and Chairman of Risk Management Committee, Global Green Chemical PCL. ^(L)
Sep 2017 - 2021	Public Sector Audit Evaluation Committee (PAEC), Ministry of Administration (Government Sector)
Jun 2017 - 2022	Director, Thonburi Wellbeing Co., Ltd. ^(N)
Nov 2017 - 2019	Director, Thonburi Bumrungruang Hospital Co., Ltd. ^(N)
Apr - Oct 2017	Independent Director, Member of Audit Committee and Member of Corporate Governance & Corporate Social Responsibility Committee, Thai Credit Guarantee Corporation (TCG)
Aug 2016 - Aug 2017	Advisor - Head of Internal Control Improvement, Siam Commercial Bank PCL. ^(L)
Mar 2016 - 2021	Member of Audit Committee, Social Security Office
May 2016 - Feb 2018	Member of Audit Committee, Thonburi Healthcare Group PCL. ^(L)

Listed company ^(L) 5

Non-Listed company ^(N) 1



Mr. Virachai Srikajon

**Independent Director,
Chairman of Nomination and Remuneration
Committee, Member of Audit Committee and
Member of Risk Management**

Age 69

Date appointment of Director

22 December 2015

Education

- Master of Business Administration, South Eastern University, Washington D.C.
- Bachelor of Engineering, Mechanical Engineer, Kasetsart University

Training

1. Director Accreditation Program (DAP) Course 9/2004, IOD
2. Director Certification Program (DCP) Course 102/2008, IOD
3. Senior Executive Program, Class 4 Capital Market Academy
4. Board Nomination and Compensation Program (BNCP), Class of 4/2018, IOD
5. Advanced Audit Committee Program (AACP) Class 30/2018, IOD

Experience in the past 5 years

2022 - present	Chairman of Nomination and Remuneration Committee, Patkol PCL. ^(L)
Apr 2020 - present	Member of Risk Management Committee, Thonburi Healthcare Group PCL. ^(L)
Jan 2020 - present	Director, DS All Co., Ltd. (Former: Dental Siam Co., Ltd.) ^(N)
2019 - present	Advisor attached to the Committee on Local Administration, the Senate
2015 - present	Independent Director, Member of Audit Committee and Chairman of Nomination and Remuneration Committee, Thonburi Healthcare Group PCL. ^(L)
1991 - present	Independent Director and Member of Audit Committee, Patkol PCL. ^(L)
Jul 2020 - 2022	Director, Thonburi Wellbeing Co., Ltd. ^(N)
2012 - 2017	Director, Thailand Professional Qualification Institute (Public Organization)

Listed company ^(L) 2

Non-Listed company ^(N) 1



Dr. Vikrom Koompirochana (Ph.D.)

Independent Director

Age 76

Date appointment of Director

29 April 2016

Education

- Honorary Doctorate in Humanities, Schiller International University (London)
- Ph.D. of History of International Relations, Michigan State University
- Master of History of International Relations, Michigan State University
- Bachelor of Arts, Chulalongkorn University

Training

1. Director Accreditation Program (DAP) Course 63/2007, IOD
2. Anti-Corruption for Executive Program (ACEP) Course 7/2013, IOD
3. Successful Formulation & Execution of Strategy (SFE) Course 22/2014, IOD
4. Role of the Chairman Program (RCP) Course 39/2016, IOD
5. Advanced Audit Committee Program (AAP) Course 23/2016, IOD
6. Senior Executive Program, Class 14 Capital Market Academy

Experience in the past 5 years

2021 - present	Chairman of Audit Committee, Falcon Insurance PCL. ^(N)
2016 - present	Independent Director, Thonburi Healthcare Group PCL. ^(L)
2015 - present	Chairman of Risk Management Committee, MFC Asset Management PCL. ^(L)
2014 - present	Independent Director, Member of Audit Committee, MFC Asset Management PCL. ^(L)
2014 - present	Member of Corporate Governance Committee, Oishi Group PCL. ^(L)
2010 - present	Chairman, Country Group Development PCL. ^(L)
2010 - present	Chairman, Sport and Recreation Management Co., Ltd. ^(N)
2007 - present	Honorary Advisor, British Chamber of Commerce Thailand
2006 - present	Independent Director, Chairman of Audit Committee, Chairman of Nomination and Remuneration Committee, Oishi Group PCL. ^(L)
2014 - 2020	Audit Committee, Falcon Insurance PCL. ^(N)
2013 - 2016	Director of the Board and Chairman of Corporate Governance Committee, The Bangchak Petroleum PCL. ^(L)
2012 - 2016	Commissioner, Member of Audit Committee and Member of the Nomination and Remuneration Committee, Securities and Exchange Commission (SEC)

Listed company ^(L) 4

Non-Listed company ^(N) 2



Mr. Chalermkul Apibunyopas

Director, Chairman of Corporate Governance Committee, Member of Risk Management Committee, Member of Executive Committee and Chief Hospital Group 2

Age 67

Date appointment of Director

May 1993

Education

- Master of Business Administration, Kasetsart University
- Bachelor of Business Administration, Dhurakij Pundit University
- Bachelor of Science, Computer, University of Baltimore
- Mini MBA in Health, Chulalongkorn University

Training

1. Director Accreditation Program (DAP) Course 125/2016, IOD
2. Risk Management Program for Corporate Leaders (RCL) Course 7/2017, IOD
3. Corporate Governance for Executives (CGE) Course, Class of 11/2018
4. THON TOP's Executives Acceleration Program, Sasin School of Management

Experience in the past 5 years

Jan 2023 - Present	Director, TeleHealth Care Co., Ltd. ^(N)
Nov 2022 - Present	Director, Trang Vejki Co., Ltd. ^(N)
2022 - Present	Director, Thonburi Rangsit Hospital Co., Ltd. ^(N)
Apr 2021 - Present	Director, TH Health Co., Ltd. (Former: Med Access Co., Ltd.) ^(N)
Nov 2020 - present	Chief Hospital Group 2, Thonburi Healthcare Group PCL. ^(L)
July 2020 - present	Director, Sirivej Chanthaburi PCL. ^(N)
Jan 2019 - present	Director, Thonburi Bumrungruang Hospital Co., Ltd. ^(N)
Mar 2018 - present	Chairman of Corporate Governance Committee, Thonburi Healthcare Group PCL. ^(L)
2018 - present	Director, Thanarad Thung Song Co., Ltd. ^(N)
Jul 2017 - present	Director, Ubonrak Co., Ltd. ^(N)
2017 - present	Director, Rajyindee Hospital PCL. ^(N)
2015 - present	Member of Executive Committee and Member of Risk Management Committee, Thonburi Healthcare Group PCL. ^(L)
2002 - present	Director, Thanakan Hospital Co., Ltd. ^(N)
1993 - present	Director, Thonburi Healthcare Group PCL. ^(L)
1993 - present	Hospital Director, Thonburi 2 Hospital
1993 - present	Director, Modula Software Expertise Co., Ltd. ^(N)
Jan 2019 - Nov 2020	Acting Chief Hospital Business - Domestic 1, Thonburi Healthcare Group PCL. ^(L)
Mar 2018 - Nov 2020	Chief Hospital Business - Domestic 2, Thonburi Healthcare Group PCL. ^(L)
Dec 2016 - 2020	Director, Phatara Hospital Co., Ltd. ^(N)
2015 - Mar 2018	Chief Operation Officer (COO) Group 1, Thonburi Healthcare Group PCL. ^(L)
2001 - 2017	Director Administration, Thonburi Hospital

Listed company ^(L) 1

Non-Listed company ^(N) 11



Prof. Dr. Aasis Unnanuntana (M.D.)

Director

Age 47

Date appointment of Director

30 April 2015

Education

- Master of Science, Clinical Epidemiology and Health Service Researches, Weill Cornell University
- Certificate, Metabolic Bone Diseases, Hospital for Special Surgery
- Certificate, Adult Reconstructive Surgery, University Hospital Case Medical Center, Cleveland
- Certificate, Adult Reconstructive Surgery and Total Joint Replacement, Stanford Hospital and Clinics
- Thai Board of Orthopedic Surgery, Mahidol University
- Doctor of Medicine (First Degree Honor), Mahidol University

Training

1. Director Accreditation Program (DAP) Course 128/2016, IOD
2. THON TOP's Executives Acceleration Program, Sasin School of Management
3. Advanced Strategic Management (CEO) and Abridge Business Certificate (ABC) Course 7/2019, Mahidol University
4. Financial Statements for Directors (FSD) Course 44/2021 (Online), IOD

Experience in the past 5 years

2015 - present	Director, Thonburi Healthcare Group PCL. ^(L)
Nov 2017 - Feb 2019	Director, Thonburi Bumrungrumuang Hospital Co., Ltd. ^(N)
2015 - Nov 2019	Member of Executive Committee, Thonburi Healthcare Group PCL. ^(L)

Listed company ^(L) 1

Non-Listed company ^(N) -



Ms. Nalin Vanasin

Director and Member of Executive Committee

Age 49

Date appointment of Director

June 2012

Education

- Master of Engineering-Economic Systems and Operations Research, Stanford University
- Master of Business Administration, INSEAD
- Bachelor of Science in Mathematical Economics, Columbia University

Training

1. Director Accreditation Program (DAP) Course 133/2017, IOD
2. Corporate Governance for Executives (CGE) Course 13/2019, IOD
3. Risk Management Program for Corporate Leaders (RCL) Course 16/2019, IOD
4. Strategic Board Master Class (SBM) Course 6/2019, IOD
5. THON TOP's Executives Acceleration Program, Sasin School of Management
6. Good Governance for Medical Executives, King Prajadhipok's Institute and the Medical Council of Thailand Class 9, King Prajadhipok's Institute

Experience in the past 5 years

Nov 2022 - Present	Director, Trang Vejki Co., Ltd. ^(N)
Sep 2022 - present	Advisor to the Nomination and Remuneration Committee, Thonburi Healthcare Group PCL. ^(L)
Apr 2022 - present	Director, Mediverse Co., Ltd. ^(N)
2022 - Present	Director, Thonburi Rangsit Hospital ^(N)
Jan 2020 - present	Director, DS All Co., Ltd. (Former: Dental Siam Co., Ltd.) ^(N)
Sep 2019 - present	Director, Thonburi Management Property Co., Ltd. ^(N)
2018 - present	Executive Committee, Thonburi Healthcare Group PCL. ^(L)
Jul 2017 - present	Director, Thonburi Wellbeing Co., Ltd. ^(N)
2013 - present	Director, Wine Garage Co., Ltd. ^(N)
2012 - present	Director, Thonburi Healthcare Group PCL. ^(L)
Apr 202 - May 2022	Director, TH Health Co., Ltd. (Former: Med Access Co., Ltd.) ^(N)
Jan 2019 - Nov 2020	Chief Business Service/Support Officer, Thonburi Healthcare Group PCL. ^(L)
Mar 2018 - Nov 2020	Chief Commercial Officer, Thonburi Healthcare Group PCL. ^(L)

Listed company ^(L) 1

Non-Listed company ^(N) 7



Dr. Kajorn Thanapase (Ph.D.)

Director

Age 47

Date appointment of Director

15 June 2015

Education

- Ph.D. in Finance and Management, University of London, UK
- Master of Public Administration, International Relationship, London School of Economics UK
- Master of Economics for development, Oxford University, UK
- Bachelor of Political Science, Chulalongkorn University (1st Class Honor, Gold Medal, King Bhumibol Awards)
- Certificate of Central Banking Seminar, Federal Reserve Bank of New York

Training

1. Director Accreditation Program (DAP EN) Course 125/2016, IOD
2. Director Certification Program Course (DCP) Course 230/2016, IOD

Experience in the past 5 years

Present	Director, Roi Et-Thonburi Hospital Co., Ltd. ^(N)
Present	Director, Kalasin Thonburi Hospital Co., Ltd. ^(N)
Jul 2017 - present	Director, Utaradit Thonburi Hospital Co., Ltd. ^(N)
2016 - present	Director, Bank of Thailand
2015 - present	Director, Thonburi Healthcare Group PCL. ^(L)
2010 - 2016	Division, Executive Bank of Thailand

Listed company ^(L) 1

Non-Listed company ^(N) 3



Mr. Sita Meksawan

**Director, Member of Corporate
Governance Committee**

Age 47

Date appointment of Director

15 June 2015

Education

- Master of Applied Psychology: Organization Psychology, Golden Gate University
- Bachelor of Social Science, Clinical Psychology, Kasetsart University

Training

1. Director Accreditation Program (DAP) Course 128/2016, IOD

Experience in the past 5 years

Oct 2019 - present	Member of Corporate Governance Committee, Thonburi Healthcare Group PCL. ^(L)
2016 - present	Senior Human Resource Professional, Office of Civil Service Commission
2015 - present	Director, Thonburi Healthcare Group PCL. ^(L)

Listed company ^(L) 4

Non-Listed company ^(N) -



Dr. Linda Kraivit (M.D.)

Independent Director, Chairman of Risk Management Committee, Member of Nomination and Remuneration Committee, Member of Audit Committee and Member of Corporate Governance Committee

Age 50

Date appointment of Director

30 April 2015

Education

- MBA, Marshall School of Business, University of Southern California, USA
- Doctor of Medicine, Chulalongkorn University
- Bachelor of Laws, Ramkhamhaeng University

Training

1. Director Accreditation Program (DAP) Course 125/2016, IOD
2. How to Develop a Risk Management Plan (HRP) Course 11/2016, IOD
3. Risk Management Program for Corporate Leaders (RCL) Course 7/2017, IOD
4. Director Certification Program (DCP) Course 248/2017, IOD
5. Board Nomination and Compensation Program (BNCP), Class of 5/2018
6. THON TOP's Executives Acceleration Program, Sasin School of Management

Experience in the past 5 years

Mar 2021 - present	Director, MDCUS Co., Ltd. ^(N)
Apr 2019 - present	Chairman of Risk Management Committee, Thonburi Healthcare Group PCL. ^(L)
Mar 2019 - present	Member of Corporate Governance Committee, Thonburi Healthcare Group PCL. ^(L)
Feb 2018 - present	Member of Audit Committee, Thonburi Healthcare Group PCL. ^(L)
2015 - present	Independent Director and Member of Nomination and Remuneration Committee, Thonburi Healthcare Group PCL. ^(L)
2007 – present	Director, CPI Enterprise Co., Ltd. ^(N)
Apr 2017 - 2022	Director, Thonburi Wellbeing Co., Ltd. ^(N)
2017	Assistant Director, Chulalongkorn Hospital
2015 – Apr 2019	Member of Risk Management Committee, Thonburi Healthcare Group PCL. ^(L)
2014 - 2016	Executive Director, Chulabhorn Hospital

Listed company ^(L) 1

Non-Listed company ^(N) 2



Aurchart Kanchanapitak (M.D.)

Director

Age 78

Date appointment of Director

25 October 2019

Education

- Ph.D. Doctor of Medicine, University of Essen German, Germany
- Certificate of Otolaryngology, University of Essen German, Germany
- Certificate of Otolaryngology, Ramathibhodee Hospital
- Doctor of Medicine, Chiangmai University Class 4

Training

- None

Experience in the past 5 years

2022 - Present	Director, Synphaet Phatthanakan Co., Ltd. ^(N)
2022 - Present	Chairman, Thonburi Rangsit Hospital Co., Ltd. ^(N)
2021 - Present	Chairman, Ramkhamhaeng Hospital PCL. ^(L)
Oct 2019 - present	Director, Thonburi Healthcare Group PCL. ^(L)
2018 – present	President, Buriram Ruam Phaet Co., Ltd. ^(N)
2007 – present	Executive Director, Chiang Mai Medical Services Public Co., Ltd. ^(L) (Lanna Hospital)
2007 – present	Director and Manager, Phumratchanakharin Kidney Institute Foundation
2006 – present	Executive Director, Synphaet Seriruk Co., Ltd. ^(N)
2005 – present	Director and Managing Director, Piyasiri Co., Ltd. ^(N) (Sukhumvit Hospital)
2005 – present	Director and Managing Director, Chaophya Hospital Co., Ltd. ^(N)
2004 – present	Executive Director, Vibhavadi Hospital PCL. ^(L)
2003 – present	Director and Executive Director, Vibharam Hospital Co., Ltd. ^(N)
2001 – present	Honorary Advisor, Senate Committee on Public Health
2000 – present	First Vice President, Vajiravej-Vitayalai Chalermprakiert Foundation
1988 – present	Director and Executive Director, Ramkhamhaeng Hospital PCL. ^(L)
1981 – present	Director and Managing Director, F & S 79 Co., Ltd. ^(N) (EENT Hospital)

Listed company ^(L) 4

Non-Listed company ^(N) 8



Dr. Rukkagee Kanchanapitak (Ph.D.)

Director

Age 40

Date appointment of Director

25 October 2019

Education

- Ph.D. Knowledge Management, Kingston University, UK
- M.Sc. Business Research Development, Kingston University, UK
- MA. International Finance (with commendation), Kingston University, UK
- Bachelor of Accounting (1st Class Honors), Chulalongkorn University

Training

1. Director Certification Program (DCP) Course 152/2012, IOD

Experience in the past 5 years

Present	Director, S.C.C. Land., Co., Ltd. (N)
Present	Director, Vibhavadi Hospital PCL. (L)
Aug 2021 – present	Deputy Chief Financial Officer, Ramkhamhaeng Hospital PCL. (L)
Oct 2019 - present	Director, Thonburi Healthcare Group PCL. (L)
2014 – present	Managing Director, Ploenarium Co., Ltd. (N)
2012 – present	Managing Director, Legacy Golf (Thailand) Co., Ltd. (N)
Jan 2009 – Aug 2021	Accounting & Financial Consultant, Ramkhamhaeng Hospital PCL. (L)

Listed company ^(L) 3

Non-Listed company ^(N) 3



Ms. Thipawon Ruchiroatpipatana

Member of Executive Committee

Age 67

Date appointment of Director

25 January 2018

Education

- Master of Science (Human Resources) COPPIN STATE COLLEGE, MARYLAND, USA
- Bachelor of Accounting, University of the Thai Chamber of Commerce

Training

1. How to Develop a Risk Management Plan (HRP), Course 11/2016, IOD
2. Mini MBA 2013, Chulalongkorn University
3. CFO FOCUS ON FINANCIAL REPORTING Class 5 Federation of Accounting Professions
4. THON TOP's Executives Acceleration Program, Sasin School of Management

Experience in the past 5 years

Oct 2019 - present	Director, Thonburi Sermrath Co.,Ltd. (Former: Thonburi Hospital Heart Center Co., Ltd.) ^(N)
Feb 2018 - present	Member of Executive Committee, Thonburi Healthcare Group PCL.
2013 - present	Director, DS All Co., Ltd. (Former: Dental Siam Co., Ltd.) ^(N)
1992 - 2022	Chief Financial Officer, Thonburi Hospital
2018 - 2022	Director, Thanarad Thung Song Co., Ltd.
2017 - 2022	Director, Rajyindee Hospital PCL.



Dr. Siripong Luengvarinkul (M.D.)

Member of Executive Committee

Age 62

Date appointment of Director

24 October 2019

Education

- Master of Business Administration, National Institute of Development Administration (NIDA)
- Thai Board of Otolaryngology, Chulalongkorn University
- Doctor of Medicine, Khon Kaen University

Training

1. Senior Executive Program, Sasin (SEP 17, 2003)
2. Advanced Senior Executive Program (ASEP, Sasin), Kellogg School of Management Western University (2006)
3. Advanced Senior Executive Program (ASEP, Sasin), Kellogg School of Management Western University (2010)
4. Thailand National Defense College (2013)

Experience in the past 5 years

2022 - Present	Director, Thonburi Rangsit Hospital
May 2020 - present	Hospital Director, Thonburi Hospital
Oct 2019 – present	Member of Executive Committee, Thonburi Healthcare Group PCL.
1995 – present	Executive Director, Ramkhamhaeng Hospital PCL.
1990 - present	ENT doctor, Ramkhamhaeng Hospital PCL.
Apr 2021 - 2022	Director, TH Health Co., Ltd. (Former: Med Access Co., Ltd.)
1997 – 2019	Executive Director, Synphaet Hospital Co., Ltd.



Dr. Vachiraboon Sastararuji (M.D.)

Member of Executive Committee

Age 68

Date appointment of Director

26 March 2020

Education

- Bachelor of Medical Science, Faculty of Medicine, Siriraj Hospital, Mahidol University, 1976
- Doctor of Medicine, Faculty of Medicine Siriraj Hospital, Mahidol University, 1978
- Internship, Faculty of Medicine, Siriraj Hospital, Mahidol University, 1979
- Resident, Department of Surgery, Faculty of Medicine, Siriraj Hospital, Mahidol University, 1980-1982
- Diploma in Medical Science Mahidol University, Division Surgery, Siriraj Hospital, 1980
- Diploma of Thai Board of Surgery, The Medical Council of Thailand, Siriraj Hospital, Mahidol University, 1982
- Diploma in Family Medicine, The Medical Council of Thailand, 2003

Training

- None

Experience in the past 5 years

Mar 2020 - present	Member of Executive Committee, Thonburi Healthcare Group PCL.
2014 - present	Medical Director, Thonburi Hospital
2006 – 2013	Deputy Medical Director, Thonburi Hospital
1983 – 2005	General Surgeon, Thonburi Hospital
1982	Lecturer, Department of Surgery Faculty of Medicine, Prince Songkla University



Ms. Anchalee Chalvalitjareetham

Member of Executive Committee

Chief Financial Officer and

Director of Accounting

(Accounting-supervising person)

Age 47

Date appointment of Director

October 2017

Education

- The Master of Business Administration, Chulalongkorn Business School (CBS)
- Bachelor of Accounting, Rajamangala University of Technology

Training

1. Director Accreditation Program (DAP) Course 126/2016, IOD
2. Certified Public Accountant (Thailand) no. 6646
3. Financial Projection for Corporate Valuation, Course 2/2018, SET
4. Strategic Financial Leadership Program 2019, Thai Listed Companies Association
5. Strategic CFO in Capital Markets (Class 8)
6. TFAC Conference 2019: Future of Finance Digital Disruption by Federation of Accounting Professions
7. New property tax law in Thailand by Dharmniti Institute
8. THON TOP's Executives Acceleration Program, Sasin School of Management
9. CFO Refresher, Class 2/2021, SET

Experience in the past 5 years

Nov 2022 - Present	Director, Trang Vejki Co., Ltd.
Oct 2022 - Present	Director, Thanarad Thung Song Co., Ltd.
Oct 2022 - Present	Director, Rajyindee Hospital PCL.
Jun 2022 - Present	Director, Phatara Hospital Co., Ltd.
Sep 2021 - present	Member of Executive Committee, Thonburi Healthcare Group PCL.
Jan 2021 - present	Director, ARYU International Health Care Co., Ltd.
Jul 2019 - present	Director, Thonburi Bumrungruang Hospital Co., Ltd.
Jun 2019 - present	Chief Financial Officer, Thonburi Healthcare Group PCL.
Jan 2018 - present	Director, Utharadit Thonburi Hospital Co., Ltd.
2016 - present	Director, Rajthane Realty Co., Ltd.
2016 - present	Director, Thonburi Realty Development Co., Ltd.
2015 - present	Director of Accounting, Thonburi Healthcare Group PCL.
2016 - Apr 2020	Director, Thonburi Hospital Heart Center Co., Ltd.
Oct 2017 - May 2019	Acting Chief Financial Officer (CFO), Thonburi Healthcare Group PCL.



Dr. Suwadee Puntpanich (Ph.D.)

Member of Executive Committee and
Chief PPP Business

Age 42

Date appointment of Director

13 August 2021

Education

- Ph.D., College of Public Health Science (International Program), Chulalongkorn University
- Master of Communication Arts (Speech Communication), Chulalongkorn University
- Bachelor of Arts (Mass Communications), Chiangmai University

Training

1. Director Accreditation Program (DAP/EN) Course 125/2016, IOD
2. How to Develop a Risk Management Plan (HRP) Course 11/2016, IOD
3. Company Secretary Program (CSP) Course 71/2016, IOD
4. Company Reporting Program (CRP) Course 17/2017, IOD
5. Risk Management Program for Corporate Leaders (RCL) Course 7/2017, IOD
6. Advances for Corporate Secretaries 2019 Course, Thai Listed Companies Association
7. THON TOP's Executives Acceleration Program, Sasin School of Management
8. Good Governance for Medical Executives (Class 10), King Prajadhipok's Institute and the Medical Council of Thailand (Studying)

Experience in the past 5 years

Jan 2023 - Present	Director, TeleHealth Care Co., Ltd.
Jun 2022 - Present	Director, Phatarai Hospital Co., Ltd.
Sep 2021 - present	Member of Executive Committee, Thonburi Healthcare Group PCL.
Aug 2021 – present	Chief PPP Business, Thonburi Healthcare Group PCL.
Jan 2021 – present	Excutive and Supervisory of Management Services for provincial state hospital, Phuket Provincial Administrative Organization Hospital
Sep 2021 - Present	Chairman and Chief Executive Officer, Thonburi Sermrath Co.,Ltd. (Former: Thonburi Hospital Heart Center Co., Ltd.)
Apr 2020 - Present	Director, Thonburi Sermrath Co.,Ltd. (Former: Thonburi Hospital Heart Center Co., Ltd.)
2020 - present	Director, Appoint Anywhere Co., Ltd.
2019 - present	Director, 24 Roses Management Co., Ltd.
Oct 2017- present	Director, Thonburi Bumrungruang Hospital Co., Ltd.
2015 - 2021	Director, Thonburi Houseware Co., Ltd.



Dr.Pichit Kangwolkij (M.D.)
Member of Executive Committee
Age 62

Date appointment of Director

18 January 2022

Education

- Bachelor of Science (Medical Science), Faculty of Medicine Ramathibodi Hospital, 1981
- Doctor of Medicine, Faculty of Medicine Ramathibodi Hospital, Mahidol University, 1983
- Diploma of Preventive Medicine Clinic, 1992

Training

1. Certificate in Advance Management Program, Harvard Business School, USA, 2001
2. Director Certification Program (DCP), Thai Institute of Director
3. Certificate Course in Good Governance for Medical Executives, King Prajadhipok's Institute and the Medical Council of Thailand, 2013
4. Capital Market Academy Programs (CMA), 2017
5. Thailand Insurance Leadership Program, 2019

Award

1. Outstanding Hospital Administrator for 2012 in Private Hospital Director Section, Hospital Administrators Association of Thailand
2. The Role Model in Healthcare Business 2013, Foundation of Science and Technology Council of Thailand, Ministry of Science and Technology

Experience in the past 5 years

2022 - Present	Director, TH Health Co., Ltd. (Former: Med Access Co., Ltd.)
Jan 2022 - Present	Member of Executive Committee, Thonburi Healthcare Group PCL.
Jan 2022 - Present	Chief Executive Officer, Thonburi Bamrungmuang Hospital
December 2016 - December 2022	Chief Executive Officer, of BDMS Group 6 Group of Southern Bangkok Hospitals, BDMS
November 2013 - November 2016	Chief Executive Officer, of BDMS Group 3 Group of Eastern Bangkok Hospitals, BDMS
November 2007 - January 2016	Hospital Director, Bangkok Hospital Pattaya
2005 - 2007	Hospital Director, Bangkok Hospital



Dr. Wareerut Yomjinda (M.D.)
Vice Chairman of Executive Committee
Age 61

Date appointment of Director

19 September 2022

Education

- Doctor of medicine (Honors), Faculty of Medicine Siriraj Hospital, Mahidol University
- Master of Public Health, Sukhothai Thammathirat Open University
- Diploma of the Thai Board of Pediatrics, Faculty of Medicine Siriraj Hospital, Mahidol University
- Fellowship Training in Neonatal-Perinatal Medicine, Faculty of Medicine Siriraj Hospital, Mahidol University
- Certificate in Neonatology (Lifesaving Team), Children's Hospital of Eastern Ontario, Canada
- Diploma of The Thai Board of Family Medicine, The Medical Council of Thailand
- Certificate of Advanced Studies in Allergy, Imperial College of London, UK
- Fundamental of Business Analysis and Project Management, University of California Irvine, USA
- The Telephone & Telemedicine in Clinical Medicine, Harvard University, USA

Training

1. Withaya Phat Management Training Program (Class of 1992), Faculty of Commerce and Accountancy, Chulalongkorn University
2. Life Office Management Association (LOMA), USA
3. Effective Business Communication, Faculty of Communication Arts, Chulalongkorn University
4. Corporate Governance for Executives Class 16/2020, Thai Institute of Directors (IOD)

Experience in the past 5 years

2022 - Present	Vice Chairman of Executive Committee, Thonburi Healthcare Group PCL.
2021 - Present	CEO of Field Hospitals & Command Center, Thonburi Bamrungmuang Hospital Co., Ltd.
2015 - Present	Executive Medical Advisor, Premier Home Healthcare Co., Ltd.
2015 - Present	Academic Advisor Faculty of Medicine Siriraj Hospital, Mahidol University
1997 – Present	Physician Medical Consultant, for Claims and Underwriting, Prudential Life Assurance (Thailand) PCL.
2019-2021	Chief Medical Officer, Navavej International Hospital
2017-2019	Director of Insurance Center & Business Development, Phyathai 2 Hospital



Ms. Jinda Ariyapornpong

Corporate Secretary

Age 55

Date of Appointment

13 August 2021

Education

- Bachelor of Economics, Kasetsart University

Training

1. Company Secretary Program (CSP) Course 2012, IOD
2. Advances for Corporate Secretaries Course 1/2018, Thai Listed Companies Association

Experience in the past 5 years

- | | |
|---------------------|--|
| Jan 2022 - present | Secretary of Corporate Governance Committee, Thonburi Healthcare Group PCL. |
| Aug 2021 - present | Corporate Secretary and Secretary of Executive Committee, Thonburi Healthcare Group PCL. |
| Sep 2016 - Aug 2021 | Manager, Office of Corporate Secretary, Thonburi Healthcare Group PCL. |

Head of the Company's Internal Audit

Mrs.Hathaichanok Pangnoi

Age 44

Date of Appointment

2 May 2017

Education

- Master of Business Administration Accounting for Planning and Control, Kasetsart University
- Bachelor of Accounting and Auditing, University of the Thai Chamber of Commerce

Training

- CAE Chief Audit Executive Professional Leadership Program No.1/2019, Federation of Accounting Professions
- Tools and techniques for the Audit Manager ,Beginning Auditors, Fraud Audit by Institute of Internal Auditors Thailand
- Internal Audit Practice : Course of Study I, II, IT Audit , Business Management for Internal Audit , IT Governance IT Risk Management by Federation of Accounting Professions
- How to Develop a Risk Management Plan (HRP) 29/2021 (IOD)
- Risk Management Program for Corporate Leaders (RCL) No.18/2019 (IOD)
- Board Reporting Program (BRP) No.39/2022 (IOD)
- Thon's Top Executive Acceleration Program 2020, Sasin School of Management
- Introduction and Internal Auditor ISO 9001:2015 By URS Thailand
- ISO/IEC 270001 Information Security by BSI

Experience in the past 5 years

2018 - Present	Director of Internal Audit, Thonburi Healthcare Group PCL. (Private Hospital)
2017 – Present	Secretary of the Audit Committee / Secretary of the Risk Management Committee, Thonburi Healthcare Group PCL. (Private Hospital)
2017 – 2018	Deputy Director of Internal Audit, Thonburi Healthcare Group PCL. (Private Hospital)
2009 – 2017	Director of Internal Audit, Secretary of the Audit Committee / Secretary of the Risk Management Committee, Interlink Telecom PCL. (Telecommunication Network Service Provider.)
2011 – 2016	Chief Auditor quality management ISO 9001 : 2015 / Savings Cooperative Manager of Interlinkhaijai, Interlink Telecom PCL. (Telecommunication Network Service Provider.)
2007-2009	Internal Audit Manager, Interlink Communication PCL. (Distribution of computer cable network equipment and cable network systems.)

Duties and Responsibilities of Corporate Secretary

The Corporate Secretary has duties as stipulated in Section 89/15 and Section 89/16 of the Securities and Exchange Act (No. 4) B.E. 2551 (2008), which came into force on 31 August 2008, to work with responsibilities, caution, and honesty, as well as to comply with the laws, objectives, articles of association, resolutions of the Board of Directors and resolutions of the shareholders' meetings. The legal duties of the Corporate Secretary are as follows:

- 1.1) Prepare and maintain the following documents:
 - (a) Register of directors;
 - (b) Invitation letter to the Board of Directors' meeting, minutes of the Board of Directors' meeting, and annual report;
 - (c) Invitation letter to the shareholders' meeting and minutes of the shareholders' meeting.
- 1.2) Report on conflict of interest reported by directors or executives;
- 1.3) Submit a copy of the report on conflict of interest (directors/ executives / related persons) to the Chairman of the Board of Directors and the chairman of the Audit Committee within 7 days from the date on which the Company receives such report from the director and executive;
- 1.4) Perform any other act as prescribed by the Capital Market Supervisory Board;
- 1.5) Provide advice on related laws and regulations and good governance practices in carrying out activities by the Board of Directors for compliance with the laws;
- 1.6) Organize the Board of Directors' meetings and the shareholders' meetings;
- 1.7) Liaise with the Company's internal departments to comply with resolutions of the Board of Directors and resolutions of the shareholders' meetings;
- 1.8) Liaise with regulatory agencies and disclose information and information memorandum to regulatory agencies and the public in a complete and accurate manner according to the laws;
- 1.9) Arrange an orientation to provide advice to newly appointed directors;
- 1.10) Perform any other duties as assigned by the Company.

Direct and indirect shareholding by directors, executives or controlling persons

Securities holdings of directors and executives as of 31 December 2022 compared with the previous year according as following details:

Director/Executive		Number of Shares Holding As of 31 December 2021	%	Number of Shares Holding As of 31 December 2022	%	Number of Share Change During the Year
1	Mrs. Charuvarn Vanasin	121,539,119	14.34	122,139,119	14.41	600,000
	Spouse/Immature Children	5,801,848	0.68	5,801,848	0.68	
	sui juris children (be as Concert Party)	40,811,200	4.82	29,204,700	3.45	- 11,606,500
	Related Juristic Person	19,124,940	2.26	51,002,940	6.02	31,878,000
2	Dr. Tanatip Suppradit	50,000	0.01	50,000	0.01	-
	Spouse/Immature Children	6,500	0.00	6,500	0.00	-
	Related Juristic Person	-	-	-	-	-

	Director/Executive	Number of Shares Holding As of 31 December 2021	%	Number of Shares Holding As of 31 December 2022	%	Number of Share Change During the Year
3	Mrs. Kannika Ngamsopee	-	-	-	-	-
	Spouse/Immature Children	-	-	-	-	-
	Related Juristic Person	-	-	-	-	-
4	Mr. Chalermkul Apibunyopas	505,663	0.06	505,663	0.06	-
	Spouse/Immature Children	5,418	0.00	-	-	-
	Related Juristic Person	-	-	-	-	-
5	Mr. Virachai Sriakajon	150,000	0.02	-	-	- 150,000
	Spouse/Immature Children	-	-	-	-	-
	Related Juristic Person	-	-	-	-	-
6	Mr. Vikrom Koompirochana	100,000	0.01	100,000	0.01	-
	Spouse/Immature Children	-	-	-	-	-
	Related Juristic Person	-	-	-	-	-
7	Dr. Linda Kraivit	-	-	-	-	-
	Spouse/Immature Children	-	-	-	-	-
	Related Juristic Person	-	-	-	-	-
8	Dr. Aurchart Kanchanapitak	17,629,100	2.08	14,259,500	1.68	-3,369,600
	Spouse/Immature Children	-	-	-	-	-
	Related Juristic Person	-	-	-	-	-
9	Dr. Rukkagee Kanchanapitak	-	-	-	-	-
	Spouse/Immature Children	-	-	-	-	-
	Related Juristic Person	-	-	-	-	-
10	Prof. Dr. Aasis Unnanantana	6,859,100	0.81	6,859,100	0.81	-
	Spouse/Immature Children	-	-	-	-	-
	Related Juristic Person	-	-	-	-	-
11	Ms. Nalin Vanasin	10,837	0.00	10,837	0.00	-
	Spouse/Immature Children	-	-	-	-	-
	Related Juristic Person	-	-	-	-	-
12	Mr. Sita Meksawan	8,415,063	0.99	8,415,063	0.99	-
	Spouse/Immature Children	-	-	-	-	-
	Related Juristic Person	-	-	-	-	-
13	Mr. Kajorn Thanapase	150,000	0.02	100,000	0.02	- 50,000
	Spouse/Immature Children	-	-	-	-	-
	Related Juristic Person	-	-	-	-	-
14	Ms. Anchalee Chavalitjareetham	22,500	0.00	22,500	0.00	-
	Spouse/Immature Children	-	-	-	-	-
	Related Juristic Person	-	-	-	-	-
15	Dr. Suwadee Puntpanich	500,100	0.06	100	0.00	- 500,000
	Spouse/Immature Children	-	-	-	-	-
	Related Juristic Person	-	-	-	-	-

Holding positions of directors, executives, and controlling persons in subsidiaries, associated companies or related companies

Please refer to details under “Positions of Directors, Executives, and Corporate Secretary in THG, subsidiaries, associated companies and joint ventures”

Positions of Directors, Executives, and Corporate Secretary in THG, subsidiaries, associated companies and joint ventures (As of 31 December 2022)

Name	THG	Subsidiaries												Associates			Joint Venture		
		Rajyindee Hospital PCL.	Utaradit Thonburi Hospital Co., Ltd.	Thonburi Sermrath Co., Ltd. (Former name: Thonburi Hospital Heart Center Co., Ltd.	Thonburi Wellbeing Co., Ltd.	DS All Co., Ltd.	Rajthanee Realty Co., Ltd.	Thonburi Realty Development Co., Ltd.	Modula Software Expertise Co., Ltd.	Thonburi Bumrungruang Hospital Co., Ltd.	Thanarat Thung Song Co., Ltd.	Thonburi Property Management Co., Ltd.	TH Health Co., Ltd. (Former name: Med Access Co., Ltd.	Thonburi Rangsit Hospital Co., Ltd.	Trang Vejki Co., Ltd.	Phatara Hospital Co., Ltd.		Ubonrak Co., Ltd.	Sirivej Chantaburi PCL.
1. Mrs. Charuvarn Vanasin	C																		
2. Dr. Tanatip Suppradit (M.D.)	D, E	D	D	D	D		D	D		D	D	D	D	D	D		D	D	D
3. Mr. Chalermkul Apibunyopas	D, E	D							D	D			D	D	D		D	D	
4. Prof. Dr. Aasis Unnanuntana (M.D.)	D																		
5. Ms. Nalin Vanasin	D, E				D	D						D	D	D	D				
6. Dr. Kajorn Thanapase (Ph.D.)	D		D																
7. Mr. Sita Meksawan	D																		
8. Mr. Virachai Srikajon	I					D													
9. Dr. Linda Kraivit (M.D.)	I																		
10. Mrs. Kannika Ngamsopsee	I																		D
11. Dr. Vikrom Koompirochana (Ph.D.)	I																		
12. Dr. Aurchart Kanchanapitak (M.D.)	D												C						
13. Dr. Rukkagee Kanchanapitak (Ph.D.)	D																		
14. Ms. Anchalee Chalvalitjaeetham	E	D	D				D	D							D	D			D
15. Dr. Suwadee Puntpanich (Ph.D)	E			C, D, E												D			

Remark: C = Chairman D = Director I = Independent Director E = Executive

Assets used in the business of the Company and its subsidiaries

Objective: to be used in the normal business operations of the organization as of 31 December 2022

1. Main fixed assets

Assets	Proprietary nature	Thonburi Healthcare Group PLC. (Million Baht)	Subsidiary (Million Baht)	Total (Million Baht)
Land	Ownership	1,063	1,418	2,481
Unused land	Ownership	155	-	155
Land improvement	Ownership	17	26	43
Buildings	Ownership	1,481	3,088	4,569
Building improvements and utilities	Ownership	565	849	1,414
Medical tools and equipment	Ownership	516	584	1,100
Equipment and tools	Ownership	50	55	105
Furnishings and office supplies	Ownership	40	83	123
Computer equipment	Ownership	79	27	106
Vehicles	Ownership	16	24	40
Assets under installation and assets under construction	Ownership	195	513	708
Total property, plant, and equipment-net		4,177	6,667	10,844

Remark: Land and buildings of the subsidiary which has a cost value of 403 million baht, are subject to mortgages as guarantee of credit facilities with financial institutions.

2. Rights-of-use assets

Right-of-use assets	Nature of right	Thonburi Healthcare Group PLC. (Million Baht)	Subsidiary (Million Baht)	Total (Million Baht)
Land	Having the right to use according to the terms of the contract	135	1,870	2,005
Buildings and improvements	Having the right to use according to the terms of the contract	2	11	13
Furnishings and office supplies	Having the right to use according to the terms of the contract	-	3	3
Computer equipment	Having the right to use according to the terms of the contract	-	2	2
Vehicles	Having the right to use according to the terms of the contract	-	17	17
Computer programs	Having the right to use according to the terms of the contract	-	-	-
Total right-of-use assets		137	1,903	2,040

Important land use rights are in accordance with the conditions of long-term leases:

1. On 22 April 2008, the Company leased a plot of land to be used as the business location. The term of lease agreement is 25 years, and the lease shall expire in 2033. The lease payment must be made every year at a rate of 720,000 baht per year. The Company must comply with other conditions relating to the leasehold rights of land as specified under the contract.

2. On 1 October 2016, the Company leased a plot of land to be used as the business location. The lease term is 5 years and upon expiration the lease can be extended for another 5 years. On 1 October 2021, the parties agreed on a new rental rate. The payment for the land rental is 507,000 baht per month. The Company must comply with other conditions relating to the leasehold rights of land as specified under the contract.

3. On 1 April 2022, the Company received the right to lease land from a subsidiary. The Company has transferred the payment of right to lease land to a subsidiary. The conditions under the new contract remain the same as the original contract. The remaining contract period is 44 years and 11 months. The company shall pay land rental every year. The rental rate between the 1st year to the 5th year is 4,800,000 baht per year, between the 6th year to the 15th year is 4,944,000 baht per year, between the 16th year to 25th year is 5,092,320 baht per year, between the 26th year and the 35th year is 5,295,960 baht per year, between the 36th year and the 45th year is 5,508,000 baht per year and must comply with other conditions related to land lease rights as specified in the contract.

4. A subsidiary has a right to use land and buildings owned by the Thai Red Cross Society. The Company purchased shares in Bamrung Muang Plaza Company Limited from the existing shareholders in November 2017 to receive the transfer of the leasehold rights of land and buildings on the land owned by the Thai Red Cross Society from Bamrung Muang Plaza Company Limited. The details of the leasehold rights of land and buildings are as follows.



- Leasehold rights of land and leased buildings for a period of 19 years and 4 months, starting from 1 November 2017.
- Leasehold right of buildings for a period of 15 years and 2 months, starting from 1 November 2017.

The subsidiary must comply with the relevant conditions and pay compensation at the rates and conditions stipulated in the agreement. In terms of monthly rent, the subsidiary has paid in full throughout the lease term.

3. Intangible assets

Assets	Proprietary nature	Thonburi Healthcare Group Plc. (Million Baht)	Subsidiary (Million Baht)	Total (Million Baht)
Computer programs	Ownership	62	145	207
Computer program during installation	Ownership	5	25	30
Customer Relationship	Ownership	-	61	61
Total intangible assets		67	231	298

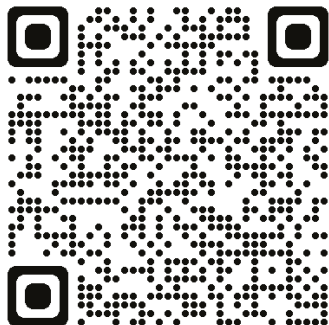
Trademarks

Trademark	For product/service	Effective date	Expiry date
 โรงพยาบาลธนบุรี THONBURI HOSPITAL	Hospital	10 November 2015	9 November 2025
 Jin Wellbeing County ให้ความสุขล้อมรอบตัวคุณ	Provision of care and facilities for elderly	29 March 2017	28 March 2027

Corporate Governance Handbook

Details on corporate governance policies and practices and business ethics
You can find it on the company's website according to the link

<https://www.thg.co.th/storage/ir/downloads/cg-principle/20230203-thg-cg-all-en.pdf>



Report of the Audit Committee 2022

Dear Shareholders,
Thonburi Healthcare Group Public Company Limited

The Audit Committee of Thonburi Healthcare Group Public Company Limited is comprised of 3 independent directors who are eminent persons and fully qualified as independent director according to the rules prescribed by the Securities and Exchange Commission and the Stock Exchange of Thailand. The independent directors have performed their duties with independence within the scope of duties and responsibilities of the Audit Committee as assigned by the Board of Directors. The Audit Committee consists of:

1. Ms. Kannika	Ngamsopee	Chairman of the Audit Committee
2. Mr. Virachai	Srikajon	Member of Audit Committee
3. Dr. Linda	Kraivit	Member of Audit Committee

Ms. Hathaichanok Pangnoi, Internal Audit Director, is the Secretary of the Audit Committee.

The Audit Committee has performed its duties according to the scope and responsibility as assigned by the board of directors. The Audit Committee charter and the Company regulations on rules and guidelines of the Audit Committee are in line with the regulations of the Stock Exchange of Thailand. In 2022, the Audit Committee held 12 meetings meeting with Management, auditors and internal auditors. The summary is as follows.

1. Review of Financial Reports: The Audit Committee reviewed the quarterly financial statements and the related financial statements for 2022. The transaction may be conflict of interest, inviting relevant executives and auditors to attend the meeting to clarify and answer the questions of the Audit Committee. The accuracy and completeness of any significant accounting changes affecting the financial statements have been included in the consolidated financial statements. The adequacy of information disclosed in the financial statements and the auditor's remarks. The Audit Committee is of the opinion that the financial statements have been properly disclosed in accordance with the financial reporting standards. In addition, the Audit Committee held meetings with the auditors without the management to discuss with the auditor on matters relating to accounting and financial reporting. The audit committee has good cooperation with management, be independent in the work as well as knowledge the experience and guidelines for reviewing or reviewing the financial reports are adequate and appropriate for the performance of the auditor's duties

2. Review of Internal Control System: The Company reviewed the internal control system of the Company according to the assessment of the adequacy of the internal control system for 2022. During the Board of Directors' Meeting No. 3/2023 held on 23 February 2023, evaluating the Company's internal control system in respect of 5 elements. Board of Directors viewed that internal control system of internal control has been sufficient and appropriate. When the Audit Committee finds weaknesses or defects that are significant, the Audit Committee will notify the management to acknowledge the amendment and follow up the improvement.

3. Oversight of Internal Audit: The Audit Committee has approved the scope of work for 2022. In the year 2022, internal audit team reviewed and evaluated the system of Internal control of the Company and subsidiaries by considering of Internal audit report, following up the corrective action according to the internal audit report, providing advice on how to improve the performance of auditing, providing information on independence of the Internal Audit Department as well as providing advices on appropriate budget, manpower, training, personnel development and the Performance Appraisal of the Internal Audit Department. The Audit Committee is of the opinion that the Company has an appropriate and effective internal audit system.

4. Compliance with Securities and Stock Exchange of Laws, Regulations of the Stock Exchange of Thailand and/ or Other Applicable Laws: The Audit Committee reviewed the operation of the Company. That is in accordance with the Securities and Exchange Act, the Stock Exchange of Thailand and / or laws related to the Company's business. This includes compliance with the Company regulations and obligations with third parties. The Audit Committee is of the opinion that it is complied with the Securities and Exchange Act, the Stock Exchange of Thailand and / or laws related to the Company's business.

5. Review of Connected Transactions or Possible Conflicting Interest Transactions to Ensure Compliance with the Law and Stock Exchange of Thailand's Regulations: The Audit Committee reviewed and commented on the connected transactions or the transaction that may lead to conflict of interest including disclosure of such information in accordance with the requirements of the Stock Exchange of Thailand and the Office of the Securities and Exchange Commission. The Audit Committee has agreed with the auditor. They also commented that significant items were disclosed and presented in the financial statements. The notes to the financial statements are accurate and complete.

6. Risk Management: There is a risk management committee which is responsible for formulating rules, policies, and procedures for assessing and managing risks that affect the Company, reviewing the risk management system including reporting to the Board of Directors and the Audit Committee on strategic risk management, financial report, performance and compliance with relevant rules and laws. The Audit Committee is responsible for reviewing and monitoring the risk management plan of the business group including the risk of events which may have significant changes that affect the Company's operations, such as risks of core business, risk from investment in projects both domestic and international country, etc. The Audit Committee is of the opinion that the Company has complied with the effective risk management system.

7. Appointment of Auditors for 2023: The Audit Committee has considered the appointment of auditors and audit fees to propose the Board of Directors and the annual shareholders' meeting for approval. After consideration of the qualifications, abilities of the auditors, performance, independence and appropriateness of the audit fee, the Audit Committee has proposed to appoint PricewaterhouseCoopers ABAS Co., Ltd. to be the Company's auditor for the year 2023 with the following name of auditors: Mr. Krit Chatchavalwong (CPA No. 5016) or Mrs. Anuthai Poomsurakul (CPA No. 3873) or Mr. Vichien Khingmontri (CPA No. 3977) for the fiscal year ending 31 December 2023. All the auditors are the auditors approved from the Securities and Exchange Commission which have good knowledge and experience.

8. Others: The Audit Committee reviewed the charter to ensure its suitability and compatibility with SET's announcement on the qualifications and work scope of Audit Committees B.E. 2558 (2015) and Audit Committee Manual B.E. 2553 (2010). The Audit Committee has reviewed and revised the Audit Committee Charter and the Board of Directors' meeting resolved to approve the amendment to the 2nd amendment, effective on 11 November 2022, in order to be appropriate and in accordance with the announcement of the Stock Exchange of Thailand.

Based on the Audit Committee's performance during the year 2021 as reported above, the Company believes that it has good corporate governance. There is adequate internal control and suitable for business operations. There is effective risk management, effective internal audit system, and accounting systems and financial reports are accurate and reliable complying with accounting standards as well as the laws, rules and regulations related to the Company's business operations.

In this regard, the performance of the Audit Committee during the year 2021 has received good cooperation from the Board of Directors, executives, auditors, and all related parties, therefore; the Audit Committee would like to thank you for their supports.

On behalf of the Audit Committee

Mrs. Kannika Ngamsopee
Chairman of the Audit Committee

Report on the Board of Director's Responsibility towards the Financial Statements

The Board of Directors recognizes the importance of the Corporate Governance Management Policy and the preparing process of the financial statement and financial information as reported in the annual report enable to ensures that the statements are prepared in accordance with the Thai generally accepted accounting standards, using appropriate and consistent accounting policy and sufficient information is disclosed in the notes to financial statements. The Board of Directors has appointed the Audit Committee, which comprises independent directors, to be responsible for the quality of financial reports and internal control. This also provide a reasonable assurance on the reliability of the financial statement and effectiveness of internal control such as safeguarding of assets connected or potential conflict of interest transactions and the compliance to applicable laws and regulations, which the Audit Committee's opinion is stated in the Audit Committee Report.

At the Board of Directors' meeting on 23 February 2023, which every Audit Committee member, management and internal audit department attended to evaluate the sufficiency of the Company's internal control system for 2022. The system, set by the management which compliance with the SET regulations and COSO guideline. The Board agreed with the Audit Committee that the Group's quarterly and the annual financial statement for 2022 (which has been audited by the external auditor) has been prepared in accordance with generally accepted accounting principles and disclosed sufficiently, accurately and reliably. In general, the internal control system of the Company and subsidiaries was fairly established and appropriate to the Company business. There were no internal control deficiencies which would affect the accuracy and reliability of financial statement and the achievement of the entity's business goal. The Board of Directors has expressed the opinion on the sufficient of the Company and subsidiaries' internal control system in "Internal Control" section.

Furthermore, the Board encourages the Management in continuous developing the Company Group's quality of internal control system, risk management and good corporate governance. The adequate and appropriate supervision should also be in place to enable the achievement of the established objective and goal.

Mrs. Charuwan Vanasin
Chairman of the Board of Directors

Dr. Tanatip Suppradit
Chairman of the Executive Committee



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