

SUSTAINABLE DIVERSITY



SUSTAINABLE DIVERSITY

DIVERSIFY TO VALUABLE EXPERIENCE

Different experiences during the changing seasons
create harmonious happiness and memorable moments.

Harmony in diversity promotes
happiness at every moment.



Experience creates value, max-
imizes your potential, and
brings better opportunities.

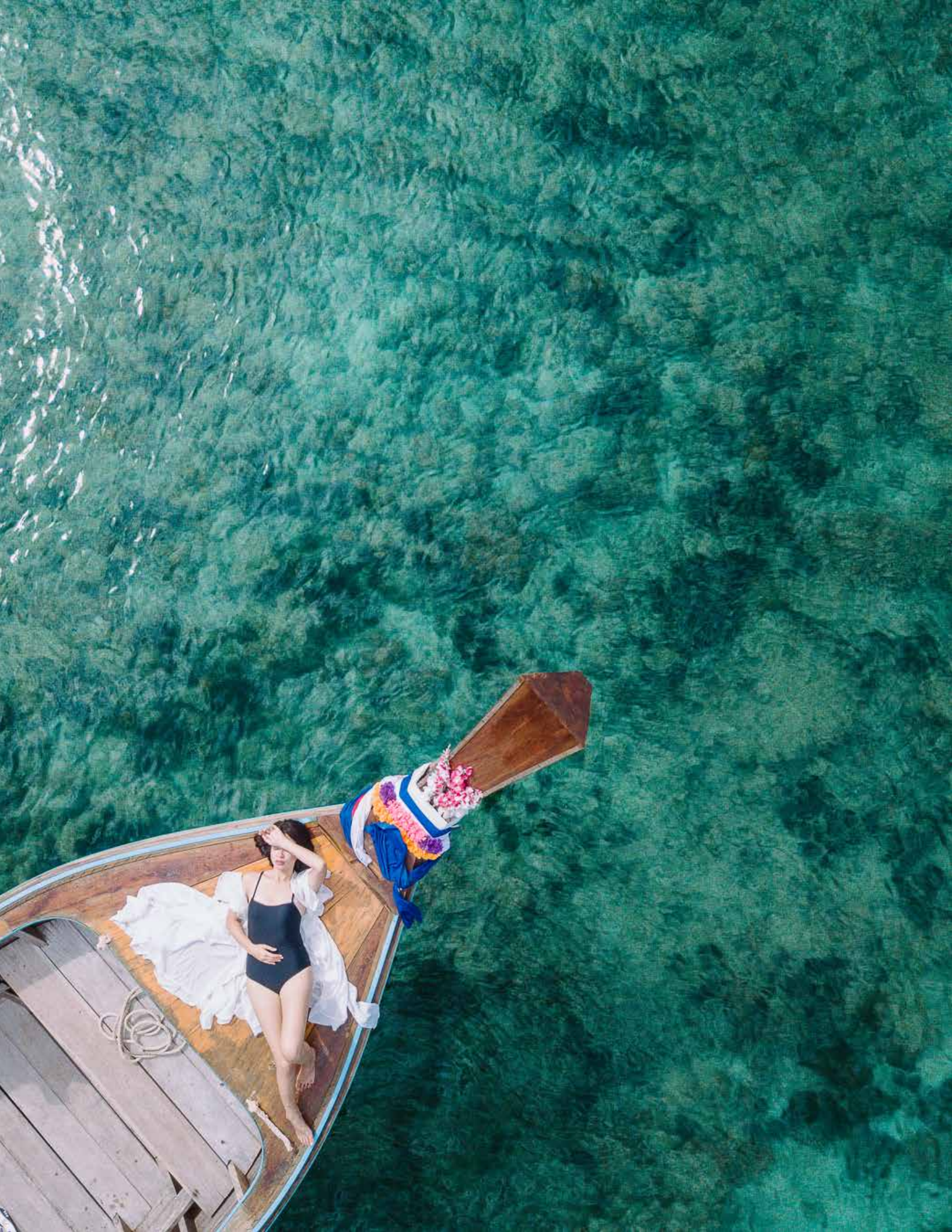




Gifts from nature fulfill
every season of a happy life.

Live your life to the fullest and
enjoy the changes life offers.





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FINANCIAL HIGHLIGHTS

	2020	2021	2022
Consolidated Financial Results (Bt.mn)			
Total Revenue from services¹	1,562.9	4,512.5	8,692.6
Room Revenue	851.2	2,437.5	4,945.4
F&B Revenue	456.2	1,370.4	2,736.3
Other Revenue	255.5	704.5	1,010.9
Gross profit (loss)	(105.4)	916.5	2,885.1
Earning before financial costs and taxes	(1,997.0)	(672.8)	869.0
Net profit (loss)²	(2,370.7)	(1,234.2)	14.4
Earnings per share³ (Baht)	(0.66)	(0.34)	0.00

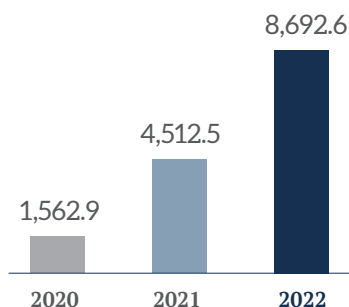
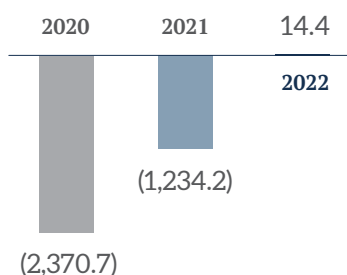
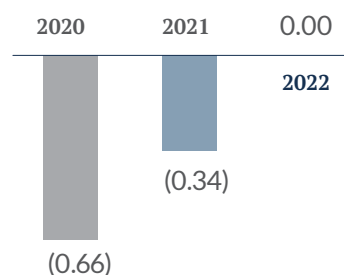
Remark: ¹ Excludes Other income.

² For the year attributable to ordinary shareholders of the Company

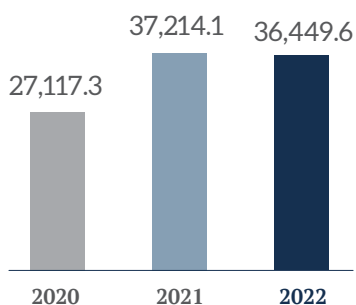
³ Calculated by weighted average shares (Par value at 5 Baht per share)

	2020	2021	2022
Consolidated Statement of Financial Position (Bt.mn)			
Total assets	27,117.3	37,214.1	36,449.6
Total liabilities	11,441.3	21,332.3	20,430.4
Net interest-bearing debt	8,353.4	14,126.0	13,080.2
Total shareholders' equity	15,675.9	15,881.9	16,019.2
Retained earning	(2,480.4)	(3,717.3)	(3,702.9)
Issued and paid-up share capital	17,968.2	17,968.2	17,968.2
Total number of shares (million shares)	3,593.6	3,593.6	3,593.6

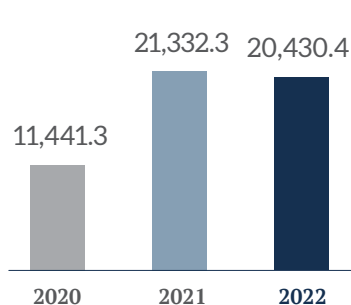
		2020	2021	2022
Key Financial Ratio				
Net interest-bearing debt / Total equity	Times	0.53	0.89	0.82
Gross profit (loss) margin	%	(6.7)	20.3	33.2
Net profit (loss) margin	%	(151.7)	(27.4)	0.2
Return on assets	%	(8.7)	(3.3)	0.0
Return on equity	%	(15.1)	(7.8)	0.1
Earnings per share	Baht	(0.66)	(0.34)	0.00

Consolidated total revenues ¹ (Bt.mn)Consolidated net profit (loss) ² (Bt.mn)Earnings per share ² (Baht)

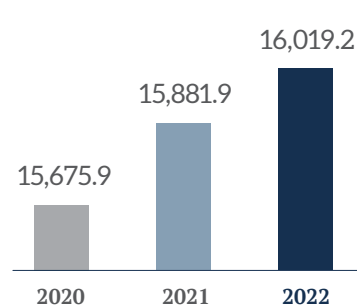
Total assets (Bt.mn)



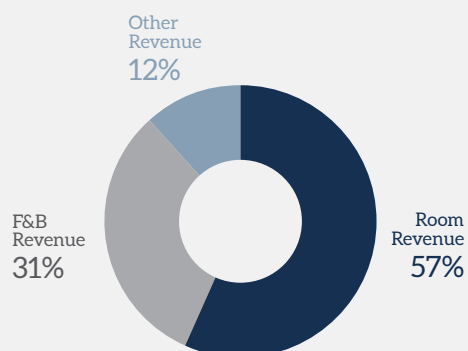
Total liabilities (Bt.mn)



Total shareholders' equity (Bt.mn)

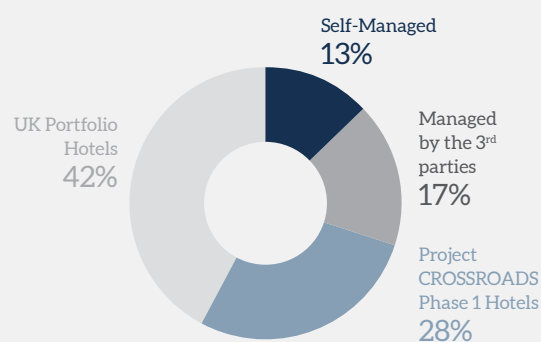


% Revenue by Type of Services in 2022



	2020	2021	2022
Room Revenue	54%	54%	57%
F&B Revenue	29%	30%	31%
Other Revenue	16%	16%	12%

% Revenue by Type of Hotels in 2022



	2020	2021	2022
Self-Managed	21%	5%	13%
Managed by the 3 rd parties	39%	5%	17%
Project CROSSROADS Phase 1 Hotels	40%	36%	28%
UK Portfolio Hotels	0%	54%	42%

MESSAGE FROM CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER



Dear Shareholders and Stakeholders,

During the past crisis, the Company decided to adjust its corporate structure and strategy to ensure that its business operation was relevant to the changing economic context, lifestyle, and tourism value. This is to respond to the economic and tourism recovery, which deem both challenge and opportunity. In 2022, I do believe that SHR has apparently proved itself for business strength and flexibility from its recovery which looked better than the whole industry whereas its business foundation and financial status are ready for future business expansion. Though we have encountered the world's fluctuating situations, I'm confident that SHR's persistence to create the balanced diversity and excellent operation foundation would help the Company defeat these challenging circumstances, and move forward to sustainable growth.

Success from the business restructuring in 2021 along with contributions and adaptation of all employees in the Group of SHotels and Resorts Company Limited, we, in 2022, could overcome many business obstacles, and enhance proud achievements. Although the impact of COVID-19 pandemic worldwide to the hotel business operators has been declining if compared with previous years, other negative factors have still existed such as geopolitical tension from Russia-Ukraine war, inflation, higher energy price, higher interest rates quickly adjusted by central banks of several countries in the world. However, by strong business foundation through the management policy, risk diversification investment in hotels, determination in upgrading the hotel service to meet tourists' maximum demand in the previous year, and platform development



to add more channel for direct booking; therefore, the Company, in 2022, could earn revenues almost double or Baht 8,693, and could enjoy some profit in 2022. The key driving factors of these achievements are described below.

Remarkable performance of hotels managed by the Company in every country

- Revenues of hotel portfolio in the United Kingdom had the unexpected growth in the previous year. The occupancy rate accounted for 60% in 2022 or an increase of 10% if compared to the occupancy rate in 2021. The average daily rate (ADR) was at 80 Pound, of an increase of 20% from the base year, and it hit the record high of the portfolio. This implied the Company's ability to lift its operation efficacy together with the efficient marketing.
- The strong and continual operating results of 2 hotels in the Republic of Maldives were remarkable and particularly different; they were SAii Lagoon Maldives, Curio Collection by Hilton and Hard Rock Hotel Maldives. From shifting the strategy of ADR management along with continual renovation of accommodation rooms to respond to the tourism trend, the average ADR throughout the year hiked to 406 US Dollar or increasing almost 30% while the occupancy rate rose to 66% or an increase of 8% from year 2021.
- Both hotels in the Republic of Fiji have recorded the high operating profit since the acquisition at the end of 2018. This hammers the Company's successful investment. Both hotels have been so successful in attracting many tourists as the room rate per night (ADR) in 2022 increased to 504 Fiji Dollar, higher than the year before the emerging of COVID-19 for 11%.

- The Company's hotels in Thailand held the average RevPAR level in Quarter 4 of year 2022, higher than the year before COVID-19 pandemic although Thailand's full reopening just started on the first quarter. This underlines the success of business restructuring, and the good response from using SAii brand to hotels directly managed by the Company. As a result, the average ADR of all hotels, as self-managed by the Company, in Quarter 4 of year 2022 increased to 7,435 Baht or an increase of 17% from Quarter 4 of year 2019.

Prosperous strategy of investment in the group of hotels in the United Kingdom

- In 2022, the Company had an achievement in improving efficiency of its portfolio through the asset allocation strategy, which comprises of: (1) sale of 2 hotels in the United Kingdom, which were categorized as assets held for sale; namely, Mercure Burton upon Trent Newton Park; and Mercure London Watford; (2) purchase of the head lease on the land of Mercure Perth Hotel to boost efficiency of the Company's investment portfolio in the United Kingdom; and (3) renovation plan for some hotels in the Company's portfolio, e.g., Mercure Edinburgh City Hotel, Mercure Leicester The Grand Hotel, and Mercure Chester Hotel, etc. in order to add competitiveness and profitability of those hotels.
- The Company entered into an agreement in refinancing loans with its creditors who were financial institutions in the United Kingdom in Quarter 2 of year 2022, which was subject to the Company's financial strategy making its cash flow more flexible and efficient.

Key roles from changes of the marketing plan to approach customers

One of business plans changed to fit circumstances is the marketing plan with an aim to reach potential customers to enhance the good and suitable market mixed to create the most balanced RevPAR level in each situation along with added distribution channel and room reservation via the Company's platform. As a result, the direct room booking has increased from 10% to over 20% in 2022. Moreover, on the previous year, the Company has focused on adjusting the manpower to fit to the occupancy rate. The room and food rates have also been increased to be relevant to the variable cost. Meanwhile, management measures and operating cost control have been monitored closely to obtain the most efficient returns.

Except the operating success of the Group of Companies mentioned above, on the previous year, SHR was proudly presented and certified by many institutions; namely:

- Was named in "Thailand Sustainability Investment" (THSI) for year 2022 by The Stock Exchange of Thailand (SET). This underlines the Company's strong determination to constantly operate the business under environmental and social responsibility.
- Hard Rock Hotel Maldives and SAii Lagoon Maldives in the Republic of Maldives, as well as SAii Phi Phi Island Village Hotel, SAii Laguna Phuket, and Santiburi Koh Samui Hotel in Thailand, which all have been directly managed by the Company, announced their environment and sustainability success as their standards were certified by Green Globe™ Certification, which is a part of the United Nations World Tourism Organization (UNWTO). This deems the world's top standards for any tourism and sustainable service providers. This implies the Company's determination to operate the business and to protect and care for the destination at the same time in order to deliver the perfect natural magnificence to next generations.

- In addition, the hotels under the Company's management have been proudly and continuously named by the international tourism regime (please see more details in the topic of "Achievement Awards").

The Company defines the business strategy in 2023 to drive the organization to attain long-term sustainable growth in all domains, either operations focusing on abilities in generating maximum revenues and profit to the assets, expansion of the business by means of investment in new assets, rebranding, or new business strategic alliances together with strengthening the financial status of the Company. These steps have driven the Company to be a leading service provider in hotel management, and to be ready to build sustainable growth and responsibility for stakeholders in all sectors.

The Company, the Board of Directors, executives, and working team have been determined to operate the business in conformity with the Corporate Governance Policy, and to adhere to sustainable development. Achievements mentioned above are only a part of determination to create growth together. The strategy of creating business growth we have formulated would be implemented to enhance ultimate efficiency for benefits of stakeholders in all sectors. As the representative of the Board of Directors, executives, and working team, I would like to extend my gratitude to all shareholders, business partners, suppliers, customers, employees, and all related parties as well as local and foreign financial institutions who have always trusted and supported the Company's business operation. We sincerely hope that you all would further put your trust in the Company so we would become the leader of hotel and resort investment and management together.

On behalf of the Board of Directors and executives of S Hotels and Resorts Public Company Limited.



Mr. Apisak Tantiworawong
(Chairman)



Mr. Dirk Andre L. De Cuyper
(Chief Executive Officer)

REPORT OF THE AUDIT COMMITTEE

Dear Shareholders,

As of 31 December 2022, the Audit Committee of S Hotels and Resorts Public Company Limited (the "Company"), consisted of three independent directors holding full qualifications according to the Notification of the Stock Exchange of Thailand ("SET"). Each committee member has a term of three years. The Audit Committee performed duties independently as stipulated in the Audit Committee Charter and under scope of duties and responsibilities assigned by the Board of Directors, which aligned with the laws and requirements of the Securities and Exchange Commission ("SEC"), and the laws pertaining to the Company's businesses. The Audit Committee could perform duties without any restricted scope. Names of the Audit Committee are as follows:

THE AUDIT COMMITTEE	POSITION	MEETING ATTENDANCE/ TOTAL MEETING	
		AUDIT COMMITTEE MEETING	THE JOINT MEETING OF AUDIT COMMITTEE AND RISK MANAGEMENT COMMITTEE
1. Mr. Sompong Tantapart	Chairman	4/4	2/2
2. Mr. Praisun Wongsmith	Member	4/4	2/2
3. Mr. Jukr Boon-long	Member	4/4	2/2

Mr. Anawat Pimarn, Manager, Internal Audit, also attended the meetings as the Secretary to the Audit Committee and the coordinator.

In 2022, the Audit Committee held 4 meetings, at which all Committee members were present to form a quorum. During each meeting, the executives, the internal auditor and the external auditor also attended in relevant agenda. The Audit Committee has performed duties with full capabilities pursuant to their scope, particularly on creditability of the financial reports, performance of the external auditor, internal control processes and risk management.

The Audit Committee's duties and responsibilities could be summarized as follows:

1. Review of 2022 financial reports

The Audit Committee attended meetings with the external auditors, executives, and Assistant Vice President, Accounting on quarterly basis, and it attended one meeting with the external auditor where the executives were not present at it. The audit scope and audit plan has been independently reviewed, and discussed with regard to acquisition of information, verification of material information on preparation of the financial statements and disclosure of information pursuant to the generally accepted accounting principles and notifications of the SET, the financial reporting and relevant information, key audit matters, changes and risk factors which may materially impact to the financial statements before proposing them to the Board of Directors for consideration and approval. In 2022, the external auditor expressed unqualified opinion in the report. Essence of the financial statements were correct and credible. Information has been adequately disclosed pursuant to the accounting standards. The external auditor has performed duties and expressed opinions independently and received good cooperation from the executives while performing the works.

2. Review of adequacy of internal control system and supervision of internal audit

The Audit Committee reviewed the internal control systems of the Company and its subsidiaries covering various aspects such as accounting & finance, resource utilization, property protection, error prevention or mitigation, damage from information leakage, corruption, reliability of financial reporting, compliance with the laws, operation and monitor the compliance with laws and regulations, including consideration and approval of the annual audit plan. The Company has the appropriate internal control system for business operations by considering from the assessment of the Internal Control Sufficiency Evaluation Form ("Evaluation Form") stipulated by the Office of the SEC, report of the Internal Audit and opinion of the external auditor which had the same opinion that no material defect or issue was found. Internal control system was sufficient and suitable, and it has been effectively improved and revised in conformity with the changing situations. Requirements and regulations relevant to the Company's business operations had been completely complied with. The Audit Committee placed emphasis on continuous improvement of the internal control systems to ensure their effectiveness. The Company also provided the whistleblowing channel via postal mail, electronic mail, website, and suggestion/opinion/complaint box within the Company.

3. Review of risk management

The Audit Committee reviewed efficiency and effectiveness of the risk management process, including risk management policy, annual plan, outcomes of enterprise risk evaluation, and monitored progress on material risk management every quarter from the enterprise risk management progress report prepared by the management. The Audit Committee also had two joint meetings with the Risk Management Committee to discuss about risks which may affect operating results of the Group of Companies and the internal audit plan, and to give recommendations on development and improvement of the processes to ensure that they are prepared to respond to unexpected situations.

4. Compliance with the Securities and Exchange Act, requirements of the Stock Exchange of Thailand and/or the relevant laws

The Audit Committee monitored and reviewed the Company's operations on every quarter in order to ensure the Company's compliance with the Securities and Exchange Act, the SET's requirements and the laws relevant to the Company's businesses such as Personal Data Protection Act. The Audit Committee viewed that the Company correctly complied with relevant laws because there was no incident which could materially indicate non-compliance with laws, the SET's requirements, and other laws relevant to the Company's businesses.

5. Review of connected transactions and transaction with potential conflicts of interest

The Audit Committee reviewed disclosure of the related transactions and connected transactions of the Company with the subsidiaries and the associated companies including the relevant parties to prevent conflicts of interest for transparency and fairness to shareholders and stakeholders equally and for the best interest of the Company as per requirements of the Office of the SEC and the SET. The Audit Committee was of opinion that related transactions and transactions with potential conflicts of interest were reasonable and followed normal business practices at the arm's length basis and they were for maximum benefits of the Company and information has been correctly, completely and adequately disclosed as per the applicable laws, requirements and regulations.

6. Consider on appointment of external auditors for 2022

The Audit Committee has considered the last year's performance, knowledge and experiences on auditing works, independence, and appropriateness of the audit fee of the external auditor, to request for an appointment of the auditors from PricewaterhouseCoopers ABAS Limited as the Company's external auditor for the year 2022 including to propose the audit fee for 2022 to the Board of Directors before further request for approval from the annual general meeting of shareholders to appoint:

- Mr. Chanchai Chaiprasit, Certified Public Accountant No. 3760 (who has been a certified signatory of the Company's financial statements for 4 years, since 2017), and/or
- Mr. Boonrueng Lerdwiseswit, Certified Public Accountant No. 6552 (who has never been a certified signatory of the Company's financial statements), and/or
- Mr. Kan Tantavirat, Certified Public Accountant No. 10456 (who has never been a certified signatory of the Company's financial statements).

In conclusion, the Audit Committee applied adequate knowledge, capability, experience and independence in performing duties with full responsibility as stipulated in the Audit Committee Charter as approved by the Board of Directors. From performing duties of the Audit Committee in jointly reviewing operations as mentioned above with the executives, the external auditor and the internal auditor, it was of opinion that the internal control system of the Company and subsidiaries were adequate, effective and efficient. The financial reports of the Company and subsidiaries were correctly and completely made pursuant to the financial reporting standards, and complied with laws and requirements of the SEC and the SET and/or other laws pertaining to the Company's business without any material defect whereas the performance result has been constantly reported for the Board of Directors' acknowledgement.

(Mr. Sompong Tantapart)
Chairman of the Audit Committee

REPORT OF THE RISK MANAGEMENT COMMITTEE

Dear Shareholders,

The Risk Management Committee (the “RMC”) consists of the independent director and the executive directors who possess experience, knowledge and capability including an understanding of the Company’s business operations. The RMC has duties to oversee the implementation of the Company’s risk management and to regularly review the risk assessment on the quarterly basis and whenever any material issue occurs to ensure that the Company manages the material risks appropriately. The three members of the RMC are as follows:

THE RISK MANAGEMENT COMMITTEE	POSITION	MEETING ATTENDANCE/ TOTAL MEETING	
		RISK MANAGEMENT COMMITTEE MEETING	THE JOINT MEETING OF AUDIT COMMITTEE AND RISK MANAGEMENT COMMITTEE
1. Mr. Parinya Patanaphakdee	Chairman	4/4	2/2
2. Mr. Dirk Andre L. De Cuyper	Member	4/4	2/2
3. Mrs. Thitima Rungkwansiroj	Member	4/4	2/2

Ms. Samitta Tinnam, Chief Financial Officer, acts as the Secretary to the RMC.

During 2022, the RMC held five meetings, at which all meetings were attended by every member. The main tasks undertaken by the RMC are outlined below:

1. To review and approve the Charter of the RMC to ensure conformity, appropriateness and support to the organization for quality, effective and efficient risk management before proposing such Charter to the Board of Directors for approval.
2. To review and approve the corporate risk management policy and the business continuity policy before proposing them to the Board of Directors for approval.
3. To review and approve the corporate risk management framework, risk appetite, and risk management framework on exchange rates and interest rates to ensure that the risk management is consistent with the strategic plans and operations of the Company amidst the changing situations.
4. To review and provide opinions on corporate risk factors for the year 2022; to constantly monitor the progress of the risk

mitigation plan at least on a quarterly basis; and to monitor the long-term risk management plan, especially the part relating to the business strategy to ensure that such risks have been managed pursuant to the risk control guidelines and in accordance with the Company’s strategy.

5. To report the results of the corporate risk management to the Board of Directors for acknowledgement on every quarter.
6. To communicate the information about corporate risks and internal control with the Audit Committee by reporting the progress of the corporate risk management to the Audit Committee on the quarterly basis, and having the joint meeting between two groups.
7. To continuously promote the culture of corporate risk management through advocating education to executives and employees at all levels with aims of cultivating awareness of risk management in all of their roles and of embedding in “DNA” of all “SHR personnel” throughout the organization.
8. To monitor the progress on the preparation and rehearsal of implementing the business continuity plan.
9. To evaluate the performance of the RMC; and to use the evaluation results to improve the performance of duties for better efficiency and effectiveness.
10. To report the Company’s operations and duties relating to risk management in the annual registration statement/annual report and for the shareholders’ acknowledgement.

In conclusion, the RMC has completely performed all duties as specified in the Charter of the RMC, and other duties particularly assigned by the Board of Directors to ensure that risk management of the Company has been adequately and appropriately implemented while the risks could be controlled at an acceptable level, which would drive the Company reach its specified business goals for the maximize interest to shareholders and all groups of stakeholders.

This report was reviewed and approved by the Risk Management Committee on 15 February 2023.

On behalf of the Risk Management Committee.

(Mr. Parinya Patanaphakdee)
Chairman of the Risk Management Committee

REPORT OF THE NOMINATION AND REMUNERATION COMMITTEE

Dear Shareholders,

The Nomination and Remuneration Committee of the Company was appointed by the Board of Directors on April 21, 2022 to perform duties of considering and establishing the criteria and procedure of recruiting qualified candidates to be nominated for directors, committees, and top management of the Company, of selecting individuals pursuant to the nomination procedure established; of considering the criteria of remuneration payment and payment forms to directors before further proposing to the shareholders' meeting for approval; of placing the criteria of fair, transparent, and reasonable remuneration payment and payment forms to the top management in accordance with the Corporate Governance Policy to build confidence and reliability among stakeholders; and of promoting the Company's sustainable growth. This Committee consists of 3 members from the Board of Directors as listed below.

THE NOMINATION AND REMUNERATION COMMITTEE	POSITION	MEETING ATTENDANCE/ TOTAL MEETING
1. Dr. Chayanin Debhakam	Chairman	4/4
2. Mr. Parinya Patanaphakdee	Member	4/4
3. Mr. Praisan Wongsomith	Member	4/4

Ms. Samitta Tinnam, Chief Financial Officer and Company Secretary, acts as Secretary to the Nomination and Remuneration Committee

In 2022, the Nomination and Remuneration Committee had 4 meetings in total to consider the following matters:

- To consider an appointment of the Secretary to the Nomination and Remuneration Committee. In this regard, Ms. Samitta Tinnam, Chief Financial Officer and Company Secretary, acts as Secretary to the Nomination and Remuneration Committee.
- To consider and approve the Charter of the Nomination and Remuneration Committee, which specifies the purposes, objectives, scope of duties and responsibilities in performing duties of the Nomination and Remuneration Committee, precise remuneration; and to promote the working quality development of the Board of Directors and the business operation of the Company to ensure that they are efficient and relevant to the corporate governance before proposing them to the Board of Directors for consideration and approval. In this regard, the candidates to be nominated a director of the Company must hold qualifications that are appropriate and relevant to its business

strategies, and in line to the structure, size, and composition of the Board of Directors as determined by the Board. The board diversity, broad skill matrix, and diversity of knowledge, expertise, skills, experience, and time contributions of each director shall be considered as well.

- To consider and review the assessment of the Board and committees, together with the Annual Board Self-assessment. The Nomination and Remuneration Committee shall rely on the board self-assessment result when fixing the appropriate remuneration for the Board of Directors and each committee.
- To review the work performance evaluation form, and to decide the annual corporate KPI of Chief Executive Officer to ensure that CEO's performance is conjunction with the Company's expectations, and is appropriate and relevant to the Company's operating performance.
- To promote and support minor shareholders' participation by allowing them to nominate candidates to be the Company's directors prior to the annual general meeting of shareholders at least 3 months. The criteria of the nomination are disseminated and announced through the Company's website. The nomination result shall be proposed to the Board of Directors for consideration.
- To evaluate the work performance of the Nomination and Remuneration Committee, either board or individual evaluation, for year 2022. The evaluation result shall be used for further improvement.

The Nomination and Remuneration Committee has performed duties with honesty, integrity, and prudence by taking account of the best interest of all shareholders and stakeholders under the scope of power, duties, and responsibilities specified in the Charter, rules and regulations, and related laws, and relevantly to the Corporate Governance Principles and Business Code of Conduct completely, carefully, transparently and fairly, and in line with the Corporate Governance Principles.

On behalf of the Nomination and Remuneration Committee

(Dr. Chayanin Debhakam)

Chairman of the Nomination and Remuneration Committee

REPORT OF THE CORPORATE GOVERNANCE AND SUSTAINABLE DEVELOPMENT COMMITTEE

Dear Shareholders,

The Corporate Governance and Sustainable Development Committee was established by approval of the Board of Directors of S Hotels and Resorts Public Company Limited (the "Company"). The Committee involves 4 members as representatives from the Board of Directors of the Company as listed below.

THE CORPORATE GOVERNANCE AND SUSTAINABLE DEVELOPMENT COMMITTEE	POSITION	MEETING ATTENDANCE/ TOTAL MEETING
1. Mr. Jukr Boon-long	Chairman	3/3
2. Dr. Chayanin Debhakam	Member	3/3
3. Mrs. Thitima Rungkwansiroj	Member	3/3
4. Mr. Dirk Andre L. De Cuyper	Member	3/3

Ms. Sirithorn Thamrongnawasawat acts as Secretary to the Corporate Governance and Sustainable Development Committee

The Corporate Governance and Sustainable Development Committee perform duties of defining the guideline, and of proposing the policy, strategy, operating framework, and of defining the goals of being a company equipped with corporate governance and sustainable development, morals and business code of conduct, as well as the anti-corruption policy/measures, which shall be proposed to the Board of Directors and the Management in order to have the corporate rules and practice guideline in line with standards and proper guideline; to meet the Company's objectives as an organization intending to create confidence and sustainability to all stakeholders; and to make the business operation of the Group of Companies efficient pursuant to the policy and resolutions of the Board of Directors. In 2022, the Corporate Governance and Sustainable Development Committee had 3 meetings in total to take account of matters relating to the promotion of corporate governance and sustainable development. The operations in respect with corporate governance and sustainable development may be categorized as described below.

Operations relating to the promotion of corporate governance

- To review policies relating to corporate governance, and to approve the revision of any policies of the Company to ensure that they are consistent with rules of any related regulatory agencies, e.g., Corporate Governance Policy.
- To consider and approve the complaint report, especially important complaints from stakeholders on sustainability issues such as community; to propose the Management to provide the complaint channel and report in sequence for clarity in working.
- To acknowledge and monitor the operation progress in accordance with the Business Code of Conduct Handbook, and Corporate Governance Policy; to monitor the training provided to every director, executive, and employee in learning programs, and Code of Conduct and Anti-Corruption Inventory; to acknowledge the participation in the CGR evaluation, Year 2022; and to acknowledge the evaluation results, suggestions, and improvement of the CGR evaluation form for year 2023.
- To evaluate the work performance of the Corporate Governance and Sustainable Development Committee for year 2023. The evaluation results shall be used for further improvement.

Operations relating to sustainable development

- To consider and approve the revision of the Corporate Social Responsibility Policy to be the Sustainable Development Policy, which shall be officially announced in every hotel and resort so that the Company's operations shall be driven to the same direction precisely and more tangibly.
- To consider and approve UN Sustainable Development Goals 2030: UNSDG 2030 as prioritized by the Company; to give opinion toward the material sustainability topics of the Company; to fix the qualitative and quantitative goals of each hotel and resort; and to acknowledge and monitor the operating progress to ensure that it conforms to the advice given by regulatory agencies, framework and other international standards approved earlier.
- To regulate and monitor the performance in respect with sustainability of each hotel and resort under the Company's management; and to give advice; especially to respond to stakeholders' expectation extensively based on business diversity.
- To monitor and acknowledge the progress of Green Globe Certificate; and to give advice and sustainability practice guideline as developed from such evaluation. In 2022, 6 hotels in the Company's chain have involved in the sustainability evaluation. In January – February, 2023, the Company passed such sustainability evaluation, and was presented all Green Globe Standard Certificates.
- To consider and acknowledge the sustainability operation in a project of supporting Hat Nopparat-Thara Mu Koh Phi Phi National Park, Loh Ba Kao Community, Krabi Province, Thailand, and CROSSROADS project in the Republic of Maldives regarding the conservation of rare living things and endangered species based on IUCN Red List, the expansion of coral reef in the conservation area, the conservation of sea animals important to the eco system, as well as the management of energy and waste, the collaboration with stakeholders in a particular area, and to give approval and other advice.

The Corporate Governance and Sustainable Development Committee has performed duties with honesty, integrity, and prudence, and has also carried out the corporate governance and sustainable development, which would lead to the participation in working for various projects under the corporate governance and sustainable development framework in collaboration with many related agencies, either internal or external, to international standards. This would drive the Company to meet sustainable development by taking account of the best interest of all shareholders and stakeholders. The Company is also overseen and inspected to ensure that its operation in respect with corporate governance is efficient, relevant to the business plan and corporate strategy under related rules and laws, and consistent with the Good Governance Principles and Business Code of Conduct, which is a main management principle of the Corporate Governance and Sustainable Development Committee to move the Company forward securely and sustainably.

On behalf of the Corporate Governance
and Sustainable Development Committee



(Mr. Jukr Boon-long)
Chairman of the Corporate Governance
and Sustainable Development Committee

REPORT OF THE EXECUTIVE COMMITTEE

Dear Shareholders,

The Executive Committee (the "Committee") has been established by the approval of the Board of Directors (the "Board") of S Hotels and Resorts Public Company Limited (the "Company"). Entrusted with the responsibility to support the Board in supervising the Company's business undertaking, all committee members possess sufficient knowledge, ability and experience that are beneficial to the Company's business operations. The Committee consists of 6 members from the Company's Board of Directors, individuals appointed by the Board and Executives, namely:

THE EXECUTIVE COMMITTEE	POSITION	MEETING ATTENDANCE
1. Mrs. Thitima Rungkwansiroj	Chairman	13/13
2. Mr. Dirk Andre L. De Cuyper	Member	13/13
3. Mr. Chairath Sivapornpan	Member	13/13
4. Ms. Samitta Tinnam	Member	13/13
5. Ms. Kankanid Wichitcharoen	Member	13/13
6. Mr. Stefano Alberto Ruzza	Member	12/13

Whereas Ms. Samitta Tinnam, Chief Financial Officer and Company Secretary acts as the secretary to the Committee.

The Committee has duties to manage and control business undertaking as assigned by the Board of Directors, which include reviewing, monitoring and screening of material matters to ensure compliance with the Company's regulations and related rules and requirements, as well as to ensure transparency of the matters before proposing to the Board for consideration so that the Group can effectively operate businesses pursuant to the Board's policies and resolutions. In 2022, the Committee held 13 meetings in order to:

- Execute the duties based on applicable laws, objectives, the Company's Articles of Associations, resolutions of the Board's meetings, and resolutions of the shareholders' meetings in a duly, careful, responsible, and ethical manner while, on an equitable basis, taking in consideration the interests of all stakeholders and shareholders.
- Recommend the management to consider the Company's strategic direction, management structure, business plan, and annual budget plan before proposing to the Board for approval. In 2022, the Committee has approved the Company's 5-year strategic plan for the period of 2023 - 2027 and the 2023 budget plan prior to proposal to the Board for consideration.
- Consider and monitor performance of the Company, its subsidiaries and associated companies while proposing solutions to problems, approaches to increasing business potential, and recommendations to ensure that relevant plans and targets are implemented as assigned by the Board.

- Consider the progress and movements in the industry to which the Company belongs in order to determine business direction, strategy, and expenditure plan that correspond to the industry's situation.
- Review and consider, within the authority provided by the Board, important issues including acquisitions and dispositions of assets, connected transactions, and investments of the Company, its subsidiaries, as well as joint ventures before proposing to the Board for approval.
- Approve, within the authority provided by the Board, transactions involving acquisitions or dispositions of assets, connected transactions based on the Stock Exchange of Thailand's regulations; investments or joint ventures with any individual or entity, key transactions of the Company and subsidiaries that are non-listed companies; transactions with banks and financial institutions involving loans, credits, account and financial services as part of the Company's operations. The Committee has also reported these matters to the Board, together with meeting results, proposed solutions and recommendations to ensure informed consideration by the Board.
- Conduct an annual review of the Executive Committee Charter to ensure efficiency, adequacy, and suitability with current business circumstances before proposing to the Board for approval.
- Conduct performance assessment of the whole Committee and individual members for 2022, of which the results will be used as a basis for further improvement.

The Committee performs duties with integrity, honesty, prudence, and with commitment to developing the Group's business towards sustainable growth by taking into consideration the best interests of all shareholders and stakeholders. The Committee also oversees and monitors the Company's operations to ensure efficiency pursuant to the corporate strategic and business plans; compliance with relevant regulations and laws; and adherence to good corporate governance and business ethics, which are the key principles of the Committee for driving the organization forward in a stable and sustainable manner.

This report was reviewed and approved
by the Executive Committee on 16 February 2023

(Mrs. Thitima Rungkwansiroj)
Chairman of the Executive Committee

BOARD OF DIRECTORS



01

Mr. Apisak Tantivorawong

- Chairman of the Board of Directors
- Independent Director

02

Mr. Sompong Tantapart

- Independent Director
- Chairman of the Audit Committee

03

Mr. Praisun Wongsmit

- Independent Director
- Member of the Audit Committee
- Member of the Nomination and Remuneration Committee

04

Mr. Jukr Boon-long

- Independent Director
- Member of the Audit Committee
- Chairman of the Corporate Governance and Sustainable Development Committee

05

Mr. Parinya Patanaphakdee

- Independent Director
- Chairman of the Risk Management Committee
- Member of the Nomination and Remuneration Committee

06

Mr. Chayanin Debhakam, D.B.A.

- Director
- Chairman of the Nomination and Remuneration Committee
- Member of the Corporate Governance and Sustainable Development Committee

07

Mr. Naris Cheykin

- Director

08

Mrs. Thitima Rungkwansiroj

- Director
- Chairman of the Executive Committee
- Member of the Risk Management Committee
- Member of the Corporate Governance and Sustainable Development Committee

09

Mr. Dirk Andre L. De Cuyper

- Director
- Member of the Executive Committee
- Member of the Risk Management Committee
- Member of the Corporate Governance and Sustainable Development Committee
- Chief Executive Officer

EXECUTIVE COMMITTEE



01

Mrs. Thitima Rungkwansiroj

- Director
- Chairman of the Executive Committee
- Member of the Risk Management Committee
- Member of the Corporate Governance and Sustainable Development Committee

02

Mr. Dirk Andre L. De Cuyper

- Director
- Member of the Executive Committee
- Member of the Risk Management Committee
- Member of the Corporate Governance and Sustainable Development Committee
- Chief Executive Officer

03

Mr. Chairath Sivapornpan

- Member of the Executive Committee

04

Ms. Samitta Tinnam¹

- Member of the Executive Committee
- Chief Financial Officer
- Company Secretary

05

Ms. Kankanid Wichitcharoen

- Member of the Executive Committee
- Senior Vice President - Finance

06

Mr. Stefano Alberto Ruzza

- Member of the Executive Committee
- Senior Vice President - Operations

Note: ¹ Ms. Samitta Tinnam resigned from the position of Chief Financial Officer, effective 1 March 2023.

CORPORATE VISION AND STRATEGY





VISION

The Company places the vision to become a leader in hotel and resort investment and management, which establishes a new standard for quality relaxation and living based on the sustainable development philosophy, and on offering genuine interest to local communities. The Company aims to deliver great experience in staying in high-end hotels and resorts under affordable prices. The Company also supports collaboration with business alliances, and develops the corporate governance.

CORPORATE STRATEGY

The Company focuses on operating and expanding the business which helps arouse the balanced diversity to obtain sustainable growth finally. To attain the corporate vision, the Company has defined the following strategies.

1. Strategy of boosting the potential of assets for more revenues and profit

The Company gives precedence to boost competitiveness in order to give maximum returns to shareholders under the retention of portfolio balance in terms of asset location and asset management model so that it could stabilize the Company's revenues and profit throughout the year, increase hotel profitability, and draw some hidden value of assets to acquire maximum efficiency. In this regard, the Company considered that one key factor capable of increasing the return rate was the investment management for maximum value through the following patterns:

- 1) Strategy of balancing the asset rotation by selling some hotels where growth potential has been limited or under recession. Some cash flow from such selling would be invested in other hotels with potential to increase revenues and profit; for example, asset improvement to increase the average accommodation room rates, increase of accommodation rooms and facilities, renovation of hotel rooms to be relevant to tourists' present favor, and even the business acquisition. For example, from selling Mercure Burton upon Trent Newton Park and Mercure London Watford in UK portfolio, the Company considered that their competitiveness and profitability were limited. Some cash flow from selling those hotels was further invested in other hotels with good operating performance, and gave good profit to the group of hotels in the United Kingdom significantly from the past operating results in order to lift profitability of this portfolio.

The Company has also sought for an opportunity to develop and renovate hotel and resort rooms in Thailand, the Republic of Fiji, and the Republic of Maldives to serve the tourism trend, to carry out the proactive market in order to raise the occupancy rate and average daily rate through the administration of sales channels, targeting potential tourists who are the most appropriate in each situation, and to manage the operating cost efficiently to gain the profit as expected.

- 2) The Company applies the strategy of balancing hotels that have been directly managed by the Company under an advantage on high profitability, hotels managed through the franchise contract under an advantage on utilizing distribution channels of the global brand, which helps newly opened hotels be recognized in the market rapidly, and hotels managed by

outsiders under an advantage on using few resources of the Company. Based on these 3 management models, the Company has utilized its business alliances with the global hotel brand and asset diversity to enhance the highest management efficiency for its sustainable growth.

- 3) To seek for an opportunity in reducing the asset holding (asset light model) or in operating the hotel management business, which makes the Company have the worthwhile management of investment. Advantages of this model are the high management flexibility, and support to the rapid business expansion, which may be divided in the following platforms:
 - To use "SAii", which is a brand of SHR in management (Home-grown brand platform).
 - To acquire the partner(s) to hold assets while the Company performs duty as asset manager.

2. Branding Strategy and Business Alliances

The Company is determined to add its hotel brand value under "SAii" brand, a upper upscale hotel brand, developed by a combination between Thailand's good reputation such as kindness, modest, and friendship, and creativity, styles, and joy so that this hotel brand implies a perfect relaxation throughout the business chain, starting from booking experience serving various platforms, warm welcome and service, presentation of unique architecture, environment, and activities as well as superior service to engrave the best memory in all guests once they leave our resorts.

The wonderful success of "SAii Lagoon Maldives", the first hotel under "SAii" brand first providing the service at the end of 2020, deems the first and important pace of the Company's sales plan. The "SAii" brand has been developed to other hotels, starting from hotels under ownership of SHR; namely, "SAii Laguna Phuket", "SAii Phi Phi Island Village" and "SAii Koh Samui Cheongmon". At present, these 4 hotels have obtained good response from guests as the satisfaction scores for staying there were not less than 85% in 2022. The Company has intended to use "SAii" brand in other hotels it has owned or in new hotels to be invested by the Company, including hotels managed by SHR's alliances as appropriate.

3. Strategy of New Asset Acquisition and Management

The Company continues seeking for opportunities in investment expansion that must be relevant to circumstances, and promote the growth potential in the long term. Therefore, SHR places emphasis on well-diversified portfolio. It targets to expand the business to many destinations, covering tourist attractions or new business centers around the world. This aims to adjust SHR portfolio to have tourists throughout the year; therefore, the Company's earnings would be constant, and it is less risky to rely on revenues in only one country too much.

For hotels and/or resorts to be invested by the Company, they must be important gears to better balance the portfolio diversity in terms of geography, marketing position, and customer basis. The main investment targets drawing the Company's attention include the upper upscale hotel or upper midscale hotel, especially in key tourist attractions and leisure destinations to serve the experiential travelling, where the Company would obtain good investment returns on the interesting market condition. In addition, the Company can have more chance to acquire additional assets by using domestic and international networks of Singha Estate and Boonrawd Brewery Group of Companies.

4. Sale and Marketing Strategy for Increasing Number of Customers, and Access to Different Group of Customers

The Company heads for the digital platform to upgrade the capacity of distribution channels and hotel revenue management. The technology system has used for big data analysis to increase efficiency in reaching customers, and to boost efficiency of generating more revenues through certain marketing strategies as described below.

- 1) To enlarge the sales volume through direct distribution channels, e.g., hotel website or brand website to reduce some operating cost through agents. The promotion of hotel website or hotel brand is the strategy in which the Company has invested since past 2 years, that is, website format has been revised for easy search and use by customers; increase of visibility when searching via social media like Facebook, Instagram; and increased promotion via influencers. The hotel website also obtains some benefits from the Government's tourism promotion measures, which made hotel guests more familiar with the Company's website. From strategies stated earlier, the Company could expand the sales volume via its website and brand website to 20% in 2022 from only 10% in 2020.
- 2) To apply the data science technology to boost the capacity in analyzing tourists' satisfaction and behaviors so that the sales and marketing strategy in each period could be revised to attract tourists better than other competitors.
- 3) To tie relationship with business partners to jointly expand customers, and to retain good relationship with existing customers who have brand loyalty so that the Company could enjoy strong and long-term growth.

5. Sustainable Development Strategy

Except the determination to upgrade the service delivering exceptional experience and memory to our guests, development of personnel and working system to deliver such excellent service, and strong attention to the environmentally friendly hotel management, the Company also formulates an integrated sustainable development. The Company commits itself to social responsibility as an essential element in its business operation. The business operation philosophy of the Company is to create sustainable value to stakeholders in all sectors, which involve local communities around the Company's business areas, and guests staying in hotel areas. The Company greatly values the environmental conservation and environmental activities in its areas. The Company feels so proud to give sustainable value to all stakeholders, cares for natural resources that are so special in each hotel area, and the quality of life of local communities because the Company has a belief that these actions will make all sectors have sustainable development and harmony between local communities, environment, and economy, and attract and differentiate the Company's hotels from other competitors.

CORE VALUES

P R I

PARTNERSHIP

1. Build good relationship among business partner, team and community
2. Cooperate with others to make things happen to achieve common interest
3. We understand our roles

REFINED

1. Create works meticulously and punctiliously
2. Select best materials, be the best in class
3. Strive to offer best quality products and services for customers, pay attention to details
4. Maintain good appearance and good manner in different situations

INTEGRITY

1. Persist in commitment and be responsible for engagement that we gave to customers, team members, business partners and communities
2. Treat others with honor and equality
3. Stand for what is right, be honest



D E

DYNAMIC

1. Be positive, ready to cope with challenges
2. Strive for self-development and develop others continuously in order to be ready for changes of business, dare to think differently, share out-of-the-box ideas
3. Increase effectiveness and quality for different situations

ENTREPRENEURSHIP

1. Work with passion and dedicate to achieve goals
2. Take consequences with others into consideration (Customers, Business partner, Team members, and communities)
3. Be confident and proud, proven by actions
4. Ready to dedicate for common interest

SIGNIFICANT DEVELOPMENT IN 2022

MAY 2022

SHR has entered into a sale agreement for the 50-key Mercure Burton upon Trent Newton Park in an amount of GBP 2.0 million (equivalent to THB 87.2 million) in which the sale was part of the efficiency improvement strategy of the Company's UK portfolio.



AUGUST 2022

SHR completed the head lease acquisition of Mercure Perth for GBP 2.7 million (including VAT) which is part of the efficiency improvement strategy of the Company's UK portfolio.

OCTOBER 2022

SHR entered into a Sale and Purchase with vacant possession of Mercure London Watford of GBP 17.0 million (equivalent to THB 717.7 million). The objective is to effectively manage the hotels in the UK portfolio to be consistent with the direction and vision of the Company.

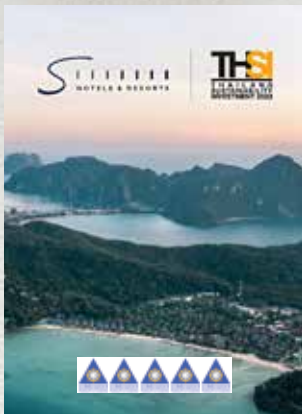


NOVEMBER 2022

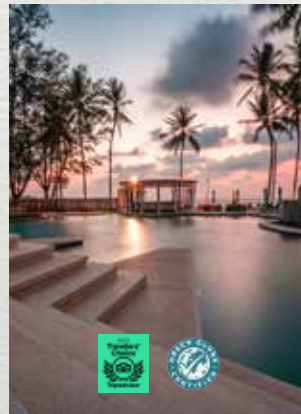
SHR has achieved a place on the Stock Exchange of Thailand's (SET) list of Thailand Sustainability Investment (THSI) 2022 for the first time, as its environmentally and socially responsible operations continue to gain recognition and momentum.

AWARDS & RECOGNITION 2022

The Company drives businesses for sustainability with responsibilities to environment, economy and society including all stakeholders. Awards that the Company received from the leading organizations in the past year, domestically and globally, can explicitly confirm the Company's excellent management of hotels located in Thailand and abroad.



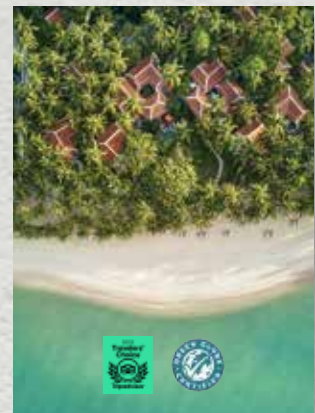
- A 5-star rating or 'Excellent' score on the Corporate Governance Report (CGR) of 2022
- Listed on Stock Exchange of Thailand's (SET) list of Thailand Sustainability Investment (THSI) 2022



- TripAdvisor Travellers' Choice Awards 2022
- Green Globe™ Certification*



- Green Hotel Award (2022-2024) – Gold Level
- Green Globe™ Certification*



- TripAdvisor Travellers' Choice Awards 2022
- Green Globe™ Certification*

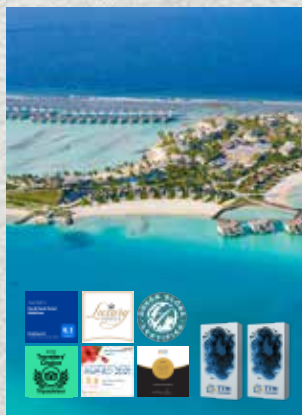
Remark: * Awarded in the beginning of the year 2023

CROSSROADS MALDIVES



- TTM Awards
Best MICE Destination
- South Asia Travel Awards
Leading Yacht Marina
Hotel/Resort
- Green Globe™ Certification*

Hard Rock HOTEL MALDIVES



- Booking.com
Traveller Review Awards
2022
- Luxury Lifestyle Awards
Best Luxury Beachfront
Resort in Maldives
- Agoda
Gold Circle Award 2022
- TripAdvisor Travellers'
Choice Awards 2022
- British Airways Holidays
Customer Excellence Award
2021
- TTM Awards
Best Family Resort
- TTM Awards
Best Fun & Friendly Resort
- Maldives Tourism Awards
Promoting Local Artists
- Green Globe™ Certification*

Saii ^{Maldives} LAGOON



- Luxury Lifestyle Awards
Best Luxury Beachfront
Resort in Maldives
- TripAdvisor Travellers'
Choice Awards 2022
- Maldives Tourism Awards
2022 – Safest Work Place
- British Airways Holidays
Customer Excellence Award
2021
- Green Globe™ Certification*

Remark: * Awarded in the beginning of the year 2023

OVERVIEW OF THAILAND'S ECONOMY AND HOSPITALITY BUSINESS IN 2022

OVERVIEW OF THAILAND'S ECONOMY IN 2022

In 2022, the world's economic growth has slowed down due to several key dragging factors, e.g., vulnerability after recovery from the COVID-19 pandemic, geopolitical conflicts, rising inflation and interest rates, etc., which have pushed the market condition and cost of borrowing higher.

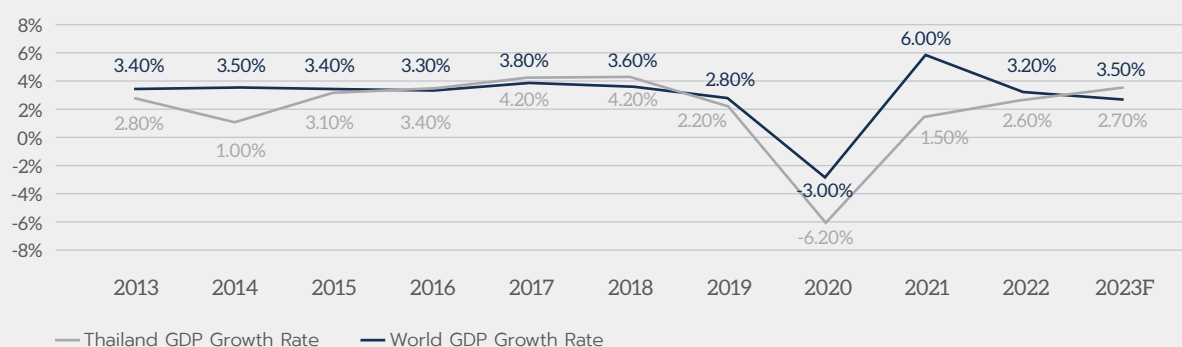
The economic circumstances in the previous year result to certain challenges to be occurred in 2023. The International Monetary Fund (IMF) report indicated that the economic outlook in 2023 would encounter the weakest growth since the year 2011 because several main countries driving the global economic growth have confronted some big problems. For example, the economic recession in the United States derived from an effort to press inflation by increasing interest rate sharply on the previous year and possibly continuing driving it higher in the year 2023. The European economy has been tremendously affected by the Russian-Ukraine war from energy price that has been soared up so quickly. Although the highest energy price has already passed, it still challenges the production sector, which would be a key factor dragging the economic growth of Europe in 2023. Meanwhile, the prolonged geopolitical conflicts between Russia and Ukraine, and the dispute between USA, China and Taiwan may cause the consequent sanction and additional counterattack measures, which would take wide effect to the production chain. However, some factors supporting the economic expansion like the world's relief of control measures for the COVID-19 pandemic, economic stimulation policy and tourism promotion for recovery of the private sector, and the pent-up demand would be the economic driving factors in the next stage.

China's removal of its Zero-COVID Policy will mainly help stimulate many economic activities in order that the economic growth can return. This not only takes positive effect to China's economy, but also to the overall economy in Asia and the world because China is one of the world's key production bases; therefore, the reopening of China will turn the production sector and supply chain to normal after a long interruption during the COVID-19 crisis.

Thailand's economy enjoyed 2.6% growth in 2022 by key factors, that is, tourism sector and service sector, which have been expanding from relief of disease control measures in the country, and the relief of traveling measures by many countries. In 2023, the Ministry of Finance anticipated that Thailand's economy would grow up in the range of 3.3-4.3% as driven by rising revenues of the tourism sector and related services. Similarly, the household consumption is expected to expand pursuant to the general people's higher revenues while it is anticipated that investment by the private sector would be recovering due to better confidence in domestic economy, and the production base would be moved from China. However, the goods exported may drop from the declining demands from key trade partner countries.

However, the stimulants taking effect to Thai economy involve both supporting factors such as tourism sector that may recover better than expected, especially Chinese tourists according to the reopening and relieved measures on travel restrictions prescribed by the Chinese Government, and risk factors: 1) possible economic recession in several countries; 2) global fluctuating financial markets which result to inflation and higher interest rate from implementing strict financial policy by some key trade partner countries, especially the United States and European Union; 3) geopolitical conflicts in several regions of the world, which may take effect to the international security and production factors; and 4) economic recovery of China amidst the COVID-19 pandemic.

Chart 1: Gross Domestic Product or GDP



Remark: ¹⁾ Thailand's actual and forecasted Gross Domestic Product (GDP) in 2021 as reported by Office of the National Economic and Social Development Council

²⁾ Thailand's Gross Domestic Product (GDP) in 2022 as forecasted by the Bank of Thailand (BOT)

TOURISM BUSINESS AND OUTLOOK IN 2023

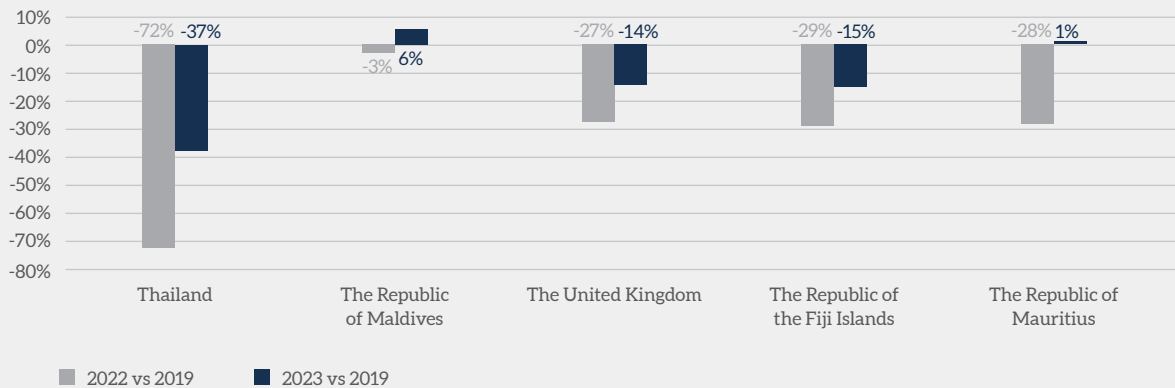
The United Nations World Tourism Organization (UNWTO) reported that, in 2022, there were over 900 tourists visiting many countries around the world. This statistic was double increase from the year 2021 or equivalent to 63% of the year 2019 when the COVID-19 has not yet spread out. However, the indicators told us that the recovery ratio was different in each region. To elaborate, the Middle-East and Europe showed the most outstanding recovery as they accommodated foreign tourists at 83% and 80% respectively from the total tourists visiting there before such pandemic. The region with the slowest recovery was Asia, which was relevant to its reopening later than other regions.

For revenues from the tourism sector in 2022, the UNWTO found that a longer accommodation period, tourists' pleasure for higher spending, higher travelling and accommodation cost resulted by inflation have made revenues of the tourism sector recover quicker

than other sectors. In some countries, it was reported that revenues from the tourism sector were higher than those earned before the pandemic.

The UNWTO forecasted the strong recovery throughout 2023 as supported by strong expenditures in 2022 as well as increasing number of travelers from new emerging markets, e.g., France, Germany, and Italy together with Qatar, India, and Saudi Arabia, which have exponentially gained more market share in 2022. A main stimulating factor from cancelling the traveling restrictions by countries in Asia, especially China that dominated the largest market share in the world I 2019 resulted to the significant recovery of the tourism sector around the world, especially Asia. However, the economic restraining factor and geopolitical conflicts may take effect to tourists' behavior of selecting destinations that they want to acquire more cost-effectiveness and traveling domestically or regionally to respond to the challenging economic status.

Chart 2: Number of international tourist arrivals to Thailand



Remark: Statistics of Tourists from the Ministry of Tourism and Sports

MARKET CONDITIONS AND COMPETITION
IN COUNTRIES WHERE THE COMPANY HAS
OPERATED BUSINESSES NOW WERE AS
FOLLOWS:

1) Thailand
Tourism Authority of Thailand reported that, in 2021, Thailand has accommodated foreign tourists approximately 11.1 million. This growth accounted for 25 times from the year 2021. Most of tourists came from neighboring countries whereas the first top three countries were Malaysia, India, and Lao respectively. This exponential growth came from the Government’s relief of pandemic control measures, and periodical permission for foreign tourists, and full reopening for foreign tourists at the end of 2022.

In 2023, Tourism Authority of Thailand anticipates that Thailand may be visited by 25 million foreign tourists or increasing double from the previous year, representing 62% if compared with the total number of foreign tourists visiting Thailand in 2019. A supporting factor of this growth is the return of Chinese tourists when China has reopened since January 8, 2023. Moreover, the group of tourists from several emerging markets like Saudi Arabia, India, Russia, and Kazakhstan is another stimulant for recovery because the number of tourists from this group in 2021 tended to recover quicker than other regions, and grew up higher than the year 2019. For tourists from other regions, the recovery continued, but it was still lower than the growth before the COVID-19 pandemic.

However, from Travel & Tourism Competitiveness Index (TTCI) in 2021 prepared by The World Economic Forum (WEF), Thailand was ranked the third of Southeast Asia for worthiness of accommodation and airline services, along with low cost of living, comfortable communications, and high stability of infrastructure. From these supporting factors together with the Government’s economic and tourism stimulus policy, it is forecast that Thailand’s tourism in 2023 may recover quicker than other countries in Asia.

2) The Republic of Maldives
Based on geography as a island country, the Republic of Maldives had an advantage that the social distancing measure was so efficient. As a result, the Republic of Maldives was one of first countries to be reopened for foreign tourists since July 15, 2020. No tourist quarantine policy of this country also helped the tourism industry of the Republic of Maldives recover so quickly.

The information disclosed by the Tourism Ministry of the Republic of Maldives revealed that, in 2022, the number of foreign tourists to the Republic of Maldives totaled 1.7 million or an increase of 30% from the year 2021. The top three tourists about 40% came from India, Russia, and the United Kingdom respectively.

In 2023, the Tourism Ministry of the Republic of Maldives anticipates that it would be visited by 1.8 foreign tourists, which is 6% higher than the statistic recorded before the COVID-19 pandemic in 2019. It is anticipated that most foreign tourists would come from Europe, comprising the United Kingdom, Germany, and Italy, followed by those from India and Russia. The return of Chinese tourists after the Chinese Government's announcement of reopening the country is another stimulant because, previously, the number of Chinese tourists have dominated the tourism market in Maldives, which accounted for 20%.

3) The United Kingdom

Tourism in the United Kingdom has recovered strongly since April 2022 when the economic activities and tourism have turned to be outstanding in the high season. This implies the confidence of foreign tourists to the management and control measures for COVID-19 pandemic. In 2022, foreign tourists entered the United Kingdom totaled 30.0 million or increase of 364% from the year 2021.

For the year 2023, it is expected that the foreign tourists to visit the United Kingdom will be approximately 35.0 million. This accounts for 86% of recovery when compared to the year 2019 or an increase of 18% from the year 2022. It is anticipated that the main group of tourists shall be the short haul markets, which covers 24.1 million tourists or it accounts for 88% when compared to the year 2019 because the Europe zone comprises of the countries with quicker recovery. For foreign tourists from long haul markets, it is anticipated that about 11 million tourists will visit the United Kingdom, representing 81% if compared to the year 2019.

4) The Republic of the Fiji Islands

The Republic of the Fiji Islands has fully reopened for foreign tourists on May 1, 2022 after its lockdown almost two years. From the pent-up demand, the recovery of foreign tourists, especially the main market from Australia and New Zealand, turns back so rapidly. This main market covers the market share about 75% of total foreign tourists. In 2022, the total number of foreign tourists was over 600,000; this growth was 18 times from the year 2021 and it accounted for 70% if compared to the year 2019. The rising number of tourists could be seen clearly since July 2022. As a result, it is anticipated that almost 800,000 foreign tourists will visit the Republic of Fiji Islands, which accounted for 85% of total tourists in 2019. This growth is constantly supported by flourishing tourism along with the present tourism favor focusing on leisure tour. Most tourists visiting the Republic of Fiji Islands still come from Australia and New Zealand like the year 2022.

5) The Republic of Mauritius

Though, at the start of the year, the Republic of Mauritius still confronted the pandemic of Omicron virus while the airline service has not yet turned to normal. As a result, the recovery of tourism industry of the Republic of Mauritius was quite slow if compared to other tourism island countries. However, after the removal of the quarantine measure for foreign tourists, and full reopening since July 1, 2022, the number of foreign tourists enjoying relaxation at the Republic of Mauritius in 2022 jumped to almost 1 million, representing 72% if compared to the year 2019, and an increase of 455% from the year 2021. Top three tourists dominating 48% of the market came from France, the United Kingdom, and Germany respectively. For the year 2023, it is anticipated that over 1.4 million of foreign tourists will visit the Republic of Mauritius or 1% growth from the year 2019.

HOSPITALITY INDUSTRY IN 2022 AND 2023 OUTLOOK

Except macro factors determining the rapidity of recovery, which depend on geography, location, and policy of each country, the overall recovery also relies on certain specific factors, e.g., nature of products, competition in the business sector, and abilities in serving the changing tourism behaviors as described below.

- 1) The nature of favorite products must be in the group serving the leisure segment due to the demand on recreation tourism suspending so long, and higher demand on health safety. The market positioning reflecting the quick recovery is the mid-upscale hotels up to upper-upscale ones. The economic circumstances making the group of tourists who have the consumption power and low price-sensitivity has better recovery than other compared groups. In addition, some groups of tourists plan for spending in tourism more carefully, and look for more cost-effectiveness.
- 2) Competition in the hospitality business has been more serious because there are more tourist attractions and new accommodations launched to the market. These make the tourists disperse, and put pressure on the hospitality business. At present, new emerging natural attractions put direct pressure on competition, especially hotels and accommodations so far from tourist attractions.

3) Changing tourism trend and behaviors

- Tourists demands on longer length of stay in each place, and prefer relaxing in the hotel to reduce some risks in traveling and disease infection.
- Booking behavior with shorter advance booking. However, there are more direct booking transactions because the tourists are concerned about possible changes about flights, immigration policy, and infection, which may disrupt their traveling. The direct booking helps the tourists contact the hotels directly once their tourism program is changed suddenly.
- Demand on large accommodation rooms and facilities in private rooms to minimize the risk of infection from using common areas in the hotel, as well as preference for family tourism.

- Favor on natural and experience-focused tourism. As the tourists prefer the tourist attractions close to the nature, they decide to select the hotel location and decoration focusing on nature while the hotels present the hospitality service as well as other relaxation activities during tourists' relaxation.

Several hotels of the Company enjoyed better recovery than the average recovery in the markets of almost all countries. Such recovery was equal or better than the period before the COVID-19 pandemic due to geographical advantages in every key tourist attraction, product strength, adaptation and proactive marketing strategy of the Company in grouping customers, and new tourism behaviors, which could be explained below.

	Corporate segment	Leisure segment
Luxury		  Maldives
Upper-Upscale		 SAii Maldives LAGOON Thailand SAii Phuket LAGUNA SAii Koh Samui CHOENGMON Fiji & Mauritius  OUTRIGGER FIJI BEACH RESORT  OUTRIGGER MAURITIUS BEACH RESORT CASTAWAY ISLAND FIJI
Upscale		SAii Phi Phi Island VILLAGE
Mid-Upscale	UK Portfolio  	

COMPANY'S HOTELS AND/OR RESORTS IN THAILAND

All hotels of the Company in Thailand are located in the prime locations of tourist attractions in Phuket, Phi Phi Island, and Koh Samui, where are top destinations of foreign tourists. Moreover, the Company's success in rebranding and product improvement have made the operations of hotel business in Thailand recover stronger than the overall tourism overview. Some indicators from key operating statistics confirmed the Company's recovery higher than that before the COVID-19 pandemic since the fourth quarter of 2022. This accelerating recovery along with the proactive marketing activities, and customers having loyalty to the Company's hotels, especially European customers, are substantial supporting factors to the exponential growth of the Company in 2023.

COMPANY'S RESORTS LOCATED IN CROSSROADS PROJECT, REPUBLIC OF MALDIVES

Advantages of the CROSSROADS project include the location, full facilities and recreation, and product coverage, which enhance the unique selling points capable of attracting and supporting all segments of tourists and tourism models. The Company also renovated accommodation rooms of Hard Rock Hotel Maldives, and SAii Lagoon Maldives. To elaborate, some accommodation rooms were renovated to have a private swimming pool, and to be larger for family staying to be relevant to the current tourism behaviors and preference. Therefore, in 2022, the occupancy rate of the Company's hotels was higher than the average rate of this industry. It is anticipated that this positive operating direction would continue up to the year 2023.

COMPANY'S HOTELS IN THE UNITED KINGDOM

The hotels of the Company in the United Kingdom are the mid-upscale hotels up to upper-upscale ones, located in main tourist attractions and economic cities where mainly rely on the tourism demand. This accounted for 90% of total guests of the hotels. As a result, in 2022, the Group of Hotels of the Company has successfully recovered to the level before the COVID-19 pandemic. Meanwhile, the accommodation room rates were adjusted to be the highest without parallel in history from the strong domestic tourism demand and portfolio improvement. The successful implementations of such strategy would be seen in 2024 onward, and would drive the overall operation of hotels in the United Kingdom higher in the future.

COMPANY'S HOTELS AND RESORTS IN THE REPUBLIC OF FIJI AND THE REPUBLIC OF MAURITIUS

All 3 hotels operated in these two countries hold characteristics directly serving the demand on leisure tourism. From the high repeat customers and strong distribution channel by business alliances in the Outrigger network, they made the overall operating performance of these hotels more remarkable than others in this industry.

MANAGEMENT DISCUSSION AND ANALYSIS FOR THE PERFORMANCE OF THE YEAR ENDED 31 DECEMBER 2022

PERFORMANCE OVERVIEW

S Hotels and Resorts Public Company Limited (the “Company”) has achieved the goal of increasing its revenue from sales and services with an increase of revenue by 93% from previous year to THB 8,692.6 million in 2022. This was due to continued strong performance of the UK hotel portfolio and Project CROSSROADS. The UK hotels have maintained an occupancy rate of 60% with an increase of Average Daily Rate (ADR) by 7% from 2021 while occupancy rate of the two Project CROSSROADS hotels remained strong at 66% with a rise of ADR by 28% from the previous year. Moreover, the Company saw a discernible recovery of Outrigger portfolio following a release of pent-up demand for travel after international travel restrictions has gradually been relaxed in 2022. The occupancy rate significantly improved to 64% with an increase of ADR by 49% from 2021. Furthermore, operating revenue and profit of the Outrigger hotels have successfully outperformed that of 2019, the year just before COVID-19 outbreak. Meanwhile, the Company’s hotel portfolio in Thailand, despite a slower recovery comparing to other geographies as full-scale reopening of the country did not take place until around end of 2022, the occupancy rate has recovered to 57%. Moreover, the success in business restructuring and positive feedback on the launch and implementation of SAii brand concept at the Company’s self-managed hotels contributed to a 68% increase in ADR over the same period last year.

TOURISM INDUSTRY AND PERFORMANCE OUTLOOK

The signs of tourism sector recovery were not only reflected by an increase in the number of international tourists but also an increase in tourism spending in many countries. The total number of international tourists globally was reported to be over 900 million people, which has doubled from 2021 or an equivalent of 63% of 2019, the year before COVID-19 outbreak. However, the industry indicators demonstrated that the speed of recovery varied by regions. The Middle East and Europe saw the strongest recovery with foreign tourists accounting for 83% and 80% of the pre-pandemic level, respectively, while Asia saw the slowest recovery as it reopened later than other regions. Nevertheless, in many regions, longer stay, willingness to spend, and the increase in transportation and accommodation costs due to higher inflation have led to a faster recovery of tourism revenue when compared to tourist arrivals. Some countries have even reported a higher tourism revenue than that of the pre-pandemic period.

According to the World Tourism Organization (UNWTO), steady recovery is expected in 2023. This is backed by strong spending figures in 2022 and the growing number of travelers in emerging tourism source markets including France, Germany, and Italy, as well as Qatar, India, and Saudi Arabia whose market shares saw a big leap in 2022. The key boost to tourism in 2023 was the lift of travel restrictions in Asian countries, particularly in China, which held the world’s biggest market share in 2019. This would contribute significantly to the recovery of tourism globally, especially in Asia. However, economic factors and geopolitical conflicts may influence tourist destination choice as tourists are expected to seek value for money and opt for domestic or regional destinations in response to challenging economic situation.

Number of inbound tourists in countries where the Company operates

(UNIT: MILLION)	2019	2022	2023
Thailand	39.9	11.1	25.0
Maldives	1.7	1.7	1.8
United Kingdom	40.9	30.0	35.0
Fiji	0.9	0.6	0.8
Mauritius	1.4	1.0	1.4

Thailand

Tourism sector in Thailand began to see recovery with strong growth in tourism travel in the fourth quarter of 2022. Due to full-scale reopening of the country, the number foreign tourist arrivals has hit the country's target with 11.1 million arrivals, 25 times higher than 2021. The majority of tourists came from neighboring countries, among which the largest groups were from Malaysia, India and Laos respectively. In 2023, the Tourism Authority of Thailand expects a minimum of 25 million tourist arrivals, twice the number of the previous year or an equivalent of 62% of total foreign tourists in 2019. The main factor contributing to this growth level is expected to be the return of Chinese tourists.

The positive outlook for tourism demonstrated above; the Company's efficiency in managing its hotels in Thailand; and its properties in prime locations of famous tourist destinations in Phuket, Phi Phi Island and Samui Island which are among the top destinations for international tourists have successfully driven the revenue per available room (RevPAR) of the Company's hotels in Thailand in the fourth quarter of 2022 to the level before the COVID-19 pandemic. With this pace of recovery, operating performance of the Company's hotels is expected to improve significantly in 2023. The occupancy rate is likely to recover to the pre-COVID-19 level while the ADR is expected to be higher than that of 2019, due to the launch and implementation of SAii brand at self-managed hotels and an increase in revenue share from direct booking.

Maldives

In 2022, the number of tourists entering Maldives has increased to 1.7 million, 30% growth from previous year, successfully returning to almost the same level of the pre-COVID-19 period. Although Asian tourists, especially Chinese tourists, have not yet return, the top three groups of tourists, which accounted for 40% of total tourists, were from India, Russia and the UK respectively. For the year 2023, the Tourism Ministry of Maldives forecasted that the number of international travelers visiting Maldives will be about 1.8 million, 6% above the pre-COVID-19 level. It is expected that tourists from European zone led by the UK, Germany and Italy will be among the largest visitors, followed by tourists from India and Russia. The return of Chinese travelers to Maldives after the Chinese government opened its borders was another significant tourism boost since Chinese tourists accounted for 20% of Maldives tourism in 2019. Regarding the performance of Project CROSSROADS hotels, occupancy rate was reported at 65.8% in 2022, which was above the industry average at 58.9%. The hotels' main clients were tourists from the UK, Russia and the US, who made up 24%, 20% and 15% of total clients respectively, reflecting the hotels' strength in attracting high spending tourists. This also contributed to an increase of ADR by 28% from the previous year. A continued improvement in occupancy rate and ADR is expected in 2023 as a result of the marketing plan which focuses on attracting more clients with higher purchasing power to ensure optimized customer mix, enhanced ADR management, as well as further development and improvement of hotel rooms to address dynamic tourism trends at present.

United Kingdom

In 2022, the UK saw continued recovery in tourism industry due to strong demand for domestic tourism. The country's economic and tourism activities have seen an outstanding growth since April 2022. As a result, RevPAR of hotels in the Company's UK portfolio increased to GBP 48 on average, 30% increase from previous year and surpassing the pre-COVID-19 level. This was driven by the UK portfolio's record high ADR of GBP 89 in the third quarter which was the country's high season. The performance in 2023 is expected to improve further mainly from the recovery of occupancy rate. The Company has raised the target for occupancy rate to a stable level of 70% at the minimum. Located in major tourist destinations and major economic cities, hotels in the UK portfolio fall within midscale to upscale range and mainly rely on domestic tourism demand which accounts for 90% of their business. Therefore, the Company is confident in prospects for growth in tourism demand despite pressure from economic conditions.

The UK tourism industry last year has been affected by the rise of energy prices, wages, and food costs. Nevertheless, although the costs of food remain high, the Company estimates that increases in operating costs have already passed the peak levels in the third quarter of 2022 as the rise in energy prices started to slow down. The Company therefore focuses on cost management by adjusting the number of staff based on occupancy rate, considering the possibility of raising room rates and food prices to reflect variable costs, and entering into hedging contracts to mitigate risks from volatile electricity and natural gas prices, which are the Company's main energy costs, at suitable level and time. In addition, the company has made management and control of operating costs a priority to be closely monitored.

Fiji

Tourism in Fiji has become better than expected since the second quarter of 2022. A quick recovery of its tourism sector reflected the strong pent-up demand for inter-regional tourism and the country's unique selling points. The number of international tourists visiting Fiji has reached 600,000, representing 18 times growth from 2021 and accounting for 70% of 2019. Strong signs for growth in the number of tourists became apparent from July 2022. Therefore, in 2023, it is expected that the international tourist arrivals to Fiji will be around 800,000, accounting for 85% of total tourists in 2019. The estimate is supported by anticipated continual growth of tourism sector and upbeat trends for leisure travel. At present, travelers from Australia, New Zealand and the US made up the majority of tourists visiting Fiji, contributing to 90% of the country's total tourist arrivals. With the characteristics specifically catered to leisure travelling and strong distribution channels of partners, both the Company's hotels in Fiji enjoyed a high number of repeat stays. These factors have driven their performance to an outstanding level compared to the industry average with an increase in 2022 ADR to

FJD 504, 11% higher than pre-COVID-19 period. The Fiji portfolio reached a record high operating profit since acquisition in late 2018. The strength in tourism volume, the positive signs for longer stay, and the increase in tourism spending, will provide a boost to RevPAR at a significant level in 2023, especially for the Castaway Fiji. Outrigger Fiji Beach's performance, however, is likely to see a slight improvement as a number of its rooms are gradually being closed for renovation according to uplifting plan.

Mauritius

In early 2022, the outbreak of Omicron variant in Mauritius and airline services which have not yet returned to normal levels caused the recovery of tourism to slow down comparing to other island destinations. However, the lift of the quarantine measures for arriving foreign tourists and the country's full opening on July 1, 2022 led to an increase in the number of foreign leisure travelers to almost one million in 2022, which was 72% compared to 2019 and a 455% growth compared to 2021. The top three source markets, accounted for 48% of the country's inbound tourism, were France, the UK, and Germany respectively. In 2023, it is expected that foreign visitors entering Mauritius will be more than 1.4 million, 1% growth from 2019. Although RevPAR of the Company's Mauritius hotel in 2022 remained lower than pre-pandemic levels, based on the recent signs of recovery starting July last year, performance of Outrigger Mauritius is expected to improve significantly in 2023. Occupancy rate is expected to resume to the same level with pre-COVID-19 period while ADR is likely to surpass that of 2019 due to high demand for leisure travel, the strong distribution channels of partners, and the efficient adaptability to market conditions.

KEY DEVELOPMENTS

- In May 2022, the Company reached the agreement to sell its Mercure Burton upon Trent Newton Park in the UK for GBP 2 million (equivalent to THB 87.2 million). The move was made to align its UK portfolio management with the company's vision and strategy.
- In June 2022, the Company reached a deal to refinance its loans with a group of institutional lenders in the UK. This was aligned with the Company's financial strategy to allow for more flexibility and efficiency in cashflow management.
- In August 2022, the Company acquired the head lease of Mercure Perth for GBP 2.7 million in total (equivalent to THB 116.1). The acquisition was made in according to the Company's strategy to enhance its UK portfolio.
- In October 2022, the Company completed the sale of Mercure London Watford in the UK for a total value of GBP 17 million (equivalent to THB 717.7 million). The sale of this property was in line with the Company's vision and business strategies.

OVERVIEW

The Company is a holding company engaging in hotel management services and investments in fast-growing international hotels. The total number of guest rooms grows at an average of 45.5% per year since its establishment. Its unique properties are comprised of hotels in world class tourist destinations as follows:

- (1) Five hotels under self-managed platform which consists of four hotels in Thailand, namely, Santiburi Koh Samui, SAii Phi Phi Island Village, SAii Laguna Phuket, and SAii Koh Samui Choengmon, and one in the Republic of Maldives which is Konotta Maldives Resort (the “Self-Managed Hotels”).
- (2) Three hotels under the Outrigger brand and managed under hotel management agreements, consisting of two hotels in the Republic of Fiji Islands, namely Outrigger Fiji Beach Resort and Castaway Island Fiji, and one hotel in Mauritius named Outrigger Mauritius Beach Resort (the “Outrigger Hotels”).
- (3) Two recently developed hotels, which are part of Project CROSSROADS Phase 1 in the Emboodhoo lagoon in the Republic of Maldives, consisting Hard Rock Hotel Maldives and SAii Lagoon Maldives, Curio Collection by Hilton (the “Project CROSSROADS Phase 1 Hotels”).
- (4) Twenty-four upper midscale hotels in the United Kingdom operated under the well-known Mercure franchise platform and managed by Aimbridge Hospitality EMEA (formerly Interstate Hotels & Resorts), a leading and widely recognized hotel operator in the United Kingdom, (the “UK Portfolio Hotels”), and
- (5) Hotels under joint venture agreements, consisting of three hotels in the UK operated under Mercure and Holiday Inn brands in which the Company holds 50% stake in an equal joint venture with FICO UK; and the SO/ Maldives which is undergoing development as part of Project CROSSROADS Phase 1, in which the Company holds 50% in an equal joint venture with Wai Eco World Developer (the “Joint Venture Hotels”). Instead of proportionate consolidation, revenues from the joint venture hotels are recorded with equity method where the joint ventures’ performances are realized through the Company’s share of profits and losses from the joint ventures.

The Company has a total of 37 commercially operated hotels, consisting of the self-managed hotels, the Outrigger hotels, Project CROSSROADS Phase 1 hotels, the UK portfolio hotels and the joint venture hotels, with a total of 4,472 guest rooms. As of December 31, 2022, most of the Company’s hotels – 36 out of 37 were operating, accounting for 98.8% of total guest rooms (4,419 out of the total 4,472 rooms).

BUSINESS OPERATIONS AND SUSTAINABLE DEVELOPMENT

The Company is committed to enriching social and environmental values, creating enriching journeys for all guests, which is in line with the Company's "Enriching Life" concept, and to building quality society wherever we operate. In addition, the Company emphasizes on implementing a number of UN Sustainable Development Goals 2030 (SDG 2030) such as Goal 14: life below water; Goal 13: climate action; and Goal 12: responsible consumption and production. Some of the Company's actions are as follows:

- (1) The Company has considered using clean energy for internal use at its hotels. Solar energy is used at four properties including Santiburi Koh Samui, SAii Laguna Phuket, SAii Phi Phi Island Village and Project CROSSROADS in Maldives. Solar panels were installed to produce clean energy, reduce greenhouse gas emissions and high carbon activities, as well as reduce company's costs.
- (2) The Company remains committed to conservation of marine resources and marine life by reducing business activities on land which may pose negative impact on surrounding environment and by building awareness on potential impact on ocean and marine resources through various activities. The Company has also established a Marine Discovery Center in two of its hotels which received good feedback from hotel guests.

- (3) Managing hotel operations across several regions, stakeholders in its value chain, as well as impact on the society and environment are among the Company's priorities. The company works closely with nearby communities, local people, academics, suppliers and related government agencies to ensure proper practices in many areas including support for local employment, support for small-scale fisheries through its procurement process, support for employees and stakeholders in terms of occupational health and safety and quality of living, and reduction of impact on environment and livelihood of surrounding communities.

With strong commitment to sustainability, in November 2022, the Company was selected to be included in the Thailand Sustainability Investment (THSI) list of the Stock Exchange of Thailand. This was attributable to the Company's focus on operating with environmental and social responsibility. In early 2023, five hotels including Hard Rock Hotel Maldives, SAii Lagoon Maldives, SAii Phi Phi Island Village, SAii Laguna Phuket, and Santiburi Koh Samui, as well as Project CROSSROADS Maldives, have successfully achieved the Green Globe™ Certification, which is the highest sustainability certification for tourism and hospitality providers. The success has proven the Company's commitment to operating its business with social and environmental responsibility.

Revenue from sales and services by management platforms

(UNIT: THB MILLION)	FY 2020	% REVENUE	FY 2021	% REVENUE	FY 2022	% REVENUE	% CHANGE
Self-Managed Hotels ⁽¹⁾	328.9	21.0%	234.0	5.2%	1,098.2	12.6%	369.4%
Outrigger Hotels ⁽¹⁾	607.1	38.8%	205.3	4.6%	1,486.2	17.1%	623.8%
CROSSROADS Project Phase 1 Hotels	626.9	40.1%	1,627.4	36.1%	2,444.5	28.1%	50.2%
UK Portfolio Hotels ⁽²⁾	0.0	0.0%	2,445.7	54.2%	3,663.6	42.1%	49.8%
Total Revenue from services	1,562.9	100.0%	4,512.5	100.0%	8,692.6	100.0%	92.6%

Note: ⁽¹⁾ Three of Outrigger hotels were rebranded and converted to self-managed hotels since February 2021. However, the revenues of the three Outrigger hotels were included in self-managed hotels for the first quarter of 2021 for ease of comparison.

⁽²⁾ The Company has changed the method of revenue recognition from share of profit or loss from joint venture investments to proportionate consolidation accounting since March 2021.

In FY2022, total revenue from sales and services was at THB 8,692.6 million, almost doubled that of the previous year. This was attributable to the increase in revenue from Project CROSSROADS hotels and the UK portfolio hotels. Both portfolios gained 50% growth from the previous year driven by strong ADR which has grown to all time high since commencement of operations. The

Outrigger hotels also attained an outstanding revenue growth by THB 1,200 million, seven times increase from last year owing to high tourism demand in Fiji. Moreover, the self-managed hotels in Thailand reported a growth in revenue by THB 800 million following industry recovery and the improvements in management efficiency as mentioned above.

Key Indicators for Hotels Performance

Self-Managed Hotels

INDICATORS	FY 2020	FY 2021	FY 2022	CHANGE
No. of Hotels	5	4 ⁽¹⁾	4 ⁽¹⁾	-
No. of Rooms	657	604	604	-
Occupancy Rate (%)	22.5%	18.6%	56.7%	38.1%
ADR (THB)	7,594	3,402	5,709	67.8%
RevPAR (THB)	1,708	634	3,237	410.6%

Note: ⁽¹⁾ Konotta Maldives Resort has temporarily closed since the second quarter of 2020. Therefore, the number of rooms for this hotel was removed from calculation for the year 2021-2022 to reflect the real performance.

⁽²⁾ Reference exchange rate for FY 2020 is 31.29 THB/USD

Self-managed hotels, mostly located in Thailand, saw continued recovery, especially from the end of FY2022 to first quarter of FY2023. As a result, in FY2022, self-managed hotels generated average revenue per available room (RevPAR) of THB 3,237 with an occupancy rate of 56.7% and ADR of THB 5,709. These were

significantly improved comparing to 2021 when many of the Company's hotels were temporarily closed due to international travel restrictions and the enforcement of COVID-19 measures in many areas.

Outrigger Hotels

INDICATORS	FY 2020	FY 2021	FY 2022	CHANGE
No. of Hotels	3	3	3	-
No. of Rooms	499	499	499	-
Occupancy Rate (%)	19.8%	13.4%	63.6%	50.1%
ADR (THB)	4,423	4,890	7,296	49.2%
RevPAR (THB)	876	656	4,638	606.7%

Note: ⁽³⁾ Reference exchange rate for FY 2020 is 14.44 THB/FJD, 0.50 THB/MUR. Reference exchange rate for FY 2021 is 15.45 THB/FJD, 0.77 THB/MUR. Reference exchange rate for FY 2022 is 16.01 THB/FJD, 0.80 THB/MUR.

Outrigger hotels consists of one hotel in Mauritius and two hotels in Fiji. Both countries fully opened to international travellers in FY2022 and continuingly received higher number of visitors. As a

result, occupancy rate of Outrigger hotels stood at 63.6% with an ADR of THB 7,296 which increased from the previous year when occupancy rate was 13.4% and ADR was THB 4,890.

Project CROSSROADS Phase 1 Hotels

INDICATORS	FY 2020	FY 2021	FY 2022	CHANGE
No. of Hotels	2	2	2	-
No. of Rooms	376	376	376	-
Occupancy Rate (%)	27.6%	57.8%	65.8%	8.0%
ADR (THB)	9,117	10,197	14,120	38.5%
RevPAR (THB)	2,515	5,895	9,293	57.6%

Note: ⁽⁴⁾ Reference exchange rate for FY 2020 is 31.29 THB/USD. Reference exchange rate for FY 2021 is 31.98 THB/USD. Reference exchange rate for FY 2022 is 35.06 THB/USD.

In FY2022, Project CROSSROADS Phase 1 hotels had an average revenue per room (RevPAR) of THB 9,293, 57.6% growth from previous year while occupancy rate was at 65.8 and ADR was at THB 14,120. This was the best performance record since their opening due to its superior location with proximity to international

airport, the uniqueness characteristic with complete range of facilities from accommodations, restaurants to recreational center, and the recent renovation of guest rooms to better meet tourist demands.

UK Portfolio Hotels and Joint Venture Hotels in the UK

INDICATORS	FY 2020	FY 2021	FY 2022	% CHANGE
No. of Hotels	29	28	27	-3.6%
No. of Rooms	3,115	2,990	2,940 ⁽⁴⁾	-1.7%
Occupancy Rate (%)	26.2%	49.3%	59.9%	10.6%
ADR (THB)	2,384	3,373	3,476	3.0%
RevPAR (THB)	624	1,663	2,083	25.2%

Note: ⁽³⁾ Reference exchange rate for FY 2020 is 40.14 THB/GBP. Reference exchange rate for FY 2021 is 43.99 THB/GBP. Reference exchange rate for FY 2022 is 43.26 THB/GBP.

⁽⁴⁾ Change in number of rooms as a result of the sale of Mercure Burton upon Trent Newton Park (50 rooms)

For FY2022, operating results of UK Portfolio Hotels and Joint Venture Hotels in the UK have improved from previous year, with RevPAR of THB 2,083, 25.2% higher than the year before as a result

of higher occupancy rate at 59.9% and ADR at THB 3,476, the portfolio's record high since opening.

Discussion of Operating Results

Table of FY2020, 2021, and 2022 operating results comparison

	FY 2020		FY 2021		FY 2022		CHANGE	
	THB Million	%	THB Million	%	THB Million	%	THB Million	%
Revenue from services	1,562.9	100.0%	4,512.5	100.0%	8,692.6	100.0%	4,180.1	92.6%
Cost of services	1,668.3	106.7%	3,596.0	79.7%	5,807.4	66.8%	2,211.5	61.5%
Gross profit	(105.4)	(6.7%)	916.5	20.3%	2,885.1	33.2%	1,968.6	214.8%
Other income	652.8	41.8%	177.1	3.9%	131.7	1.5%	(45.4)	(25.6%)
Selling expenses	171.5	11.0%	223.0	4.9%	352.3	4.1%	129.3	58.0%
Administrative expenses	2,200.8	140.8%	1,520.3	33.7%	1,795.1	20.7%	274.9	18.1%
Gain (loss) from exchange rate			(20.3)	(0.4%)	21.0	0.2%	41.3	203.4%
Share of profit (loss) of investments in associates and joint ventures	(172.1)	(11.0%)	(2.9)	(0.1%)	(21.5)	(0.2%)	(18.6)	(642.5%)
Finance costs	377.4	24.2%	692.7	15.4%	841.6	9.7%	148.9	21.5%
Profit (loss) before income taxes	(2,374.4)	(151.9%)	(1,365.5)	(30.3%)	27.4	0.3%	1,392.9	102.0%
Income tax expenses	3.7	0.2%	(131.3)	(2.9%)	13.0	0.1%	144.3	109.9%
Profit (loss) for the period	(2,370.7)	(151.7%)	(1,234.2)	(27.4%)	14.4	0.2%	1,248.6	101.2%
<i>Adjusted items</i>								
Net unrealized loss on exchange rate	68.3	4.4%	21.4	0.5%	(15.8)	(0.2%)	(37.2)	(173.6%)
Non-recurring items ⁽¹⁾	394.1	25.2%	(16.6)	(0.4%)	(37.3)	(0.4%)	(20.7)	(125.0%)
Adjusted EBITDA⁽²⁾	(596.7)	(38.2%)	518.0	11.5%	1,907.5	21.9%	1,389.4	268.2%
Adjusted Net Profit (loss) for the period	(1,908.2)	(122.1%)	(1,229.4)	(27.2%)	(38.7)	(0.4%)	1,190.7	96.9%

Note: ⁽¹⁾ Non-recurring items is defined as Gain on disposal of share of JV company transaction and disposal of sublease and Gain from FV adjustment on investment in the joint ventures.

⁽²⁾ Adjusted EBITDA is calculated from EBT plus Finance costs, Depreciation and Amortization, Interest income from Loan to JVs and deduct Interest income, unrealized loss from exchange rates and non-recurring items.

REVENUE FROM SALES AND SERVICES

In FY2022, the Company reported revenue from sales and services at a total of THB 8,692.6 million, increasing 92.6% over the same period of the year before due to revenue increase in every portfolio of the company in response to reopening of all countries. The Company also recognized revenue for the full year period from the UK portfolio as it is the sole shareholder of FS JV Co., Ltd. ("FS JV").

COST OF SERVICES

Cost of services for FY2022 was at THB 5,807.4 million, increasing 61.5% from the previous year as a result of revenue growth in all the Company's portfolios and the recognition of UK portfolio's costs upon 100% acquisition of FS JV share.

GROSS PROFIT

Gross profit in FY2022 was THB 2,885.1 million, improving from the previous year where gross profit was recorded at THB 916.5 million as most hotels under the Company's management has resumed their full operations (except for the Konotta Maldives Resort which was closed temporarily).

SELLING EXPENSES

The selling expenses in FY2022 were reported at THB 352.3 million, increasing 58% from the previous year. This was in line with growing revenue of the Company.

ADMINISTRATIVE EXPENSES

The administrative expenses in FY2022 were at THB 1,795.1 million, an increase of 18.1% from previous year as more of the Company's hotels resumed their operations in response to the recovery of tourism industry, causing the administrative expenses to increase.

FINANCE COSTS

Finance costs in FY2022 totaled THB 841.6 million, increasing by 21.5% over the same period the year before. This was mainly due to increasing interest rates from the beginning of FY2022, especially the USD loan rates. The Company, however, applied hedging instruments to hedge against interest rates for loans in US dollars and British pounds sterling which makes up the majority of the Company's loans.

OTHER INCOME

Other income in FY2022 was THB 131.7 million, decreasing by THB 45.4 million or a 25.6% drop from previous year. In Q1/2021, the Company recorded a gain from fair value adjustment of investment in FS JV. This one-time special item was the only other income item in FY2021.

SHARE OF PROFIT (LOSS) FROM AN ASSOCIATES AND JOINT VENTURES

In FY2022, the Company recognized a share of loss from associates and joint ventures in at THB 21.5 million, increasing from a loss of THB 2.9 million in 2021. This was mainly due to construction costs of the SO/ Maldives hotel, the project owned by the Company's joint venture investment in the Republic of Maldives.

ADJUSTED EBITDA

Adjusted EBITDA in FY2022 was reported at THB 1,907.5 million, increasing from the previous year's Adjusted EBITDA of THB 518.0 million as more Company's hotels resumed their operations.

PROFIT (LOSS) FOR THE PERIOD

The Company posted profit for FY2022 at THB 14.4 million, recovering significantly from a loss of THB 1,234.2 million in FY2021. This was the first turnaround to net profit after COVID-19 pandemic, reflecting remarkable recovery of the travel industry and the Company's robust portfolios.

ANALYSIS OF FINANCIAL POSITION AND INVESTMENT STRUCTURE

As of December 31, 2022, the Company had total assets of THB 36,449.6 million, declining by THB 764.5 million or 2.1% from end of December 2021. Total liabilities was at THB 20,430.4 million, declining by THB 901.8 million compared to the previous year while interest-bearing debt amounted to THB 13,080.2 million, a decrease from THB 14,126 million following the repayment of the debt due the previous year and use of some cash from recent sales of properties in the UK to repay debt. Total equity was recorded at THB 16,019.2 million, an increase from THB 15,881.9 million at end of FY2021 due to profit in FY2022.

The decline in interest-bearing debt and the growth in total equity lowered interest-bearing debt to equity ratio (IBD/E) to 0.82 times as of December 31, 2022, which was well below the Company's threshold.

	31 DEC 20	31 DEC 21	31 DEC 22	CHANGE	
	THB million	THB million	THB million	THB million	%
Cash and cash equivalents	2,492.7	1,913.7	2,477.3	563.6	29.4%
Current assets	3,638.4	4,723.0	4,533.0	(190.0)	(4.0%)
Property, plant and equipment, net	19,288.7	29,068.1	28,046.0	(1,022.2)	(3.5%)
Non-current assets	23,478.9	32,491.2	31,916.6	(574.5)	(1.8%)
Total assets	27,117.3	37,214.1	36,449.6	(764.5)	(2.1%)
Interest-bearing debt	8,483.0	14,126.0	13,080.2	(1,045.9)	(7.4%)
Other liabilities	2,958.3	7,206.2	7,350.3	144.0	2.0%
Total liabilities	11,441.3	21,332.3	20,430.4	(901.8)	(4.2%)
Total equity	15,675.9	15,881.9	16,019.2	137.3	0.9%
Interest-bearing debt to equity ratio (IBD/E) (x)	0.54	0.89	0.82	(0.07)	

Financial Ratios

	FY 2020	FY 2021	FY 2022
Liquidity Ratios			
Current Ratio (x)	1.0	2.0	1.1
Quick Ratio (x)	0.7	0.3	0.7
Profitability Ratios			
Gross Profit Margin (%)	(6.7%)	20.3%	33.2%
Operating Profit Margin (%)	(154.0%)	(18.3%)	8.5%
Net Profit Margin (%)	(151.7%)	(27.4%)	0.2%
Return on Equity (%)	(14.1%)	(7.8%)	0.1%
Efficiency Ratios			
Return on Assets (%)	(8.7%)	(3.3%)	0.0%
Total Assets Turnover (%)	5.6%	14.0%	23.6%
Financial Policy Ratios			
Debt to Equity Ratio (x)	0.7	1.3	1.3
Interest-bearing Debt to Equity Ratio (x)	0.5	0.9	0.8
Net Interest-bearing Debt to Equity Ratio (x)	0.4	0.8	0.7

Financial ratios as of December 31, 2022 in comparison to those as of December 2021 are as follows:

LIQUIDITY RATIO

Current ratio of the Company increased from 0.7 times in FY2021 to 1.1 times in 2022. The main reason was the decrease in current liabilities due to the refinancing of the Company's outstanding long-term UK loans, which were scheduled for maturity within a year period - by end of FY2022. At the same time, the quick ratio also improved from 0.3 times in the previous year to 0.7 times in FY2022.

PROFITABILITY RATIOS

In overall, the Company's profitability ratios in FY2022 including gross profit margin, operating profit margin, net profit margin and return on equity improved from previous year, mainly due to the fact that hotels in all the Company's portfolios have resumed their full operations, hence driving the revenue growth to almost 93%. Moreover, cost advantage from economy of scale resulted in improved gross profit margin, operating profit margin, net profit margin and return on equity by 33.2%, 8.5%, 0.2%, and 0.1% respectively compared to 20.3% growth in gross profit margin and negative growth in operating profit margin, net profit margin, and return on equity of 18.3%, 27.4%, and 7.8% respectively in the year before.

EFFICIENCY RATIOS

As the Company reported better operating results and began to generate net profit again, its return on assets improved from a negative of 3.3% in FY2021 to 0.0% this year while the total assets turnover ratio moved up to 23.6%. These represented the strong recovery of tourism business and the Company's management abilities.

FINANCIAL POLICY RATIOS

The Company has sustained a strong financial position with debt to equity ratio of 1.3 times in FY2022, the same level as the year before. Interest-bearing debt was maintained at a low level of 0.8 times, slightly lower than the year before due to consistent repayment of loans to institutional lenders according to normal schedule, as well as early repayment by using funds from sales of the Company's properties in the UK. The Company's interest-bearing debt, therefore, became lower than the year before.

The Company made a number of efforts to ensure robust and agile business operations by adjusting its strategies to address challenges and changes, enhancing risk management to ensure business continuity, as well as ensuring strong finance through effective cash cycle and cashflow management. The Company has made it a policy to maintain collection period or credit term between 30-45 days on average. The actual average collection period in FY2022 was 19 days which was lower than the threshold as the Company had higher proportion of revenue from cash sales than credit sales.

	FY 2020	FY 2021	FY 2022
Credit Term Policy			
• General customers		30-45 days	
Actual Average Credit Term			
• General customers	30-45 days	15-30 days	15-30 days



NATURE OF BUSINESS

S Hotels and Resorts Public Company Limited (the “Company” or “SHR”) is a holding company that engages in the management of hotels and investments in international hotel companies with the continuous growth of assets, in which S Hotel Phi Phi Island Co., Ltd., a non-listed subsidiary operating the core business of the Company, in accordance with the criteria of a holding company. The Company’s objectives are to build new standard of relaxation and quality of living by offering travelling and staying opportunity in the affordable luxury hotels and resorts and to determine to provide services with maximum safety and industrial hygiene standards. In 2022, the Company owns 38 hotels with a total of 4,552 keys located in prime tourist locations, e.g., Thailand, the Republic of Maldives, the Republic of Fiji, the Republic of Mauritius and the United Kingdom

SHR was formed in 2014, as one unit of Singha Estate Public Company Limited, possessing two properties in Thailand with a total of 227 keys at the time. SHR enhanced its business with proactive approach and continual proper investment structure, resulting in a successful growth of CAGR of 45.5% (in terms of total number of keys) since the incorporation. This has been driven by our established track record of both organic and inorganic growth through disciplined capital management and proven ability of having access to domestic and international capital. In addition, SHR has the highly experienced and forward-looking Board of Directors and senior management team and committed support from Singha Estate as a hospitality business flagship company of the Singha Estate Group.

SIGNIFICANT CHANGES AND DEVELOPMENTS

In 2014, through Singha Estate, we acquired our first hotel assets, namely the luxury resort Santiburi Koh Samui with 71 villas and upscale resort Phi Phi Island Village Beach Resort with 156 bungalows in Thailand.

In 2015, SHR was registered as a company limited and six pool grand deluxe villas were added to Santiburi Koh Samui. Our portfolio grew in 2015 with the acquisition of a 50% equity stake in the Jupiter Group through a 50%/50% joint venture with FICO UK. The Jupiter Group’s hotel portfolio consists of 26 upper midscale Mercure branded hotels.

In 2016, we acquired the Hotelier Group Limited through a 50%/50% joint venture with FICO UK. The Hotelier Group’s hotel portfolio consists of three upper midscale hotels, two under the Holiday Inn brand and one under the Mercure brand. In the same year, we renovated 110 bungalows (standard) and all restaurants at Phi Phi Island Village Beach Resort.



In 2018, we acquired the leasehold over the land in CROSSROADS Project Phase 1. In the same year, we expanded our operations in Thailand and into the Maldives, Fiji, and Mauritius through the acquisition of six hotel properties managed by the Outrigger Hotel Group. We commenced development and construction of CROSSROADS Project Phase 1. This project comprises the development and operations of two internationally branded hotels, The Marina @ CROSSROADS, and another reclaimed island where another hotel can be developed. We also added 19 newly built grand deluxe pool villas to Santiburi Koh Samui.



For the year 2019, the Company issued and offered the ordinary shares by initial public offering (IPO) in the Stock Exchange of Thailand ("SET") on 12 November 2019, under tourism & leisure sector. After capital increase, Singha Estate Public Company Limited still maintained shareholding proportion in the Company at 60 percent of paid-up capital.

In the third quarter of 2019, two hotels as part of the CROSSROADS Project Phase 1 in the Emboodhoo Lagoon in the Republic of Maldives namely, SAI Lagoon Maldives, Curio Collection by Hilton (198 keys), and Hard Rock Hotel Maldives (178 keys) commenced its operation, including The Marina @CROSSROADS with retail shops, restaurants, beach club, museum, facilities, and entertainments.



In the first quarter of 2020, the Company disposed a 50% stake in Prime Locations Management 3 Limited ("PLM3"), representing 50% of the total ordinary shares in PLM3, to Wai Eco World Developer Pte. Ltd. ("WEWD") to jointly develop high-end lifestyle resorts on Island 3 of CROSSROADS Project composing of 80 villas to expand the client base into the luxury market in the Republic of Maldives. The construction has been in progress as planned and is expected to be ready for service in the second half of 2023.

In the third quarter of 2020, the Company renovated Outrigger Laguna Phuket Beach Resort, Edge Water Restaurant, and Edgewater Bar areas with objective to enhance spending per person. A multi-purpose hall with total areas of 1,900 square meters was constructed to support for meeting and seminar activities (MICE) and wedding ceremony arrangement to enhance the Company's revenue growth. Such renovation projects were completed in November 2020.

In 2021, the Company has executed in the sale and purchase agreement for ordinary shares, and in other related agreements of FS JV Co Limited ("FS JV"), a joint venture of the Company, in order to purchase a portion of ordinary shares of FS JV in a total of 500,000 shares at a par value of 1 pound per share or it accounted for 50% of the total paid-up capital, and to be assigned for rights and duties of the loan agreement having been made between FICO

UK as the creditor and FS JV as the debtor. As a result, after such transaction, the Company's holding of shares in FS JV accounted for 100%, which finally turned FS JV to be a subsidiary of the Company, whereas the Company has successfully reached an agreement for sale of land together with premises and other fixtures of Mercure Newbury Elcot Park Hotel in the United Kingdom in line with the Company's management plan for hotels there based on the Company's formulated vision and operation plan. The Company has also changed the management model of the Outrigger Group by self-managing 3 out of 6 hotels, e.g., SAii Phi Phi Island Village, SAii Laguna Phuket, and SAii Koh Samui Choengmon with an aim at adding efficacy and profitability. Further, the Company has executed the hotel management agreement with the hotel luxury brand under SO/Maldives brand with an aim at developing and managing a resort on Island 3 of CROSSROADS Project Phase 1 Maldives. It is expected that the hotel service there would start by 2023.

In 2022, the Company reached an agreement for sale of land together with premises and other fixtures of Mercure Burton Upon Trent, Newton Park, and Mercure London Watford in the United Kingdom. This is subjected to the Company's management plan for hotels in the United Kingdom, and strategy of improving its portfolio efficiency along with the entering into the Head Lease Acquisition of Mercure Perth Hotel to boost the Company's efficiency in asset management in the United Kingdom.

POLICY AND OVERVIEW OF BUSINESS

The Company has flexible management policies to suit its investment policy as seen in various business platforms of the current assets in which the Company has been investing. Not only flexibility in management lets the Company utilise its resources to the most efficiency, but it also increases the Company's opportunities to invest. The Company has five types of business platforms as follows:

1. Self-managed hotels with own management and operation under its own brand,

consisting of 4 hotels in Thailand namely, Santiburi Koh Samui, SAii Phi Phi Island Village, SAii Laguna Phuket, SAii Koh Samui Choengmon, and another one in the Republic of Maldives namely, Konotta Maldives Resort ("Self-Managed Hotels").

2. Hotels managed under the Third-Party Hotel Management Agreement.

The Company appoints third-party management operators, internationally renowned, to promote good brand image for its assets and manage hotels possessed by the Company, consisting of 3 hotels operated under the Outrigger brand, two of them are in the Republic of Fiji and one of them is in the Republic of Mauritius ("Outrigger Hotels"). The Company will pay management fees as remuneration.

3. Self-managed hotels with Franchise Agreement.

The Company increases the availability to marketing channels through the established well-known brands which will quickly raise awareness of the hotels under the management system familiar to the Company, consisting of two successfully developed hotels as part of CROSSROADS Project Phase 1 in the Republic of Maldives namely, SAii Lagoon Maldives, Curio Collection by Hilton, and Hard Rock Hotel Maldives ("CROSSROADS Project Phase 1 Hotels").

4. Third-party hotels managed under the Hotel Management Agreement Platform and with Franchise Agreement,

consisting of twenty-five upper midscale hotels managed under Interstate Hotels & Resorts, which is a leading hotel management company with expertise in hotel management and is widely accepted in the UK and Europe. It operates under a well-known franchise of the Mercure brand ("UK Portfolio Hotels").

5. Hotels operated under the Joint Venture Agreement Platform,

consisting of three upper midscale hotels operated under the Mercure and Holiday Inn brands in which the Company holds 50% in an equal joint venture with FICO UK, as well as SO/ Maldives which is under the development in the Republic of Maldives as part of Project CROSSROADS Phase 1 of Island 3, in which the Company holds 50% in an equal joint venture with Wai Eco World Developer ("Joint Venture Hotels"). Whereby operating under a joint venture, it is not consolidated within the Company's hospitality business, and instead accounted for using the equity method, pursuant to which the Company receives a share of profit or loss from the investment in the joint venture.



Revenue generating by types of business platform

(Unit: Baht Mil.)	2020		2021		2022	
	BAHT MIL.	%	BAHT MIL.	%	BAHT MIL.	%
Self-Managed Hotels	328.9	21.1%	234.0	5.2%	1,098.2	12.6%
Outrigger Hotels	607.1	38.8%	205.3	4.6%	1,486.2	17.1%
CROSSROADS Project Phase 1 Hotels	626.9	40.1%	1,627.4	36.1%	2,444.5	28.1%
UK Portfolio Hotels	N/A*	N/A	2,445.7	54.2%	3,663.6	42.1%
Total revenue from services	1,562.9	100.0%	4,512.5	100.0%	8,692.6	100.0%

Note: * The Company has held 50% of shares in its hotels located in the United Kingdom in year 2020 up to February 2021. Therefore, in 2021, there was no record of revenues from the Company's hotels in the United Kingdom.

Number of hotels and keys by type of business platform

	SELF-MANAGED HOTELS	OUTRIGGER HOTELS	CROSSROADS PROJECT PHASE 1 HOTELS		COMPANY'S OWN HOTELS IN THE UK	JOINT VENTURE HOTELS
Hotel name/ Brand	SAii Phi Phi Island Village, SAii Laguna Phuket, SAii Koh Samui Choengmon, Santiburi Koh Samui	Outrigger Fiji Beach Resort, Castaway Island, Outrigger Mauritius	SAii Lagoon Maldives, Curio Collection by Hilton	Hard Rock Hotel Maldives	Mercure	Mercure, Holiday Inn, SO/ Maldives
Number of hotel(s)	5	3	1	1	24	4
Number of rooms(s)	657	499	198	178	2,711	309
Business platform	Self-Managed	Third-Party Management Agreement	Franchise Agreement / Self-Managed	Franchise Agreement / Self-Managed	Franchise Agreement / Third-Party Management Agreement	Franchise Agreement / Third-Party Management Agreement
Scale	Upscale/ Luxury	Upper Upscale	Upper Upscale	Upper Upscale	Upper Mid-Scale	Upper Mid-Scale / Luxury
Hotel type	Resort	Resort	Resort	Resort	Hotel	Hotel / Resort



DETAILS AND PROGRESS ON UTILIZATION OF DEBT INSTRUMENT PROCEEDS

The Company received payment for additional ordinary shares for the amount of 1,437,456,000 shares offered for initially offering to the public. Such ordinary shares have a par value of Baht 5 per share, which was offered at the price of Baht 5.20 per share, totaling the net offering of Baht 7,351.6 million (after deduction of related fees and expenses).

In 2019, the proceeds totaled Baht 5,673 million had been used to repay loan for acquisition of Outrigger hotels business in 2018, repay other loans to Singha Estate Group, and to use as working capital. Hence, debt to equity ratio and finance cost have significantly reduced. This share offering increased financial potentials to support for the growth of the business.

In 2020, the Company used the proceeds of Baht 559.5 million in development of various projects, namely 1) CROSSROADS Phase 1, 2) Renovation uplift programs for Outrigger Laguna Phuket Beach Resort, and 3) Renovation and development of Phi Phi Island Village Beach Resort. In addition, the proceeds of Baht 174.1 million were utilized for business expansion and as working capital purpose and/or general purpose.

In 2021, the Company acquired additional 50% of the total issued shares of FS JV Co Limited, a joint venture company, amounting to Baht 564.5 million in equivalent. Moreover, in the previous year, the Company utilized the proceeds of Baht 30.4 million for a continued uplift program of SAii Phi Phi Island Village, and of Baht 202.9 million for business expansion, working capital, and/or general purposes.

In 2022, the Company made an additional investment amounting to Baht 148 million in its hotels in the United Kingdom in order to improve the Company's portfolio. The Company decided to invest in certain potential hotels to ensure that the operating performance would align with the Company's established plan.

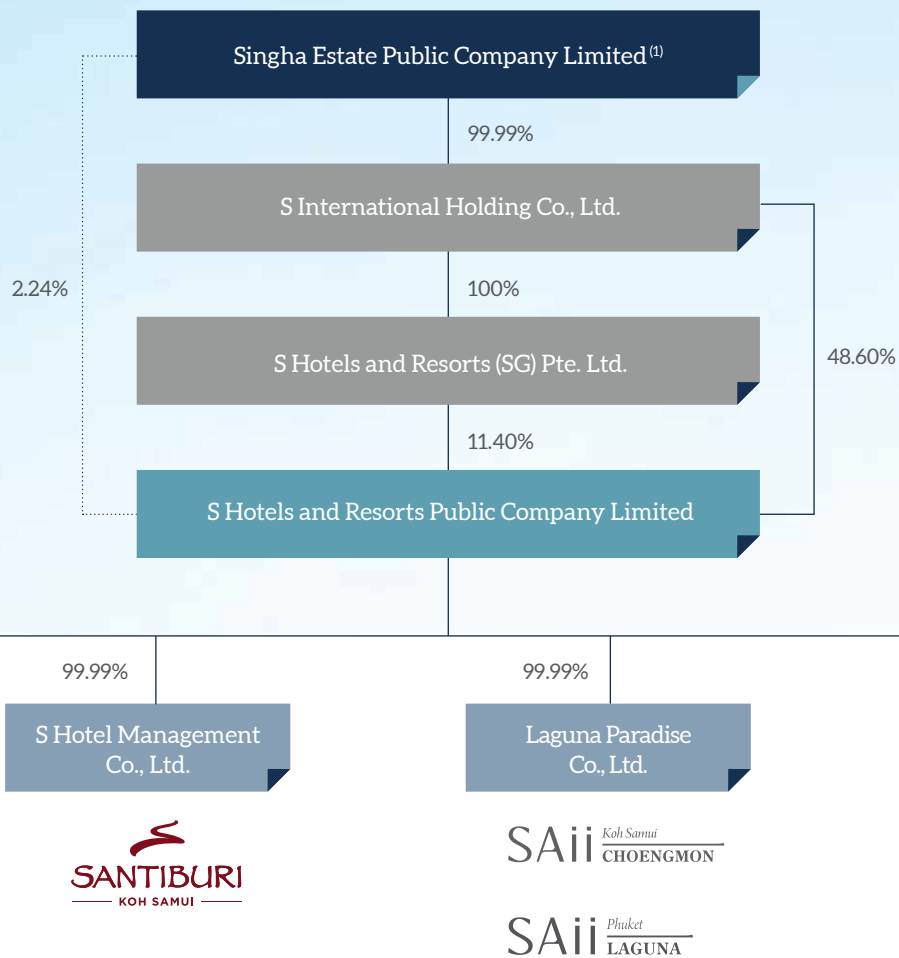
Thus, as at 31 December 2022, the Company has spent all proceeds gained from offering of debt instrument.

BUSINESS STRUCTURE OF THE GROUP OF COMPANIES

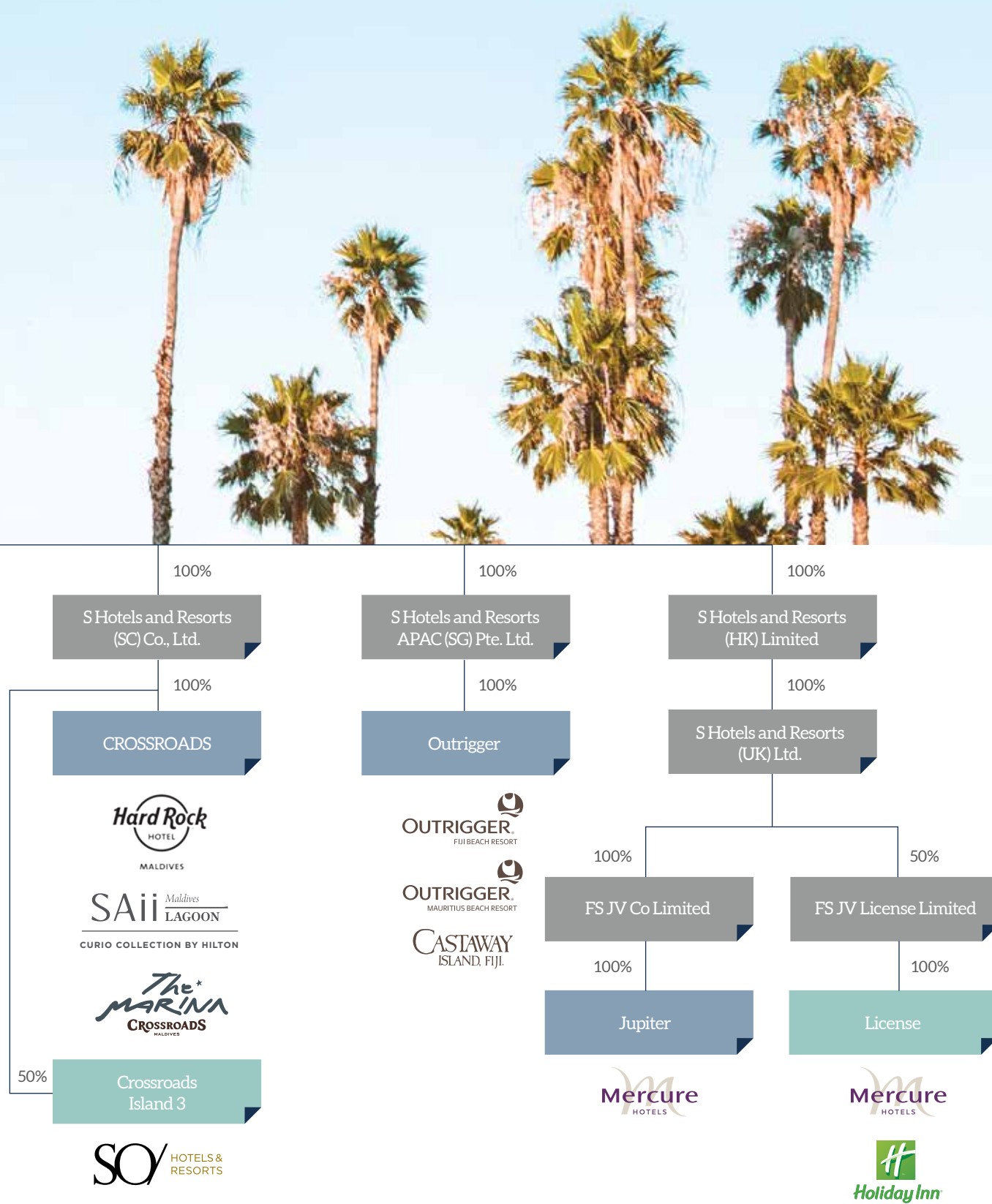
As at 31 December 2021, the Company's business structure comprised 31 direct and indirect subsidiaries, 1 associate, and 8 joint ventures. Overview of investment structure of the Group of Companies, classified by business group, is summarized as follows:

CORPORATE STRUCTURE

As of 31 December 2022



Remark: ⁽¹⁾ Please see 2022 Annual Report of Singha Estate Plc. for more details.



KEY BUSINESS SEGMENTS

5

Portfolio outreach/
Number of countries

7*

Hotel Brands

38*

Total Number of
Resorts/Hotels

4,552*

Total Number
of Keys



Mercure
2,711



Holiday Inn
229



SAii Lagoon Maldives,
Curio Collection by Hilton
198



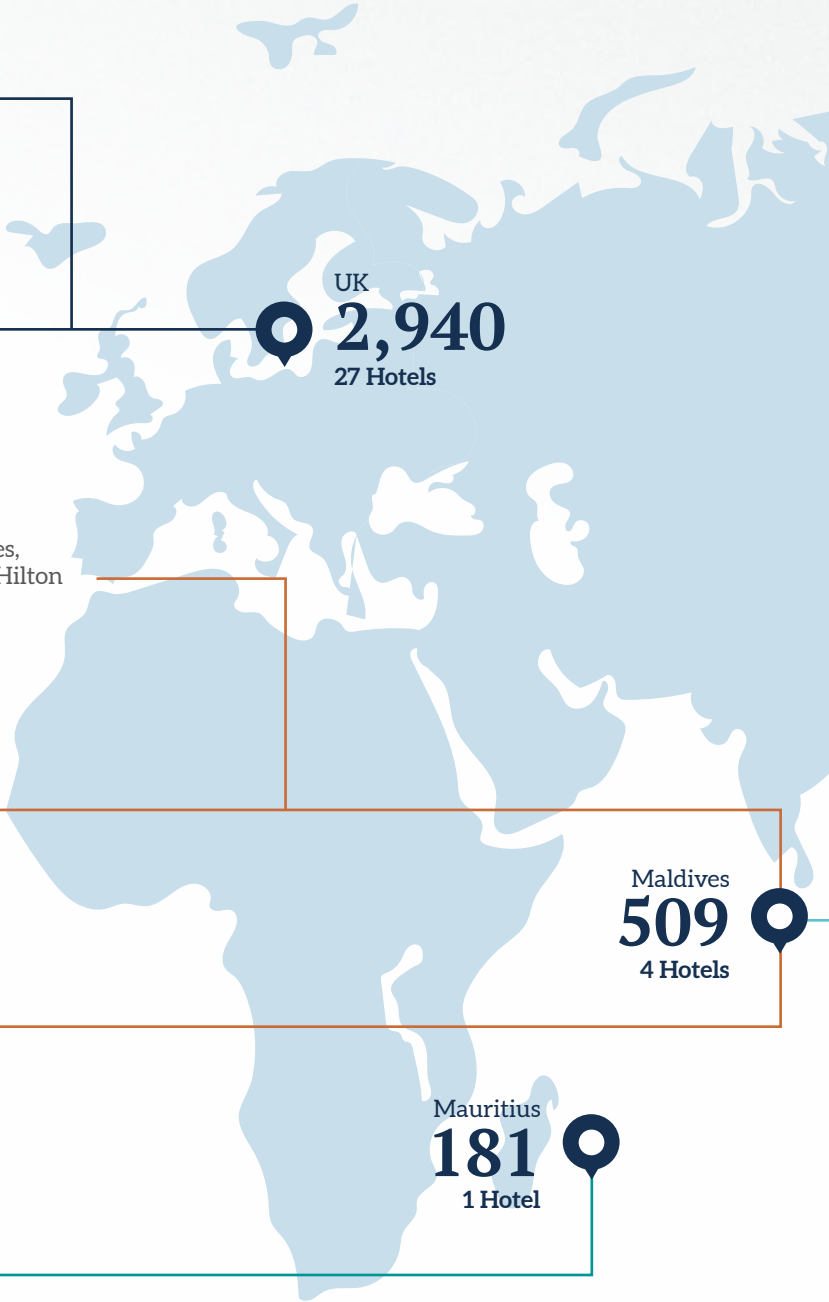
Hard Rock
Hotel Maldives
178



SO/ Maldives
80



Outrigger Mauritius
Beach Resort
181



Core portfolio excludes

- Three (3) hotels in the UK (Two Holiday Inn and One Mercure) which are held through a 50% stake in equal joint venture with FICO UK, and
- SO/ Maldives which is held through a 50% stake in equal joint venture with WEWD.

 Outrigger Hotels
  Self-Managed Hotels⁽¹⁾
 UK Hotels
  CROSSROADS Phase 1
  Total of keys



* Include SO/ Maldives which is under construction and is expected to open in 2023.

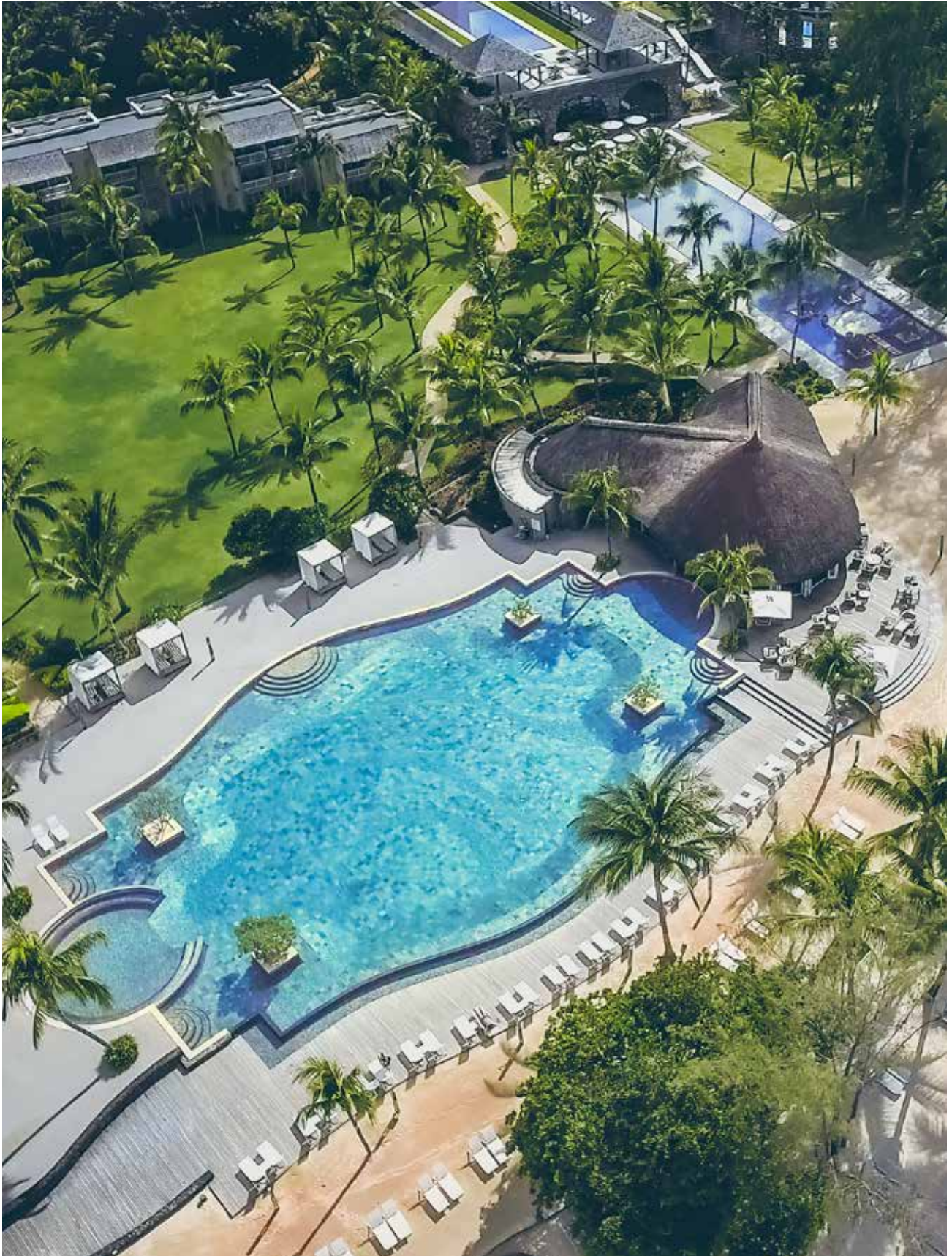
REVENUE STRUCTURE OF THE COMPANY AND ITS SUBSIDIARIES

Revenue structure of the Company and its subsidiaries

TYPE OF BUSINESS/OPERATED BY	2020		2021		2022	
	BAHT MIL.	%	BAHT MIL.	%	BAHT MIL.	%
Total Revenue from services	1,563	79.14	4,512	96.70	8,693	98.52
Room Revenue	851	43.09	2,438	52.24	4,946	56.05
F&B Revenue	456	23.09	1,370	29.36	2,736	31.01
Other Revenue	256	12.96	705	15.11	1,011	11.46
Other incomes	583	29.57	157	3.36	153	1.73
Other incomes	509	25.77	142	3.04	92	1.04
Interest income	144	7.29	35	0.75	40	0.45
Gain (loss) on exchange rate	(69)	(3.49)	(20)	(0.43)	21	0.24
Share of profit (loss) from investment in joint venture	(172)	(8.71)	(3)	(0.06)	(22)	(0.25)
Total revenues	1,974	100.00	4,667	100.00	8,824	100.00

Revenue structure of the Company from domestic and overseas

TYPE	2020		2021		2022	
	Baht Mil.	% total revenue	Baht Mil.	% total revenue	Baht Mil.	% total revenue
Domestic revenue	578	29.27%	238	5.11%	1,107	12.54%
Overseas revenue	1,395	70.73%	4,428	94.89%	7,717	87.46%



ASSETS USED IN OPERATIONS AND INFORMATION OF ASSET ASSESSMENT

1. OPERATING ASSETS OF THE COMPANY

As of 31 December 2022, the Company has assets used for business operation consisting of commercial properties, lands, buildings, and equipment used for hotel business operation, and leasehold rights with a total value of Baht 28,968 million (pursuant to the consolidated financial statements). Details are as follows:

LIST OF ASSETS	VALUE (MILLION BAHT)
Commercial Properties (or Properties for Investment) ¹	922
Lands, Buildings and Equipment ¹	23,030
Leasehold Rights ¹	5,016
Total	28,968

Commercial Properties

PROJECT	PROJECT TYPE	LOCATION	SIZE OF LAND FOR ENTIRE PROJECT (RAI-NGAN-SQ. WAH.)	CHARACTERIZED OWNERSHIP	ENCUMBRANCES (PARTIAL / ENTIRE MORTGAGE WITH)
The Marina @ CROSSROADS, Maldives	Retail Area for Rent	Emboodhoo Lagoon in Kaafu Atoll, the Republic of Maldives	74-1-67.63	Owner	EXIM BANK ²

Lands, Buildings and Equipment

PROJECT	PROJECT TYPE	LOCATION	SIZE OF LAND FOR ENTIRE PROJECT (RAI-NGAN-SQ. WAH.)	CHARACTERIZED OWNERSHIP	ENCUMBRANCES (PARTIAL / ENTIRE MORTGAGE WITH)
SAii Phi Phi Island Village	Hotel	Phi Phi Don Island, Ao Nang Subdistrict, Mueang District, Krabi Province	167-1-42	Owner	KBANK ³
SAii Lagoon Maldives	Hotel	Emboodhoo Lagoon in Kaafu Atoll, the Republic of Maldives	37-0-94-0	Owner	EXIM BANK ²
Hard Rock Hotel Maldives	Hotel	Emboodhoo Lagoon in Kaafu Atoll, the Republic of Maldives	46-3-3	Owner	EXIM BANK ²
SAii Laguna Phuket	Hotel	Choeng Thale Subdistrict, Thalang District, Phuket Province	52-3-87	Owner	KBANK ³
Outrigger Fiji Beach Resort	Hotel	Conua District, Viti Levu Island, the Republic of Fiji	967-1-24.75	Owner	ANZ ⁴

Remark: ¹ Market price pursuant to the consolidated financial statements

² Export - Import Bank of Thailand

³ Kasikornbank Public Company Limited

⁴ Australia and New Zealand Banking Group Limited (Fiji Branch)

PROJECT	PROJECT TYPE	LOCATION	SIZE OF LAND FOR ENTIRE PROJECT (RAI-NGAN-SQ. WAH.)	CHARACTERIZED OWNERSHIP	ENCUMBRANCES (PARTIAL / ENTIRE MORTGAGE WITH)
Mercure Ayr Hotel	Hotel	Dalblair Road, Ayr KA7 1UG, Scotland, United Kingdom	2-2-0	Owner	Santander UOB Bank of Ireland ⁶
Mercure Bolton Georgian House Hotel	Hotel	Manchester Road, Blackrod, Bolton BL6 5RU, England, United Kingdom	9-2-52	Owner	Santander UOB Bank of Ireland ⁶
Mercure Bradford Bankfield Hotel	Hotel	Bradford Road, Bingley BD16 1TU, England, United Kingdom	21-1-33	Owner	Santander UOB Bank of Ireland ⁶
Mercure Brighton Seafront Hotel	Hotel	149 Kings Road, Brighton, BN1 2PP, England, United Kingdom	1-2-64	Owner	Santander UOB Bank of Ireland ⁶
Mercure Bristol North The Grange Hotel	Hotel	Old Gloucester Road, Winterbourne, Bristol BS36 1RP, England, United Kingdom	38-3-98	Owner	Santander UOB Bank of Ireland ⁶
Mercure Chester Abbots Well Hotel	Hotel	Whitchurch Road, Chester CH3 5QL, England, United Kingdom	9-3-8	Owner	Santander UOB Bank of Ireland ⁶
Mercure Gloucester Bowden Hall Hotel	Hotel	Bondend Road, Gloucester GL4 8ED, England, United Kingdom	48-1-45	Owner	Santander UOB Bank of Ireland ⁶
Mercure Hull Grange Park Hotel	Hotel	Grange Park Lane, Hull, HU10 6EA, England, United Kingdom	39-1-66	Owner	Santander UOB Bank of Ireland ⁶
Mercure Inverness Hotel	Hotel	Church Street, Inverness, IV1 1DX, Scotland, United Kingdom	2-0-76	Owner	Santander UOB Bank of Ireland ⁶
Mercure Leeds Parkway Hotel	Hotel	Otley Road, Leeds LS16 8AG, England, United Kingdom	19-3-89	Owner	Santander UOB Bank of Ireland ⁶
Mercure Leicester The Grand Hotel	Hotel	Granby Street, Leicester LE1 6ES, England, United Kingdom	3-2-93	Owner	Santander UOB Bank of Ireland ⁶
Mercure Maidstone Great Danes Hotel	Hotel	Ashford Road, Hollingbourne, Maidstone, ME17 1RE, England, United Kingdom	59-3-49	Owner	Santander UOB Bank of Ireland ⁶
Mercure Norwich Hotel	Hotel	Boundary Road, Norwich, NR3 2BA, England, United Kingdom	7-1-28	Owner	Santander UOB Bank of Ireland ⁶
Mercure Tunbridge Wells Hotel	Hotel	8 Tonbridge Rd, Pembury, Tunbridge Wells TN2 4QL, England, United Kingdom	15-0-85	Owner	Santander UOB Bank of Ireland ⁶
Mercure Wetherby Hotel	Hotel	Leeds Road, Wetherby, LS22 5HE, England, United Kingdom	12-2-85	Owner	Santander UOB Bank of Ireland ⁶
Mercure York Fairfield Manor Hotel	Hotel	Shipton Road, York YO30 1XW, England, United Kingdom	20-3-11	Owner	Santander UOB Bank of Ireland ⁶

Remark: ¹ Market price pursuant to the consolidated financial statements

² Export - Import Bank of Thailand

³ Kasikornbank Public Company Limited

⁴ Australia and New Zealand Banking Group Limited (Fiji Branch)

⁶ Santander UK Public limited company, United Overseas Bank Limited, London branch and Bank of Ireland Group Public limited company

Leasehold Rights

PROJECT	PROJECT TYPE	LOCATION	SIZE OF LAND FOR ENTIRE PROJECT (RAI-NGAN-SQ. WAH.)	CHARACTERIZED OWNERSHIP	OWNERSHIP	TERM OF AGREEMENT	ENCUMBRANCES (PARTIAL / ENTIRE MORTGAGE WITH)
Castaway Island, Fiji	Hotel	Castaway (Qalito) Island, the Republic of Fiji	183-2-39	Leasehold	Tokatoka Nalotulevu Mataqali Ketenamasi of the Solevu village	Starting from 1 July 1993, 89-year lease agreement	ANZ ⁴
SAii Koh Samui Choengmon	Hotel	Bophut Subdistrict, Koh Samui District, Surat Thani Province	12-3-32.5	Leasehold	Mr. Somkid Plomchan	Starting from 1 May 2004, 30-year lease agreement	UOB ⁷
Outrigger Mauritius Beach Resort	Hotel	Allée des Cocotiers, Bel Ombre, the Republic of Mauritius	55-1-87.37	Leasehold	Government of Mauritius	Starting from 2 February 2004, 59-year and 4-month lease agreement	Afrasia ⁵
Santiburi Koh Samui	Hotel	Koh Samui, Maenam Subdistrict, Koh Samui District, Surat Thani Province	57-0-22.7	Leasehold	Singha Estate Plc.	Starting from 1 December 2018, 90-year lease agreement	UOB ⁷
CROSSROADS	Hotel and retail space for rent	Emboodhoo Lagoon in Kaafu Atoll, the Republic of Maldives	206-0.18-0	Leasehold	The Government of Maldives represented by the Ministry of Tourism	Starting from 9 February 2016, 50-year lease agreement	EXIM BANK ²
Mercure Edinburgh City Princes Street Hotel	Hotel	54-58 Princes Street, Edinburgh EH2 2DG, Scotland, United Kingdom	3-0-78	Leasehold	Mount Royal Property Group Limited	Starting from 1 December 2005, 33-year lease agreement	Santander UOB Bank of Ireland ⁶
Mercure Glasgow City Hotel	Hotel	201 Ingram Street, Glasgow, G1 1DQ, Scotland, United Kingdom	1-2-57	Leasehold	Alternative Income Limited	Starting from 24 August 1999, 34-year lease agreement	Santander UOB Bank of Ireland ⁶
Mercure Livingston Hotel	Hotel	Almondview, Livingston, EH54 6QB, Scotland, United Kingdom	12-1-100	Leasehold	Welling Properties Limited	Starting from 24 August 1999, 34-year lease agreement	Santander UOB Bank of Ireland ⁶
Mercure Manchester Piccadilly Hotel	Hotel	Portland Street, Manchester, M1 4PH, England, United Kingdom	2-1-35	Leasehold	BNP Paribas Securities Services Trust Company Limited	Starting from 11 March 2009, 51-year lease agreement	Santander UOB Bank of Ireland ⁶
Mercure Perth Hotel	Hotel	West Mill Street, Perth PH1 5QP, Scotland, United Kingdom	2-3-35	Leasehold	Aviva Life & Pensions UK Limited	Starting from 24 August 1999, 34-year lease agreement	Santander UOB Bank of Ireland ⁶
Mercure Swansea Hotel	Hotel	Phoenix Way, Swansea SA7 9EG, Wales, United Kingdom	9-1-99	Leasehold	Comfort Lodge (UK) Limited	Starting from 24 June 1997, 112-year lease agreement	Santander UOB Bank of Ireland ⁶

Remark: ² Export - Import Bank of Thailand⁴ Australia and New Zealand Banking Group Limited (Fiji Branch)⁵ Afrasia Bank Limited⁶ Santander UK Public limited company, United Overseas Bank Limited, London branch and Bank of Ireland Group Public limited company⁷ United Overseas Bank (Thai) Public Company Limited

2. INTANGIBLE ASSETS OF THE COMPANY AND ITS SUBSIDIARIES

Intangible assets that are important to the operations of the Company and its subsidiaries as at 31 December 2022 are as follows:

TYPE OF ASSETS	NET BOOK VALUE (MILLION BAHT)
Goodwill	1,630
Computer software	31
Trademark	4
Franchise	46
Total	1,711

3. INFORMATION OF APPRAISED VALUE OF ASSETS

The Company and its subsidiaries have conducted the assets appraisal on commercial properties including evaluating other assets for financial statements purpose. Significant details of which are as follows:

Commercial Properties

ASSETS	LOCATION	CHARACTERIZED OWNERSHIP	APPRAISAL COMPANY	APPRAISAL OBJECTIVE	VALUE APPRAISAL METHOD	DATE OF APPRAISAL/ DATE OF REPORT	APPRAISED VALUE (MILLION BAHT)
The Marina @ CROSSROADS, Maldives	Emboodhoo Lagoon in Kaafu Atoll, the Republic of Maldives	Owner	American Appraisal (Thailand) Ltd.	To appraise the fair market value of property	Income approach and Cost approach	10 February 2021	756.93

Lands, Buildings and Equipment

ASSETS	LOCATION	CHARACTERIZED OWNERSHIP	APPRAISAL COMPANY	APPRAISAL OBJECTIVE	VALUE APPRAISAL METHOD	DATE OF APPRAISAL/ DATE OF REPORT	APPRAISED VALUE (MILLION BAHT)
SAii Koh Samui Choengmon	Bophut Subdistrict, Koh Samui District, Surat Thani Province	Owner	American Appraisal (Thailand) Ltd.	To appraise the fair market value of property	Income approach and Cost approach	4 February 2021	261.00

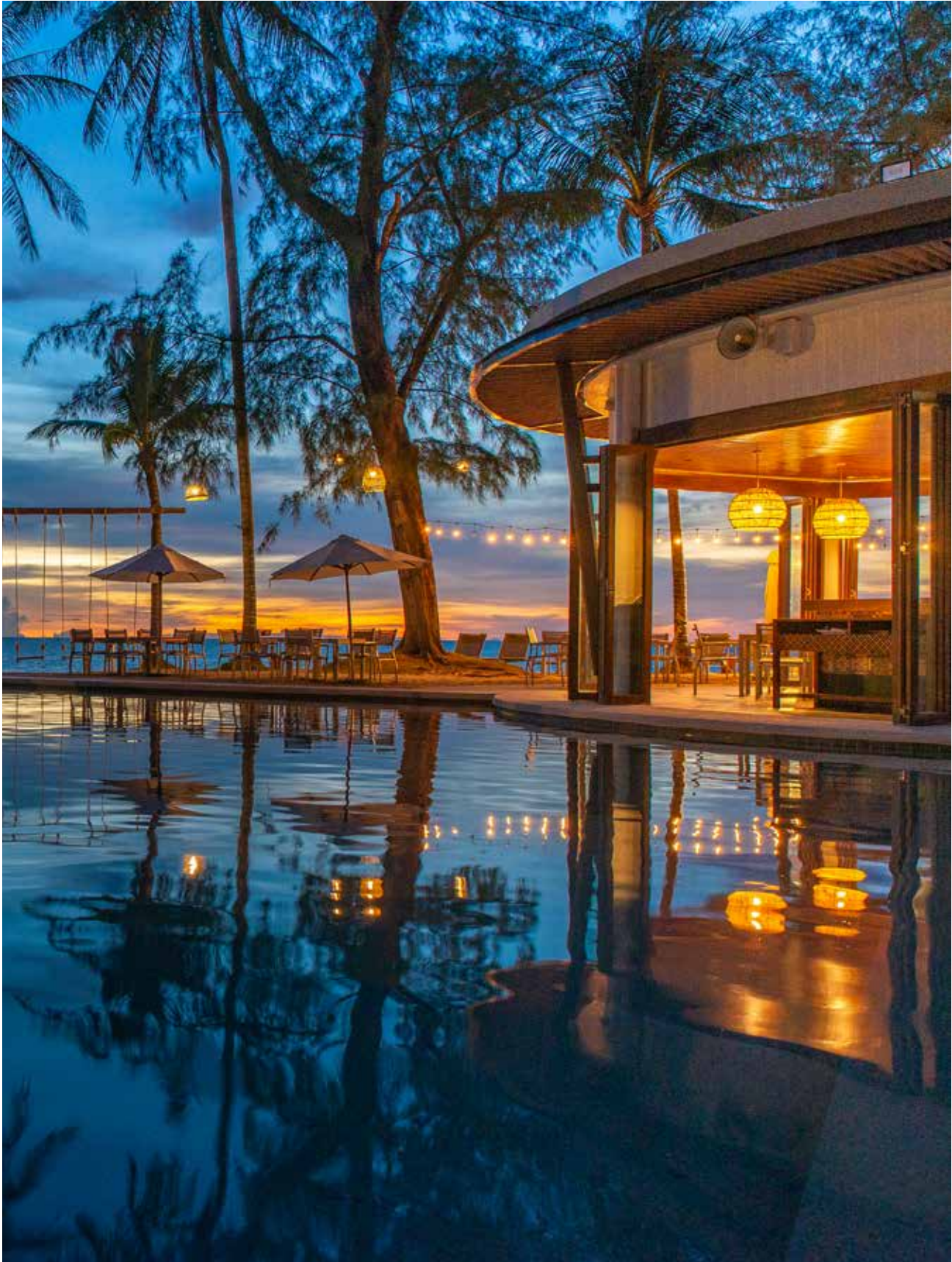
Policy on Investment in Subsidiary and Associate Companies

The Company has the policy to invest in subsidiary or associate companies which are aligned with the Company's goals, vision, and strategic plans for the business growth in order to increase the Company's operating performance or profit, or to invest in businesses that create synergy, which would boost the Company's ability to stay competitive, and enable it to achieve leadership in its core business.

The Company may consider investing in other businesses if they prove beneficial for their growth capability, business expansion, or for the best interest of the group companies, and would generate good returns on investment. The Company shall ensure a regulatory mechanism which will allow it to supervise and account for the operation of its subsidiary companies as though they are units of the Company itself, as well as a suitable and sufficiently secure measure to monitor the management of and an internal control system for the subsidiary companies, so as to safeguard the Company's investment, in accordance with the prescribed criteria, whereby the Company deems that they shall create synergy, increase revenue channels, and increase its profitability. Before going through with investment in a project, the Company shall consider the investment ratio, expected profit, potential risks, and its financial status, with an appropriate analytical procedure. Such investment shall also be subject to consideration and approval by the Board of Directors or the Meeting of Shareholders (as the case may be), with the application for approval of which being subject to the relevant notifications of the Capital Market Supervisory Board and the Stock Exchange of Thailand.

In addition, the Company shall appoint its qualified and experienced representatives to join the companies' Board of Directors of the subsidiary or associate companies, the structure of which shall at least be in accordance with the shareholding ratio (as the case may be), so that the Company can determine important policies and supervise the operations of such subsidiary and associate companies, as well as to protect the shareholders' interest as the Company deems it appropriate. Moreover, the Company has the policy to monitor the management of the subsidiary and associate companies, for the purpose of safeguarding its investment, by requiring the subsidiary and affiliate companies to submit monthly operating reports and quarterly financial statements audited by certified external auditors, including their supporting data used in the preparation of such financial statements.

From the Company's separate financial statements as of 31 December 2022, the Company has investments in subsidiaries at the total amount of Baht 16,835.65 million or 75.96% of the total assets.



OUR PROJECTS IN 2022





SANTIBURI KOH SAMUI

Santiburi Koh Samui is the one of the first 5-star resorts which has been well-known to tourists for over 20 years. It is the first hotel business which Singha Estate (“Singha” or “S”) has acquired in 2014. Later, the Company entered into a contract with Singha Estate for the rent of land and structures of Santiburi Koh Samui where has the total of 96 rooms, comprising of 12 duplex suites, 65 Thai-styled villas reminiscence of an ancient Sukhothai village, and 19 Grand Reserve Pool Villas in the large modern villa with private swimming pool.



Location:
Koh Samui, Mae Nam Sub-district Koh Samui District, Surat Thani Province, Thailand



Area:
56-3-93 rai
(The Company has a leasehold right to land ending in 2048 with the right to renew the contract 2 times, each time for 30 years.)



Description:
5-star hotel on a private beach more than 300 meters long with full facilities, including large swimming pools, restaurants, beach centre, spa centre, fitness centre, and water sport activity centre



Number of keys:
96 keys, including Duplex Suites and private villas



Target group:
High-end and experiential global travelers, honeymooners, families, MICE groups, destination wedding groups



Awards

2022

- TripAdvisor Travellers' Choice Awards 2022
- Green Globe™ Certification*

2021

- Agoda's 2021 Customer Review
- Tripadvisor's Travelers's Choice 2021

2020

- Green Hotel Award (Gold Level) 2020
- UNESCO's Sustainable Tourism Pledge 2020
- "Best of the Best" Award 2020 – Tripadvisor's Travelers' Choice, having been recognized from the guests as the hotel that the foreigners needed to stay the most on the island
- Agoda's 2020 Customer Review

2019

- Thailand Greenhouse Gas Management Organization – 'Carbon Neutral' Certificate 2019
- Holiday Check Award – One of the 'most popular hotels worldwide' 2019
- TripAdvisor Award – Top 25 Luxury Hotels in Thailand 2019

2018

- Luxury Life Style Award – Symbol of Excellence
- Smart Travel Asia – Best Top 25 Family & Wellbeing Resort in Asia
- TripAdvisor Award
- Holiday Check Award
- Expedia Award – Top 5 Most Improved Hotel Partner

Remark: * Awarded in the beginning of the year 2023



ROOM TYPE	AVERAGE SIZE (sq. m.)	NO. OF KEYS
One Bedroom Duplex Suite	55	8
Two Bedroom Duplex Suite	91	4
Deluxe Garden Villa	60	10
Grand Deluxe Garden Villa	65	20
Grand Deluxe Garden Villa with Plunge Pool	115	12
Deluxe Pool Villa	136	4
Grand Reserve Pool Villa	250	19
Grand Deluxe Pool Villa	285	6
Deluxe Beachfront Villa	65	7
Deluxe Beachfront Villa with Plunge Pool	121	4
Two Bedroom Grand Deluxe Beachfront Villa	176	1
Two Bedroom Grand Deluxe Beachfront Villa with Private Pool	195	1
Total		96

SAII PHI PHI ISLAND VILLAGE

This upper upscale lifestyle resort, rebranded in February 2021, has been well recognized among tourists and divers. This resort is situated on a private 800-meter stretch of pristine white sand beach of Phi Phi Don Island. It has been renovated continually. With an excellent response from many tourists around the world, the operating performance of this resort has been strong so all accommodation and facilities have been refurbished, including the gorgeous open-plan lobby, freeform swimming pool, relaxing-ambient spa, sea-facing restaurants, and premium accommodation rooms, Hillside Pool Villa, with private swimming pool for privacy and tranquil relaxation, with the additional option of a new “Two-bedroom Hillside Pool Villa”. This resort also encourages the tourists to care for and restore environment through activities at “Marine Discovery Centre” located in the resort.

SAii *Phi Phi Island*
VILLAGE

 **Location:**
Phi Phi Don Island, Ao Nang Sub-district,
Mueang Krabi District Krabi Province, Thailand

 **Area:**
167-1-42 rai
(The Company holds the ownership of the land.)

 **Description:**
4-star hotel on a private beach about
800 meters long, complete with facilities
including 2 large swimming pools, a beach
restaurant and spa centre



 **Number of keys:**
201 private villas consisting of bungalow
and villa cluster

 **Target group:**
Experiential global travelers, honeymooners,
families, MICE groups, destination wedding groups



Awards

2022

- Green Hotel Award (2022-2024) – Gold Level
- Green Globe™ Certification*

2021

- Tripadvisor's Travelers' Choice 2021
- Agoda's 2021 Customer Review

2020

- Condé Nast Readers' Choice Awards 2020 as the 6th best resort in Thailand
- Responsible Thailand Awards in Marine and Nature category arranged by Tourism Authority of Thailand ("TAT") in cooperation with Wanderlust Travel Media from England
- Tripadvisor's Travelers' Choice 2020
- Agoda's 2020 Customer Review

2019

- Green Hotel Award – Gold Level
- Thai Hotels Association – Plastic Free Resort
- TripAdvisor – Hall of Fame
- Recommended hotels on HolidayCheck
- Expedia Top 4 Star Hotel Partner
- Hotels.com Loved by Guests Award 2019 – guests rating 8.9
- Plaque of Recognition of Business & Biodiversity Check From GDF (Global Nature Fund) and BEDO (Biodiversity-Based Economy Development Office)
- Tripadvisor – Certificate of Excellence 2013-2019

Remark: * Awarded in the beginning of the year 2023

2018

- Green Leaf Foundation – Recognition of '3 Leaves'
- Hotels.com – Loved By Guests Most Wanted Award
- Agoda – Guests Review Award
- Ctrip – Best Resort in Krabi Award



ROOM TYPE	AVERAGE SIZE (sq. m.)	NO. OF KEYS
Superior Bungalow Double	35	60
Superior Bungalow Twin	35	12
Deluxe Garden Double	38	39
Deluxe Garden Twin	38	5
Deluxe Bungalow Double	59	36
Deluxe Bungalow Twin	59	1
Deluxe Connecting Double	51	5
Deluxe Connecting Twin	51	5
Deluxe Seaview Double	59	11
Deluxe Seaview Twin	59	1
Beachfront Junior Suite	79	14
Hillside Pool Villa	110	12
Total		201

SAII LAGUNA PHUKET

SAii Laguna Phuket is one of the upper upscale lifestyle resorts located in the heart of “Laguna Phuket” where can appreciate the scenery of Bang Tao Beach, one of the most beautiful beaches in Phuket. This resort has been rebranded in February 2021 and its management has been changed to be self-managed or the hotel directly managed by the Company. Previously, this hotel was named Outrigger Laguna Phuket Beach Resort where has been managed by the Outrigger Group. After such rebranding, SAii Laguna Phuket has obtained an excellent response from tourists around the world. Except an improvement of properties, this hotel also has a large conference room to support the MICE business. Therefore, the guests can enjoy the facilities renovated into a new style such as banquet hall, seaside restaurant and beachfront bar, and unique restaurants either Thai, fusion, or international cuisines and many more. This resort is therefore suitable for a couple, a family, and a group of friends, as well as for arrangements of expectable events and wedding ceremony.

SAii ^{Phuket} LAGUNA


Location:

Bang Tao Beach, Bang Tao/Laguna, Phuket Province, Thailand


Area:

52-1-20 rai

(The Company holds the ownership of the land.)


Description:

4.5-star hotel on a private beach with complete facilities including a large swimming pool, restaurant, game room, tennis court and spa centre


Number of keys:

255 keys consisting of Duplexes and Suites


Target group:

Experiential or high-end leisure travelers



Awards

2022

- TripAdvisor Travellers' Choice Awards 2022
- Green Globe™ Certification*

2021

- Thailand MICE Venue Standard (TMVS) 2021-2023
- TripAdvisor's Travelers' Choice 2021
- Agoda's 2021 Customer Review

2018

- Thailand MICE Venue Standard Accreditation (TMVS) from Thailand Exhibition and Convention Bureau
- Certificate of Excellent Service from TripAdvisor for the restaurant Metzo's

2017

- Best Resort (Service Excellence) for Asia Pacific from Travel Weekly Asia, Readers' Choice Awards
- Holiday Check – Recommended Hotels
- Certificate of Excellent Service from TripAdvisor for the restaurant Metzo's, Top Performing Hospitality Business as reviewed by travellers
- Certificate of Excellent Service from TripAdvisor for Outrigger Laguna Phuket Beach Resort – Top Performing Hospitality Business as reviewed by travellers

Remark: * Awarded in the beginning of the year 2023



ROOM TYPE	AVERAGE SIZE (sq. m.)	NO. OF KEYS
Lagoon View	43	109
Ocean View Balcony	43	20
Ocean View Terrace	43	17
Oceanfront Balcony	43	9
Oceanfront Terrace	43	9
Club Lagoon View	54	54
Club Ocean View	54	19
Club Oceanfront	54	9
One Bedroom Suite Lagoon	104	2
One Bedroom Suite Ocean View	104	3
One Bedroom Suite Ocean Front	104	3
Two Bedrooms Suite	120	1
Total		255

SAII KOH SAMUI CHOENGMON

SAii Koh Samui Choengmon is the latest resort which has been rebranded while the management style has been changed to be self-managed style or the hotel directly managed by the Company. Its services were reopened in December 2021. This resort, previously known as Outrigger Koh Samui Beach Resort, is located on a 300-metre stylish, environmentally friendly, tranquil, and private beach next to Hanuman Bay, in the north-eastern seacoast of Koh Samui, that allows the guests to intimately indulge in the beauty of nature and it is not far from Koh Samui International Airport. Each suite and villa of "SAii Koh Samui Choengmon" is equipped with a private swimming pool. The resort also provides many activities with a fully equipped fitness center, suitable for tourists travelling as a couple and a family.

SAii Koh Samui CHOENGMON



Location:

Koh Samui, Koh Samui District
Surat Thani Province, Thailand



Area:

12-0-0 rai

(The Company owns a leasehold right to land ending in 2045.)



Description:

4.5-star resort on a 300-meter private beach with full facilities including a private pool in every room, one large swimming pool, beach restaurant and spa centre



Number of keys:

52 keys consisting of Suites and private villas



Target group:

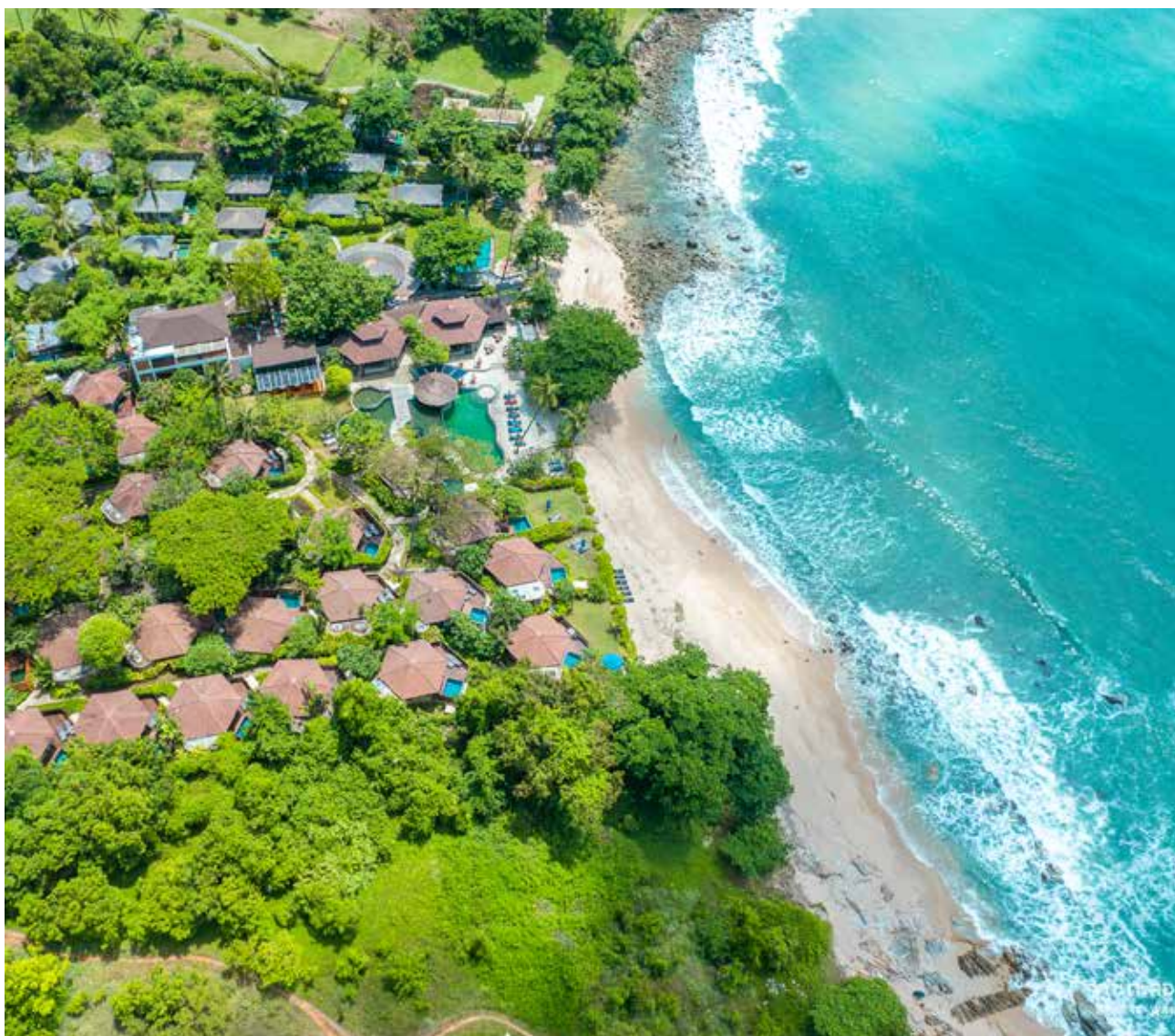
Experiential or high-end leisure travelers, honeymooners, and families



Awards

2021

- Tripadvisor's Travelers' Choice 2021



ROOM TYPE	AVERAGE SIZE (sq. m.)	NO. OF KEYS
Plunge Pool Suite	80	28
Ocean View Plunge Pool Suite	80	3
One Bedroom Pool Villa	100	18
Beachfront Plunge Pool Suite	80	3
Total		52

KONOTTA MALDIVES RESORT

Kanotta Maldives Resort is a luxurious and private 5-star resort, located in the Gaafu Dhaalu Atoll on the Konotta Island, in the southern part of the Republic of Maldives, and on beautiful clear water. It is a popular resort for the divers and is located in a convenient area, just 18 km. from Kaadedhdhoo Airport. As of December 31, 2022, this resort has been closed to be in line with the market condition encountering the uncertainty of the pandemic. The Company has been considering its future operating plan.

KONOTTA MALDIVES RESORT



Location:
Konotta Island, South Huvadhoo
Gaafu Dhaalu Atoll, Republic of Maldives



Area:
56-0-65 rai
(The Company owns a leasehold right to the land ending in 2055.)



Description:
5-star hotel on a private beach with complete facilities including 4 swimming pools, a beachfront restaurant, kid's club, spa centre and a water sport activity & diving centre



Number of keys:
53 keys consisting of Beach Pool Villas, Lagoon Pool Villas, and Ocean Pool Villas



Target group:
Experiential or high-end leisure travelers



Awards

2016

- Best Serviced Luxury Villas of World Luxury Hotel Award
- Regional Winner: Indian Ocean Islands
- Haute Grandeur – Best New Hotel, Indian-Ocean



ROOM TYPE	AVERAGE SIZE (sq. m.)	NO. OF KEYS
Beach Pool Villa	211	21
Lagoon Pool Villa	160	1
Ocean Pool Villa	225	21
Two Bedroom Beach Pool Villa	282	8
Two Bedroom Lagoon Pool Villa	230	1
Grand Konotta Villa	600	1
Total		53

OUTRIGGER GROUP

The Company has 3 hotels and resorts in 2 countries under management of the Outrigger Group: (1) Outrigger Fiji Beach Resort, the Republic of Fiji; (2) Castaway Island, Fiji, the Republic of Fiji; and (3) Outrigger Mauritius Beach Resort, the Republic of Mauritius as per the following details.

OUTRIGGER FIJI BEACH RESORT

Outrigger Fiji Beach Resort is a 5-star resort located on the Coral Coast of Viti Levu Island, surrounded by palm trees and lush landscapes, adjacent to the coral reefs of the Republic of Fiji’s Coral Coast which have been recognized by many tourists and divers for long. The resort has 253 rooms, which include 206 suite rooms and 47 bure bungalows. The resort primarily focuses on the wedding service market.



-  **Location:**
Sydney Drive, Off The Queens Highway,
Sigatoka, Republic of Fiji
-  **Area:**
967-1-25 rai
(The Company holds the ownership of the land.)
-  **Description:**
5-star hotel on a private beach with complete facilities including 2 large swimming pools, a beachfront restaurant, kids club, tennis court and spa centre



-  **Number of keys:**
253 keys consisting of Deluxe Suites and bungalow-style private villas (Bures)
-  **Target group:**
Experiential or high-end leisure travelers and wedding groups



Awards

2018

- Holiday with Kids – Number 1 Family Resort Destination in Fiji
- HM Awards Australia – Best Fiji Property
- Pevonia – Spa Excellence in Customer Service Awards
- Fiji Human Resources Institute Awards 2018 – HR Executive of the Year, Learning and Development Programme of the Year
- Health & Safety Well Being Programme of the Year
- HR Practitioner of the Year and Rising Star of the Year

2017

- Fiji Excellence in Tourism Awards – Best Deluxe Accommodation
- Holiday with Kids – Number 1 Family Resort Destination in Fiji
- HM Awards Australia – Best Fiji Property
- Pevonia Awards – Best Spa Design

2016

- Fiji Excellence in Tourism Awards – Best Visitor Dining Experience for Ivi restaurant
- Fiji Excellence in Tourism Awards – Best Deluxe Accommodation
- Out & About With Kids – Best Family Resort in Fiji
- Pevonia Awards – Best Spa Design



ROOM TYPE	AVERAGE SIZE (sq. m.)	NO. OF KEYS
Resort View Room	47	71
Ocean View Room	47	127
Plantation Bure	50	28
Ocean Breeze Bure	50	7
One Bedroom Suite	87	8
Plantation Family Bure	120	5
Beachfront Bure	50	7
Total		253

CASTAWAY ISLAND, FIJI

Castaway Island, Fiji is a 5-star resort in the Malolo District, Nadi off the northwest coast of Viti Levu, Fiji. Castaway Island or Qalito Island is renowned for its northern and southern scenery facing white sand beaches. The hotel covers an area of 294,400 sq. m. and is located in the heart of the Mamanuca Islands group with offering privacy, surrounded by white sand beaches, coral reefs, and crystal-clear water. This island has been well-known for tourists and divers for long, and has been presented for numerous tourism awards.

CASTAWAY
ISLAND, FIJI.

 **Location:**
Castaway (Qalito) Island
Republic of Fiji

 **Area:**
183-2-39 rai
(The Company owns a leasehold right to land ending in 2082.)

 **Description:**
5-star hotel with private beach and complete facilities including 2 large swimming pools, a beach restaurant, spa centre and water sport activity & diving centre



 **Number of keys:**
65 keys consisting of bungalow-style private villas

 **Target group:**
Experiential or high-end leisure travelers



Awards

2018

- HM Awards – Hotel and Accommodation Excellence (Fijian Property Finalist)
- Holiday with Kids – Number 1 Family Resort in Fiji (from upscale level downward)

2017

- Holiday with Kids – Top 10 Readers Choice Awards
- Outrigger Hotels & Resorts – Property of the Year
- Out & About with Kids – Finalist for Best Family Resort in Fiji

2016

- Fiji Excellence in Tourism Awards – Finalist for Best Deluxe Accommodation

2015

- Fiji Excellence in Tourism Awards – Best Restaurant for Restaurant 1808
- Fiji Excellence in Tourism Awards – Best Deluxe Accommodation
- Holiday with Kids – Number 1 Family Resorts in Fiji
- Out & About with Kids – Best Family Resort in the Pacific Islands (Finalist)

2014

- Holiday with Kids – Top 10 family resorts for Australians
- Fiji Excellence in Tourism Awards – Best Restaurant for 1808
- Out & About with Kids – Best Family Resort in the Pacific Islands (Finalist)



ROOM TYPE	AVERAGE SIZE (sq. m.)	NO. OF KEYS
Island Bure	47	26
Ocean Bure	47	15
Beach Bure	47	23
Grand Bure	224	1
Total		65

OUTRIGGER MAURITIUS BEACH RESORT

Outrigger Mauritius Beach Resort is a 5-star resort located in the natural reservation area of Bel Ombre, on the southern coast of Mauritius, and is approximately 45 km. far from Sir Seewoosagur Ramgoolam International Airport in Plaine Magnien area of Port Louis. It has 181 sea-facing rooms, which include 180 ordinary rooms and one villa. It is one of the most popular choices for tourists from spectacular views of the Indian Ocean.



Location:

Allée des Cocotiers, Bel Ombre
Republic of Mauritius



Area:

55-1-87 rai

(The Company owns a leasehold right to the land until the end of 2023 with the right to refuse the first tenancy of additional 10 years for 4 times, ending in 2063.)



Description:

4.5-star hotel on a private beach with complete facilities including 3 swimming pools, a beachfront restaurant, kid's club, tennis court, spa centre, and a water sport activity centre



Number of keys:

181 keys consisting of Deluxe Suites and private villas



Target group:

Experiential or high-end leisure travelers



ROOM TYPE	AVERAGE SIZE (sq. m.)	NO. OF KEYS
Ocean View	63	85
Ocean View Family	74	37
Beachfront	63	34
Beachfront Family	74	4
Beachfront Junior Suite	78	18
Beachfront Senior Suite	130	2
Beachfront Villa	400	1
Total		181

CROSSROADS MALDIVES

The CROSSROADS Project stands out from other projects as it is the first fully-integrated lifestyle destination in the Republic of Maldives. It is located in beautiful Kaafu Atoll and Emboodoo Lagoon, only 15 minutes from Velana International Airport and the capital of Malé by a high-speed ferry. It offers the world-class relaxation experiences with combination of all kinds of services, including, hotel, resort, and The Marina @ CROSSROADS, the life-style activity center with variety of restaurants, retail shops, wellness center, water sports, diving center, kids club, beachfront wedding venue and a marina for over 400 small or large yachts.

SAII LAGOON MALDIVES, CURIO COLLECTION BY HILTON

SAii Lagoon Maldives, Curio Collection by Hilton is the first hotel operated under “SAii” brand, which is the Company’s brand jointly used with the well-established Hilton brand name. It offers spacious rooms and al fresco spaces with personalized comforts with 198 rooms in areas of 44 sq. m. up to 240 sq. m. per room.

SAii ^{Maldives} LAGOON

 **Location:**
Emboodhoo Lagoon, Kaafu Atoll South Malé
Atoll, Republic of Maldives

 **Area:**
27.5 rai
(The Company owns a leasehold right to the land ending year 2066 with additional lease right for a period of 49 years ending in 2115.)

 **Description:**
The hotel is located in CROSSROADS Maldives Phase 1 with full facilities such as beachfront restaurants and swimming pools, as well as direct access to The Marina.



 **Number of keys:**
198 keys

 **Target group:**
Millennial mindset global experience seekers, high-end leisure travelers and MICE travelers



Awards

2022

- Luxury Lifestyle Awards Best Luxury Beachfront Resort in Maldives
- TripAdvisor Travellers' Choice Awards 2022
- Maldives Tourism Awards 2022 – Safest Work Place
- British Airways Holidays Customer Excellence Award 2021
- Green Globe™ Certification*

2021

- Luxury Lifestyle Awards 2021 – Best Luxury Beach Resort in Maldives
- World Luxury Hotel Awards 2021
- World Luxury Restaurant Awards 2021 – Miss Olive Oyl Restaurant and Pool Bar
- World Luxury Spa Awards 2021 – Lèn Be Well
- Luxury Lifestyle Awards 2021 – Best Luxury Beachfronts Resorts
- Tripadvisor's Travelers' Choice 2021

2020

- World MICE Awards – Indian Ocean's Best New MICE Hotel 2020
- World Luxury Hotel Awards 2020 – Luxury Brand category (Continent)
- World Luxury Restaurant Awards 2020 – Mediterranean Cuisine - Miss Olive Oyl (Continent)
- World Luxury Spa Awards 2020 – Luxury Spa Retreat – Lèn Be Well (Regional)
- Luxury Lifestyle Awards 2020 – Best Luxury Dining Experience in Maldives (Miss Olive Oyl)
- Tripadvisor's Travelers' Choice Award 2020

2019

- Hitch Bird – Best Wedding Destination Maldives
- China's Voyage Magazine – Best Overseas Hotel Award

Remark: * Awarded in the beginning of the year 2023



ROOM TYPE	AVERAGE SIZE (sq. m.)	NO. OF KEYS
Sky Room	44	76
Beach Room	44	68
Beach Room with Pool	44	8
Beach Villa	60	12
Beach Villa with Pool	60	12
Overwater Villa	84	20
Two Bedrooms Overwater Villa	240	2
Total		198

HARD ROCK HOTEL MALDIVES

Hard Rock Hotel Maldives has been inspired by a local culture and unique native music. It is the first upper upscale hotel in the Maldives under the Hard Rock brand, offering tropical architecture infused with contemporary design features alongside regionally inspired authentic music memorabilia. It has 178 rooms, with areas of 46 sq. m. up to 445 sq. m. per room.



Location:
Emboodhoo Lagoon, Kaafu Atoll South Malé Atoll
Republic of Maldives

Area:
37.5 rai
(The Company owns a leasehold right to the land ending year 2066 with additional lease right for a period of 49 years ending in 2115.)

Description:
The hotel is located in CROSSROADS Maldives Phase 1 with full facilities such as swimming pools, spa, and shops. Moreover, it has direct access to The Marina.



Number of keys:
178 keys

Target group:
Families, MICE travelers and music enthusiasts



Awards

2022

- Booking.com Traveller Review Awards 2022
- Luxury Lifestyle Awards Best Luxury Beachfront Resort in Maldives
- Agoda Gold Circle Award 2022
- TripAdvisor Travellers' Choice Awards 2022
- British Airways Holidays Customer Excellence Award 2021
- TTM Awards Best Family Resort
- TTM Awards Best Fun & Friendly Resort
- Maldives Tourism Awards Promoting Local Artists
- Green Globe™ Certification*

2021

- TripAdvisor's Travelers' Choice 2021
- Luxury Lifestyle Awards 2021 - Best Luxury Beachfronts Resorts in Maldives
- World Luxury Hotel Awards 2021
- World Luxury Restaurant Awards 2021 - The Elephant & Butterfly

- World Luxury Spa Awards 2020 - Rock Spa
- International Hotel and Property Awards 2021 - Beach Hotel 2021 Winner
- Agoda's 2021 Customer Review

2020

- Choice Awards 2020 - Condé Nast Traveler Readers as the 23rd best resort in Indian Ocean
- World Luxury Hotel Awards 2020 - Luxury Brand category (Global)
- World Luxury Restaurant Awards 2020 - Luxury Resort Restaurant at The Elephant & Butterfly (Continent)
- World Luxury Spa Awards 2020 - Luxury Spa Retreat - Rock Spa (Continent)
- Luxury Lifestyle Awards 2020 - Best Luxury Romantic Resort in Maldives
- Luxury Lifestyle Awards 2020 - Best Luxury Dining Experience in Maldives (The Elephant & The Butterfly)
- TripAdvisor's Travelers' Choice 2020

Remark: * Awarded in the beginning of the year 2023



ROOM TYPE	AVERAGE SIZE (sq. m.)	NO. OF KEYS
Silver Sky Studio	46	32
Silver Beach Studio	46	32
Silver Family Suite (Duplex, Two Bedrooms)	107	16
Gold Beach Villa	62	9
Gold Beach Pool Villa	62	11
Platinum Overwater Villa	75	37
Platinum Overwater Pool Villa	76	37
Rock Royalty Overwater Pool Villa (Two Bedrooms)	144	3
Rock Star Villa	445	1
Total		178

THE MARINA @ CROSSROADS

The Marina @ CROSSROADS is the first project for entertainment and recreation in the Republic of Maldives. It consists of retail shops, event halls, beach club, a marina, Marine Discovery Center, Marina and Yacht Club, and a water sports and diving center with a beach walk to closely enjoy the magnificent view of Emboodoo Lagoon.



Location:

Emboodhoo Lagoon, Kaafu Atoll South Malé Atoll, Republic of Maldives



Area:

106.5 rai

(The Company owns a leasehold right to the land ending year 2066 with additional lease right for a period of 49 years ending in 2115.)



Description:

Retail shops, event halls, beach clubs, a marina, Marine Discovery Center, Marina and a Yacht Club, and a water sports and diving centre



Target group:

Hotel customers, general travelers, and Maldivian travelers



Awards

2021

- Best Leisure Development Maldives (Five-Star) by The Asia Pacific Property Awards 2021-2022
- Tripadvisor's Travelers' Choice 2021 - Kebab & Kurry
- Tripadvisor's Travelers' Choice 2021 - Kinkao Thai Bistro



HOTELS IN THE UNITED KINGDOM (“UK”)

UK hotel portfolio consists of 27 hotels with a total of 2,940 rooms, of which 24 hotels with a total of 2,711 rooms are the properties that the Company holds a 99.99% of shares, while 3 hotels with a total of 229 rooms are the properties that the Company holds a 50% of shares through a joint venture.

Those hotels are located in places where are full of driving demand factors for the hotel business such as business centers, domestic tourist attractions and MICE centers (local conferences, seminars and banquets). Those portfolios have a variety of hotel assets, ranging from a small-sized country house hotel to a large hotel which is a convention center, i.e., Mercure Manchester, and hotels for recreation, i.e., Mercure Brighton. The Company also operates the hotel business in the most important cities in the UK, i.e., hotels in Manchester, Edinburgh, and Glasgow, etc.

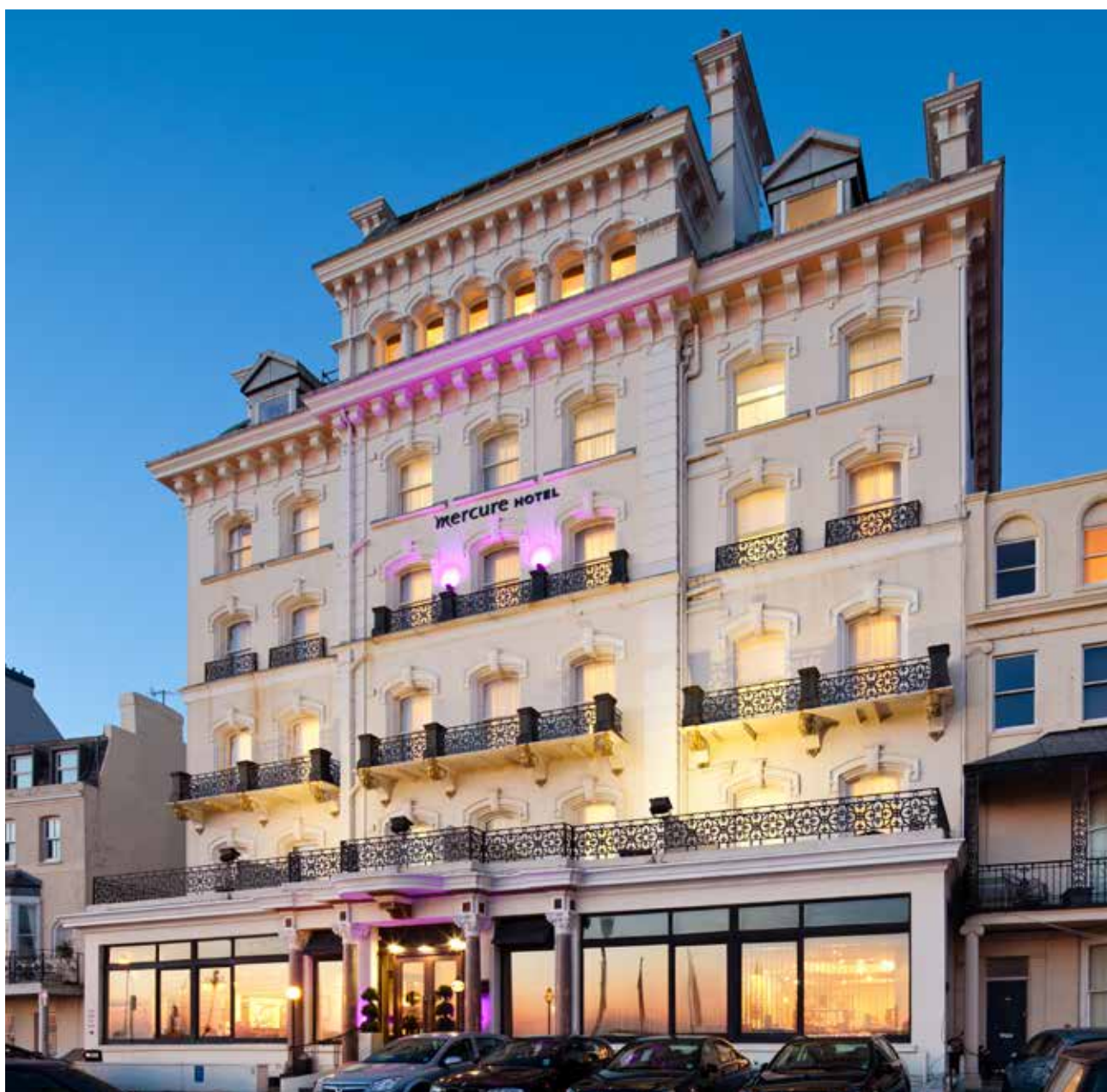
Hotels in the UK, as of 31 December 2022, are as follows:

- The following are the 24 hotels in which the Company owns a 99.99% stake:

HOTELS	LOCATION (CITY, COUNTRY)	NUMBER OF KEYS	TARGET GROUP	TENURE
Mercure Ayr	Ayr, Scotland	118	Corporate / MICE	Freehold
Mercure Bolton Georgian House	Bolton, England	91	MICE / Domestic travel	Freehold
Mercure Bradford Bankfield	Bingley, England	103	MICE / Domestic travel	Freehold
Mercure Brighton Seafront	Brighton, England	123	Domestic travel	Freehold
Mercure Bristol North, The Grange	Bristol, England	68	Corporate / MICE	Freehold
Mercure Chester Abbots Well	Chester, England	126	MICE / Domestic travel	Freehold
Mercure Edinburgh City - Princess Street	Edinburgh, Scotland	169	Corporate / MICE / Domestic travel	Leasehold (end 2038)
Mercure Glasgow City	Glasgow, Scotland	91	Corporate / MICE	Leasehold (end 2036)
Mercure Gloucester, Bowden Hall	Gloucester England	72	MICE / Domestic travel	Freehold
Mercure Hull Grange Park	Hull, England	100	MICE / Domestic travel	Freehold
Mercure Inverness	Inverness, Scotland	121	Corporate / MICE	Freehold
Mercure Bewdley The Heath	Kidderminster, England	44	MICE / Domestic travel	Freehold
Mercure Leeds Parkway	Leeds, England	118	MICE / Domestic travel	Freehold
Mercure Leicester The Grand	Leicester, England	104	Corporate / MICE	Freehold
Mercure Livingston	Livingston, Scotland	120	MICE / Domestic travel	Leasehold (end 2033)
Mercure London Watford	Watford, England	159	MICE / Domestic travel	Freehold
Mercure Maidstone Great Danes	Maidstone, England	126	MICE / Domestic travel	Freehold
Mercure Manchester Piccadilly	Manchester, England	280	Corporate / MICE/ Domestic travel	Leasehold (end 2060)
Mercure Norwich	Norwich, England	107	MICE / Domestic travel	Freehold
Mercure Perth	Perth, Scotland	76	MICE / Domestic travel	Leasehold (end 2033)
Mercure Swansea	Swansea, England	119	MICE / Domestic travel	Leasehold (end 2109)
Mercure Tunbridge Wells	Tunbridge Wells, England	84	MICE / Domestic travel	Freehold
Mercure Wetherby	Wetherby, England	103	Corporate / MICE	Freehold
Mercure York, Fairfield Manor	Skelton, England	89	MICE / Domestic travel	Freehold
Total		2,711		

- The following are the 3 hotels in which the Company owns a 50% stake through a joint venture:

HOTELS	LOCATION (CITY, COUNTRY)	NUMBER OF KEYS	TARGET GROUP	TENURE
Mercure Sheffield Parkway	Sheffield, England	78	MICE / Domestic travel	Freehold
Holiday Inn Darlington North	Darlington, England	80	MICE / Domestic travel	Freehold
Holiday Inn Dumfries	Dumfries, Scotland	71	MICE / Domestic travel	Leasehold (end 2105)
Total		229		



Guest returns

SHR offers good experience and impression while using the hotels' services. Customer satisfaction topics, which are below 90%, will be promptly analyzed and solved to maintain the standard of hotels.

For the year ended 2022, according to TrustYou, ReviewPro, TripAdvisor and Google's Customer Satisfaction Survey for domestic and international hotels, received the customer satisfaction survey rating as detailed below:

Santiburi Koh Samui

Received the customer satisfaction rating of 94.63, 94 and 100 respectively.

TRUSTYOU™

Overall Score
94.63
Excellent

Google

Score
94.00/100
CompIndex: 1.01

tripadvisor

Score
100.00/100
CompIndex: 1.11

SAii Phi Phi Island Village

Received the customer satisfaction rating of 84.87, 90 and 90 respectively.

TRUSTYOU™

Overall Score
84.87
Very Good

Google

Score
90.00/100
CompIndex: 0.96

tripadvisor

Score
90.00/100
CompIndex: 1.00

SAii Laguna Phuket

Received the customer satisfaction rating of 87.57, 92 and 90 respectively.

TRUSTYOU™

Overall Score
87.57
Excellent

Google

Score
92.00/100
CompIndex: 0.99

tripadvisor

Score
90.00/100
CompIndex: 1.00

SAii Koh Samui Choengmon

Received the customer satisfaction rating of 90.14, 90 and 90 respectively.

TRUSTYOU

Overall Score
90.14
Excellent

Google

Score
90.00/100
CompIndex: 0.97

tripadvisor

Score
90.00/100
CompIndex: 1.00

SAii Lagoon Maldives

Received the customer satisfaction rating of 93.41, 94 and 90 respectively.

TRUSTYOU

Overall Score
93.41
Excellent

Google

Score
94.00/100
CompIndex: 1.00

tripadvisor

Score
90.00/100
CompIndex: 0.98

Hard Rock Hotel Maldives

Received the customer satisfaction rating of 94.5, 91 and 96.7 respectively.

global review index™

**Google****91.0%****tripadvisor****96.7%**

FUTURE PROJECTS

The future projects of the Company comprise a new investment project jointly made between the Company and the strategic partner for construction and development of “SO/Maldives” Hotel located on Island 3 of CROSSROADS Phase 1 project, a project of improving the hotels and resorts solely invested by the Company, and a project of improving the Company’s investment portfolio as described below.

JOINT VENTURE PROJECTS WITH BUSINESS ALLIANCES

As the Company has been granted the right in the development of CROSSROADS Phase 1 project under the long-term lease contract. The projects on Island 1 and Island 2, comprising Hard Rock Hotel Maldives Hotel, SAIi Lagoon Maldives Curio Collection by Hilton Hotel, and The Marina@CROSSROADS, have been completely developed and commercially operated since September 2019. For Island 3 of the CROSSROADS Phase 1 project, the Company has entered into the joint venture with Wai Eco World Developer Pte. Ltd. which is a strategic partner from the Republic of the Union Myanmar operating the conglomerate business.

SO/Maldives Hotel on Island 3 of the CROSSROADS project would be developed to be a luxury lifestyle resort under “SO/” brand, one of the most innovative, unique and remarkable lifestyle brands of Accor. The Hotel would consist of 80 accommodation rooms in the style of villa with two alternative types, beachfront or over-water. The construction has been going on as planned. It is expected that the service there would commence by 2023.

The launch of “SO/Maldives” will play an important role in lifting the CROSSROADS project to be a world-class lifestyle regime covering all segments of tourism, and helping to reach new customer groups through the strong distribution channels and membership network



placed by Accor. The guests at SO/Maldives could feel relaxed on a private island or enjoy the superb facilities provided at The Marina @CROSSROADS, a center offering many different lifestyle activities like beach club, admirable international restaurants, cafes, retail stores, spa, marine learning center, and yacht marina.

HOTEL AND RESORT RENOVATION PROJECT

Except an acquisition plan for businesses or assets with high potential growth, and the investment/joint venture, which are the core strategies for business expansion, the Company has expanded the business through the renovation of some hotels it has operated in order to boost some revenues and profitability, and to drive the Company to enjoy the strong and sustainable growth in the long term pursuant to the expected target.

In 2023, the Company plans to renovate one of its existing hotels and resorts, which includes





1. Outrigger Fiji Beach Resort.

Such plan includes the renovation and new interior decoration covering the reception area, lounge, and All Day Dining restaurant, and all 253 hotel rooms. The Hotel render the service as usual during the renovation period. It is expected that the renovation would be completed by 2023.

2. The renovation of hotel rooms for Hard Rock Hotel Maldives and SAii Lagoon Maldives.

Some hotel rooms would be renovated to have the private swimming pool (Private Pool Villa) to be more fit to the tourists' present behaviors, and to upgrade the accommodation prices. In addition, the Company has renovated two single accommodation rooms to be two connected accommodation rooms to respond to a favor in the form of family trip. The Company is now assessing the response and proficiency of such room renovation and is also studying the demands on the hotel room types so that the products to be developed could be more relevant to the tourism demand and accommodation.



Also, the Company has been studying and considering the renovation plan for two hotels and resorts in Thailand; namely, SAii Phi Phi Island Village, and SAii Laguna Phuket Hotel. These two hotels are located in the excellent locations globally recognized by many tourists as they are surrounded by nice scenery and so suitable for relaxation. The objectives of this renovation are to boost the hotel competitiveness and to increase the room prices.

ENHANCEMENT OF INVESTMENT PORTFOLIO PROJECT

The Company foresaw the business expansion opportunities to strengthen its investment portfolio in the United Kingdom. The Company has been improving both proficiency and profitability of its investment portfolio by disposing of some assets whose efficiency did not pass the Company's criteria. Some money from such disposal would be spent to renovate the hotels with high competitiveness. The hotel renovation would cover the accommodation rooms, common areas, lobby, and restaurant. The rebranding and repositioning would be also done for some hotels where have potential and appropriateness so that the Company would access to the high-end market and respond to the present tourism favor better. As a result, the average room price/night would be increased. It is expected that such hotel renovation would be carried out throughout the year of 2023 up to 2024. However, the hotels would not be closed by such renovation, but only some areas for phasing. The hotels have still provided the services as usual.

Moreover, the Company has currently adjusted its investment by means of an acquisition of lease of hotels in the UK portfolio; the amendment of lease agreement structure of The Marina @ CROSSROADS to make it suitable with the current circumstances; the areas management of CROSSROADS Phase 1 by adding new businesses; and the development of potential assets to enhance competitiveness.

SECURITIES AND SHAREHOLDERS

1. REGISTERED CAPITAL AND PAID-UP CAPITAL OF THE COMPANY

As of 31 December 2022, the capital structure of the Company was as follows:

- Registered capital of Baht 18,318,200,000 comprising 3,663,640,000 ordinary shares with a par value of Baht 5 per share
- Issued and paid-up capital of Baht 17,968,200,000 comprising of 3,593,640,000 ordinary shares with a par value of Baht 5 per share listed on the Stock Exchange of Thailand.

The Company has not offered any other types of shares except ordinary shares.

2. STRUCTURE OF SHAREHOLDERS

As of the closing date on December 30, 2022, the Company had the total of 10,824 shareholders. The major shareholder was a group of Singha Property Management Company Limited, holding 66.40% of the total issued shares of the Company. The Company's free float accounted for 33.60% of its total issued shares. The details of shareholding are as follows:

SHAREHOLDERS	NUMBER OF SHARES	% SHARES HELD
Paid-up capital	3,593,640,000	100.00
Thai shareholders		
• Juristic persons	2,195,484,764	61.09
• Ordinary persons	769,243,674	21.41
Total	2,964,728,438	82.50
Foreign shareholders		
• Juristic persons	628,491,462	17.49
• Ordinary persons	420,100	0.01
Total	628,911,562	17.50

The top 10 major shareholders as shown in the shareholders registration as of 30 December 2022 were as follows:

NO.	NAME	NUMBER OF SHARES	% OF PAID-UP SHARES
1.	Group of Singha Property Management Company Limited	2,386,020,981	66.40
	- S International Holding Company Limited	1,746,506,820	48.60
	- S Hotels and Resorts (SG) Pte. Ltd.	409,677,100	11.40
	- Singha Property Management (Singapore) Pte. Ltd.	125,222,472	3.48
	- Singha Estate Public Company Limited	80,500,000	2.24
	- Singha Property Management Company Limited	24,114,589	0.67
2.	Thai NVDR Company Limited	198,825,742	5.23
3.	Mr. Ekkachai Puangpetch	36,000,000	1.00
4.	CGS-CIMB Securities (Singapore) Pte., Ltd.	34,692,600	0.96
5.	Thailand Securities Depository Company Limited for Depositor	26,540,139	0.73
6.	Group of Bhirombhakdi Family	25,209,283	0.70
	- Mr. Naiyanobh Bhirombhakdi	10,001,166	0.28
	- Mr. Santi Bhirombhakdi	8,921,258	0.25
	- Ms. Preerati Bhirombhakdi	3,395,000	0.09
	- Mr. Bhurit Bhirombhakdi	1,500,000	0.04
	- Mr. Vudha Bhirombhakdi	1,000,000	0.03
	- Mr. Jeeranuch Bhirombhakdi	350,150	0.01
	- Mrs. Nandhamalee Bhirombhakdi	34,000	0.00
	- Mr. Jutinant Bhirombhakdi	7,709	0.00
7.	Bangkok Life Assurance Public Company Limited	15,280,100	0.42
8.	Mr. Sathaporn Ngarmrangpong	10,964,600	0.31
9.	STATE STREET TRUST COMPANY CANADA	10,520,300	0.29
10.	THE BANK OF NEW YORK MELLON	10,249,500	0.29
	Total	2,754,303,245	76.64
	Other shareholders	839,336,755	23.36

Details of shareholding of the Company's directors and management are presented under the topic of "The Company's Securities Holding of Directors and Executives".

Agreement between major shareholders

The Company has not signed any agreement with its major shareholder on matters which may take effect to an issuance and offering of securities or the management of the Company.

The major shareholder whose actions significantly influenced the establishment of the policy or operations of the Company

The Group of Singha Property Management Company Limited (shared held by Boonrod in a proportion of 100%), which mutually held shares for 66.40% (as of the closing date on December 30, 2022) was the major shareholder, whose actions significantly influenced the establishment of the policy or operations of the Company, delegated 2 representatives to be the member of the Board of Directors; namely, Mr. Chayanin Tepakum, and Mrs. Thitima Rungkwangsiriroj, from the total of 9 directors.

Restrictions on holding ordinary shares by foreigners

The Company places the foreign limit at 49% of the paid-up capital. As of 30 December 2022, the foreigners held securities totalling 17.50% of the paid-up capital of the Company.

3. ISSUANCE OF OTHER SECURITIES

ESOP warrant issued and offered to the directors, executives, and employees of Singha Estate Public Company Limited ("S"), subsidiaries of S and the Company, and the Company's subsidiaries (SHR-W1). Such SHR-W1 of the Company expired on November 5, 2021 onward.

4. DIVIDEND PAYMENT POLICY

Dividend payment policy of the Company

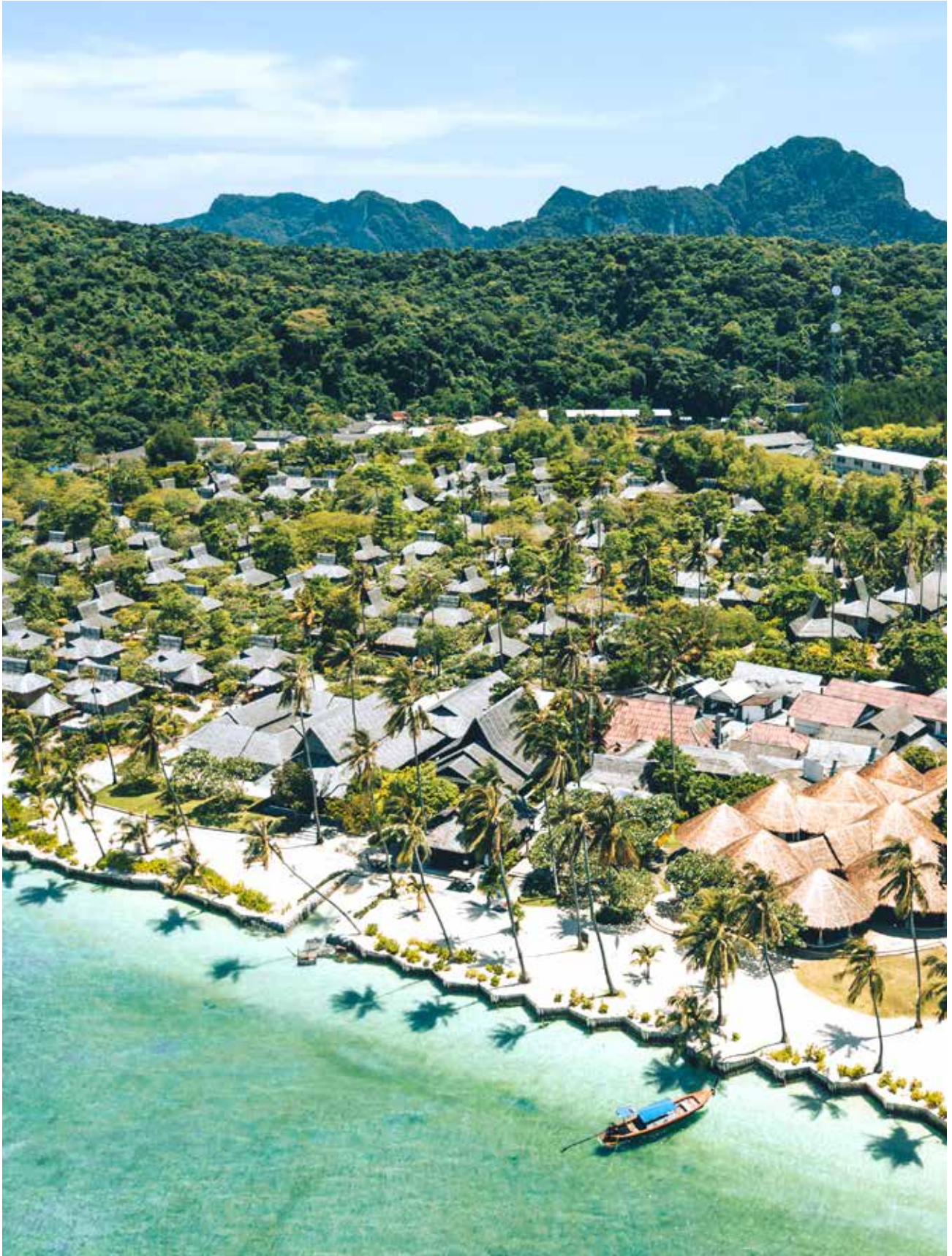
The Company has a policy to pay dividends of not less than 40% of the net profit under the separate financial statements after deduction of corporate income tax, and all specified reserves required by law and as specified by the Company in each year (with additional conditions). Each year, the Company shall set the dividend payment rate subject to operating results, financial status, liquidity, necessity of investment, additional investment, business expansion, reserves to repay loans, or working capital of the Company, terms and conditions as specified in loan agreements, and other relevant factors in management as the Board and/or shareholders of the Company deem appropriate. The dividend payment shall not exceed the retained earnings as appeared in the Company's separate financial statements and conforms to all related laws. Upon the Board of Directors' approval for the annual dividend payment, the dividend payment must be proposed to the shareholders' meeting of the Company for approval, except for the interim dividend payment for which the Board of Directors has the power to approve and, then, report it to the shareholders' meeting at the next meeting.

The dividend payment shall be pursuant to Clause 54 of the Company's Articles of Association, stipulating that the dividend shall not be paid other than out of profits. In the case where the Company still has an accumulated loss, no dividends shall be paid. For the year 2022, the Company omitted the dividend payment to shareholders as it still had an accumulated loss and needed some working capital in business operations.

Dividend policy of the subsidiaries

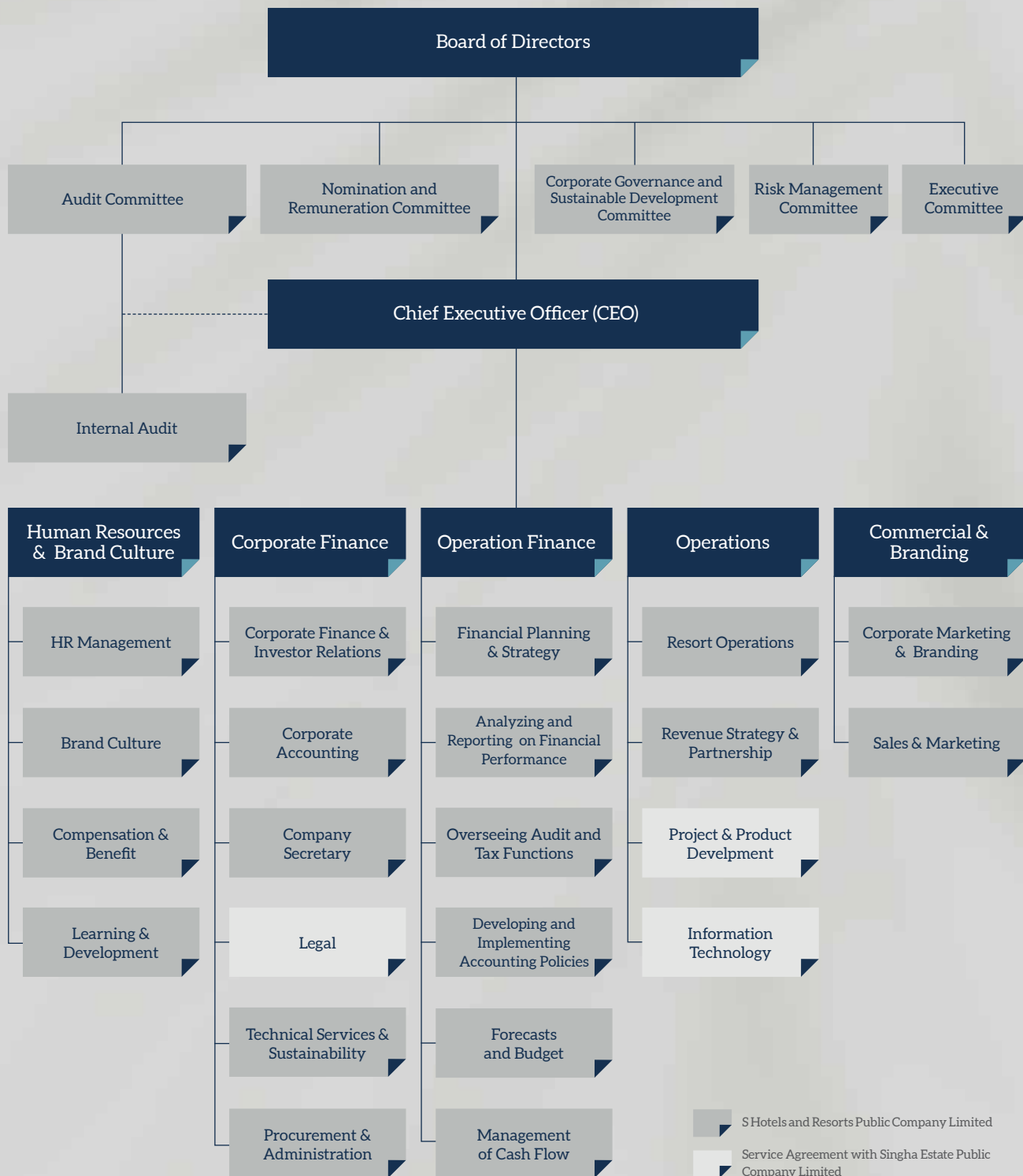
The Board of Directors of each subsidiary may consider its annual dividend payment as approved by the shareholders' meeting of that particular subsidiary, except an interim dividend which the Board of Directors of each subsidiary is authorized to approve periodically if it deems that such subsidiary has sufficient profit to do so, and the Board of Directors shall report to the shareholders' meeting of the subsidiary for acknowledgement at the next meeting.

In addition, the Board of Directors of the subsidiary will consider its dividend payment by taking into consideration various factors for primarily benefits of the shareholders, such as performance, financial status, liquidity, necessity for additional investment, business expansion, reserve for loan repayment or working capital of the subsidiary, conditions and restrictions specified in the loan agreements and other factors relevant to the management as deemed appropriate by the Board of Directors and/or shareholders of the subsidiary.



MANAGEMENT STRUCTURE

The management structure of S Hotels and Resorts Public Company Limited as of 31 December 2022.



The Company's management structure as described below allows clear segregation of roles, duties, and responsibilities of the Board of Directors (the "Board"), the subcommittees, and the management for checks and balances, as well as cross-checking of their performances.

1. BOARD OF DIRECTORS

The Board is made up of directors with expertise and experience in various fields, with qualifications and no prohibited characteristics as stipulated in the Public Limited Companies Act, B.E. 2535 and the Securities and Exchange Act, B.E. 2535. The directors must not possess any distrustful characteristics unsuitable for the management position in public limited companies under the announcement of the Securities and Exchange Commission (SEC).

The Board of Directors, as of 31 December 2022, consists of nine Directors, being:

- Eight non-Executive Directors, five of whom are independent directors, representing more than one-thirds and more than 50% of the total members of the Board of Directors
- One Executive Director
- Eight male directors and one female director

List of the Company's Directors as of 31 December 2022

NAME	POSITION	FIRST APPOINTMENT DATE	NO. OF MEETING ATTENDED		
			BOARD OF DIRECTORS' MEETING (TOTAL 8)	NON-EXECUTIVE DIRECTORS MEETING ³	ANNUAL GENERAL MEETING OF SHAREHOLDERS 2022 ⁴
1. Mr. Apisak Tantivorawong	Chairman of the Board of Directors and Independent Director	15 October 2021	8/8	1/1	1/1
2. Mr. Sompong Tantapart	Independent Director and Chairman of the Audit Committee	30 November 2018	8/8	1/1	1/1
3. Mr. Praisun Wongsmith	Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee ¹	30 November 2018	8/8	1/1	1/1
4. Mr. Jukr Boon-long	Independent Director, Member of the Audit Committee and Chairman of the Corporate Governance and Sustainable Development Committee ²	30 November 2018	7/8 ⁵	1/1	-/1 ⁵
5. Mr. Parinya Patanaphakdee ⁴	Independent Director, Chairman of the Risk Management Committee and Member of the Nomination and Remuneration Committee ¹	23 February 2021	8/8	1/1	1/1
6. Mr. Chayanin Debhakam, D.B.A.	Director, Chairman of the Nomination and Remuneration Committee ¹ and Member of the Corporate Governance and Sustainable Development Committee ²	10 November 2015	7/8 ⁶	1/1	1/1
7. Mr. Naris Cheyklin	Director	10 November 2015	8/8	1/1	1/1
8. Mrs. Thitima Rungkwansiroj	Director, Chairman of the Executive Committee, Member of the Risk Management Committee and Member of the Corporate Governance and Sustainable Development Committee ²	29 June 2018	8/8	1/1	1/1
9. Mr. Dirk Andre L. De Cuyper ¹	Director, Member of the Executive Committee, Member of the Risk Management Committee, Member of the Corporate Governance and Sustainable Development Committee ² and Chief Executive Officer	14 November 2018	8/8	-/- ³	1/1

Ms. Samitta Tinnam serves as the Company Secretary.

Note: ^{1/} Dr. Chayanin Debhakam, Mr. Praisun Wongsmith, and Mr. Parinya Patanaphakdee have been appointed to be the Nomination and Remuneration Committee since April 21, 2022.

^{2/} Mr. Jukr Boon-long, Dr. Chayanin Debhakam, Mrs. Thitima Rungkwansiroj and Mr. Dirk Andre L. De Cuyper have been appointed the Corporate Governance and Sustainable Development Committee since April 21, 2022.

^{3/} The Company's non-Executive Director Meeting was convened on 6 July 2022. As Mr. Dirk Andre L. De Cuyper was the Executive Director, he did not attend it. The Board of Directors reported such meeting to the Chief Executive Officer for acknowledgement.

^{4/} The 2022 Annual General Meeting of Shareholders of the Company on April 21, 2022 was held via electronic platform only due to the COVID-19 pandemic, which conformed to the Company's Regulation on criteria, procedure, and conditions of the shareholders' meeting required by law.

^{5/} (1) Mr. Jukr Boon-long did not attend the Meeting of the Board of Directors, No. 2/2022 on April 21, 2022 as he was struck by another affair whereas he informed the Meeting in advance prior to the meeting date; and (2) Mr. Jukr Boon-long did not attend the 2022 Annual General Meeting of Shareholders on April 21, 2022 as he was struck by another affair whereas he informed the Meeting in advance prior to the meeting date.

^{6/} Dr. Chayanin Debhakam did not attend the Meeting of the Board of Directors, No. 1/2022 on February 25, 2022 as he was struck by another affair whereas he informed the Meeting in advance prior to the meeting date.

Authorized Directors

The directors who are authorized to sign on behalf of the Company are: Mr. Chayanin Debhakam, D.B.A., and Mrs. Thitima Rungkwansiriroj who jointly sign with the Company's seal affixed, or either two directors from Directors Group 1 and Directors Group 2 jointly sign with the Company's seal affixed. The group of directors are as follows:

Directors Group 1: Mr. Chayanin Debhakam, Mrs. Thitima Rungkwansiriroj

Directors Group 2: Mr. Dirk Andre L. De Cuyper

2. COMMITTEES

As of 31 December 2022, the Company consists of 5 committees; namely 1) The Audit Committee, 2) The Risk Management Committee, 3) The Nomination and Remuneration Committee; 4) The Corporate Governance and Sustainable Development Committee; and 5) The Executive Committee.

1) The Audit Committee

NAME	POSITION
1. Mr. Sompong Tantapart	Chairman
2. Mr. Praisun Wongsmith	Member
3. Mr. Jukr Boon-long	Member

Mr. Anawat Pimarn, Manager of the Internal Audit, serves as Secretary to the Audit Committee.

2) The Risk Management Committee

NAME	POSITION
1. Mr. Parinya Patanaphakdee	Chairman
2. Mrs. Thitima Rungkwansiriroj	Member
3. Mr. Dirk Andre L. De Cuyper	Member

Ms. Samitta Tinnam, the Chief Financial Officer and Company Secretary, serves as Secretary to the Risk Management Committee.

3) The Nomination and Remuneration Committee

NAME	POSITION
1. Mr. Parinya Patanaphakdee	Chairman
2. Mrs. Thitima Rungkwansiriroj	Member
3. Mr. Dirk Andre L. De Cuyper	Member

Ms. Samitta Tinnam, the Chief Financial Officer and Company Secretary, serves as Secretary to the Nomination and Remuneration Committee.

4) The Corporate Governance and Sustainable Development Committee

NAME	POSITION
1. Mr. Jukr Boon-long	Chairman
2. Mr. Chayanin Debhakam, D.B.A.	Member
3. Mrs. Thitima Rungkwansiriroj	Member
4. Mr. Dirk Andre L. De Cuyper	Member

Ms. Sirithorn Thamrongnawasawas¹ serves as Secretary to the Corporate Governance and Sustainable Development Committee.

Note: ¹ Ms. Sirithorn Thamrongnawasawat is the person authorized under the Service Agreement between the Company and Singha Estate Public Company Limited.

5) Executive Committee

NAME	POSITION
1. Mrs. Thitima Rungkwansiroj	Chairman
2. Mr. Dirk Andre L. De Cuyper	Member
3. Mr. Chairath Sivapornpan	Member
4. Ms. Samitta Tinnam	Member
5. Ms. Kankanid Wichitcharoen	Member
6. Mr. Stefano Alberto Ruzza	Member

Ms. Samitta Tinnam, the Chief Financial Officer and Company Secretary, serves as Secretary to the Executive Committee.

Roles, Duties and Responsibilities of the Board of Directors and Subcommittees

Further details relating to the roles, duties and responsibilities of the Board of Directors, and each subcommittee can be found under the section “Corporate Governance”.

Details of Meeting Attendance of the Board of Directors and Subcommittees for the year 2022

DIRECTORS	MEETING ATTENDANCE FOR YEAR 2022														
	BOARD OF DIRECTORS (TOTAL 8) ¹			AUDIT COMMITTEE (TOTAL 4)			RISK MANAGEMENT COMMITTEE (TOTAL 4)			NOMINATION AND REMUNERATION COMMITTEE (TOTAL 4)			CORPORATE GOVERNANCE AND SUSTAINABLE DEVELOPMENT COMMITTEE (TOTAL 3)		
	NO. OF MEETINGS	PRESENT AT THE MEETING	ATTENDING VIA ELECTRONIC PLATFORM	NO. OF MEETINGS	PRESENT AT THE MEETING	ATTENDING VIA ELECTRONIC PLATFORM	NO. OF MEETINGS	PRESENT AT THE MEETING	ATTENDING VIA ELECTRONIC PLATFORM	NO. OF MEETINGS	PRESENT AT THE MEETING	ATTENDING VIA ELECTRONIC PLATFORM	NO. OF MEETINGS	PRESENT AT THE MEETING	ATTENDING VIA ELECTRONIC PLATFORM
1. Mr. Apisak Tantivorawong	8/8	2/8	6/8												
2. Mr. Sompong Tantapart	8/8	-	8/8	4/4	-	4/4									
3. Mr. Praisun Wongsomth	8/8	1/8	7/8	4/4	-	4/4				4/4	-	4/4			
4. Mr. Jukr Boon-long ¹	7/8	-	7/8	4/4	-	4/4							3/3	2/3	1/3
5. Mr. Parinya Patanaphakdee	8/8	1/8	7/8				4/4	-	4/4	4/4	-	4/4			
6. Mr. Chayanin Debhakam, D.B.A. ²	7/8	-	7/8							4/4	-	4/4	3/3	1/3	2/3
7. Mr. Naris Cheykin	8/8	-	8/8												
8. Mrs. Thitima Rungkwansiroj	8/8	2/8	6/8				4/4	-	4/4				3/3	2/3	1/3
9. Mr. Dirk Andre L. De Cuyper ³	8/8	2/8	6/8				4/4	-	4/4				3/3	2/3	1/3
Average No. of meetings (%)	97.22			100.00			100.00			100.00			100.00		

Details of Meeting Attendance of Annual General Meeting for the year 2022

LIST OF DIRECTORS	BOARD OF DIRECTORS' ATTENDANCE IN THE SHAREHOLDERS' MEETINGS FOR YEAR 2022 (TOTAL 1) ⁴		
	NUMBER OF MEETINGS	PRESENT AT THE MEETING	ATTENDING VIA ELECTRONIC PLATFORM
1. Mr. Apisak Tantivorawong	1/1	1/1	-
2. Mr. Sompong Tantapart	1/1	-	1/1
3. Mr. Praisun Wongsomth	1/1	-	1/1
4. Mr. Jukr Boon-long ¹	-/1	-	-
5. Mr. Parinya Patanaphakdee	1/1	-	1/1
6. Mr. Chayanin Debhakam, D.B.A.	1/1	-	1/1
7. Mr. Naris Cheykin	1/1	-	1/1
8. Mrs. Thitima Rungkwansiroj	1/1	1/1	-
9. Mr. Dirk Andre L. De Cuyper ⁴	1/1	1/1	-
Average meeting attendance (%)	88.89		

Note: ¹ (1) Mr. Jukr Boon-long did not attend the Meeting of the Board of Directors, No. 2/2022 on April 21, 2022 as he was struck by another affair whereas he informed the Meeting in advance prior to the meeting date; and (2) Mr. Jukr Boon-long did not attend the 2022 Annual General Meeting of Shareholders on April 21, 2022 as he was struck by another affair whereas he informed the Meeting in advance prior to the meeting date.
² Mr. Chayanin Debhakam, D.B.A. did not attend the Meeting of the Board of Directors, No. 1/2022 on February 25, 2022 as he was struck by another affair whereas he informed the Meeting in advance prior to the meeting date.
³ In 2022, the Board of Directors had 8 meetings in total whereas 2 meetings were held in hybrid form at the Company's head office, and the other 6 meetings were held online via MS Teams program due to the COVID-19 pandemic, and in line with the Company's Regulations, and rules, procedures, and conditions required by law.
⁴ The Company's non-Executive Director Meeting was convened on 6 July 2022. As Mr. Dirk Andre L. De Cuyper was the Executive Director, he did not attend it. The Board of Directors reported such meeting to the Chief Executive Officer for acknowledgement.
⁵ The 2022 Annual General Meeting of Shareholders on April 21, 2022 was held via electronic platform only due to the COVID-19 pandemic, and in line with the Company's Regulations, and rules, procedures, and conditions required by law.

3. EXECUTIVES

As of 31 December 2022, the Company's Management consists of top six Executives (as defined in the Notification of Stock Exchange Commission) as follows:

NAME	POSITION
1. Mr. Dirk Andre L. De Cuyper	Chief Executive Officer
2. Ms. Samitta Tinnam ¹	Chief Financial Officer
3. Ms. Kankanid Wichitcharoen	Senior Vice President – Finance
4. Mr. Stefano Alberto Ruzza	Senior Vice President – Operations
5. Miss Pattheera Maneesri	Vice President – Human Resource and Corporate Culture (appointed on 1 March 2022)
6. Mr. Hansoo Aun	Vice President – Revenue Strategy and Management (appointed on 21 November 2022)

Remark: ¹Ms. Samitta Tinnam resigned from the position of Chief Executive Officer, effective 1 March 2023.

The Executives who resigned during the year 2022 were as follows:

NAME	POSITION
1. Mr. Sanoh Rusmeerojwong	Vice Present – Corporate Finance and Investor Relations (resigned from the position, effective from 1 March 2022)
2. Mr. Peerasak Ferguson	Vice President – Sales and Marketing (resigned from the position, effective from 26 November 2022)
3. Mr. Nicolas Antoine Durand	Vice President – Revenue Strategy and Partnership (resigned from the position, effective from 18 November 2022)

4. COMPANY SECRETARY AND PERSONS ASSIGNED TO BE DIRECTLY RESPONSIBLE FOR SUPERVISING THE COMPANY'S ACCOUNTING

Company Secretary

The Board of Directors shall appoint a person who has knowledge, competence, and appropriateness to be the Company Secretary. The Board of Directors Meeting No. 4/2021 on 15 July 2021 approved the appointment of Ms. Samitta Tinnam as the Company Secretary in compliance with the requirements of the Securities and Exchange Act B.E. 2535 (as amended), and principles of good corporate governance of listed companies.

Further details relating to duties and responsibilities of the Company Secretary are presented in the topic of "Corporate Governance" and in the Company's website at www.shotelsresorts.com.

Persons assigned to be directly responsible for supervising the Company's accounting

The Company has assigned Ms. Samitta Tinnam, Chief Financial Officer, to be the highest responsible person in accounting and finance, and also delegated Ms. Kankanid Wichitcharoen, Senior Vice President - Finance, who has qualifications and requirements as a bookkeeper pursuant to the Notification of the Department of Business Development, to have a direct responsibility for overseeing the accounting to ensure full and strict compliance with accounting standards and various accounting rules. Ms. Kankanid Wichitcharoen holds a bachelor's degree of Business Administration Program in Accounting from Assumption University.

Both Ms. Samitta Tinnam and Ms. Kankanid Wichitcharoen have taken training courses in accounting for not less than 6 hours per year (Refresh) in compliance with the Notification of Department of Business Development and the Stock Exchange of Thailand.

(Profiles of Ms. Samitta Tinnam and Ms. Kankanid Wichitcharoen are presented in the section of “Information of Directors, Executives and persons supervising accounting”)

5. REMUNERATION OF DIRECTORS, CHIEF EXECUTIVE OFFICER AND EXECUTIVES

5.1 Monetary Compensation

A) Directors' compensation

Criteria for compensation payment for directors

The Board of Directors (“Board”) is responsible for defining the criteria for directors' remuneration based on the following aspects:

- Directors' duties and responsibilities
- Relation between the remuneration and the Company's overall performance
- Comparison between directors' remuneration of the Company and other listed companies in the same business and the same size.

The 2022 AGM held on 21 April 2022 approved the remuneration for Directors and members of committees in forms of monthly retainer, meeting allowance, privilege for use of accommodation and services at any of the Company's hotels. Details are as follows:

Details of remuneration for the Board of Directors and committees for year 2022 are as follows:

1) Remuneration for the Board of Directors

COMMITTEE	POSITION	TYPE OF REMUNERATION		
		MEETING ALLOWANCE (BAHT/PERSON/MEETING)	FIXED RETAINER (BAHT/PERSON/MONTH)	OTHER PRIVILEGE (BAHT/PERSON/YEAR)
Board of Directors	Chairman	50,000	100,000	Privilege for use of accommodation and services at any of the Company's hotels of not exceeding Baht 100,000
	Director	30,000	40,000	

2) Remuneration for committees

COMMITTEE	POSITION	TYPE OF REMUNERATION	
		MEETING ALLOWANCE (BAHT/PERSON/MEETING)	FIXED RETAINER (BAHT/PERSON/MONTH)
Audit Committee	Chairman	30,000	30,000
	Director	20,000	20,000
Executive Committee *	Chairman	30,000	-
	Director	20,000	-
Other subcommittees	Chairman	30,000	-
	Director	20,000	-

Remark: * Executive director shall not receive meeting allowance for holding the position as a member of the Executive Committee.

There was no other form of remuneration or benefit for directors other than those described above.

In summary, the monetary remuneration in 2022 for 9 directors totaled Baht 10,331,778 comprising of:

TYPE OF REMUNERATION	AMOUNT (BAHT)
1. Monthly Retainer	5,880,000
2. Meeting allowances	
• Board of Directors	2,260,000
• Audit Committee	280,000
• Risk Management Committee	280,000
• Nomination and Remuneration Committee	280,000
• Corporate Governance and Sustainable Development Committee	270,000
• Executive Committee	650,000
• Joint meetings between the Audit Committee and the Risk Management Committee	280,000
3. Privilege for use of accommodation and services at any of the Company's hotels (actual spending)	151,778
4. Bonus	-None-
Total	10,331,778

Summary of monetary remuneration paid to individual directors in 2022 is illustrated below.

2022 Monetary Remuneration of the Board of Directors and Committees

NAME OF DIRECTORS	MONETARY REMUNERATION (BAHT)									
	MONTHLY RETAINER	MEETING ALLOWANCES							OTHER REMUNERATION ¹⁾	TOTAL REMUNERATION
		BOARD OF DIRECTORS	AUDIT COMMITTEE	RISK MANAGEMENT COMMITTEE	NOMINATION AND REMUNERATION COMMITTEE	CORPORATE GOVERNANCE AND SUSTAINABLE DEVELOPMENT COMMITTEE	EXECUTIVE COMMITTEE	JOINT MEETINGS BETWEEN THE AUDIT COMMITTEE AND THE RISK MANAGEMENT COMMITTEE		
1. Mr. Apisak Tantivorawong	1,200,000	400,000	-	-	-	-	-	-	-	1,600,000
2. Mr. Sompong Tantapart	840,000	240,000	120,000	-	-	-	-	60,000	23,434	1,283,434
3. Mr. Praisun Wongsomith	720,000	240,000	80,000	-	120,000	-	-	40,000	-	1,200,000
4. Mr. Jukr Boon-long	720,000	210,000	80,000	-	-	90,000	-	40,000	61,279	1,201,279
5. Mr. Parinya Patanaphakdee	480,000	240,000	-	120,000	80,000	-	-	60,000	-	980,000
6. Mr. Chayanin Debhakam, D.B.A.	480,000	210,000	-	-	80,000	60,000	-	-	-	830,000
7. Mr. Naris Cheykin	480,000	240,000	-	-	-	-	-	-	67,065	787,065
8. Mrs. Thitima Rungkwanairoj	480,000	240,000	-	80,000	-	60,000	390,000	40,000	-	1,290,000
9. Mr. Dirk Andre L. De Cuyper	480,000	240,000	-	80,000	-	60,000	-	-	-	900,000
10. Mr. Chairath Sivapornpan	-	-	-	-	-	-	260,000	-	-	300,000
Total	5,880,000	2,260,000	280,000	280,000	280,000	270,000	650,000	280,000	151,778	10,331,778

Note: ¹⁾ Privilege for use of accommodation and services at any of the Company's hotels was approved by the 2022 AGM at the rate of 100,000 Baht/person/year, which would be recorded as actual spending.

Criteria of Remuneration Payment to Chief Executive Officer and Top Executives

The Nomination and Remuneration Committee has been annually assigned by the Board of Directors to consider, approve, review the work performance evaluation, and formulate the corporate KPI as well as the remuneration structure and composition of the Chief Executive Officer and other top executives. The evaluation result shall be included when considering an appropriate remuneration for the Chief Executive Officer, which shall be further proposed to the Board of Directors for acknowledgement. The remuneration of the Chief Executive Officer may be paid in forms of salary, bonus and/or other remunerations as appropriate and by comparing them with other listed companies in the same industry and the similar business size.

B) Remuneration for Chief Executive Officer

The evaluation result of the Chief Executive Officer was in the standard level. At present, the remuneration of the Chief Executive Officer accounts for 19% of the total wages of office employees working at the head office.

C) Remuneration for executives

In the fiscal period ended December 31, 2022, the total remuneration of the first 4 executives, which included the Chief Executive Officer and another 4 executives holding the equivalent titles in the total of 5 persons, and another 3 executives who resigned on this year amounted to 53.96 million Baht. This total remuneration consisted of salary and allowance amounting to 40.16 million Baht, bonus amounting to 4.71 million Baht, Provident Fund amounting to 3.20 million Baht, social securities fund contributions amounting to 47,850 Baht, and others amounting 5.83 million Baht.

In 2022, the Company's executives who were members of the Provident Fund were contributed for 5% of their salary rate. The executives who have served for the Company longer than 5 years were contributed for 8% of their salary rate in line with general rules and obligations of the Provident Fund complied by the Company.

Note: The first 4 executives of the Company, starting from the Chief Executive Officer and another 4 executives holding the equivalent titles as of December 31, 2022 were listed below.

- | | |
|-------------------------------|---|
| 1. Ms. Samitta Tinnam | Chief Financial Officer |
| 2. Ms. Kankanid Wichitcharoen | Senior Vice President – Accounting and Finance |
| 3. Mr. Stefano Alberto Ruzza | Senior Vice President - Operations |
| 4. Ms. Pattheera Maneesri | Vice President – Human Resource and Corporate Culture
(appointed on 1 March 2022) |
| 5. Mr. Hyunsu An | Vice President – Revenue Strategy and Distribution
(appointed on 21 November 2022) |

The Executives who resigned during the year 2022 were as follows:

- | | |
|-------------------------------|--|
| 1. Mr. Sanoh Rusmeerojwong | Vice Present – Corporate Finance and Investor Relations
(resigned from the position, effective from 1 March 2022) |
| 2. Mr. Nicolas Antoine Durand | Vice President – Revenue Strategy and Partnership
(resigned from the position, effective from 18 November 2022) |
| 3. Mr. Peerasak Ferguson | Vice President – Sales and Marketing
(resigned from the position, effective from 26 November 2022) |

5.2 Non-monetary compensation

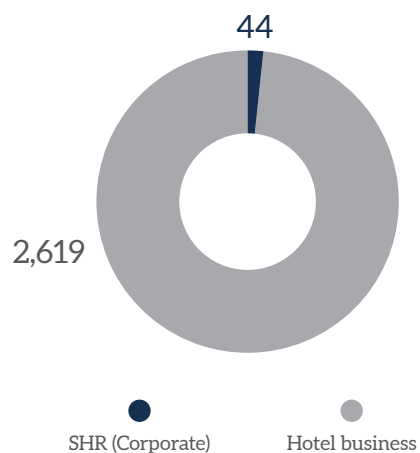
Privilege for use of accommodation rooms at any of the Company's hotels, either local or foreign, and the long-term compensation is the Employee Stock Option Program (ESOP).

6. PERSONNEL

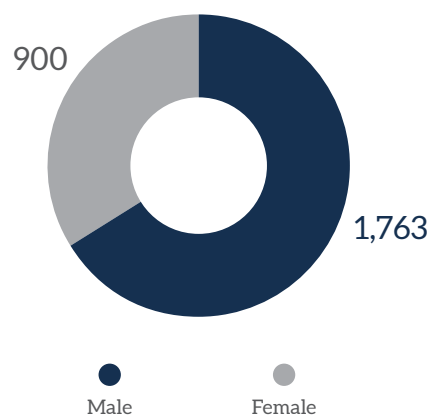
Number of executives and employees as of December 31, 2022

YEAR 2022	COMPANY (HO)	CHAIN HOTELS	TOTAL
Operating/service staff (person)	0	2,508	2,508
Management staff (person)	6	111	117
Employees in the Head Office (person)	38	0	38
Total (person)	44	2,619	2,663

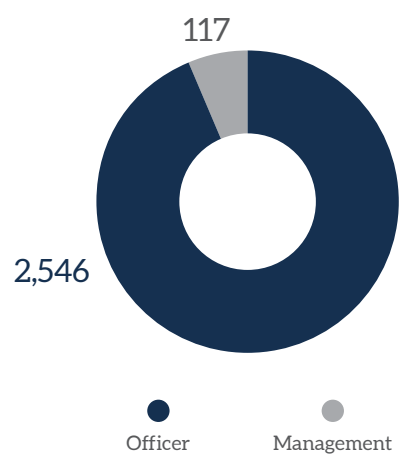
By type of business



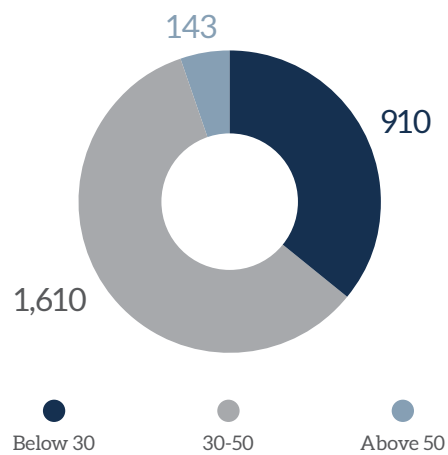
By gender



By level



By age



Changing number of employees during the past 3 years

YEAR	2020	2021	2022
Number of employees at the end of the year	1,981	2,273	2,663

Human Resource Management and Corporate Culture

The Company has been highly determined to personnel development as it strongly believes that personnel are one of the most valuable assets of the Company. The Company's structure of human resource and corporate culture works are summarized to make it be known as an organization in the service sector that general people want to work with through development under S Hotels and Resorts Employee Value Proposition. The capable and appropriate personnel are invited to work with the Company through the unique recruitment process. The engagement between employees and organization have been tied sustainably through the professional development of each employee.

Organizational Development and Brand Culture Establishment

The Company has developed "Our PRIDE Moments" indicating 8 dimensions in order to offer the pleasant environment and organization to all employees through activities of recognition, celebration, survey & feedback, well-being of our employees, training & support, team activities, community event, and rewards.

The Company pays attention to create the working environment which provokes creativity to the organization, and inspires other employees to conform to, e.g., birthday celebration activity, work anniversary activity, Happy to Se(a) You activity in order to have the organization engagement.



The Company values the opinion sharing through any survey in every activity it arranges, as well as training and development. Every executive supports the opinion acceptance policy to show the transparent management to employees and business management.

The Company also pay attention to giving opportunities of learning and potential development in its executives and staff, which must go on in the same direction of the future businesses. The Company also takes account of necessities in building knowledge and skills of each working line. Therefore, the demands on learning in each working line have been surveyed and used to establish the development plan of each title. The annual training plan is always planned along with the personnel development through other channels to support the business expansion in the future. The occupational development plan of each employee is formulated as well.



Fair Employment/Disposal

The Company carries out the fair employment and dismissal, and has fair treatment to workers whereas they must comply with laws, rules and regulations required by law strictly. The Company also adheres to and complies with the human right principles.

Recruitment of smart and proper employees, and personnel development to keep potential employees in the organization

The Company has adhered to the intent that a successful factor of the business operation is to recruit “smart and appropriate personnel, and to develop potential employees to work for the organization sustainably”. Therefore, the Company uses the personnel screening system with international standards to screen the preliminary qualifications. The work interview system has been developed as well to be relevant to the main corporate values “PRIDE”. This shall be a main force driving the Company to grow up and attain the business goals established efficiently. Meanwhile, the Company sets up the individual career development plan for potential employees to retain them for the organization sustainably.

- **Manpower:** For employment of employees, the Company takes account of the manpower as necessary under the work plan, strategy, work development framework, rules and regulations, working procedure, internal control, budget, and economic outlook, and adaptation under crises, as well as the allocation and adjusting the manpower to fit to the Company’s business operation.
- **Recruitment and selection of employees:** The Company’s employment must be fair without discrimination, equitable to everyone with no bias in race, religion, color, gender or belief. This also covers the disabled or other underprivileged persons. The applicants to be employed by the Company based on their qualifications and experience, skills, appropriate abilities that are relevant to positions to be employed. The Company has no policy of employing unlawful labors.
- **Employment of the disabled, underprivileged persons or elderly in accordance with the cooperation policy with the government sector:** This type of employment was based on appropriateness. In 2022, the Company has employed 2 employees aged older than 60, and contributed 598,600 Baht to the Fund for Empowerment of Persons with Disabilities as required by law completely and punctually.
- **The Company has supported the educational institutes which requested for the Company’s support for internship and career development for students in the training project.** Such support was in conformity with related rules and laws, and based on students’ consent and willingness. In this regard, the Company strictly complies with its policy neither to violate the child labor’s human rights nor to seek any unlawful benefits.

Compensation for Employees

The Company has the policy of paying the compensation to its executives and employees in forms of salary and/or bonus which are relevant to appropriateness, competence, security of career path, and fair career progress. Such compensation must be also subject to the Company’s operating performance, which is competitive to attract and retain the executives and employees who are essential to the Company’s long-term success. Other fringe benefits are also provided for the Company’s employees as required by law, e.g., social security, Provident Fund, annual physical check-up, and other beyond legal requirements such as health insurance, accident insurance for employees and their family members, cost of living allowance, accommodation room rates specifically offered for employees, parties, and employee shuttle bus, etc.

The Company and subsidiaries, as of December 31, 2022, consisted of 2,585 executives and employees. In 2022, the Company and subsidiaries have paid the compensation, including salary, overtime, cost of living allowance, bonus, special financial support, social security, and contributions to the Provident Fund, etc. amounted to Baht 1,379.40 million. In 2022, the proportion of compensation between female employees and male employees accounted for 33%.

(Details about executives’ compensation are presented in the topic of “Compensation for Directors and Executives”)

Provident Fund

Except the compensation mentioned above, the Company supports the saving as a financial security of employees. The provident fund was established in 2015 in accordance with the Provident Fund Act, B.E. 2530, which prescribes the Company to pay the contribution into the fund at rates of 5%, 8%, or 10% of salary of employees while the employee may decide to pay his savings to the fund through the employer’s deduction from wages for 3%, 5%, 8%, 10% or 15% of each payment of his wages. As of December 31, 2022, the proportion of employees engaging in the provident fund if compared with the total number of employees was as follows:

COMPANY	NUMBER OF EMPLOYEES ENGAGING IN THE PROVIDENT FUND	PROPORTION OF EMPLOYEES ENGAGING IN THE PROVIDENT FUND/ TOTAL EMPLOYEES (%)
S Hotels and Resorts Public Company Limited	35	83.33

Occupational Safety and Health and Environment

To ensure that the employees of the Company have good physical and mental health, and work safety, the Company cares for safety, health, and work environment through the following projects, activities, communications, and rules and regulations:

- Arrangement of healthy and safe work environment where the fire equipment is properly installed in specific points, and is also checked regularly
- Communications about safety practice guideline, controlling all personnel to care for hygiene and order in working and common areas
- Annual physical check-up
- Medical rules and privileges for sick personnel, and coverage for personnel who become disabled or dead.
- Sharing of opinion in improving the safe working conditions and methods
- Internal announcement regarding the prohibition on Cannabis and Kratom
- Provision of the first aid kit at the Company's office
- Spraying the disinfectant if the COVID-19 case is found in the office
- Annual fire drill
- Arrangement of the basic fire fighting training program, both theoretical and practical

In 2022, the Company had no records of work accidents and injuries among the employees. No records of employees who were dead or seriously injured from working for the Company.

Employee Training and Development

The Company focuses on employee development, propelled through the individual development plan, which must be relevant to the corporate strategy and employee's competence. The Company supports and provides both internal and external training programs via online and onsite during working hours at the office or working from home. The training programs are provided based on service length, career and responsibility. In 2022, the Company has provided and supported every employee to attain different training programs, covering both technical skills and soft skills.

For the corporate governance domain, the Company has provided online training programs to its employees at all levels pertaining to the anti-corruption policy and practice guideline, and the ethic policy and code of conduct, corporate risk management, safety standard security, and personal data protection policy of the Company. These employees passed the test measuring their knowledge and understanding. The measurement is based on the criteria defined by the Company through SurveyMonkey platform.

For the social and environmental domain, the Company promotes the training and educating the employees about environment. In 2022, this matter has been undertaken continuously, especially the familiarization program / company overview where the new employees would be given the information about the Company's social and environmental care through various activities and projects to arouse the employees' awareness and consciousness in caring for the society and environment for sustainability due to the meaning of 7 doors to success of the Company whereas the sixth door mentions about 'socially responsible'.

In addition, due to awareness of sustainability, and aim to the reduction of carbon dioxide, the Company delegated some employees to attain the following training programs:

- "Generating and Capturing Value from Sustainability" in collaboration with Thailand Management Association on March 24, 2022.
- "Net-Zero Targets: Energizing Efforts for Action" held by Thai Listed Companies Association on August 5, 2022.
- "Executive Field Trip": The executives had a site visit at EGAT Learning Center, Central Office, Amphoe Bang Kruay, Nonthaburi province on October 7, 2022 to allow the executives to know and understand the sustainable development, as well as the plan for doing the Company's activities relating to decarbonization.
- Arranging the workshop seminar on sustainable development for the Company's officers at the Head Office, and other representatives from hotels to respond to the Company's target to promote the sustainable development, and to be certified by certain agencies providing the Best Practice Guideline on environment, e.g., Green Globe™, which is globally accepted as the highest standard in the tourism and service industry.

The Company really believes that the development of competitiveness in employees would boost the Company's competitiveness in the long term. In 2022, the Company's employees attended the training programs for 1,700 hours in total, representing 38.63 hours per person per year for the Head Office, and the number of training hours totaled 79,903 hours in 7 hotels directly managed by the Company or representing 49.62 hours per person per year.

Summary of training for personnel working at the Head Office as classified by personnel level in 2022

LEVEL OF PERSONNEL	TOTAL TRAINING HOURS (HOUR)	AVERAGE TRAINING HOURS (HOUR/PERSON/YEAR)
Top executives	180	30
Middle executives	1,176	39.20
Employees at practitioner level	344	43
Total training hours	1,700	38.63

Business Code of Conduct Practice Guideline

As “PRIDE” is the business standard while “integrity” is one of corporate values prioritized by the Company, every point of the business operation of the Company must be transparent. The Company always guides and emphasizes all personnel since the first working date on the business code of conduct. Every executive must be the working model by adhering to and be responsible for commitments given to all sectors. They must be honest to their duties, be a good model for the working team and everyone in the Company while the Company places the precise preventive measures and penalty.

Whistleblowing Guideline

The Company operates the business by adhering to the business code of conduct to ensure impartiality in its operations, especially the petition and whistleblowing. Therefore, the whistleblowing policy was provided in 2022 as the practice guideline for the petition and whistleblowing. This has been communicated to all personnel via several internal communication channels, e.g., delivery of related notifications via e-mail, communication board for employees, etc. This matter is also inserted as one training topic in the personnel training. In 2022, no petition or whistleblowing was submitted.

Work Performance Evaluation

In 2022, the Company evaluated the work performance of all employees by applying Key Performance Indicator (KPI), and competency. The evaluation was done on the quarterly basis for the level of general officers up to senior managers. The evaluation was done on midyear and end of each year for the level of Vice President up to Chief Executive Officer. The evaluation results were further utilized in the management, annual wage revision, bonus payment, promotion, and career progress.

Employee Engagement

To obtain the tangible opinions and to understand individuals' expectation, in 2022, the Company conducted the Employee Opinion Survey (EOS). As a result, the Company learnt about the factors to be improved while the employees had happiness in workplace, and had engagement with the organization. From the survey result in this year, the executives in each working line focused on and defined the work plan to improve the organization and working environment tangibly so that the employee engagement would be lifted, and could be compared with other leading organizations in the future. For the Head Office, there were less than 50 employees; the Welfare Committee in accordance with the Labor Protection Act, B.E. 2541 has not yet established. However, from the annual EOS Survey, the employees' satisfaction in respect with benefits was still good. The means of the Employee Engagement Survey was at 82%, which fell into the good criteria. The employee turnover was at 3.2%.

Key Labor Disputes during the past 3 years

The Company has had no labor dispute significantly taking effect to its business operation and financial statements.

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE POLICY

The Board of Directors of S Hotels and Resorts Public Company Limited (the "Company") is committed to a transparent, fair and accountable business conduct in strict adherence to Corporate Governance ("CG") Principles. Besides enhancing the Company's competitiveness and strengthening the confidence of all investors and stakeholders at the domestic and international levels, such practices are key drivers for the Company's business success, sustainable growth, and flexible adaptation under a changing business environment, and good relationship with all stakeholders.

FORMULATION OF CG POLICY

The Board of Directors (the "Board") agreed to formulate an improved corporate governance policy in writing on 10 January 2019, covering the main principles, structure, roles, duties and responsibilities of the Board, and management principles of the executives which are meant to be transparent, clear and verifiable by using the principles and guidelines of 2017 Good Corporate Governance for Listed Companies of the Securities and Exchange Commission. These are the guidelines for managing the Company to ensure that the business operations of the Company are conducted with fairness and taking into account the best interests of shareholders and all stakeholders.

In 2022, the Board followed the corporate governance guideline in other matters including:

- The Board of Directors, in the Meeting No. 2/2022 on April 21, 2022, resolved to appoint the Nomination and Remuneration Committee and the Corporate Governance and Sustainable Development Committee to be in charge of nominating the directors and senior executives of the Company, and of designing the Company's corporate governance in accordance with the corporate governance principles as well as sustainable development to ensure that the Company's operation would conform to the guideline, policy, and strategy. The corporate governance framework and guideline were integrated together while sustainability issues and previse operating guideline are defined in order to oversee the Company under the corporate governance framework, and to deliver sustainable value to shareholders and stakeholders.
- Determined that the Company participates in Thailand Sustainability Investment (THSI) for year 2022 to develop the operation on sustainability.
- Reviewed the Corporate Governance Policy by applying the Corporate Governance Code for Listed Companies 2017 ("CG Code") of the Securities and Exchange Commission of which it was considered that overall corporate governance policy of the Company was concordantly with the CG Code. Some practices that the Company has not yet adopted or fully adopted in order to uplift the Company's existing corporate governance level within the current business environment and context of the Company with an emphasis on the sustainability by operating business in respect of environmental, social and governance ("ESG").
- Reviewed and amended the Charters of the Board and all committees; namely, the Charter of the Audit Committee, the Charter of the Risk Management Committee, the Charter of the Nomination and Remuneration Committee, the Charter of the Corporate Governance and Sustainable Development Committee, and the Charter of the Executive Committee to keep them up-to-date, appropriate, and in alignment with rules and regulations, and changing circumstances.
- Reviewed, improved, and/or defined all policies relating to corporate governance, which must be relevant to the Company's business operation and current circumstances of the industry, and in compliance with any related laws, rules and regulations.
- Reviewed and defined the Company's vision, mission, values, strategy, and goals of the business operation on the yearly basis. In this regard, the Company also took account of the economic circumstances, industry overview, and marketing condition, corporate governance, ethic, social and environmental impact, as well as financial objectives, budget and business plan, and other important resources to be in line with the Company's objectives and goals, and oversaw the management of the Executive Committee and the Management to align with the Company's business strategy and policy.

- Supported and encouraged the communication of the Company's Anti-Fraud and Corruption Practices, Insider Information Practices and Conflict of Interest Practices to its employees at all levels to ensure that they realize the importance and awareness of anti-corruption cooperation through e-Learning training, which was also measured according to the criteria set out by the Company. The Company also had the internal control system to prevent corruption, accepting or giving bribes in all forms.
- Supported and encouraged the communication to the Company's employees at all levels to review the Company's Code of Conduct to ensure that the Company's business operation would be transparent, ethical, honest and responsible, and to maintain the interest of all stakeholders as well as to retain confidence in investors or all related parties. The Company asked the employees' cooperation to study the policy in the form of e-Learning and have a comprehensive test pursuant to criteria set out by the Company.
- Supported and encouraged training on the Personal Data Protection Act for employees at all levels in the organization through e-Learning.
- The Company was selected one of companies listed in the 2022 Thailand Sustainability Investment (THSI) for the first year in the service industry as initiated by the Stock Exchange of Thailand. The evaluation for selection was based on the information about sustainable business operations, e.g., Environmental, Social and Governance (ESG), and so on, resulted by the Company's attention to the sustainable business operations, and business growth under corporate governance principles, transparency, and verification together with its mission to get along with harmonized living with local communities and environment.

COMPLIANCE REPORT IN ACCORDANCE WITH CG PRINCIPLES

The Board acknowledged the principles under the CG Code, and fully understood its leadership role in creating sustainable value for the Company's business. The implementations based on the CG Code were assessed whereas the Company Secretary carried out such assessment and prepared the preliminary explanation. However, the Board of Directors considered that the Company has not yet been able to comply with some principles under SET's CG because, when considering the best interest of all groups of stakeholders, the existing principles were more suitable to the current circumstances of the Company. In this regard, the Board of Directors defined the conditions and practice guidelines to be used as management and control mechanism to make all stakeholders trust in the Company's transparent, fair, and efficient business operations as per the following details.

AWARDS BESTOWED FOR CORPORATE GOVERNANCE

In 2022, the Company received the following awards:

- The Company earned 100 scores on the quality of the 2022 AGM score assessment program of listed companies organized by the Thai Investors Association, for three consecutive years.
- The Company's CG scores was ranked "Excellent", equivalent to 5-star rating  from the Corporate Governance Report of Thai Listed Company 2022 (CGR 2022) conducted by Thai Institute of Directors (IOD), for two consecutive years.

ISSUES NOT YET BE IMPLEMENTED	REASON / EXPLANATION
Defining the policy requiring the Company's directors and senior executives to inform the Board of Directors of their trading of securities of the Company at least 1 day prior to each trading.	The Company requires that the Board of Directors and senior executives as well as accounting and financial officers shall be communicated about no trading or trading of securities of the Company to be compliance with the Securities and Exchange Act, B.E. 2535 (as amended), and corporate governance principles. It is required that the Board of Directors and senior executives as well as accounting and financial officers are prohibited to sell or buy securities of the Company prior to the disclosure of its financial statements at least 1 month and for 24 hours after such disclosure. The Company considers that this requirement is suitable and relevant to the Company's present business context and related laws.
Defining the policy on minimum meeting quorum. The Board of Directors shall resolve in the board meeting that the quorum requires at least two-thirds of the total directors.	The meeting quorum of the board meeting shall align with the Company's Regulation imposing that not less than a half of all directors of the Company present at the meeting shall constitute the quorum. The Board considers that the minimum meeting quorum resolved by the board meeting is appropriate and relevant to the Company's present business context and related laws.
Defining that the structure of the Board of Directors shall comprise at least 2 female directors or it accounts for 30% of total directors.	The Company prescribes that a board member must hold full qualifications with no prohibited characteristics as required by law. It is also required that a board member must have knowledge and experience beneficial to the business operation, integrity, morals in the business operation, adequate time to contribute his knowledge and abilities to fully perform duties for the Company and subsidiaries. The Company considers the board member by no discrimination of gender, race, religion, age, and other specific expertise.

To enhance knowledge and understanding of all directors, executives and employees in performing their duties in compliance with the Corporate Governance Code ("CG Code") for Listed Companies 2017 of the Securities and Exchange Commission ("SEC") and as a guideline for corporate management to ensure that any operations conducted by the Company shall create sustainable value, long-term satisfactory performance with responsibility for all shareholders and stakeholders. The Board has defined eight CG principles as described below.

PRINCIPLE 1 REALIZE ROLES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS AS THE LEADER OFFERING SUSTAINABILITY TO THE COMPANY

1.1 The Board understands and is aware of its roles and responsibilities as the leader who oversees the overall operations of the Company. The roles and responsibilities of the Board include:

- To set objectives and key goals, important guidelines, policies and strategies with due regard to ethics, the impact on society and the environment, financial objectives, various business plans and budgets of the Company and subsidiaries, providing important resources to achieve objectives and goals, supervise the administration and management of the Executive Committee and the

Management to be in accordance with the policies, plans and budgets with efficiency and effectiveness for the best interest of the Company, its subsidiaries and shareholders.

- To continuously monitor the operations of the Company, subsidiaries, and associated companies to meet the goals, guidelines, policies, business plans and budgets of the Company and subsidiaries. Regularly evaluate the performance of the Executive Committee and Management. Fix remuneration and review the succession planning regularly.
- Every independent director has independent discretion in taking account of various matters in the meetings of the Board and committees such as defining the strategy, management, business plan and budget, and business operation standards. The independent director must be ready to object to the Management or other directors in case of having any dissenting opinion or having any matters adversely affecting the interest and equality of every shareholder.
- To set up the precise procedure for the Audit Committee to report to the Board of Directors when finding out or having any doubts about transactions or actions which may take adverse effect to the Company's financial status and operating performance whereas the Board of Directors must make remedies within the period that the Audit Committee deems appropriate.

- To supervise adequacy of financial liquidity and debt servicing capacity.
- To consider, determine, and amend the names of directors who have the binding authority to sign for the Company. In the case of vacancy of a director due to reasons other than retiring by rotation, the Board, according to the advice of the Nomination and Remuneration Committee (if any), shall select persons who are qualified and do not have prohibited characteristics under the Public Companies Act and the Securities and Exchange Act, or any other relevant announcements, rules or regulations, to be a director in the next Board meeting, unless the term of office of the retired director is less than 2 months.
- To consider the nomination of appropriate persons to be directors or representatives of the Company subject to the proportion of shares held by the Company in listed subsidiaries and associated companies to ensure that those subsidiaries and associated companies define the policy and business operation in line with the Company's policy.
- To consider and approve the Company and subsidiaries' operations in accordance with the Articles of Association (AOA) of each company.
- To consider the management structure. Hold the authority to appoint the Executive Committee, CEO, and other subcommittees as appropriate. Determine the scope of authority and remuneration of the appointed Executive Committee, CEO, and other subcommittees.

The delegation of authority under the scope of specified duties must not constitute delegation that allows the Executive Committee, the CEO, and subcommittees to consider and approve transactions that may cause conflicts with the Company or subsidiaries, except for the approval of transactions that are in accordance with the policies and criteria considered and approved by the shareholders' or the Board meeting.

- To control and prevent conflicts of interest of stakeholders of the Company.
- To perform other tasks related to the Company's business as assigned by shareholders.

- 1.2 The Board establishes various strategies and policies, including Corporate Governance Policy, Social Responsibility Policy, and Sustainable Development policy and Code of Conduct to create sustainable business values in order to promote ethical business practices, to respect the rights and to be responsible for shareholders and stakeholders throughout the business chain, to achieve success in the business operations of the Company, to benefit the society, to develop or reduce

environmental impact, and to adapt under changing factors, to review and update the Company's policies to be appropriate for its business operation, and to support the communications those policies to all personnel of the Company for their implementations.

- 1.3 The Board is responsible for supervising the directors and executives to perform their duties with responsibility (Accountability and Responsibility), to be careful (Duty of Care), to be honest to the organisation (Duty of Loyalty) for the highest benefits of the Company, as well as to comply with the law, objectives, AOA, resolutions of the Board, the resolution of the shareholders' meeting, and the policy or guidelines specified by the Company. The Board has to provide sufficient mechanisms to ensure that the operations of the Company are in compliance with relevant laws, objectives, AOA, resolutions of the Board and shareholders' meetings, and various policies of the Company such as related party transaction policy, anti-corruption policy, the delegation of authority. The Board must also approve processes of important operations such as investment, transactions that affect the Company, significantly transaction with connected persons, acquisition or disposition of assets, and dividend payment with the following actions:

- Providing appropriate information disclosure to stakeholders, person with conflicts of interest and related parties, and disclosure of important information to shareholders in the financial statements and various reports made to the shareholders appropriately. Such information should be distributed via the SET's system first and may be further disseminated via the Company's website. Assigning responsible persons for providing information to investors. The Board should disseminate accurate, complete, appropriate and punctual information.
- Considering, reviewing, and approving the vision, policy, direction, strategy, business plan of the Company and subsidiaries as prepared by the Executive Committee and management at least once a year to suit the changing economic, market, and competitive conditions. In 2022, the Board reviewed and approved the Company's business strategic plan for year 2023 - 2027, vision, short-term and long-term target, and business direction. The Board also monitors and follows up to ensure that the Company's strategies are put into practice. The Management is assigned to report on the Company's operation and financial performance, including sustainability performance to the Board according to the strategic plans at every board meeting.

- Arranging for a balance sheet and a profit and loss account at the end of the calendar year which is the Company's fiscal year in order to accurately and correctly show the financial status and operating results of the previous fiscal year in accordance with generally accepted accounting standards to propose to the shareholders' meeting in the annual general meeting of shareholders for approval. The Board must arrange for the auditor approved by the Office of the SEC to complete the check of balance sheet and profit and loss account before presenting to the shareholders' meeting, also the preparation and review of the financial statements for the quarterly period.
- Having the Company and subsidiaries introduce the accounting system, financial reporting, and an appropriate and effective audit. Providing an internal control system, sufficient and effective internal audit system, and establishing a process to assess the suitability of the internal control system of the Company and subsidiaries regularly.
- Supervising to have a system or process for risk management by establishing supporting measures and control methods to appropriately reduce the impact on the Company's business and subsidiaries.
- Considering and/or providing opinions on connected transactions between the Company, its subsidiaries, associated companies, and connected persons as specified in the Securities and Exchange Act, relevant rules and regulations of the Stock Exchange of Thailand (the "SET") and the Capital Market Supervisory Board. Approving the principles of trade agreements with general trade terms for entering into transactions between the Company, its subsidiaries, affiliated companies, and directors, executives, or related parties in order to establish a framework for the Executive Committee and the management to have the power to execute such transactions within the framework and scope of the relevant laws and regulations. Considering and/or providing opinions on making various business transactions for the Company (if the value of the transaction does not fall under the conditions that must be considered and approved by the shareholders' meeting) in accordance with the relevant laws, announcements, rules, and regulations.
- Appointing the Company Secretary and determine the scope of duties and responsibilities of the Company Secretary in order to be responsible for the various operations on behalf of the Company or the Board such as the preparation and maintenance of the register of directors, notice of the Board meeting and the minutes of the Board meeting invitation to shareholders' meeting, minutes of shareholders' meeting, reports of interest, etc.

- 1.4 The Board understands roles, scope of duties and responsibilities of the Board, clearly specifies the scope of delegation of duties and responsibilities to the committees and management such as Audit Committee, Nomination and Remuneration Committee, Risk Management Committee, Corporate Governance and Sustainable Development Committee, and Executive Committee as well as the Management, follows up and supervises them to perform the duties as assigned. The Board establishes various charters of the Board and subcommittees in writing and will review the said charters regularly at least once a year to be in line with the Company's direction.

In addition, the Company separates the roles and responsibilities between the Board and Management to be clear in the performance of duties of each position in order to balance the power, to be able to review their administration, and to manage the Company with efficiency and transparency as follows:

- **The Board** plays a key role in defining directions, policies, and business strategies for maximum returns of investment and benefit of shareholders. The Board is also responsible for supervising and monitoring the performance of the management to ensure conformity with such policies and strategies and in line with laws, corporate objectives and articles of association, and shareholders' resolutions.
- **The Management** is responsible for managing the Company's businesses to achieve goals and in line with the directions, policies, and strategies defined by the Board, and managing routine work and businesses to ensure smooth operation.
- **The Chairman of the Board**, as the leader of the Board, takes important roles in supervising and promoting Board performance in compliance with the laws and corporate governance, etc.
- **The Chairman of the Executive Committee** ensures that the overall operation conforms to the Executive Committee's policies and in compliance with the laws, corporate objectives, and articles of association, as well as the Board and shareholders' resolutions.
- **The Chief Executive Officer ("CEO")**, as the leader of the Management, is assigned by the Board to perform day-to-day business duties for the Company by administering tasks strictly and honestly, as well as with integrity under the Board's approved plans and budgets in the best interests of the Company and its shareholders. The CEO must not engage in vested interests or conflicts of interest with the Company and its subsidiaries.

Although the Board has delegated powers to subcommittees, the CEO and senior management, it has reserved its authorisation over certain matters, including:

- Corporate strategies, business plans and budgets
- Capital expenditure and expenses which exceed the approved authority of the Executive Committee
- Expenses for the Company's operations and subsidiaries including the table of authorization matrix (Delegation of Authority)
- Strategic investments in new businesses and divestments
- Acquisition or disposition of the Company's assets or subsidiaries
- Significant policies
- Material contracts
- Material litigation
- Dividend policy

PRINCIPLE 2 DEFINE MAIN BUSINESS OBJECTIVES AND GOALS FOR SUSTAINABILITY

- 2.1 The Board values the definition of the Company's core objectives and goals in the conduct of its business for sustainable growth together with society, value creation and benefit for the organisation, customers, business partners, employees, shareholders, stakeholders, and society as a whole. The Board promotes communication and ensures that the corporation's core objectives and goals are reflected in the decision-making and performance of all its employees that they become corporate culture in conformity to the good corporate governance principles.
- 2.2 The Board ensures that the Company formulates annual corporate strategies and 5-year long-term action plans to be relevant to the vision of business growth, and sustainable value is delivered to all stakeholders in line with its business objectives and goals, environment, factors, and risks that may affect all stakeholders, ensures that the Company adopts innovations and technology appropriately and safely. In addition, the Board must be aware of the risks of setting goals that may lead to illegal or unethical conducts as well as supervise the transfer of objectives and goals through strategies and plans throughout the organisation.

PRINCIPLE 3 STRENGTHEN THE EFFECTIVE BOARD OF DIRECTORS

- 3.1 The Nomination and Remuneration Committee is assigned by the Board of Directors to have duties and responsibility in determining, screening, and reviewing the board structure, especially composition, qualifications, proportion of independent directors, term of directorship, and number of listed companies where each of the Company's directors can hold directorship, as appropriate and necessary for achieving the Company's objectives and goals. The implementations include:

3.1.1 Board Composition

The Board consists of at least 5 qualified directors with structure diversity (board diversity), who hold different professional skills, specific expertise, capability, and experience in fields relating to the Company's business operation. The Company intends that the board composition consists of at least one director having knowledge and experience in law; at least one director holding knowledge and experience in accounting and finance; at least one director holding knowledge and experience in risk management and/or sustainable development; and at least one director holding experience in hotel and service business for best interest of the Company's business operation. The total board members shall not exceed 12 directors, comprising at least one-thirds of independent directors, but not less than three, and at least half of the Board must reside in Thailand. The Board Skill Matrix are detailed below.

No.	Expertise/ Education	Mr. Apisak Tantivorawong	Mr. Sompong Tantapart	Mr. Parinya Patanaphakdee	Mr. Praisun Wongsmith	Mr. Jukr Boon- long	Dr. Chayanin Debhakam	Mr. Naris Cheyklin	Mrs. Thitima Rungkwansiroj	Mr. Dirk Andre L. De Cuyper
1	Administration and business management	/	/	/	/	/	/	/	/	/
2	Accounting/ finance	/	/	/	/			/	/	
3	Strategy	/	/	/	/	/	/	/	/	/
4	Corporate risk management and crisis management	/	/	/	/	/		/	/	/
5	Law			/		/				
6	International business			/		/	/	/	/	/
7	Corporate governance and sustainable development				/	/	/	/	/	/
8	Technology and cyber security			/	/					
9	Property business	/	/				/	/	/	/
10	Hotel and service business		/				/	/	/	/
11	Energy	/	/			/	/		/	

As of 31 December, 2022, the Board comprises one executive director and eight non-executive directors, totalling nine members. Among the non-executive directors, which represent 88.88% of the entire Board, are five independent directors, representing 55.55%. Among these 9 directors, 8 out of them were male and one director was female. All directors were knowledgeable, competent, skilful, and experienced in fields useful for the Company's business and were able to fully devote their time to the performance of their duties. Among all directors, two directors had expertise in law; 6 directors in accounting and finance; 8 directors in risk management; 6 directors in sustainable development; and 6 directors in hotel and service business as targeted.

3.1.2 Qualifications of directors

- The directors must be properly qualified without forbidden characteristics under the Public Limited Companies Act B.E. 2535 (including any amendment thereto) and the Securities and Exchange Act B.E. 2535 (including any amendment thereto), relevant notices, regulations and/or relevant regulations, and must not have characteristics that indicate lack of appropriateness to be entrusted to be a director or executive as specified by the Securities and Exchange Commission and/or the Capital

Market Supervisory Board. A director must be a person whose name is in the list of directors and executives of the Company issuing securities in accordance with the notification of the Capital Market Supervisory Board regarding the rules for displaying the name of a person in the list of directors and executives of the Company issuing securities.

- Must be knowledgeable, competent, and experienced so that will be beneficial to business operations, honest, ethical in conducting business, and have enough time to fully devote knowledge and ability and perform duties for the Company and subsidiaries regardless of gender, race, religion, age and other fields of expertise.
- Be unable to operate the business that has the same conditions and that is in competition with the business of the Company or subsidiaries, or become a partner in an ordinary partnership, or a partner with no limited liability in a limited partnership, or being a director in other juristic persons operating businesses that have the same conditions and are in competition with the Company's business or subsidiaries whether doing it for his own benefit or for the benefit of another person, unless notifying to the shareholders' meeting before a resolution is made to appoint that director. In addition, Chief Executive Officer shall inform the Board of Directors prior to holding other company directorship/ executive management.

3.1.3 Qualifications of independent director

An independent director of the Company must possess qualifications required by the Capital Market Supervisory Board and must be able to protect the benefits of all shareholders equally in order to avoid conflicts of interest. Moreover, they must also be able to express their opinions independently at the Board meetings. The Company has set out the qualifications of independent directors as follows:

- (1) Hold up to 0.5% of the voting shares of the Company, holding company, subsidiaries, associates, major shareholders, or its controllers. For this purpose, the shares held by related persons of individual independent directors are to be included.
- (2) Are not or have not been involved in the management, wage earners, employees, advisers on regular payroll, or controllers of the Company, holding company, subsidiaries, associates, sister companies, major shareholders, or the Company's controllers unless such status has ended for at least two years.
- (3) Are not of blood relationship or legal registration as father, mother, spouse, sibling, or children, including the spouses of the children of other directors, executives, major shareholders, controllers, or those nominated as directors, executives, or controllers of the Company or its subsidiaries.
- (4) Do not have or have not had business relationship with the Company, holding company, subsidiaries, associates, major shareholders, or the Company's controllers that could obstruct their independent exercise of discretion; are not or have not been significant shareholders, or controllers of those with business relationship with the Company, holding company, subsidiaries, associates, major shareholders, or the Company's controller unless such status has ended for not less than two years.

Under the previous paragraph, business relationships include trade transactions routinely engaged for renting of properties, asset-related or service-related transactions, or financial assistance provided or received involving loans or collateral, provision of assets as loan collateral or the likes, all of which result in the Company or its contract counterpart owing from 3% of its net tangible assets or Baht 20 million upward (whichever is lower). The calculation of such debts is to follow the method of calculating the value of related-party transactions under the announcement of

the Capital Market Supervisory Board on the criteria for engagement in related transactions *mutatis mutandis*. However, in the consideration of such debts, they are to incorporate debts incurred during the year before the business relationship date with the same person.

- (5) Are not or have not been the auditor of the Company, holding company, subsidiaries, associates, major shareholders, or the Company's controllers, and are not significant shareholders, controllers, or partners of the auditing firm which the auditor of the Company, holding company, subsidiaries, associates, major shareholders, or the Company's controllers are attached to unless such status has ended for not less than two years.
- (6) Are not or have not been professional advisers, whether legal or financial, with a consulting fee of more than Baht 2 million a year from the Company, holding company, subsidiaries, associates, major shareholders or the Company's controllers, and are not significant shareholders, controllers, or partners of such professional advisers unless such status has ended for not less than two years.
- (7) Are not directors appointed as the representatives of other directors of the Company, major shareholders, or shareholders related to the Company's major shareholders.
- (8) Are not engaged in similar businesses and significantly competitive businesses with those of the Company, its subsidiaries and are not significant partners in partnerships, management directors, wage earners, employees, advisers on regular payroll, or those holding more than 1% of the total voting rights in other companies engaged in similar businesses and significantly competitive businesses with those of the Company or its subsidiaries.
- (9) Do not have any characteristics that hinder free expression of views on the Company's business.

3.1.4 Term of directorship and election of directors

- A director can serve the office no longer than three years in each term and may be re-elected to resume office.
- At each annual general meeting of shareholders, at least one-third of the directors, or, if their number is not a multiple of three, then the number nearest to one-third, must retire from office. Directors to retire from office in the first year and the second year after the registration of the Company as a public company limited shall be determined by drawing lots. In subsequent years, directors who have remained in office for the longest term shall retire.
- Independent directors can serve up to nine consecutive years.

3.1.5 Limiting number of listed companies to serve as directors

To ensure their full dedication of time for efficient duties to optimise the Company's benefit, directors are required by the Board charter to serve as a director in no more than five SET-listed companies (including the appointment as the Company's director).

- 3.2 The Board will appoint the appropriate person to be the Chairman of the Board and ensure that the components and operations of the Board facilitate the exercise of independent discretion to perform the following duties:

- Chairing and calling Board meetings by assigning the Company Secretary to issue meeting notices no less than seven days before each meeting so that the directors may have enough time to study, deliberate, and make proper decisions at each meeting.
- Setting meeting agenda on consultation with the CEO.
- Efficiently control meetings, allocating enough time for the management to present supporting data for decision-making.
- Giving the directors opportunities to ask questions and express opinions and discretion freely; controlling discussion issues; and summarising resolutions.
- Encouraging the directors to attend the shareholders' meetings and chairing such meetings to efficiently control Board proceeding and answer shareholders' questions.
- In the consideration of agenda which directly concerns a given director with conflicts of interest, the Chairman must ask that director to abstain from attending and voting during that portion of the meeting until the agenda has passed.

- Playing a key role in promoting directors' conformance to corporate governance and performance of their duties under the lawful authority of the Board and promoting good relationship among the Board and the management.
- Inform the Board about significant information and data.

- 3.3 The Board has appointed and assigned the Nomination and Remuneration Committee to supervise the nomination and selection of each committee to have a transparent and clear process in order to establish the Board and committees that have qualifications consistent with the specified components. The Board will review skills and characteristics of the Board and the overall composition of the Board in accordance with the Company's business strategy compared with current and future business directions, and create a Board Skill Matrix table to determine the necessary skills that are still missing from the Board and set criteria for nominating directors who are sought every year.

The Board also considers the diversity of directors in terms of skills, experience, knowledge, expertise, and independence regardless of age, gender, religion, race, nationality, or origin. Therefore, the nomination process must be transparent and clear. The Nomination and Remuneration Committee has a duty of nominating and proposing qualified candidates to the Board of Directors for consideration. The Nomination and Remuneration Committee may use other sources to find out directors, e.g., Directors' Pool, professional firm, or other sources as the Nomination and Remuneration Committee deems appropriate.

- 3.4 The Board of Directors appoints and assigns the Nomination and Remuneration Committee to consider and define the policy and criteria of clear, fair, reasonable and appropriate remuneration of directors and committees, both monetary and non-monetary forms, for their duties and responsibilities and linked to their individual as well as Company's performance (in short-term and long-term) that is also comparable with other listed peers in the same industry. Such remuneration policy and payment criteria shall be proposed to the Board of Directors for approval before being further proposed to the shareholders' meeting for approval.
- 3.5 The Board ensures that all directors are properly accountable for their duties, responsibilities and actions, and allocate sufficient time to perform their duties and responsibilities effectively. In 2022, the Board held eight meetings whereas the meeting attendance of each director was over 75% of the total number of meetings. Details of directors' attendance are shown in the table of Details of Meeting Attendance of the Board of Directors and Committees for the year 2022 under the section of "Management Structure".

In any meeting, if any director was unable to attend the meeting due to other task or rescheduling of meeting, they would inform the Company Secretary Department in advance to inform the Chairman afterward for acknowledgement.

- 3.6 The Board considers the regulatory mechanism that makes the Company able to supervise the management and be responsible for the operations of its subsidiaries as if they were a department of the Company, provides measures to monitor the operations of its subsidiaries in order to protect the benefits of the Company's investments to be in accordance with the announcement of Thor Jor. 39/2016, as well as ensures that the subsidiaries and associates have the same understanding and meet the same standards for the whole group.
- 3.7 The Board conducts an annual performance assessment of itself, committees and individual directors as a scope for monitoring Board performance and whether it has been following good practices, so as to improve board performance and to review problems and obstacles during the past year. The result of the assessment will also be used for the improvement of performance in the future.

The Company has devised a board self-assessment in accordance with SET's guidelines and adapting it to the business and structure of the Board. The assessment comprises two sets of evaluation forms:

- 1) Board and all subcommittees performance self-assessment (group assessment)
- 2) Board's individual self-assessment

Criteria for evaluation cover the following essential points:

- 1) Board and subcommittee structure and qualifications
- 2) Board Meetings
- 3) Roles, duties and responsibilities of the Board and subcommittees
- 4) Others, such as relations with the management, directors' self-development, and executive development

Scoring In each of the topics, five levels of score are assigned:

- 1 = totally disagree or nothing has been done
- 2 = disagree or a few things have been done
- 3 = agree or reasonable action has been done
- 4 = rather agree or good action has been taken
- 5 = totally agree or there has been excellent undertaking

The criteria for assessment in percentage:

- | | |
|-----------|-----------------------------------|
| 90-100% | = Excellent |
| 80-89% | = Very good |
| 70-79% | = Good |
| 60-69% | = Fair |
| 50-59% | = Need an improvement |
| Below 50% | = Need an improvement immediately |

Evaluation process

The Board considers and reviews the Board' Performance Evaluation Form. The Company Secretary then distributes copies of the evaluation form to all directors to be evaluated and handed in at the end of each year. The calculated results will be summarised in an evaluation report to be submitted to the Board to determine appropriate annual remuneration for the directors in each year. The evaluation report will be submitted to the Board for acknowledgment and for discussion for future improvement.

Evaluation results

The evaluation outcomes of the Board's performance in 2022 can be summarised as follows:

EVALUATION FORM	EVALUATION RESULT			
	2021		2022	
	AVERAGE SCORE	%	AVERAGE SCORE	%
Form 1 Group Assessment				
a) Board's Performance Assessment	4.72	94%	4.79	96%
b) Audit Committee Assessment	4.90	98%	4.61	92%
c) Risk Management Committee Assessment	4.68	94%	5.00	100%
d) Nomination and Remuneration Committee Assessment ¹	n/a	n/a	4.53	91%
e) Corporate Governance and Sustainable Development Committee Assessment ¹	n/a	n/a	4.97	99%
f) Executive Committee Assessment	4.72	94%	4.77	95%
Form 2 Self-assessment	4.81	96%	4.84	97%

Remark: ¹ In 2021, there was no assessment for the Nomination and Remuneration Committee and the Corporate Governance and Sustainable Development Committee as both committees were appointed by the Meeting of the Board of Directors, No. 2/2022 on April 21, 2022.

3.8 The Company organises directors' orientation, where the CEO or senior executives briefs new directors on business operations, approaches to business management, and other necessary information useful for taking up the directorship. The Company prepares documents for new directors comprising key information such as business description, business structure, management structure, directions and strategies for business operations, charters of the Board and/or subcommittees, manual of listed company directors, manual of independent directors, and other manuals related to serving on subcommittees (if applicable), including Code of Conduct, Corporate Governance policy, Anti-corruption policy, Inside information policy, policy on Prevention of Conflict of Interests, in order to ensure that the directors well understand the business and related regulations of the Company.

Moreover, to increase the efficiency of the directors' performance, the Company encourages the directors, executives, and employees responsible for the Company's corporate governance to attend training and seminars in courses beneficial to their work in cooperation with other institutions, such as Thai Institute of Directors Association ("IOD"), SET, and Thai Listed Companies Association. The Company also distributes training schedules beforehand to all directors and subsidises all costs of attendance. The goal is constant work improvement.

In 2022, the Board and senior executives attended particular training courses in relating to their duties arranged by the IOD and other institutes with details as follows:

NAME	POSITION	COURSE
Mrs. Thitima Rungkwansiroj	Director Chairman of the Executive Committee Member of the Risk Management Committee Member of the Corporate Governance and Sustainable Development Committee	Director Leadership Certification Program (DLCP), Class 7/2022, IOD
Ms. Samitta Tinnam	Member of the Executive Committee Chief Financial Officer Company Secretary	- TLCA CFO Professional Development Program, No. 5/2022: Restructuring Business for Growth, held by Thailand Listed Companies Association on October 12, 2022 (2 hours e-learning) - TLCA CFO Professional Development Program, No. 6/2022: Roles of CFO to Sustainability of the Organization, held by Thailand Listed Companies Association on October 31, 2022 (2 hours e-learning) - TLCA CFO Professional Development Program, No. 7/2022: Introduction to Sustainable Finance, held by Thailand Listed Companies Association on November 30, 2022 (2 hours e-learning) - TLCA CFO Professional Development Program, No. 8/2022: ESG Bonds in Corporate Financing, held by Thailand Listed Companies Association on December 9, 2022 (2 hours e-learning)
Ms. Kankanid Wichitcharoen	Member of the Executive Committee Senior Vice President – Accounting and Finance	- Revenues, Differences between Accounting and Tax Program, held by the Business Accounting Division, the Department of Business Development, Ministry of Commerce on June 15, 2022 (6.50 hours e-learning) - Accounting Standards relating to Land, Buildings, and Equipment Program, held by the Business Accounting Division, the Department of Business Development, Ministry of Commerce on July 6, 2022 (6.50 hours e-learning)

The Board of Directors understands the importance of sustainable development in its business operation. In January 2023, the Board of Directors went to CROSSROADS at the Republic of Maldives to attend the seminar on sustainability in business operations and practice guideline of the hotels. The Board also visited several projects with an aim to operate the business pursuant to UN Sustainable Development Goals 2030: SDG 2030. Those projects included: 1) provision of the Marine Discovery Centre in hotels located in areas with high marine biodiversity to emphasize on environmental issues and to educate about the ecosystem of Maldives sea (SDG 2030 Goal 14: life below water);

2) support for sustainable tourism through the employment and procurement from local communities, and the conservation of local heritage and culture by setting up Maldives Discovery Centre to provide in-depth information about culture, people, history and unique environment of Maldives to tourists (SDG 2030 Goal 8: Valuable Employment and Economic Growth); 3) giving precedence to the consumption of resources appreciatively, increasing an efficiency of using the energy, water, construction materials, and resources, as well as the Green Procurement Procedure by considering the use of environmentally-friendly products (SDG 2030: Goal 12: Consumption Plan and Sustainable Production); 4) cooperation

with organizations which have supported the sustainable development whereas CROSSROADS coordinated with Parley in reusing some plastic waste, and in upgrading it to be new products (SDG 2030 Goal 12: Creation of Guarantee for Sustainable Production Model and Consumption as well as Goal 17: Strengthening the Operating Mechanism and Recovery of Global Partnership for Sustainable Development; and 5) installation of sola cell panel at hotels by caring for the reduction of greenhouse gases emission by considering the use of clean energy sources such as solar power to manage the energy efficiently, and to reduce some activities provoking high volume of carbon dioxide (SDG 2030 Goal 13: Coping with the Climate Change). In addition, the hotels in the CROSSROADS project applied the best environment practice guideline under Green Globe™ Standard, which is accepted worldwide that it is the highest standard in the tourism and service industry.

3.9 To ensure the smoothness of the Board's operation and access to essential information, the Board appoints the Company Secretary with necessary and appropriate knowledge and experience to support the Board's operations as follows:

- The Board meets at least every three months as normal meeting on a quarterly basis and can schedule special meetings if appropriate and necessary, also meeting of non-executive directors without the Management is scheduled to be taken place at least once a year. The meeting should be fully attended unless there is a necessity which cannot be avoided, and when the meeting is to consider for resolutions on important matters or significant transactions that should be included, and items required by law to be approved by the meeting of the Board. The Board schedules meetings with the exact date and time for the entire year in advance and notifies each Director to ensure that the Board members can allocate their time for the meetings, also clearly outlines the agenda of each meeting, for instance, the approval of quarterly financial performance, review and approval of business strategy plans, and approval of annual budget.



In 2022, the Company held eight board meetings, divided to two normal meetings and six online meetings held via MS Teams program due to the Covid-19 outbreak situation in accordance with the Company's Articles of Association, criteria, procedures, and conditions prescribed by law. The details of the meeting attendance of each director are shown in the table of Meeting Attendance of the Board of Directors and committees for the year 2022 under the section "Management Structure".

- At least two directors may request for convening a Board meeting. The Chairman shall fix a date of the meeting within 14 days from the date of the request.
- To constitute a quorum, at least half of the total number of directors must be present. The Chairman presides over the meeting. If the Chairman cannot perform his or her duty, he or she may designate the Vice Chairman to take his place. In the case that there is no Vice Chairman, or the Vice Chairman cannot perform his duty, the directors present at the meeting shall among themselves elect any one of them to preside over the meeting.

- All resolutions of the Board meeting shall be decided by a majority of the votes of the directors present. In the case of a tie in votes, the Chairman of the meeting shall cast one extra vote as a decisive vote. Any director who has an interest in any resolution is not entitled to vote on such resolution.
- The Chairman approves the agenda of the meeting in consultation with the CEO and the Company Secretary. Directors can propose meeting agenda items for inclusion to the Chairman in advance before each Board meeting date.
- The Company Secretary will send the directors an invitation letter to the board meeting along with the agenda and complete supporting documents at least seven days in advance to ensure that every board member has sufficient time to study all information before each meeting, except in an urgent case in which the rights or benefits of the Company must be retained when the Company may tender a notice of invitation to the board meeting by other means and give a shorter notice period. For convenience and rapidity on submission of meeting document/information and for paperless purposes, the Company has arranged OneDrive System with high data security system to deliver information to all directors, so they can conveniently and rapidly access to meeting accompanying documents via electronic devices, e.g., computer and tablet, etc. everywhere and any time. These means also help reduce the paper use in the organization, reduce the cost of documentation in the long term, increase the Company's efficiency from more active working system, and add stability of the document system. In this regard, the Company sets up the high and accurate information security system under the reliable and safe procedure and criteria required by law on electronic transactions.
- During the meeting, the Chairman allocates sufficient time for and encourages all directors to freely express their views and to ask questions, and controls the meeting to be in good order and concise in the time allotted. The Chairman encourages executives or related management to attend the meeting to provide information or explanation of related issues significant to the business operation, to report financial performance, financial positions, and to monitor their operation as assigned by the Board to ensure that the Company's business operation has been taken according to the strategies and annual action plan assigned by the Board of Directors.
- The Board can seek professional opinions on business operations by hiring external advisors on the Company's expenses.
- Non-executive directors shall meet separately without executive directors and the Management at least once a year to discuss or exchange their views on any issues related to their responsibilities. In 2022, one meeting of non-executive directors was held on July 6, 2022 without the Management to provide opinions and advice on business operation amidst changing circumstances. The minutes of the meeting of non-executive directors were also sent to the Chief Executive Officer for acknowledgement. Details about the meeting attendance of the Board of Directors and committees in 2022 appear in the topic "Management Structure".
- The Company Secretary must ensure the meeting minutes are composed and finished within 14 days after the meeting, and then presented to all directors. The meeting minutes include details of proposals, opinions of the Board, and resolutions, and are to be systematically filed along with accompanying documents.

The Board shall appoint a person who is knowledgeable, competent, and suitable as Company Secretary to perform duties required by law in preparing and filing important documents such as director registration, board meeting notices, minutes of board meetings, minutes of shareholders' meetings, and annual reports (Form 56-1 One Report), in keeping reports on vested interests filed by the directors, and executives, and arranging board meetings and shareholders' meetings. Moreover, the Company Secretary provides recommendations on laws and regulations for the Board, oversees the Board's activities, and coordinates and monitors compliance with the resolutions of the Board and shareholders' meetings.

Details of profile of the Company Secretary, roles, and responsibilities, including training courses can be found in the section "Information of Directors, Executives, and person supervising accounting" and "Management Structure", also in the Company's website at www.shotelsresorts.com.

PRINCIPLE 4 NOMINATE AND DEVELOP SENIOR EXECUTIVES AND PERSONNEL MANAGEMENT

- 4.1 The Board of Directors assigns the Nomination and Remuneration Committee to take account of the CEO succession plan as jointly prepared by Chairman of the Executive Committee and Vice President of Human Resources and Corporate Culture to nominate qualified individuals with vision, knowledge and abilities, experience beneficial to the Company's operations, either inside or outside the Company, and suitable for its corporate culture to ensure business continuity if the position becomes vacant. The Nomination and Remuneration Committee has duties of reviewing the succession plan regularly, and of reporting the operating result according to such succession plan to the Board of Directors for acknowledgement.

For the top management succession plan, the Board assigns the Nomination and Remuneration Committee to consider it. The Chairman of the Executive Committee shall join hands with the Chief Executive Officer and the Human Resources and Corporate Culture Department to develop succession plans for senior executives, and provides the personnel development plan prepared for their higher management positions.

From the Company's preparation of the CEO and senior executive succession plans, the Nomination and Remuneration Committee shall report the operating result of such plans to the Board of Directors for acknowledgement at least once a year. The proposal procedure for consideration shall assign with the Charter of the Nomination and Remuneration Committee.

- 4.2 The Board assigns the Nomination and Remuneration Committee to consider and review the annual CEO Performance Evaluation Form by determining each year's performance goals with the CEO. The evaluation then compares performance results against the annual goals. The Board will use the evaluation result to determine appropriate annual remuneration for the CEO that is attractive and comparable to industry peers.

The criteria for CEO evaluation can be divided into

- Part 1 Corporate KPIs of the Company and policies that the Board has prioritised.
- Part 2 Evaluation of management
- Part 3 Development of the CEO's career and other suggestions.

The Company discloses information on the remuneration of individual directors and the overall remuneration of the executives in this Annual Report (Form 56-1 One Report) under the section "Management Structure" as disseminated on the Company's website and detailed under the Remuneration of Directors and Management.

- 4.3 The Board has a policy to understand the structure and relationship of shareholders that may affect the administration of the business and the power to control the management of the business so as not to hinder the performance of the Board. And the Board will ensure the appropriate disclosure of information that may affect the control of the business.
- 4.4 The Board will monitor and manage the personnel development to have the appropriate knowledge, skills, experience and motivation.

PRINCIPLE 5 NURTURE INNOVATION AND RESPONSIBLE BUSINESS OPERATION

- 5.1 The Board values the promotion of value-creating innovations in parallel with benefit to all stakeholders and responsibilities towards society and the environment by promoting actions that add value to the Company according to the changing environmental factors. These may cover the business model, perspectives about the design and development of products and services, analysis of the improvement of production processes and work processes, and cooperation with partners.

In 2022, the circumstances have been changing so rapidly that various situations could not be predicted, especially the COVID-19 pandemic that stirred exponential changes to a new normal lifestyle. As a result, the hotel business has been hugely affected when the number of tourists greatly dropped while their behaviours have changed remarkably. The middle Management of hotels, who are the intermediate between the employees and senior executives, could be an important mechanism in rooting the innovation mindset to lift the Company's competitiveness by utilizing service innovation to impress the customers who are the center of service improvement and development. The Company in collaboration with some students in the doctorate program of Burapha University initiated the personnel competency development program to create the service innovation for 4-5 star hotels as managed by Thai operators. This training program took 2 days, 30 days, and 60 days. This program was designed to be a model for developing the middle Management. The training method and practice were based on design thinking to create the hotel

innovation, which would be proposed to the Management before being developed to be hotel products or services to be used in real situations. The Management could measure the success from the customer satisfaction scores and other achievements resulting from the emerging and utilizing such innovative service process in the hotels.

- 5.2 The Board monitors the Company's business operations, as reflected in the Company's operating plans, to ensure responsibility toward society and the environment in accordance with the Company's objectives, core targets, and strategic plans. The Board takes into account the roles of the stakeholders and will provide a mechanism to ensure that the business operates ethically, undertake social and environmental responsibility, and not violate the rights of stakeholders in order to be a guideline for all sectors in the organisation to achieve the main objectives and goals sustainably. The Board has established guidelines for various stakeholders as part of the Corporate Social Responsibility Policy (CSR) and the Code of Conduct, and will sufficient and reliable disclose sufficient, reliable, and important information that is relevant and necessary to those stakeholders on time.

The Board takes seriously the rights of all stakeholders, consisting of shareholders, investor, analysts, customers, employees, business partners, the public and society with transparency, appropriateness, equality, and fairness.

Shareholders, Investors, and Analysts

The Company treats all shareholders and investors with equality. Directors, executives, and all employees are committed to working with integrity, transparency, and fairness, taking into account the maximum benefit to the shareholders. They do not engage in conflicts of interest, use inside information for the benefit of their own or their families and friends, and do not disclose confidential information to outsiders. Moreover, the Company recognises and respects the rights of all shareholders, investors, and analysts in having regular access to accurate and essential information regarding the Company's performance. The Company publicises its operating results and essential information through various activities such as meeting investors quarterly at the Opportunity Day event arranged by the SET, and the Investor Relations Webpage, etc.

Employees

Employees are considered the most valuable resources. Therefore, the Company strictly complies with laws regarding labour, social welfare, and human rights. It is the Company's policy to treat all employees with fairness, equality, and without discrimination regardless of differences in race, place of birth, skin colour, religion, gender, age, disability, or personal characteristics irrelevant to their duties. It is committed to ensuring that all employees have a healthy work attitude, awareness of duties and responsibilities, pride and confidence in the organisation, as well as focus on teamwork. The Company's core value and organisation culture to be instilled in all employees is "PRIDE". The Company also encourages employees to take various training courses relevant and useful to work. It pays attention to employees' health by arranging annual physical check-ups for all employees, promoting safety and good work environment, and providing sufficient and suitable remuneration and welfare. Moreover, the consideration of employees' remuneration is mainly based on the assessment of their performances, relating to the Company's short-term and long-term operating results, against their industry peers.

In addition, the Company also focuses on continuously promoting and developing personnel to have knowledge and ability. The Company considers the rights of employees as a priority and give the opportunity to the employees to file a complaint in case of unfair treatment via various channels such as the comments box or through the Human Resources department. The Company is responsible for providing a safe, hygienic, and conducive working environment for effective work.

Customers

The Company builds long-term relationships and cooperation with customers by adhering to integrity and trust with each other. The Company has a duty to give maximum satisfaction to customers of the Company based on responsibility, care, and prioritizing the customers' problems and needs. The Company has all executives and employees comply with this policy to ensure that it adheres to good and quality service, and will not stop developing new efficient services to customers. In addition, the Company will perform works and conduct the business with its customers based on ethics, delivery of service in conformity with contracts or agreements honestly. Advertising statements or wording would be based on facts with no false or exaggerate messages which may be unfair for customers, or any texts which may give the negative impact to the whole society although such content may tell about the origin, condition, quality or product features, accommodation room or service, as well as the delivery or use of products or services. The Company complies with all trading terms and conditions strictly. It also keeps the customer information confidential that would not be used to seek benefits for itself or group, except the customers' consent.

Creditors

The Company's work performance relies on its policy. It also complies with contracts, agreements, terms and conditions on loans, and conditions on collateral made with creditors strictly by repaying the principle and interest on time. The Company manages loans in accordance with objectives whereas its spending must not cause damage to the Company. The Company aims to manage the capital with the most efficiency so that the creditors are confident in the financial status and repayment ability of the Company. If the Company is unable to comply with the obligations in the contract, it will inform creditors quickly to find out solutions together.

In 2022, the Company had no default of payment to any trade account payable and financial institution creditors.

Business Partners

The Company treats its business partners with honesty and equality to ensure that the Company's business operations are appropriate, fair and benefit both parties. The Company advocates sustainable development and being long-term partners. The Company prefers doing the business with partners based on various conditions such as price, quality, environmental control and protection, technical expertise, legal compliance, trust, and adherence to the right things.

Communities and Society

The Company has awareness of social and community responsibility. The Company's business operation relies on its corporate policy and concept of mutual value between the business sector and public sector to ensure that the Company's business operation would not cause any damage to the social and community quality of life.

The Company and employees are committed to conducting the business responsibly to benefit the society and community. It treats the neighbouring communities friendly by helping and supporting their well-being. The Company is also responsible for its business operations under fairness and equality to promote sustainable development.

On the previous year, the Company and a local community on Koh Samui mutually provided the product development plan for developing the coconut oil to be used in the spa of Santiburi Hotel. The Company also helped improve the product bottle to look modern so that the sales volume of this community would be higher. This local community also had chance to sell its product on abroad because the main customers of the hotel were foreigners; this may lead to sustainable self-reliance of the community.

The selling of such product under "Len Spa" brand was satisfactory whereas the sales volume increased for 15%.



Environment

The Company has awareness of environmental responsibility; therefore, it operates the business with care for environment. To elaborate, the Company promotes an efficient utilization of resources for utmost benefits in order to reduce the energy consumption. The Company also prevents its operations from provoking any damage to the quality of life of the society and community, and the environment.

In addition, the Company treats the environment in accordance with the social responsibility policy, supports the natural resource conservation for sustainability, and supports environment and natural resources conservation projects. It discloses various activities, and supports employee participation to imply the implementation of the social responsibility policy. The Company prepares the sustainable development report (SD report) as shown in the Annual Report (Form 56-1 One Report) or in a separated SD report.

Business Competitors

The Company's business operation aligns with the policy, laws, fairness, and transparency. It refrains from acquiring competitors' secrets by any dishonest and unlawful means. It will not impair competitors' reputation by accusing of or doing anything on grounds of facts or inequality. The Company takes neither action to violate the intellectual properties of other persons. In 2022, there was no legal dispute or petition between the Company or subsidiaries with any business competitors.

Related Government Agencies

The Company complies with relevant laws and regulations. It supports various government activities on any appropriate occasions. The Company will adhere to providing services and selling quality products and services and in accordance with the law. In addition, the Company will treat government and government agencies with political neutrality as specified in the Code of Conduct and Anti-Corruption policy.

- 5.3 The Board will monitor the management to allocate and manage resources efficiently. The Company takes into account the impact and the development of resources throughout the value chain in order to achieve the main objectives and goals sustainably. The resources concerning the Company are at least of 4 types: financial capital, human capital, social and relationship capital, and natural capital.

- 5.4 The Company and its subsidiaries use information technology as a tool for their operations of various work systems and customer service. The system and the information, whether in the form of files, databases, documents, etc., are considered important assets of the Company. Therefore, safety measures were established to protect computer systems and information security to ensure that various systems and information are in accordance with the Computer Crime Act and other related laws.

The Company promotes the corporate governance in other aspects pursuant to the following guidelines.

Human Right Principles

The Company's policy is to operate the business with care and precaution not to violate human rights throughout the business chain in accordance with international practice standards, which involve Universal Declaration of Human Rights (UDHR), and United Nations Guiding Principles on Business and Human Rights (UNGPR), which involves 3 principles including protect, respect, remedy. The Company pays respect and treats all stakeholders in the business chain fairly and equitably with no discrimination of gender, race, religion, culture and tradition, local identities, belief, color, origin, ethnic, native people, physical difference, personal characteristics, disability, age, opinion and personal rights, or other differences/diversities. The Company pays respect to individualism and human dignity, cares for the quality of life of workers and workplace to be safe and healthy, avoids and gives no support to actions that may not respect and/or violate human rights. The Company provides the whistleblowing and remedy channel according to UNGPR principles. The Company's whistleblowing channel is provided to accept the petition, and to report any actions which violate or do not respect human rights. The Company also takes account of, and identifies risks relating to human rights, and any potential impact throughout the business chain appropriately.

In 2022, the Company has not received any petition or report on human rights from its activities and business operation throughout the supply chain.

For 3 hotels of the Group of Companies in Thailand, comprising Santiburi Koh Samui Hotel, SAii Phi Phi Island Village Hotel, and SAii Laguna Phuket Hotel, the Welfare Committee was established in accordance with the Labor Protection Act, B.E. 2541 as imposed in Section 96 that, in a place of business with fifty employees or more, an Employer shall arrange for the establishment of a welfare committee at the place of business to receive any opinions or recommendations that may be useful and necessary to present circumstances, which would be further improved for employees' interest.

Intellectual Property

Intellectual property deems a valuable property making the Company superior in business competition such as brand, company name, logo, copyright, patent, trade mark, trade secret, innovation, and all knowledge belonged to the Company. It is greatly important that the Company must protect these properties, but pays respect to other persons' rights in intellectual property. To elaborate, before obtaining or using the works or information under rights of external persons, the Company must check to ensure that it would not infringe other people's intellectual property. The Company also requires that the computer which is its property contains the authorized software program only. The Company's employees must not download or upload any unauthorized software programs via internet. The IT Department is responsible for oversee this matter in accordance with the regulations.

PRINCIPLE 6 OVERSEE THE RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

6.1 The Board will ensure that the Company has a risk management system and internal control to achieve the objectives effectively and complies with relevant laws and standards. To this end, the Company established the Internal Audit Department, set up efficient internal control and internal audit systems across the organization. It also arranges for the annual assessment of the adequacy of the internal control system. The assessment covers the 5 following components:

- 1) Control Environment
- 2) Risk Assessment
- 3) Control Activities
- 4) Information & Communication
- 5) Monitoring Activities

6.2 The Boards appointed at least 3 members of the Audit Committee, all of whom must be independent directors that do not have prohibited characteristics under the relevant laws. The Audit Committee must have the qualifications and duties in accordance with the regulations of the Office of the SEC and the SET. The Committee must perform various

duties as assigned by the Board which includes the duty to review audited financial reports, internal control system, legal compliance, independence of the Internal Audit department, selection of auditor, disclosure of Company information, and preparation of the Audit Committee's report, as these items appears in the Audit Committee charter.

6.3 The Board monitors and manages any potential conflicts of interest between the Company and the management, the Board, or shareholders. The Board also prevents undue use of property, information about the Company, and transactions with persons who have a relationship with the Company in an inappropriate manner. The Company set out a guideline in the Code of Conduct and internal data usage policy in writing. The details are as follows:

- Report of Conflicts of Interest: To comply with Announcement of the Capital Market Supervisory Board (CMSB) Tor.Jor. 2/2552 Re: Report of Directors, Executives, and Other Related Persons' Change of Interest, the Board approved the criteria for preparing a report on directors' and executives' vested interests annually and any changes to be reported quarterly. The Company Secretary is responsible for compiling and sending copies of such report to the Chairman of the Board and the Chairman of the Audit Committee within seven days after the date of receipt. The information, however, is kept for internal use only.
- Consideration of entering into connected transactions: In deliberating connected transactions, the director(s) or executive(s) with vested interests is not allowed to join the meeting or pass any approval concerning the issue. The Chairman will ask each director to identify himself/herself and abstain from voting or leave the meeting until such agenda has passed. It is the Company's policy to engage in any transactions with related parties on an arm's length basis, namely at the market price and in the normal course of business, with primary regard for the best interests of the Company. In 2022, after reviewing connected transactions or transactions that possibly caused conflict of interest, the Audit Committee suggested that most transactions with connected entities or persons during the year 2022 were in the normal business course that could operate business under general commercial conditions with reasonability, fairness and best interests of the Company.

6.4 The Board has a clear Anti-Corruption Policy. The Company communicates with all levels of the organisation and third parties for actual implementation. The Board will arrange a project or a guideline to combat corruption, and support activities that promote and encourage all employees to comply with relevant laws and regulations. In addition, the Company has formulated a practice guideline on "Integrity" as one of corporate values. This matter is placed as an important issue

for the new employee orientation to underline the significance, and to cultivate awareness of integrity among all employees. To this end, all executives are to serve as role models for conscientious performance. Preventive and punitive guidance are clearly stated in the work rules.

- 6.5 The Board set up a mechanism for receiving complaints and taking actions in case of whistleblowing and specified a clear guideline in the policy on accepting whistleblower complaints by providing channels for receiving complaints, and/or comments from an insider and outsider as following:

Whistleblowing Channels

- 1) By postal mail

To be delivered to the Chairman of the Board of Directors, or the Chairman of the Audit Committee

S Hotels and Resorts Public Company Limited
123 Sun Towers B, 10th Floor, Vibhavadi-Rangsit Road,
Chomphon Subdistrict, Chatuchak District, Bangkok 10900

- 2) By email

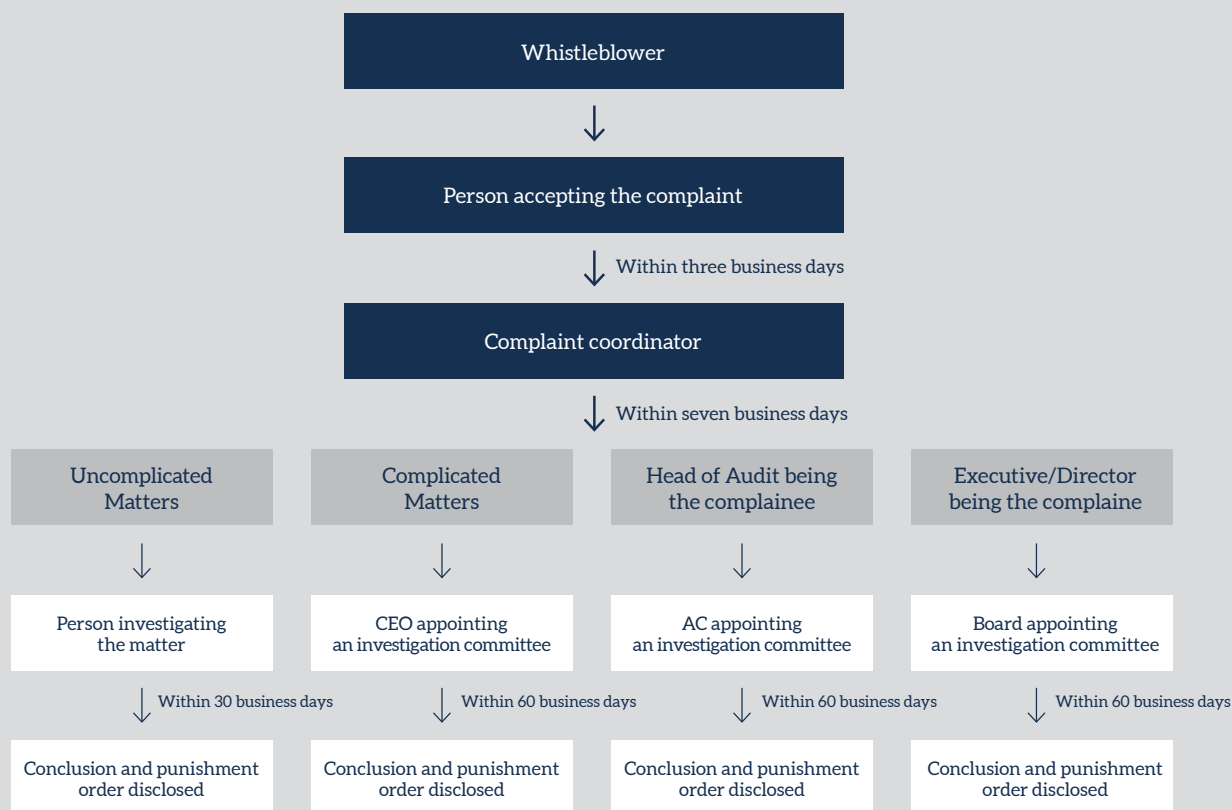
To be sent to the Company Secretary Department:
comsec-shr@shotelsresorts.com

- 3) Via the Company's website at www.shotelsresorts.com under the section Investor Relations > Contact us > Complaint box

- 4) Through suggestion/ comment/ complaint boxes within the Company

The Company has established the investigation process for complaints as follows:

Investigation Process for Complaints



Protection Measures to Whistleblowers

The Board will protect the whistleblowers by not disclosing their personal information but will keep it confidential. First, the Internal Audit will compile a summary of the issues and present them to the Audit Committee for proof and fact finding. If there is any information that may affect the Company, the Committee must present to the Board for further consideration.

The person that is inspected by the Company to commit an offence against the Code of Conduct or Anti-Corruption Policy, he or she shall be subject to disciplinary actions specified by the Company's regulations. In addition, if such an act constitutes a legal offence, the offender may also be subject to civil, criminal, or other relevant laws.

In 2022, there was no report on misconduct and corruption from both insider and outsider.

PRINCIPLE 7 ENSURE DISCLOSURE AND FINANCIAL INTEGRITY

The Board is aware of its role to maintain financial credibility with its shareholders and stakeholders through reliable financial reporting and auditing, as well as monitoring the adequacy of liquidity and ability to repay loans. However, if the business situation is facing financial problems or is likely to encounter ones, the Board will ensure that the business has a plan for resolving problems or other mechanisms that can solve financial problems, under consideration of the rights of stakeholders and reasonability. Moreover, the Board focuses on transparent, accurate, and complete disclosure of information in a timely manner, both financial and nonfinancial, to the shareholders, investors, analysts, mass media, and stakeholders. Respecting the right of equal access for all parties, the Company has therefore prepared regular disclosure of information in Thai and English through various communication channels:

- The Company's website www.shotelsresorts.com and Investor Relations Webpage
- Electronic system for disclosure of news and information of SET and SEC
- The Annual Report (Form 56-1 One Report)
- Various media, such as newspapers and magazines
- Information released to analysts and investors visiting the Company and meeting the executives
- Domestic and overseas roadshows
- Sending notices of shareholders' meetings and key information through postal mail and electronic media

- Meeting with investors at the SET's Opportunity Day event to communicate operating results and key information
- Press conferences to disclose key company investment projects after dissemination on SET Portal system.

The Company sets out its practice guideline for disclosure of information as follows:

- Confidential information must be disclosed without discrimination.
- It will not publicise material information that could affect share prices until it has notified SET, in which case it will immediately post such information on its website.
- It has no policy to comment on rumours or speculations that could skew the Company share trading, particularly where it is clear that such rumours are not originated by the Company.
- The Company has set a silent period (non-communication for executives and Investor Relations regarding disclosure of financial information and general information to analysts and investors) at one month before the announcement of its operating results, quarterly and annually, to the public. This is to prevent inappropriate disclosure of information or unfair release of information that may affect the prices of Company securities.

In compliance with the information disclosure rules of SEC, SET, and/or other supervising agencies, the Company discloses the following material information to the public:

- (1) Financial position and financial performance
- (2) A report on the Board's responsibility for financial statements and the external auditor's report that are disclosed next to each other in the Company's Annual Report (Form 56-1 One Report).
- (3) A report on vested interests of directors, executives, and other related persons/changes in their holding of the Company's shares
- (4) The roles and duties of the Board and subcommittees, the number of their meetings, and individual directors' attendance
- (5) Directors' remuneration policy, including the form and amount of remuneration received by individual directors
- (6) CG Policy, Code of Conduct, Anti-Corruption Guidelines, and the Charters of the Board of Directors and subcommittees
- (7) Report on sustainable development and CSR under GRI
- (8) Other relevant information, including the Company's vision, mission, risk factors, shareholding structure, business description, internal control, connected transactions, and legal disputes, and others
- (9) Information about the acquisition/disposal of assets and connected transactions, and others.

To prevent conflicts of interest, the Board has defined the criteria for the preparation of annual reports on directors' and executives' vested interests along with quarterly reports of subsequent changes, the information of which is kept for internal use only. Strictly adhering to the Company's information disclosure policy and CG principles, Investor Relations represents the Company in communicating and providing accurate information to, as well as sharing opinions with, shareholders, institutional investors, securities analysts, and various stakeholders through the conveniently accessible channels via postal mail, telephone, email or website as following:

Contact information of Investor Relations Department

Postal mail: S Hotels and Resorts Public Company Limited
123 Sun Towers Building B, 10th Floor,
Vibhavadi-Rangsit Road Chom Phon,
Chatuchak, Bangkok 10900
Tel.: +66 (0) 2058 9888 Ext. 358
Email: IR@shotelsresorts.com
Website: www.shotelsresorts.com

In 2022, the activities of Investor Relations included the following:

TYPE OF ACTIVITY	ACTIVITIES
Virtual conference and/or One-on-one meeting with Management	24
Discussion with investors, individual or group, by conference and Live Broadcast	60
Analysts meeting	4
Meeting investors on the SET's Opportunity Day	4
Joining SET Digital Roadshow	1
Joining SET Thailand Focus	1
On-site Company Visit	2
Press conference	1

PRINCIPLE 8 ENSURE ENGAGEMENT AND COMMUNICATIONS WITH SHAREHOLDERS

The Board recognises the importance of the shareholders of the Company by ensuring that the shareholders receive fair treatment and the shareholders can fully exercise their basic rights as shareholders, such as (1) the right to buy or sell shares (2) the right to receive dividends from the Company (3) the right to receive relevant information via the Company's website or the website of SET, or by any other means (4) the right to participate in a meeting to exercise the right to vote in a shareholders' meeting independently to appoint or remove directors, to consider the remuneration of directors, appointment of auditors, dividend payment, to determine or amend the Articles of Association or Memorandum of Association, capital reduction, increase of capital and issue new shares, as well as the right to ask questions to the Board regarding the report of the Board and any other matters proposed to the meeting for consideration and approval, the right to propose meeting agendas and to nominate persons to be elected as directors, and participation in decision-making on important matters of the Company in which every shareholder has the right to vote according to the number of shares he holds and each share has one vote. The Company shall not make the shareholders agreement giving significant impact to itself and other shareholders, while having no policy on treasury stock.

It is the Company's policy to treat all shareholders with fairness, regardless of gender, age, colour, race, nationality, origin, religion, beliefs, or political views without discrimination against any group or individual shareholders. Moreover, the Company has a policy to encourage and facilitate the full exercise of rights relating to shareholders' meetings. The following measures were undertaken in 2022:

1. The Company holds its AGM within four months of the end of its fiscal year to inform the shareholders about its past performance and avoids setting the meeting date close to public holidays. The Company held the 2022 AGM on 21 April 2022 at 14.00 hrs. through electronic means by using e-Voting as vote casting method and counting votes by electronic system, in which the system standard and criteria are in line with the conditions and procedure as stipulated in the Emergency Decree Governing E-Meeting B.E. 2563 and the announcement of Ministry of Digital Economy RE: Standard of Security and Safety of E-Meeting B.E. 2563. In addition, the Meeting by electronic means was aligned with the Article 43 of the Company's Articles of Association, which specifies that "the meeting of shareholders of the Company can be held through electronic media conferencing in line with the criteria, methods, and conditions as prescribed by laws".
2. The Company prepared the notice of invitation to the 2022 AGM along with the relevant documents in Thai and English, indicating the meeting date, time and venue, including other details comprising a map of the meeting venue, an invitation letter, minutes of the previous meeting, the Annual Report (Form 56-1 One Report) which is downloadable via QR code, meeting agenda with explanation of objectives, details, directors' opinions and information required for consideration of each agenda item; explanation of credentials to be presented for attending the meeting via the electronic means, guidelines for attending the 2022 AGM, a list of all independent directors who serve as proxies; the Company's Articles of Association concerning shareholders' meeting, a registration form with a barcode, and proxy forms. All these were mailed to shareholders no later than 14 days before the meeting date. The full information is also posted on the Company's website at www.shotelsresorts.com at least 30 days prior to the meeting date in compliance with the good corporate governance practices so that shareholders may have time to study and acquire sufficient, accurate and complete information before casting their votes. The meeting notice was also advertised for three consecutive days in Thai and English newspapers at least three days before the meeting to announce the calling of the shareholders' meeting.
3. The Company facilitated shareholders who could not attend the meeting in person by enclosing Proxy Form B (as specified by the Ministry of Commerce), the invitation letter and a list of independent directors serving as proxies with names and biographies included for consideration as their proxies, also details of the proxy assignment process and documents required to facilitate the procedure as well as detailed explanation of credentials to be presented for attending the meeting were enclosed with the invitation letter. All of these was available in Thai and English, so that shareholders might prepare appropriate documents. Shareholders could also download Proxy Forms A, B and C (for foreign shareholders who appoint custodians in Thailand) from the Company's website and appoint proxies or appoint independent directors as notified in the invitation letter as proxies. Stamp duties were also provided for shareholders' and institutional investors' proxies on the actual day.

The Company set up the meeting duration appropriate, concise, and sufficient for discussion. The Company informed the shareholders of the date, time, place, and meeting agendas together with the rationales and opinion of the Board on each agenda via SETLink on the same day on which the Board resolved to call the shareholders' meeting on 25 February 2022.

4. The Company will refrain from any actions that violate or restrict or deprive the right of shareholders to access the Company's information that have to be disclosed according to various regulations and in the shareholders' meeting, for example, by not unexpectedly presenting documents with important information and not adding meeting agendas or changing important information without notifying shareholders in advance.
 5. The Company allowed and encouraged institutional investors to pre-register to save time for document review on the meeting day.
 6. A barcode system was used to ensure accuracy and convenience for the registration and vote-counting process, including a reliable and verifiable electronic vote-counting system. The registration is open 2 hours before the meeting. However, after 2 hours, shareholders could still register until the vote counting of the last agenda was completed if they wished to attend the meeting without losing rights.
 7. The Company provided independent legal advisers as witnesses to verify the accuracy and transparency of the vote-counting process on each agenda item. It also invited an internal auditor to attend the meeting to provide answers about the Company's financial statements.
 8. The Chairman of the Meeting allotted time and opportunities for the shareholders fully to express their opinions and make inquiries through a reliable and verifiable electronic system. The Chairman of the Board, the Chairman of each committee, all directors, senior executives, as well as external auditors, financial advisers and/or legal advisers related to the agenda of each meeting attended the meeting to answer shareholders' questions. All expressed questions and opinions were fully recorded in the minutes of AGM. At the 2022 AGM held on 21 April 2022 via electronic means, all 8 directors attended the meeting, representing 88.88% of total directors. Top management, auditors, legal advisors, were also present. In pursuit of the best practice and good corporate governance of the holding of an annual general meeting of shareholders of listed companies, the Chairman assigned a legal advisor from Baker & McKenzie Ltd. to witness the inspection of vote counting, and to make the meeting transparent, relevant to laws and the Company's Regulations. The Company also provided an interpreter to facilitate foreign directors and executives present at the meeting.
 9. All resolutions of the meeting as well as the voting result on each agenda were disclosed via the SET's news release system and the Company's website after the meeting adjourned. The shareholders' voting to "agree", "disagree", or "abstain", and invalid ballots of each agenda item was disclosed as well.
 10. The minutes of the meeting containing detailed records of all essential contents in line with good CG principles were prepared and submitted to SET and SEC within 14 days after the meeting held on 5 May 2022. The Company also disseminated on its website the minutes in Thai and English and informed the public about such dissemination via SET's disclosure channel.
- The Company's shareholders minutes presented the following information:
- (1) List of the Directors, Executives, and other attendees with ratio showing the directors who attend the meeting and those who did not.
 - (2) Meeting procedures showing how to vote and how to count votes, resolutions, and voting results (approve, disapprove, abstain vote, and void ballots) of each agenda.
 - (3) Questions and answers, brief opinions, and name-surname of both questioners and answerers.
11. The Company granted an opportunity to all shareholders to propose agenda, nominate a director candidate, and submit questions no less than three months in advance of the 2022 AGM under the criterion and conditions specified by the Company in accordance with the good corporate governance regarding equitable treatment of shareholders. For the 2022 Annual General Meeting of Shareholders, the Company set up the proposal period from 1 October 2021 to 31 January 2022. Criteria and conditions were announced on the Company's website at www.shotelsresorts.com under the section Investor Relations > Shareholders' Information > Shareholders' Meeting through the news release system of the SET on 1 October 2021. During such period, there were no shareholders proposing any matters to be included in the meeting agenda, or nominating any person to be elected as a director or submitting any question in advance to the AGM meeting.

12. The Chairman conducted the meeting by the agenda and all issues outlined in the meeting notice without adding any agenda item.
13. Before the meeting commencement, the Company informed the shareholders about the number and ratio of shareholders attending in person and by proxy, the meeting process and the voting procedure. Each shareholder had one vote per share. After summarising the vote counting result of each agenda item, shareholders were informed about the result and resolution of such agenda item.
14. The Company has allowed shareholders to exercise their voting rights on each of the agenda items, either voting to "agree", "disagree", or "abstain" via electronic system. For the agenda with respect to the election of directors, the vote casting shall be made on an individual basis to ensure transparency and auditability.
15. To prevent potential conflicts of interest, directors and executives are required to disclose information on the vested interest of themselves and related persons, while director(s) or executive(s) with vested interests in any transaction of the Company is not allowed to take part in any deliberation for the approval of such transaction.

In addition, for the agenda regarding the election of directors, the directors who have conflict of interest in such matter would temporarily leave the meeting room to promote shareholders' freedom for questioning and voting.

16. The Company's securities trading policy forbids all directors, executives, and employees from using or disclosing information for the benefit of themselves or related persons any inside information that is not yet publicised or could significantly affect share prices.

COMMITTEES AND COMPANY SECRETARY

The Board appointed 5 committees comprising the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee, the Corporate Governance and Sustainable Development Committee, and the Executive Committee with duties and responsibilities explicitly specified in the Charter of each committee. Please see the work performance report of each committee in 2022 in the topic "Report of the Audit Committee", "Report of the Risk Management Committee", "Report of the Nomination and Remuneration Committee", "Report of the Corporate Governance and Sustainable Development Committee", and "Report of the Executive Committee" which appeared in the Annual Report of this year.

1. The Audit Committee ("AC")

The AC consists of at least three independent directors, with qualifications of independence under the announcement of the SEC. At least one of them must possess adequate expertise and experience in accounting and finance to review the creditability of financial reports.

As of 31 December 2022, the AC comprised the following three independent directors:

NAME	POSITION	FIRST APPOINTMENT DATE
1. Mr. Sompong Tantapart	Chairman (Independent Director)	10 January 2019
2. Mr. Jukr Boon-long	Member (Independent Director)	30 November 2018
3. Mr. Praisun Wongsmith	Member (Independent Director)	30 November 2018

All AC members were independent directors. Mr. Sompong Tantapart was the Chairman of the Audit Committee who held adequate expertise and experience in accounting and finance to review the creditability of financial statements. Mr. Anawat Pimarn, Manager of the Internal Audit, was appointed to serve as the Secretary to the Audit Committee.

In 2022, the AC convened four meetings and had another two meetings held jointly with the Risk Management Committee.

Scope of duties and responsibilities of the AC

1. To review the Company to ensure that it has accurate and sufficient financial reporting in accordance with financial reporting standards by coordinating with external auditors and management responsible for preparing quarterly and annual financial reports. The AC may suggest that the auditor review or examine any transactions that are important and necessary during the Company's audit.
2. To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer, and dismissal of the head of Internal Audit or any other unit in charge of Internal Audit and support the internal audit unit's in performing their duties in accordance with professional practice and adequacy of the audit resources.
3. To review the Company's compliance with the Securities and Exchange Act, SET and the Capital Market Supervisory Board requirements, and/or laws related to the Company's business and subsidiaries. As well as to review the subsidiaries and associates to ensure they comply with the rules and regulations, and management of subsidiaries that operate core businesses and associates that operate core businesses.
4. The AC should hold a meeting to consider various matters as assigned as follows:
 - 4.1) The review of financial statements and related financial reports, accounting principles and accounting practices, compliance with accounting standards, the existence of the business, significant changes in accounting policies, and the reasoning of management regarding accounting policy determination before submitting to the Board for distribution to shareholders and general investors.
 - 4.2) The review of the internal control and internal audit.
 - 4.3) The review of the Company's annual audit plan, the process of coordination of relevant audit plans, and the evaluation of the inspection together with the internal auditor, and the auditor. The AC should inquire about the planned audit scope to ensure that the audit plan will help detect fraud or defects in the internal control system.
 - 4.4) The review with the internal auditor regarding problems or limitations that occur during the audit and reviewing the performance of the internal auditor.
 - 4.5) The review with the auditor about problems or limitations arising from the audit of financial statements.
 - 4.6) The review with internal auditors and auditors to ensure that there are plans to review methods and controls for electronic data processing and inquire about specific security programmes, to prevent fraud or misuse of the computer by the employees of the Company or outsiders.
 - 4.7) The review of transactions that may cause conflicts of interest, such as connected transactions of the Company.
 - 4.8) The compliance with the Securities and Exchange Act or SET regulations, and/or other related laws.
 - 4.9) Any other duties assigned by the Board.

5. To consider, select, appoint, and remove independent individuals to act as the Company's auditors and propose the remuneration of the said person. To attend meetings with auditors without the attendance of management at least once a year to acknowledge the quarterly financial statement review, annual financial statements, audit results, and discuss the problems and obstacles that may arise from the work of the auditor.
6. To consider and approve the engagement of the auditor for non-assurance services, except the audit of annual financial statements (Item 5) by taking account of the auditor's independence in performing his audit work as required by laws and regulations.
7. To consider the connected transactions, transaction that may cause conflicts of interest, requirements, cancellation of transactions different from the requirements of the cancellation of transactions which were reviewed before the substantial making of transactions. And to review the acquisition or disposition of the Company and its subsidiaries to ensure that the aforementioned transactions are reasonable and to the highest benefits to the Company. If the AC does not have the expertise in reviewing the connected transactions or transactions of other kinds, the Company will have an independent expert or the Company's auditor provide opinions on the connected transactions or other transactions for the consideration and/or decision of the AC.
8. To review, assess, and monitor the risk management results from the risk management team.
9. To review the AC Charter at least once a year to submit to the Board for approval.

Authority

1. To perform any acts as assigned by the Board and agreed by the AC.
2. To request independent opinions from advisors in other professions as necessary in order to be able to perform duties according to the Charter efficiently at the Company's expense. The employment is in accordance with the Company's rules.
3. To request information from various departments of the Company and its subsidiaries for further consideration in various matters. The Committee may invite the executives, management, supervisors, employees, or related persons to attend the meeting to clarify, deliver, and provide relevant information within the scope of duties assigned by the Board.
4. To perform any other duties as required by law, including future laws.

Reporting

1. The Committee must prepare operational reports to the Board at least once a year.
2. The Committee must prepare a report of the AC in the Company's Annual Report (Form 56-1 One Report). The report must be signed by the Chairman of the AC and must contain at least the following information:
 - 2.1) An opinion on the accuracy, completeness, and reliability of the Company's financial statements.
 - 2.2) An opinion on the adequacy of the Company's internal control.
 - 2.3) An opinion on the Company's compliance with the Securities and Exchange Act, requirements of SET, or other laws related to the Company's business.
 - 2.4) An opinion on the appropriateness of the auditor.
 - 2.5) An opinion on the transactions that may cause conflicts of interest.
 - 2.6) The number of the AC meetings and the attendance of each member of the Committee.
 - 2.7) An opinion or overall observations that the AC received from performing the duties under the Charter.
 - 2.8) Other items that should be known by shareholders and general investors, within the scope of duties and responsibilities assigned by the Board.
3. The Committee must regularly report to the Board in order to keep the Board informed of the actions of the Committee.
4. If the AC suspects that there are transactions or actions that may have a significant impact on the Company's financial status and operating results such as these following items:
 - 4.1) Transactions that cause conflicts of interest
 - 4.2) Fraud or irregularities or significant defects in the internal control system
 - 4.3) Violation of the Securities and Exchange Act, the regulations of the SET, or laws related to the Company's business

The AC shall report to the Board for improvement within the time that the AC deems appropriate. If the Board or the executives do not make improvements within that time, any member of the AC may report such transactions or actions to the SEC or the SET.

5. In case there is a change in the duties of the AC, the Company shall notify the resolution of the change in duty and prepare a list of names and scope of work of the AC that is changed with the form specified by the SET and deliver to SET within 3 working days from the date of the change by the methods declared in the regulations of SET on reporting through electronic media.

Appointment of the Auditors and determination of the Audit Fee

The Board assigned the AC to consider and propose the appointment of the external auditors and the audit fee to shareholders for approval at the shareholders' meeting. In carrying its duty on the selection of the auditors of the Company, the AC will consider the selection of auditors pursuant to the Company's assessment criteria, which consist of the auditors' performance, knowledge and experience in auditing, independence, and audit fee, and expressed opinions to the Board.

At the 2022 AGM held on 21 April 2022, the Meeting resolved to approve the appointment of either Mr. Chanchai Chaiprasit, Certified Public Accountant No. 3760, or Mr. Boonrueng Lerdwisewit, Certified Public Accountant

No. 6552, or Mr. Kan Tanthawirat, Certified Public Account No. 10456, from PricewaterhouseCoopers ABAS Limited to be the Company's auditor for the year 2022. In case that the aforementioned auditors could not perform their duty, the Company might appoint other certified public accountants from PricewaterhouseCoopers ABAS Limited to carry out such work instead. The Meeting also approved the 2022 audit fee (excluding the audit fee of subsidiaries) in the total amount of Baht 2,200,000.

In this regard, Mr. Chanchai Chaiprasit was the auditor in charge of auditing the Company's accounting and expressed opinions on the financial statements of the Company for the year ended 31 December 2022.

2. Risk Management Committee ("RMC")

The RMC comprises at least three members, with at least one of them being independent director. The CEO, when taking up the position, shall automatically serve as a member of the RMC.

As of 31 December 2022, the RMC comprised the following three members:

NAME	POSITION	FIRST APPOINTMENT DATE
1. Mr. Parinya Patanaphakdee	Chairman (Independent Director)	11 August 2021
2. Mrs. Thitima Rungkwansiroj	Member	26 February 2020
3. Mr. Dirk Andre L. De Cuyper	Member	26 February 2020

Ms. Samitta Tinnam, the Chief Financial Officer and Company Secretary, was appointed to serve as the Secretary to the RMC. In 2022, the RMC convened four meetings, and two meetings held jointly with the Audit Committee.

Scope of duties and responsibilities of the RMC

1. To review the RMC's Charter annually and tabling them to the Board meeting for approval.
2. To define and review a risk management framework, consisting of a risk management policy, structure, and process, risk appetite, and risk management framework on the interest and exchange rate, at least once a year to ensure that it is efficient, on a par with international standards, and conforms to strategic directions and business plans before tabling it for acknowledgement of the Board.
3. To supervise, monitor, and review corporate's key risk management reports including risk management in unusual circumstances, risk management reports for investment projects as required, and provide recommendations on the findings of risk assessment, risk management measures, and management plans for the Company's residual risks to ensure that efficient risk management is in place, fitting the Company's business and able to deal with assorted risks to manageable levels in line with the risk management policy.
4. To report key-risk management outcomes to the Board in case of factors or events that could significantly affect the Company.
5. To annually revise the RMC's Charter in line with the risk management policy for effectiveness and adequacy, matching prevailing circumstances, and tabling them to the Board meeting for approval.
6. To provide support to continually and efficiently develop risk management and related tools across the Company. Constantly and regularly support amendment and development of corporate risk management.
7. To take responsibility for other Board-assigned matters concerning risk management.
8. In performing its duties, the RMC may seek comments from independent advisors as needed and as seen fit, for which the Company will fund the expenses.
9. To regularly communicate and share data and coordinate with the AC matters concerning risks and internal control.

3. Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Company comprises at least 3 directors; a half of them must be the independent directors. In addition, the members of the Nomination and Remuneration Committee must not be the Chairman of the Board or the Chief Executive Officer.

As of December 31, 2022, the Nomination and Remuneration Committee comprised 3 directors of the Company as listed below.

NAME	POSITION	FIRST APPOINTMENT DATE
1. Mr. Chayanin Debhakam, D.B.A.	Chairman	21 April 2022
2. Mr. Parinya Patanaphakdee	Member (Independent Director)	21 April 2022
3. Mr. Praisun Wongsmith	Member (Independent Director)	21 April 2022

Ms. Samitta Tinnam, the Chief Financial Officer and Company Secretary, was appointed to serve as the Secretary to the Nomination and Remuneration Committee. In 2022, the Nomination and Remuneration Committee convened four meetings.

Scope of duties and responsibilities of the Nomination and Remuneration Committee

1. To perform work relating to the nomination:

- 1) To establish the nomination rules and procedure; and to nominate candidates suitable to be the directors in the board or other committees upon the expiration of term of office or director vacancy, which shall be proposed to the meeting of the Board of Directors and/or shareholders' meeting (as the case may be).
- 2) To review the structure, size, and composition of the Board of Directors and other committees to ensure that they are appropriate to the Company's size and business strategy and changing circumstances.
- 3) To set out the rules and procedure of nominating individuals for directorship by taking account of:
 - Qualifications suitable and relevant to the Company's business strategy, and in conformity with the structure, size, and composition of the Board of Directors as defined by the Board, as well as the board diversity, together with other necessary and missing qualifications to fulfil the board qualifications (Board Skill Matrix)
 - Diversity of knowledge, expertise, skills, experience, and time contributions of directors
- 4) In case of director vacancy due to:
 - 4.1 Retirement by rotation – To recruit and nominate persons with appropriate qualifications to hold the position of the director, which shall be proposed to the Board of Directors for approval, and the Board of Directors shall further propose it to the annual shareholders' meeting for approval.
 - 4.2 Other reasons beyond retirement by rotation – To recruit and nominate persons with appropriate qualifications to the Board of Directors to replace any vacancies.
- 5) To support the Company to allow retail shareholders to nominate the qualified persons to be the directors of the Company.
- 6) To select the directors of the Company whose qualifications are appropriate to be members of each committee, which would be further proposed to the Board of Directors for appointment when appropriate or once any office becomes vacant.
- 7) To establish the qualifications of the Chief Executive Officer and senior executives (in C-Level and Senior Vice President or equivalent, as well as General Manager of any self-managed hotels of the Company) in order to take the following actions: (1) to be a guideline for the Chairman of the Executive Committee to screen a suitable person to work as the Chief Executive Officer before proposing

him to the Nomination and Remuneration Committee and the Board of Directors for approval respectively; and (2) to be a guideline for the Chairman of the Executive Committee and/or Chief Executive Officer to screen a suitable person to work as the senior executives of the Company before proposing him to the Nomination and Remuneration Committee and the Board of Directors for approval respectively.

- 8) In case of subsidiaries and/or associated companies that are the listed companies, to nominate qualified candidates to be the representative directors and/or representative management for certain key positions (including removal); and to propose their names to the Board of Directors for approval before proposing them to the subsidiaries and/or associated companies that are the listed companies under the principle of exercising the right based on the proportion of shareholding of the Company.
- 9) In case of subsidiaries and/or associated companies that are not the listed companies, to consider and approve the directorship structure; to establish the management positions in the Group of Companies that can be appointed the representative directors ("Specific group of persons") to be selected by the Chairman of the Executive Committee, depending on the business type and/or nature of business of that particular company; and to appoint any representative director and report such appointment along with the rationale and appropriateness of the compensation to be paid to them (if any) to the Nomination and Remuneration Committee for acknowledgement on the yearly basis. The representative management shall be appointed by Chief Executive Officer.
- 10) To review the CEO succession plan regularly, together with the list of candidates suitable to succeed this position; and to propose a suitable candidate to the Board of Director for appointment upon vacancy.

2. To perform work relating to compensation

2.1 To take account of the compensation for directors

- 1) To define the policy and criteria of compensation payment; fix the exact compensation rates in both monetary and non-monetary forms for the Board of Directors and committees, which must be reasonable and relevant to the duties and responsibilities and operating performance of the Company in the short term and long term and which can motivate and be compared to other listed companies in the same industry; and to propose them to the Board of Directors for approval. Then, the Board of Directors shall further propose them to the annual shareholders' meeting for approval.

- 2) To approve and review the board assessment form, which shall be proposed to the Board of Directors for consideration and approval before carrying out such assessment. The Nomination and Remuneration Committee shall use the assessment result to fix the compensation of directors in each year, and report such assessment result to the Board of Directors for acknowledgment and discussion about the development direction.
- 3) To propose the criteria of considering the compensation suitable for directors' duties and responsibilities. The compensation must align with the Company's assessment result, business plan, and operating performance so that they can motivate and retain the quality and potential directors with the Company. In this regard, the Board of Directors shall consider and give approval before proposing it to the annual general meeting of shareholders for approval.

2.2 To take account of the compensation for the Chief Executive Officer and Senior Executives

- 1) To consider, approve, and review the work performance assessment form; and to establish the annual corporate Key Performance Indicator (KPI) of the Chief Executive Officer and other senior executives (positions in C-Level, and Senior Vice President or equivalent) as well as the position of the General Manager of self-managed hotels of the Company.
- 2) To consider, approve, and review, on the yearly basis, the structure and compensation composition for the Chief Executive Officer; and to acknowledge the compensation structure and composition of the senior executives (positions in C-Level, and Senior Vice President or equivalent) as well as the position of the General Manager of self-managed hotels of the Company.

- 3) To assess the annual work performance of the Chief Executive Officer; and to utilize such assessment result to fix the appropriate compensation for the Chief Executive Officer.
- 4) To acknowledge and approve the annual work performance results of senior executives (positions in C-Level, and Senior Vice President or equivalent) as well as the position of the General Manager of self-managed hotels of the Company, as jointly assessed by the Chairman of the Executive Committee and the Chief Executive Officer while the Nomination Committee may give more opinions and/or object to such assessment.

3. To review and improve the Charter of the Nomination and Remuneration Committee at least once a year; and to propose it to the Board of Directors for approval.
4. To perform other tasks assigned by the Board of Directors and by approval of the Nomination Committee.

4. Corporate Governance and Sustainable Development Committee

The Corporate Governance and Sustainable Development Committee consists of not less than 3 directors whereas the Chairman of the Corporate Governance and Sustainable Development Committee must not be the Chairman of the Board or the Chief Executive Officer. The Chief Executive Officer shall automatically be a member of the Corporate Governance and Sustainable Development Committee.

As of December 31, 2022, the Corporate Governance and Sustainable Development Committee consisted of 4 directors as listed below:

NAME	POSITION	FIRST APPOINTMENT DATE
1. Mr. Jukr Boon-long	Chairman (Independent Director)	21 April 2022
2. Mr. Chayanin Debhakam, D.B.A.	Member	21 April 2022
3. Mrs. Thitima Rungkwansiroj	Member	21 April 2022
4. Mr. Dirk Andre L. De Cuyper	Member	21 April 2022

Ms. Sirithorn Thamrongnawasawat² was appointed as the Secretary to the Corporate Governance and Sustainable Development Committee. In 2022, the Corporate Governance and Sustainable Development Committee convened 3 meetings.

Remark: ² Ms. Sirithorn Thamrongnawasawat is the person authorized under the Service Agreement between the Company and Singha Estate Public Company Limited

Scope of duties and responsibilities of the Corporate Governance and Sustainable Development Committee

1. To consider, establish, and propose the policy, strategy, operating framework, and target of becoming a company equipped by corporate governance and sustainable development, ethics and business code of conduct, together with the anti-corruption policy/measures to be proposed to the Board of Directors and the Management before defining them to be the Company's standard rules, and in line with its objectives to become an organization aiming at creating confidence and sustainability to all groups of stakeholders.
2. To regulate, give advice, and review the operations relating to corporate governance and sustainable development for further implementations; and to arouse the participation in various projects under the corporate governance and sustainable development framework with related agencies, either internal or external, to international standards.
3. To give advice, promote, and give the resources and personnel support for disseminating the strategy and culture of the corporate governance and sustainable development to ensure that they are understood by all executives and employees at all levels in the Company and subsidiaries in the same direction.

4. To support and give advice to the Board of Directors and the Management to be assessed or ranked for corporate governance. This is to improve and upgrade the Company's corporate governance standards regularly.
5. To summarize the operating performance, which also includes the management relating to corporate governance and sustainable development, before proposing it to the Board of Directors at least once a year.
6. To review or improve the Charter of the Corporate Governance and Sustainable Development Committee at least once a year before proposing it to the Board of Directors for approval.

5. Executive Committee

The Executive Committee was appointed by the Board by the number and composition as the Board of Directors deem appropriate. The Executive Committee is made up from the board members or qualified experts assigned by the Board of Directors and or some senior executives.

As of 31 December 2022, the Executive Committee comprised the following six members:

NAME	POSITION	FIRST APPOINTMENT DATE
1. Mrs. Thitima Rungkwansiroj	Chairman	10 January 2019
2. Mr. Dirk Andre L. De Cuyper	Member	10 January 2019
3. Mr. Chairath Sivapornpan	Member	4 July 2019
4. Ms. Samitta Tinnam	Member	15 July 2021
5. Ms. Kankanid Wichitcharoen	Member	23 February 2021
6. Mr. Stefano Alberto Ruzza	Member	23 February 2021

Ms. Samitta Tinnam, the Chief Financial Officer and Company Secretary, was appointed to serve as the Secretary to the Executive Committee. In 2022, the Executive Committee convened 13 meetings.

Scope of duties and responsibilities of the Executive Committee

1. To perform and manage businesses of the Company and subsidiaries pursuant to objectives, obligations, policies, rules, regulations, resolutions of the Board of Directors' meeting, and resolutions of the shareholders' meeting with duty of loyalty, duty of care, accountability, and ethic by taking account of interest of every shareholder fairly.
2. To screen and propose goal, policy, business plan, including business operation strategy, financial targets & annual budget, business expansion, management structure, annual operation plan, human resources management policy, financial plan, public relations and budgets of the Company and its subsidiaries by appropriately considering from business factors for the Board's consideration and approval; consider and screen the management's proposal before presenting to the Board for consideration and approval.
3. To oversee, inspect, and supervise business operations, and monitor performance of the Company and its subsidiaries to ensure that they achieve the predetermined target, policy, and business plan, as well as control disbursement of expenses as per budgets approved by the Board, and report the operating results to the Board.
4. To appoint, supervise, coordinate, and specify authority and duty of the special working group or the management team, including consider and approve recommendations proposed by the management team or the special working group, as well as have power to appoint the consulting chairman, the consultant or team of consultants of the Executive Committee, as appropriated.
5. To specify appropriate transaction procedures and methods between the Company or the subsidiaries with the Company's major shareholder, director, management, and the party relevant to those persons to prevent transfer of benefit, then propose to the Board for approval in principle and control on compliance with the principle and regulation approved by the Board.
6. To consider and approve operations which are normal business transactions of the Company, enter into the agreement, investment or disposition of assets of the Company and its subsidiaries, as well as operations which support normal business of the Company having general trading condition within the limit not exceeding the budget approved by the

Board or as per resolutions approved in principle by the Board, provided that, it must be subject to criteria of the Office of the Securities and Exchange Commission and the Stock of Thailand with regards to the connected transaction, disposition and acquisition of assets, including (consider and approve) delegation of authority specified by the Board.

7. To consider profit and loss of the Company and its subsidiaries and propose interim dividend payment for the Board's approval; inspect and give recommendation on dividend payment policy and consider proposing the annual dividend payment of the Company and its subsidiary for the Board's approval before further proposing to the shareholders' meeting.
8. To conduct the feasibility study for investment in new projects, by studying both technical and financial aspects suitably and thoroughly to support decision-making or consideration for cancellation of investment to propose to the Board.
9. To follow-up performance and progress of investment project of each business and report results which consisting of problems or obstacles incurred and improvement guideline for the Board' acknowledgement.
10. To provide the Company's important information to propose to the Board and the shareholders to adequately support their decision-making, as well as prepare credible and transparent financial reports pursuant to the prudent standards.
11. To invite the management, employee, and relevant person to attend the Executive Committee's meeting or provide information relevant to the agenda discussed in the meeting as well as have authority to request for additional information from any departments of the Company and the subsidiaries to support for consideration in any matter.
12. To have authority to consider and approve the entering into the financial transaction with the financial institutes with regard to opening and closing the bank account, loan, cash withdrawal and usage of credit as well as mortgage the Company's assets as collateral for such loan, regardless of registered and unregistered, for benefits of the Company's business operations, including to enter into the contract, and any undertaking relevant to such matter until it is completed as per the specified credit limit and/or as per the delegation of authority stipulated by the Board and/or the relevant laws and criteria and/or the Company's Articles of Association.

13. To possess authority to request for independent opinion from the professional consultant, if it deems necessary, at the Company's expenses. Such employment of consultant shall be as per the Company's rules and regulations.
14. To oversee the arrangement of procedures to make the operator report any incident or abnormal act or violation of the law to the Executive Committee immediately. In case such incident has material impact, the Executive Committee must report to the Board for acknowledgement and consideration for solution within the reasonable period.
15. To report the operating results to the Board regularly.
16. The Executive Committee has authority to authorize any person or persons to perform any operations under supervision of the Executive Committee or may authorize such person to have authority as per the Executive Committee deems appropriate.
17. To perform any operation as per suggested by the Board or as per authorized by the Board.
18. To inspect and evaluate adequacy of the charter by comparing with performance of the Executive Committee to ensure compliance with the regulations specified in the charter. Results gained from such evaluation will be used to further improve their operations.

Charters of the Board of Directors and Committees

The Board approved the Charters of the Board and every committee, which involve the Audit Committee, the Risk Management Committee, the Nomination and Remuneration Committee, the Corporate Governance and Sustainable Development Committee, and the Executive Committee, which identify the composition, qualifications, terms of office and scopes of duties according to good corporate governance principles. Details of the charters in full version are disclosed on the Company's website at www.shotelsresorts.com under the section Investor Relations > Corporate Governance > CG documents and download > Charters (<https://investor.shotelsresorts.com/en/corporate-governance/cg-document-and-download>).

6. Company Secretary

The Board appointed Ms. Samitta Tinnam to serve as Company Secretary on 15 July 2021 in compliance with the Securities and Exchange Commission Act, Sections 89/15 and 89/16 to take responsibility for matters in connection with meetings of the Board and the shareholders, as well as contribute to good corporate governance practices. He also serves as the Secretary of the Board to coordinate subsequent actions under the Board's resolutions.

Company Secretary's duties and responsibilities

The Company Secretary must perform the defined duties under Article 89/15 and Article 89/16 of the Securities and Exchange Act (No. 4), B.E. 2551 (2008), promulgated on 31 August 2008, with accountability, prudence, and integrity, while complying with the law, company objectives and articles of association, as well as the resolutions of the Board and shareholders' meetings. By law, his duties are as follows:

1. Establish and maintain the following documents:
 - Director roster
 - Board meeting notices, minutes of meetings, and the Company's the Annual Report (Form 56-1 One Report)
 - Shareholders' meeting notices and minutes of meetings
2. Maintain reports on vested interests filed by the directors, executives, or related parties, and send a copy of the reports on vested interests under Article 89/14 to the Chairman of the Board and the Chairman of the AC within seven business days of the Company's acknowledgment.
3. Hold the Board meetings and shareholders' meetings under the applicable regulations and laws.
4. Provide recommendations on company businesses and the Board in line with the Company's Memorandum of Association and Articles of Association, the Securities and Exchange Act, the Public Limited Companies Act, and applicable legislation.
5. Serve as a center of news and information for the directors, executives, and shareholders.
6. Coordinate and monitor compliance with the resolutions of the Board and shareholders' meetings.
7. Ensure disclosure of information and reporting of information under her responsibility to the regulators as required by the authority.
8. Take other actions as announced or required by the Capital Market Supervisory Board and as assigned by the Board.

Details of the Company Secretary

Details of the Company Secretary's duties and responsibilities are disclosed on the Company's website www.shotelsresorts.com, and the Annual Report (Form 56-1 One Report). The Company Secretary has background in finance and accounting with experiences benefit to the Company business. Moreover, she has been participated in many programs of Thai Institute of Directors Association ("IOD") which are related to the position as well as attended continuous trainings beneficial to his role from the SET and other relevant authorities.

Training for the Company Secretary

The Board of Directors encourages the Company Secretary to receive continuous training that will benefit his role in assisting the Board of Directors. In 2022, the Company Secretary attended TLCA CFO Professional Development Program, No. 5/2022: Restructuring Business for Growth; TPCA CFO Professional Development Program, No. 6/2022: Role of CFO to Corporate Sustainability; TLCA CFO Professional Development Program, No. 7/2022: Introduction to Sustainable Finance; TLCA CFO Professional Development Program, No. 8/2022: ESG Bonds in Corporate Financing held by Thai Listed Companies Association, and other programs beneficial to perform duties as the Company Secretary.

Term of the Company Secretary

In the event that the Company Secretary is removed or being an incompetent person, the Board shall appoint the new Company Secretary within 90 days from the date of such removal or becoming an incompetent person of such Company Secretary. The Board shall authorize one of any of directors to act on behalf based on temporary basis for such period of time.

Compliance

Ms. Samitta Tinnam, the Company Secretary, is also acting as the Head of Compliance. Her responsibility is to ensure that the Company complies with the Securities and Exchange Act, related regulations, and guidelines for good corporate governance, and report the compliance issues in relation to business operations of the Company and its subsidiaries to the AC and the Board on a quarterly basis.

(profile of Ms. Samitta Tinnam can be found in the section "the Information of Directors, Executives and persons supervising accounting").

NOMINATION AND APPOINTMENT OF DIRECTORS AND SENIOR EXECUTIVES

Nomination and appointment of directors

Criteria and procedures

The Company recruits and nominates qualified persons under securities and exchange laws and in line with the Company's defined qualifications to be selected as a director of the Company. In so doing, the following channels will be considered:

- An opportunity given to shareholders to nominate directors during at least a 3-month period before each AGM, the latest one being from 1 October 2022 to 31 January 2023, under the criteria and terms announced on the Company's website.
- Persons recommended by the Company's executives, directors, and reliable external sources, including Directors' Pool.
- Qualified persons recommended by professional search firms.
- An opportunity given for directors to nominate qualified persons.

The Company reviews annually the directors' skills and characteristics together with the Board's overall composition conforming to the Company's strategy and business direction. Then, the Board Skill Matrix is tabled annually for consideration of the gap of necessary skills and set-up of nomination criteria. In such reviews, the Company also considers the diversity of skills, expertise, proficiency, experience, and other special competencies of directors, regardless of age and gender.

Qualifications of directors and independent directors are disclosed in Item 3.1 under the section "Corporate Governance", Principle 3: Strengthen Effective Board of Directors.

Recruitment and appointment processes

• In case of director vacancy due to retirement by rotation

In the case that the position of a director becomes vacant due to the expiration of the term, the Company allows the shareholders to propose a list of qualified persons under the Securities and Exchange Act and the qualifications specified by the Company in order to be elected as a director of the Company in advance before the annual general meeting of shareholders. The criteria and conditions will be announced on the website of the Company. The Company has specified the minimum shareholding ratio for shareholders with the right to nominate directors in advance. A shareholder must hold shares not less than 1 percent of the total voting rights of the Company. The Company Secretary will

consider, select and nominate qualified persons according to the laws and regulations by considering experience, knowledge, and capability that will benefit the Company for the Board to consider. When the meeting of the Board passes a resolution approving the proposal, the Company will nominate the said person to request approval for election as a director in the general meeting of shareholders. The Company will select the one with the majority votes of the shareholders who attend the meeting and have the right to vote.

Directors' election conforms to the Company's regulations and relevant laws, which must be transparent and clear. Below are the criteria and methodology of directors' election at a shareholders' meeting:

- 1) Each shareholder's votes equal his or her number of shares held, one share per one vote.
- 2) Voting is to be done for individual nominees, for which each shareholder is to exercise his or her entire votes for individual directors, one by one.
- 3) To pass the resolution for director appointment, it requires a majority vote of the shareholders who are present at the meeting and entitled to vote.
- 4) Those that secure the highest votes, and those with the second highest votes, and so on, are regarded as being elected, matching the number of directors to be elected. Should there be more than one person with equal votes for a given position, the chairman of the meeting is to cast a decisive vote.

In 2022, Mr. Apisak Tantivorawong, Mr. Parinya Patanaphakdee, and Mr. Naris Cheyklin were re-appointed as the Company's directors for another term, including the position held in the committees following the aforesaid procedures.

• Director vacancy by other reasons

The Board recruits and nominates qualified persons without any legal prohibitions as defined by the Public Limited Companies Act for appointment replacing the resigned director(s) at the next Board meeting. An exception applies if the remaining term is less than two months, in which case an approval is needed from the AGM. In any case, the term of the replacement director is only as long as that remaining of the resigned one. The decision of the Board in this case needs no less than three-quarters of the remaining directors on the Board.

Director removal and dismissal

- 1) Besides completing their terms, directors may leave their positions in the following cases:
 - 1.1) Death
 - 1.2) Resignation
 - 1.3) Lack of qualifications or having forbidden qualities under the Public Company Act
 - 1.4) Dismissal by shareholders' votes
 - 1.5) Court order
- 2) Directors who wish to leave their positions are required to submit a resignation to the Company, which becomes effective from the date it is received by the Company. Such directors may also notify the public limited company registrar.
- 3) The shareholders' meeting may decide to have any director leave his or her position before term completion with a vote of no less than three-quarters of the attending eligible voters, which is no less than a half of the total shares of the attending eligible voters.

If the entire Board leave their positions, they are to remain in office to carry on business only as essential until the new Board takes office, except otherwise ordered by the court for the Board that leaves their positions at the court's order.

The Board that left their positions are to hold a shareholders' meeting to elect the new Board within one month after leaving their positions. To this end, it sends meeting notices to the shareholders no less than 14 days ahead of the meeting date, which are advertised in newspapers for three consecutive days and no less than three days ahead of the meeting date.

NOMINATION AND APPOINTMENT OF SENIOR EXECUTIVES

Nomination and Appointment of the CEO

The Board of Directors assigns the Nomination and Remuneration Committee to take account of the CEO Succession Plan, which is mutually prepared by the Chairman of the Executive Committee and Vice President of the Human Resources and Corporate Culture Department to ensure business continuity if this position becomes vacant. The Nomination and Remuneration Committee will nominate a qualified person to assume the position by selecting a competent, qualified person with experience beneficial to the Company's operation from either inside or outside the Company before him or her to the Board for appointment. The Nomination and Remuneration Committee is also responsible for regularly reviewing this succession plan, and for reporting the operating result based on such succession plan to the Board of Director for acknowledgement.

Nomination and Appointment of Senior Executives

The Board of Directors assigns the Nomination and Remuneration Committee to recruit qualified persons for the positions of senior executives pursuant to the senior executive succession plans as mutually prepared by the Chairman of the Executive Committee, the Chief Executive Officer, and the Human Resources and Corporate Culture Department. In the nomination process, the Chairman of the Executive Committee and the Chief Executive Officer shall jointly recruit and appoint the individuals with qualification suitable for their positions, duties, and responsibilities as well as competence and experience beneficial to the business operation of the Company. Such selection must conform to the personnel recruitment protocols of the Human resources and Corporate Culture Department.

The Company requires the preparation of the CEO and senior executive succession plans. The Nomination and Remuneration Committee shall report the operating result based on such succession plans to the Board of Directors for acknowledgement at least once a year. The proposal procedure shall align with that prescribed in the Charter of the Nomination and Remuneration Committee.

GOVERNANCE OF SUBSIDIARIES

As of 31 December 2022, the Company had subsidiaries in which it held direct and indirect shares, comprising 28 limited companies, 1 associated company, and 8 joint ventures. The Company has a policy to supervise and manage its subsidiaries and associate company by the following guidelines:

In this regard, "subsidiary company" and "associated company" means a subsidiary company or an associated company that operates core businesses as specified in Clause 24 in which the combined size is specified in Clause 23 (2) of the Notification No. 39/2559 according to Clause 2 (11) and Clause 2 (13) of the Notification of the Securities and Exchange Commission No. KorJor. 17/2551 regarding the definition of definitions in the announcement regarding the issuance and offering of securities (and which has been amended).

If this policy specifies that any transactions or actions that have a significant effect on the financial status and operating results of the subsidiary or associated company are subject to approval from the Board of the Company or the shareholders' meeting of the Company (As the case may be), the Company's directors is responsible for arranging the board meeting and/or the meeting of shareholders of the Company to consider and approve the matter before the subsidiary or associated companies hold a board meeting, and/or organise a shareholder meeting to consider approving the transaction or proceed on that matter. In this regard, the Company shall completely and correctly disclose the information and comply with the rules, conditions, and procedures related to the matter to be approved as defined in the Public Company Act, the Civil and Commercial Code, the Securities and Exchange Act as well as the announcements, rules and regulations of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission (As far as not contradicting or contradictory).

1. In the following cases, a subsidiary or an associate (as the case may be) must be approved by the meeting of the Board of the Company before executing transaction or operation:
 - (1) Appointment or nomination of a person as a director and executive representative of the Company for subsidiaries or associates, at least according to the Company's shareholding proportion in the said subsidiary company or associated company.

Except that this policy or the Board of the Company specifies otherwise, directors and executives at the Company will appoint or nominate persons with the discretion to vote in the Board of the subsidiaries and associated companies in matters relating to general management and normal business operations of the subsidiaries and associated companies as the directors and executives deem appropriate for the best interest of the Company, and subsidiaries or associates (depending on the case).

The above directors or executives who are appointed or nominated must be the persons whose names are listed in the list of directors and executives of the issuing company (White List) and must have the qualifications, roles, duties and responsibilities as specified as stipulated in relevant laws. Also, those persons must not have a lack of trustworthiness in accordance with the SEC's announcement regarding determination of a lack of trustworthiness of directors and executives of the Company.

- (2) Capital increase through the issuance of shares in subsidiaries and allocation of shares. The reduction of registered capital, and/or the paid-up capital of the subsidiary which is not in accordance with the existing shareholders' proportion. Any other actions which will result in the direct and indirect proportion of voting rights of the Company at the shareholders' meeting of any subsidiaries decreasing by more than 10 percent of the total votes of that subsidiary, unless it is in the business plan or regular budget year of the subsidiary, which has been approved by the Board.
- (3) Consideration and approval of the annual dividend payment, and interim dividends (if any) of subsidiaries.
- (4) The amendment of the AOA of the subsidiary, except for the amendment of the AOA on significant matters under Item 2 (5), which must be approved by the shareholders' meeting of the Company.
- (5) Consideration and approval of the Company's total annual budget and all subsidiaries of the Company except as specified in the Line of Authority of the subsidiary.
- (6) The appointment of auditors of a subsidiary, only if the said auditor is not under the audit office that is a full member in the same network as the auditor, which does not comply with the Company's auditor appointment policy. The auditors of a subsidiary must be affiliated with the auditing office in the same network as the auditors of the Company.
- a) The transfer or waive of benefits, and the waiver of claims against the person who caused damage to the subsidiary.
- b) The sale or transfer of the business of a subsidiary in whole or in part to a third party.
- c) The purchase or acceptance of a transfer of business of other companies to the subsidiary.
- d) The entering, amending or terminating a contract regarding the leasing of all or some important subsidiaries' businesses.
- e) The assignment of other persons to manage the subsidiary's business or the consolidation of subsidiaries with other persons with the objective of sharing profit and loss.
- f) Rental or hire-purchase of business or assets of all subsidiaries or significant parts
- (8) The borrowing, lending, credit granting, guarantees and legal acts that bind a subsidiary company to have an increased financial burden, or providing financial assistance in any other manners to other persons in significant amounts and is not of a normal business of the subsidiary, except for loans between the companies and subsidiaries.
- (9) The dissolution of a subsidiary.
- (10) Any transactions which are not of a normal business of a subsidiary and is a transaction that will significantly affect the subsidiary.

Items from (7) to (10) are considered significant. And if entering into the transaction will cause a significant impact on the subsidiary's financial status and operating results, before the meeting of the subsidiary's Board, the directors appointed by the Company to hold positions in those subsidiaries shall vote in those matters according to approval of the Board of the Company first. This must be the case when calculating the size of the transaction that the subsidiary will enter into transaction to compare with the characteristics and/or the size of the Company (by using the criteria for calculating the size of transaction as specified in the relevant announcement of the Capital Market Supervisory Board and the Board of Governors of the SET regarding connected transactions or the acquisition of assets (as the case may be)) and must be approved by the Company's Board. The following items are:

- (7) If the subsidiary enters into transaction with the connected person of the Company or subsidiary, or transactions relating to the acquisition or disposition of assets of subsidiaries, including but not limited to the following cases:
 - 2. Before a subsidiary enters into the following transactions, it must be approved by the shareholders' meeting of the Company with a vote of not less than three-quarters (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote.
 - (1) If a subsidiary company enters into transaction with the connected person of the Company or subsidiary. This must be the case when calculating the size of the transaction that the subsidiary company entered into the transaction comparing with the characteristics and/or the size of the Company (by using the criteria for calculating the size of the transaction as specified in the relevant announcements of the Capital Market Supervisory Board and the Stock Exchange Commission regarding connected transactions or the disposition of assets (as the case may be)) and must be approved by the shareholders' meeting of the Company.

- (2) The capital increase through the issuance of shares in subsidiaries and allocation of shares, the reduction of registered capital and/or the paid-up capital of the subsidiary which is not in accordance with the existing shareholders' proportion, or other actions resulting in the proportion of voting rights of the Company directly or indirectly in the shareholders' meeting of any subsidiaries reducing to less than the proportion specified in the law applicable to the subsidiary, which results in the Company losing control over that subsidiary. This must be the case when calculating the size of the transaction compared to the size of the Company and be in a range approved by the shareholders of the Company (by using the criteria for calculation of items as specified in the relevant announcement of the Capital Market Supervisory Board and the announcement of the SET).
 - (3) The dissolution of a subsidiary company. However, this must be the case when calculating the size of the business of the subsidiary to be dissolved in comparison with the size of the Company (with the rules for calculating the size of the transaction as specified in the relevant notifications of the Capital Market Supervisory Board and the SET regarding the acquisition or disposal of assets) must be in a range approved at the shareholders' meeting of the Company.
 - (4) Any other transactions that are not of a normal business of a subsidiary and that will have a significant impact on the subsidiary (with the rules for calculating the size of the transaction as specified in the relevant notifications of the Capital Market Supervisory Board and the SET regarding the acquisition or disposal of assets) must be in a range approved at the shareholders' meeting of the Company.
 - (5) The amendment of the Articles of Association of a subsidiary company in matters that may have a significant impact on the financial status and the operating results of the subsidiary. This includes, but is not limited to, amendments to the Articles of Association of subsidiaries that affect the voting rights of the Company at the meeting of the board of the subsidiary, and/or the shareholders' meeting of subsidiaries, or the dividend payment of the subsidiary.
3. The Company's Board monitors and ensures that the Board of subsidiaries and associated companies proposed or appointed by the Company will perform the duties and responsibilities according to the laws and Company policies.
 4. The Company's Board monitors the subsidiaries' operations in accordance with the work plan continuously to ensure that the subsidiaries disclose information, financial status, performance, connected transactions, acquisition or disposition of assets, other significant transactions with the Company,

and various operations in accordance with the regulations on supervision and management of the subsidiaries and associated companies are complete and accurate according to the relevant announcements of the Capital Market Supervisory Board and the SET (depending on the case).

5. Directors and executives of the Company or subsidiaries have the following duties:
 - (1) Directors and executives of the Company or subsidiaries must disclose information about financial status and operating results, transactions related to the Company or subsidiary, and the acquisition or disposal of significant assets for the Company with precision and within a reasonable time as specified by the Company. The Board of the Company or subsidiaries must review the execution of transactions, acquisition or disposition of significant assets of the Company or subsidiaries by using relevant notifications of the Capital Market Supervisory Board and the announcement of the Stock Exchange of Thailand Commission.
 - (2) Directors and executives of the Company or subsidiaries must disclose and deliver the information of their own interests either directly or indirectly, and related parties to the Company's or subsidiaries' Board to make them aware of the relationships and transactions with the Company or subsidiaries in a manner that may cause conflicts of interest and avoid transactions that may cause conflicts of interest with the Company or its subsidiaries. The Board of the Company or subsidiaries has a duty to notify the Board of the matter within a reasonable time specified by the Company in order to support any decision or approval. That consideration must be carried out for the overall benefits of the Company or subsidiaries.

Directors and executives of the Company or subsidiaries must not participate in the approval of matters in which they have vested interests or conflicts of interest, both directly and indirectly.

The following actions which result in the directors, executives, or related parties of the Company or subsidiaries receiving financial benefits other than those that are normally expected, or causing damage to the Company or subsidiaries shall be presumed to be a significant conflict of interest with the Company:

- a) Transactions between the Company or subsidiaries and directors, executives, or related persons which do not comply with the rules of connected transactions.
 - b) The use of Company or subsidiaries' information that they have come to know, unless the information has already been disclosed to the public.
 - c) The use of the Company or subsidiaries' assets and business opportunities in the same manner that the Company or subsidiaries (as the case may be) have done and is in violation of the rules or general practice as specified by the Capital Market Supervisory Board.
- (3) Directors and executives of the Company or subsidiaries must report the business operations, business expansion, large investment projects, and the participation in investing with other operators to the Company through monthly performance reports and explain or deliver documents for consideration of the said case, if the Company requests.
 - (4) Directors and executives of the Company or subsidiaries must deliver the information or documents relating to the operations to the Company when requested.
 - (5) Directors and executives of the Company or subsidiaries must clarify or send supporting documents to the Company if the Company detects any significant issues.
 - (6) Directors and executives of the Company or subsidiaries must provide an internal control system, risk management system, corruption prevention system that is appropriate and concise enough to prevent fraud that may occur to the Company, other systems that are necessary, a clear system to show that the Company has sufficient systems for disclosing information, continuous and credible transactions with significant rules and regulations, channels for the directors and executives of the Company or subsidiaries to receive information about the Company for monitoring the results of operations and financial status, transactions between the companies and the directors or executives of the Company, transactions between subsidiaries and directors and executives of subsidiaries, and other significant transactions of the Company. The directors and executives must also provide a mechanism for checking those systems in the Company by having a team of internal auditors and independent directors of the Company that can access data directly and report the results of those systems' inspection to the directors and executives of the Company or subsidiaries to ensure that the Company or subsidiaries follow the established work system on a regular basis.
- 6. Directors, management, staff members, employees, or the persons assigned by the Company or subsidiaries, and their spouses and children who have not yet become sui juris, are prohibited from using the inside information of the Company or subsidiaries of either from acting on duty or in any other ways that have or may have a significant impact on the Company or subsidiaries for the benefit of themselves or the others, whether directly or indirectly and whether or not there is a reward for them.
 - 7. The Company must appoint a director in a subsidiary Company for attending the meeting and voting as according to the Company's specification in a subsidiary's Board meeting to consider every matter that is significant to the business of the subsidiary.
 - 8. Director, executive, or any person related to the Company or subsidiaries will be able to make a transaction with the Company or subsidiaries only when they are approved by the Board or the Company's shareholders' meeting, according to the calculated item size defined in the rules of connected transactions.

MONITORING THE USE OF INSIDE INFORMATION

The Board has defined a policy on the control of the use of insider information, computer and IT system prevention and hierarchy of information of which the details can be summarized as follows:

Guideline for Inside Information Protection

- (1) Inside information is a trade secret, therefore it must be protected from being disclosed to outsiders. This information may be divided into several levels of confidentiality, such as information that can be disclosed, confidential information, secret information, and top-secret information. The common use of inside information must be within the scope of duties and responsibilities assigned to them only.

- (2) The disclosure of confidential information to the public must be approved by the CEO. The CEO may be the one that discloses the information himself if the information is of much significance. They may assign a person with a duty to provide information to the public. The Company has a duty to distribute information to the public. The Company is responsible to the investor relations and the contact with investment agencies in various projects by coordinating with the internal department that owns the information.
- (3) The Company's personnel will not answer questions or give opinions to any other third parties unless they have a duty or are assigned to answer those questions. If there is no duty or assignment, those personnel will politely decline the comments.

Guideline for insider information usage

- (1) The Company will educate the Board, executives, personnel in management positions in accounting or finance that are department managers or equivalent, and the Company's auditors, plan makers, plan administrators, and temporary plan administrators under the bankruptcy law, on the duty to prepare, disclose and submit the report of holding and changes in the holding of securities and derivatives that belong to them, their spouses, cohabitants, and children who have not yet become sui juris, to the SEC Office in accordance with the provisions of the Securities and Exchange Act, the SEC and the Capital Market Supervisory Board, and relevant penalties under the law.
 - (2) The Board, executives, personnel in management positions in accounting or finance that are department managers or equivalent, and the Company's auditors must declare their reports on securities holding – including securities belonging to themselves, their spouses and minors. When they assume the positions, they are not obliged to report pursuant to section 59 of the Securities and Exchange Act until the purchase, sale, transfer or take transfer of securities or derivatives is transacted, in which such transaction shall be reported through electronics system within 7 business days from the date of such transaction and where the Company already submitted a list of directors and executives. Whenever there is a transaction of purchase, sale, transfer or take transfer of the Company's securities, a report on the movements of securities holding through electronics system must be submitted within 3 business days in accordance with section 59 of the Securities and Exchange Act.
- Besides, the Company Secretary shall collect data concerning the securities holding of directors, executives including spouses and minors and report to the Board meeting for acknowledgement on a quarterly basis with a notification on the penalty in the case of violation or non-compliance with the Policy and such requirements as well. The information on the holding of such securities shall be disclosed in the Annual Report (Form 56-1 One Report) under the section "the Company's securities holding of Directors and Executives".
- (3) Aforementioned personnel at all levels of the Company, including all their family members who receive the insider information of the Company, facts which can affect the price or value of securities and information still undisclosed to the public, are prohibited from using such information, whether for (a) buying or selling of securities whether for themselves or for others, or (b) disclosing insider information to other persons either directly or indirectly and whether by any means that the recipient of the information may use that information to buy or sell securities, whether for themselves or for others, unless it is done in a way that does not take advantage of other persons or in the manner as specified in the notification of the SEC, or (c) persuading others to buy, sell, offer to buy or sell the Company's shares, whether by themselves or through a broker, regardless of whether such actions are done for the benefit of themselves or others.
 - (4) The aforementioned personnel and their family members are prohibited from disclosing such undisclosed facts that can change the price or value of securities to other people for the benefits of themselves.
 - (5) The Company will regard the illegal use of insider information for the purpose of trading the Company's securities as securities trading for speculation, or as an advantage for a particular group, which is considered an offense under the law, and is considered a disciplinary offence. The Company has set a policy to prevent the use of insider information by requiring that directors, executives, and personnel in management positions in accounting or finance that are department managers or equivalent who have been informed of significant insider information affecting price changes or value of securities, refrain from trading the Company's securities in the period before the financial statements, information about the Company's financial status, and the Company's status until the Company discloses them to the public. The Company Secretary is assigned to notify the Board, executives, personnel in management positions in accounting or finance that are department managers or

equivalent, and the Company's auditors to refrain from trading the Company's securities in writing for at least thirty (30) days in advance of public disclosure. They should wait for at least 24 hours after the disclosure. They must also not disclose such significant information to other parties.

- (6) Directors, executives and employees of the Company are obligated to strictly comply with the Company's Charter and Code of Conduct and guidelines for the use of insider information of the Securities and Exchange Act and other relevant regulations.
- (7) Violators of the use of insider information for their own benefits will be disciplined, beginning with written warnings, wage cuts, a leave of absence without pay, or dismissal, depending on the intent of the action and the seriousness of the offence. Those may be punished by law by the relevant departments, as the case may be.

In the year 2022, there were no directors, executives, and employees using the Company's inside information to seek for their personal benefits.

COMPUTER AND INFORMATION SYSTEM SECURITY MEASURES

The Company defines the Information Technology Security Policy to ensure that the risk management in respect with information security is appropriate for the Company's business subject to the international standards in protecting the information belonged to the Company, customers, and other external agencies, which is under the Company's responsibility, from either internal or external threat, intentionally or unintentionally, as required by related laws and obligations.

To ensure the compliance with the policy, the Company established the following computer security and information security measures:

- (1) The computers and information technology of the Company should be used in accordance with the Computer Crime Act and other related laws.
- (2) The Company restricts the access to undisclosed information to only be available for the CEO, Chief Financial Officer, Investor Relations Vice President, Company Secretary, and as many persons in management positions in related fields as possible. Undisclosed information is disclosed to the employees of the Company as much as it is necessary for them to know. The Company informs its employees that the information is confidential and has restrictions on their use.
- (3) Changes, duplication, deletion, destruction of the Company's information, disclosure of information in the Company's information system are prohibited unless with permission from the Company.
- (4) The Company established a workplace security system to prevent access and the use of data files and confidential documents.
- (5) The share, distribution, and disclosure of usernames and passwords is prohibited.
- (6) The Company's emails must not be used to forward malicious messages or images that cause disparagement, obscenity, intimidation, harassment, annoyance, or things that are against the law.
- (7) The owner of undisclosed information must advise the relevant parties to strictly follow the security procedures.

ANTI-CORRUPTION POLICY AND PRACTICE

The Company realizes importance and necessity, the Company is determined to ensure zero tolerance against corruption of all kinds, including offers, promises, soliciting, demands, giving or accepting bribes, and any conduct which may indicate corruption. In order to comply with the principle of corporate governance and corporate responsibilities towards the society and stakeholders, and to provide a guideline for the conducts of the Company's directors, executives, and employees, the meeting of the Board held on 3 May 2019 resolved to approve the implementation of Anti-Corruption Policy with measures in each respect thereof. Personnel of the Company and its subsidiary companies shall maintain strict compliance with the Anti-Corruption Policy and Code of Conduct, and shall not be involved, whether directly or indirectly, in any kind of Corruption. They shall also comply with the followings:

1. Not to conduct him or herself in a manner which implies an intention of Corruption, intention to give or accept bribes, whereas the other party is an official of the government, private sector, or a stakeholder of the Company, for the purpose of obtaining or maintaining business, a competitive advantage, or for the benefits of him or herself, or any related person, as well as not to demand or offer bribes to any other person contacted on a business matter, including any government agency, for the purpose of obtaining any undue benefit.
2. Not to ignore or neglect any incident he or she has witnessed which may be considered Company-related Corruption. It shall be deemed a duty to inform his or her supervisor or a person in charge of such matters about such incidents, as well as to cooperate in any inspection.
3. The Company shall give fair treatment and protection to a person who has refused to be involved in Corruption or has provided information on a Corruption-related activity to the Company, as specified in the protection measures for informants and persons reporting Corruption-related activities under the Whistleblowing Policy.

4. An act of Corruption violates the Code of Conduct and shall entail inspection and punishment under the Company's applicable employee disciplinary rules and may be punishable by law where such Corruption-related action constitutes an offence.
5. The Company acknowledges the importance of educating, cultivating, and disseminating understanding on matters which must comply with this Anti-Corruption Policy, amongst persons whose duties are related to the Company or may affect the Company.
6. The Company has implemented an appropriate and effective internal control as well as an audit system, with frequent inspection on finance, accounting, data collection, and other issues, including implementing a risk management system to prevent Corruption.
7. The Company has implemented a human resource management process which reflects its commitment to anti-corruption measures, covering its selection of personnel, training, evaluation, compensation, and promotion.
8. The Company has a policy to comply with the law and standards relating to anti-corruption both in Thailand and in every country where it has a representative operating under its name.
9. The scope of application of this policy includes every agent, contractual party, and person operating under the name of the Company and the Company's subsidiary companies.
10. In order to maintain integrity in the performance of matters highly susceptible to Corruption, the Company's directors, executives, and employees of every level shall carry out the following matters with diligence:

10.1. Political Contribution

- (1) The Company shall operate its business with political neutrality by not providing any support or acting in favor of any particular political party;
- (2) The Company shall not provide money or property in support of any political party, politician, or any candidate in a political election, with an aim to secure a political benefit to the Company;
- (3) All personnel of the Company shall operate its business with political neutrality, refrain from being politically involved, favoring a professional politician under any particular political party, and refrain from providing money or property in support of any political party, politician, or candidate in a political election, with an aim to secure a business benefit for the Company;
- (4) All personnel of the Company shall have the right and freedom to participate in political activities under the provision of the Constitution. However, they shall not make any claim of being the

Company's employee or use any of the Company's property, equipment, or tool for a political purpose. While participating in a political activity, the Personnel of the Company shall exercise caution as to prevent any action which will mislead others into thinking that the Company supports or favors a particular political party.

10.2. Charitable Donation and Sponsorship

- (1) Charitable donation, financial or in-kind, such as contribution of knowledge or time, is permissible by the Company. It may be carried out as a part of the Company's corporate social responsibility activities, including public relations and promoting the Company's corporate images, without demanding any benefit from the recipient of such donation or expecting business interests;
- (2) Sponsorship of any activity or project, whether in the form of money or property, shall be carried out with transparency and in compliance with the law. It shall only specify the Company as the sponsor and shall have passed an approval process under the Company's prescribed regulation, in order to ensure that such sponsorship is not exploited as a maneuver for bribery. Such sponsorship shall be for the purpose of public relations and promotion of the Company's business and corporate images, and may be carried out in various forms, such as sponsorship of cultural, social, environmental, educational, or sporting activities.
- (3) Personnel of the Company and its subsidiary companies shall exercise caution to ensure that no charitable donation and sponsorship is a subterfuge for bribery. Each charitable donation or sponsorship shall be considered in a transparent approval process in compliance with relevant laws and regulations, with a request in writing to specify the purpose of such charitable donation or sponsorship and supporting documents submitted for an approval by the person in charge in each level of the process;
- (4) Clear and reliable evidence shall be issued for each charitable donation and sponsorship, in order to ensure that it is not provided as a means of Corruption.

10.3. Gifts and Entertainment Expenses

The Company acknowledges that forging good relations with its business allies is essential to its continual success. As such, the Company has determined the following guideline:

- (1) Personnel of the Company may give gifts to and entertain a business ally when every of the following conditions are met:
 - (a) It is not carried out to dominate, influence, or return a favour to a person in exchange for an advantage gained through an improper activity, or hidden benefit or assistance;
 - (b) It complies with all the relevant laws, rules, and prescribed regulations of the Company;
 - (c) It is carried out transparently in the name of the Company, as opposed to the employee;
 - (d) The type and value of the gift and entertainment is proportionate to and appropriate for the circumstance. For instance, no gift or entertainment shall be given to any relevant government official, company employee, or government agency during a bidding process;
 - (e) It shall be appropriate for the occasion. For instance, trivial gifts may be given during important holiday seasons, as it is customary;
- (2) Transparent exchanges of gifts shall be allowed. Personnel of the Company may accept gifts or any benefit during celebratory occasions or as is customary, where the value of which shall not exceed THB 3,000 (three thousand baht). Such gifts shall not be cash or any cash-equivalent, such as a gift voucher or coupon. In a circumstance where acceptance of such gift or benefit cannot be refused, the recipient shall immediately inform his or her supervisor, produce a report on the acceptance of such gift, and deliver the gift to the Human Capital Department, in order for the gift to be used as an employee reward in an important celebratory occasion or to be approved for charitable donation, as appropriate;

- (3) The Company shall implement expense claim regulations, which shall specify a limit amount, authorities to approve, list of objectives, and recipients, and requires clear evidence thereof, in order to prevent Political Contribution and Corruption.

Communications and Training

1. The Company shall communicate and disseminate the Anti-Corruption Policy to the personnel of the Company at every level within the Company and subsidiary companies through various channels such as orientation of new directors and employees, annual trainings and seminars, announcement on the Company's bulletin boards, intranet, email, and website. In addition, Personnel of the Company and personnel of its subsidiary companies shall be informed in their periodical training of the various forms of Corruption and risks from being involved in such activities, as well as the whistleblowing channel, in order to ensure that every person involved complies with such policy. The session shall also be included in the Company's orientation.

Moreover, the Company shall encourage training programs for the Personnel of the Company to promote honesty, integrity, and accountability in undertaking their duties and responsibilities, as well as to create a common understanding on the giving and accepting gifts, property, or any other benefit, entertainment for business purpose or as is customary, sponsorship, charitable donation, and Political Contribution.

2. The Company shall communicate and distribute the Anti-Corruption Policy and whistleblowing channel to the public, its subsidiary and associated companies, as well as its relevant business agents and partners, and stakeholders through various channels of the Company, such as its website, the Annual Report (Form 56-1 One Report) in order to create common understanding and promote the standards of corporate social responsibility in anti-corruption, as upheld by the Company.
3. Personnel of the Company may contact the Secretary to the Audit Committee for any question or query in relation to this policy or any anti-corruption measure.

Penalties

Any person who intentionally fails to comply with this policy, including those who unlawfully mistreat, threaten, or discriminate against a whistleblower or a person related to a matter complained or information provided under this policy, as a result of such complaint or whistleblowing, shall be deemed to have committed a disciplinary offence, and shall be subject to payment of compensation to the Company or a person affected by such offence for the damage caused, as well as any civil and criminal liability as may be applicable.

WHISTLEBLOWING CHANNEL

The Company has implemented a whistleblowing channel for complaints and information in relation to violation of the law and the Code of Conduct, as well as activities which may indicate Corruption carried out by Personnel of the Company, including appropriate whistleblowing protection measures under the Whistleblowing Policy, in order to ensure a clear guideline and efficient whistleblowing operation, further details of which can be found in the Company's Whistleblowing Policy.

HUMAN RIGHT RESPECT

The Company realizes that the business must respect life and human dignity of every human, which is the foundation for human resources management and development, and human relations in the society. Therefore, the Company formulates the human right policy as a guideline to operate its business by paying respect to and being careful not to violate human rights as prescribed by the international practices, to promote the United Nations Guiding Principles on Business and Human Rights (UNGPs) in Thailand, and to shape the internationally accepted norm and practices. To elaborate, the Company formulates a guideline of promoting and encouraging the implementations in accordance with the fundamental human rights and equality regardless of race, color, gender, language, religion, political belief or any other beliefs, ethnic or social origin, property, birth or status. The Company constantly monitors and supervises to ensure that the Company's business will not directly and indirectly involve in the violation of rights and freedom of the people. For instance, the Company

will not tolerate the use of forced labor or child labor. It respects and treats all stakeholders equally based on human dignity. It also takes precaution on compliance with the human rights regulations within the Company, and stimulates compliance with the international human right principles which is in conformity with the United Nations Universal Declaration of Human Rights. The business's responsibility on human rights will also extend to cover the subsidiaries, joint venture and business partners. The Company also has guidelines to encourage and open opportunities for the employees to express their opinion or to lodge complaint concerning violation of rights of individuals.

CODE OF CONDUCT

The Board meeting on 3 May 2019 approved the establishment of the Code of Conduct for all directors, executives, employees at all levels, including any concerned parties to acknowledge and observe. These codes shall serve as practice guidelines for all involved to discharge their duties in an honest, moral, ethical, and professional manner, to preserve the Company's reputation in compliance with applicable laws and regulations, and to be responsible for the economy and society as a whole, including the practice for disclosure of information, the acceptance of money, gifts, or any other benefits, also the practices towards themselves, coworkers, customers and business partners, avoidance of any conflict of interest, and so on.

The Company has arranged the Code of Conduct training to all employees to ensure that they understand good practices and has included the Code of Conduct training as part of the orientation for new employees who have acknowledged, well understood, and retained as their working principles and signed the Acknowledge Form.

The Company's Code of Conduct in full details is disclosed to shareholders, investors, and any related parties which can be downloadable via the Company's website at www.shotelsresorts.com under the section Investor Relations > Corporate Governance > CG Document and Download > Company Policy (<https://investor.shotelsresorts.com/storage/content/corporate-governance/cg-document-and-download/20201030-code-of-conduct-en.pdf>). In 2022, no offences relating to ethic and Code of Conduct were found.

COMPLIANCE WITH THE CORPORATE GOVERNANCE POLICY

The Company places importance to committing to the Good Corporate Governance Principles for Listed Companies, following the guidelines of the SET and the SEC. In 2022, the Board reviewed and deemed the application of Good Corporate Governance Principles for Listed Companies 2017 ("CG Code") to be suitable for the business context. They found that the Company was determined to comply more with the principles of Good Corporate Governance in next year and beyond.

However, the Company was unable to comply with the Good Corporate Governance Principles in certain areas as explained in the topic "Report on Compliance with Corporate Governance Principles."

DRIVING BUSINESSES TOWARDS SUSTAINABILITY

S Hotels and Resorts Public Company Limited (“SHR” or “Company”) pays attention to the business operation with care for impact to economy, environment, and society, and equipped with corporate governance, ethics, and responsibility to all related stakeholders in conformity with the Sustainable Development Policy.

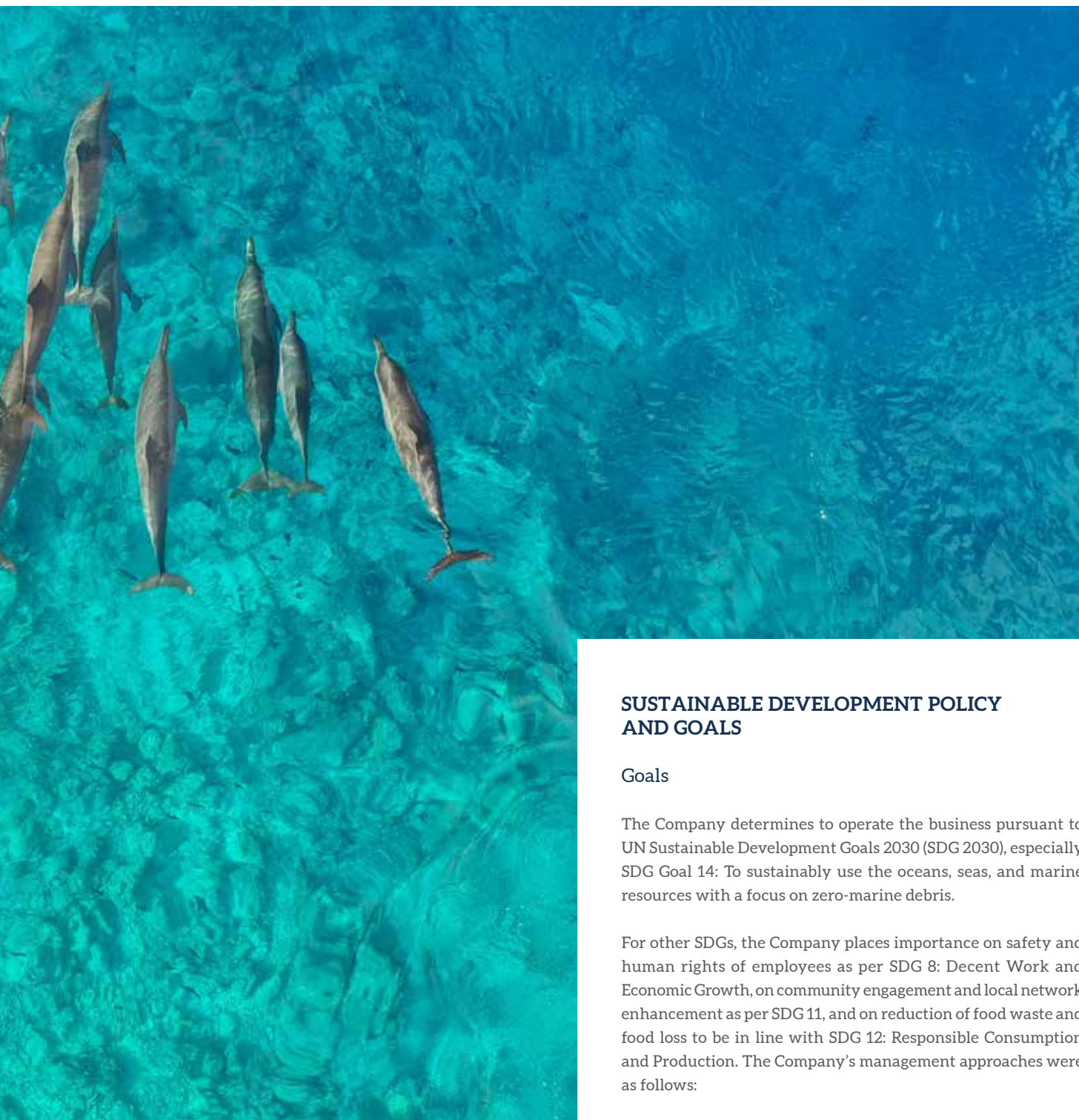
The Company determines to enrich social value and environmental values, and to fulfill “Enriching Journey” experience, which are consistent with “Enriching Life” concept, and to settle a quality society in every area where the Company operates the business.

With regard to **the economic dimension**, the Group of Companies aims to make its business strong and competitive in the present circumstances while it is able to enrich sustainable journey to customers; enhance the good governance in accordance with the corporate governance principles; pay attention to sustainable procurement and supply chain management; and become the business involving in improving competence of local communities, in promoting local employment at all levels, and in supporting the purchase of community products so that the community economy can grow up along with the Company while the sustainable economic network at all levels will be set up.

For **the social dimension**, the Group of Companies gives importance to different social geography of each country where the Company invests and operates the business. That is, the Company’s business operation must be fair and care for the quality of life of all groups of stakeholders in the business chain, either officers, employees, customers, or service users, who must have good health and safety pursuant to the Company’s standards. Meanwhile, the Company must comply with all related rules and regulations, laws, and international agreements, respect human rights and personal rights, have fair employment for all employees, lift the employees’ competence for their occupational progress, create the value in employees fully by putting emphasis on their participation and satisfaction, join hands with local communities and society to upgrade their well-being, and mutually conserve certain historical places and local cultures. The Company and these related parties bear in mind to create the quality society and to grow up together.

Regarding **the environmental dimension**, the Group of Companies always conserves the natural resources, environment, and ecosystem by taking account of negative impact to the environment caused by land-based activities, water, and air. The Group of Companies encourages the protection, recovery, and conservation of those natural resources, and use them appreciatively for utmost efficiency.





SUSTAINABLE DEVELOPMENT POLICY AND GOALS

Goals

The Company determines to operate the business pursuant to UN Sustainable Development Goals 2030 (SDG 2030), especially SDG Goal 14: To sustainably use the oceans, seas, and marine resources with a focus on zero-marine debris.

For other SDGs, the Company places importance on safety and human rights of employees as per SDG 8: Decent Work and Economic Growth, on community engagement and local network enhancement as per SDG 11, and on reduction of food waste and food loss to be in line with SDG 12: Responsible Consumption and Production. The Company's management approaches were as follows:



SDG 14:

Use of oceans, seas and marine resources

Management Approaches

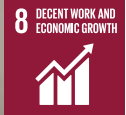
- To reduce impact from land-based activities which may be risky to marine-life; and to arrange for sustainable management to conserve and restore marine and coastal biological diversity.
- To foster awareness and changes of behaviors which may give impact to oceans and marine resources through #SeaYouTomorrow initiative.
- To establish the Marine Discovery Centre in the hotels located close to areas with high marine biological diversity.
- To give importance to increase and develop the capability, and to transfer the technology and knowledge about marine research.
- To support products from small-scale fisheries; and to maintain artisanal fisheries through the Company's procurement processes.
- To comply with the United Nations Convention on the Law of the Sea (UNCLOS).

SDG 8:

Decent Work and Economic Growth

Management Approaches

- To protect the labor rights, promote safe and secure work environment for all workers; to care for occupational health, safety, and good quality of working life of employees, communities, and stakeholders throughout the value chain of the Company's businesses.
- To support sustainable tourism through the roles of employment and procurement from localities, including conservation of local heritage and culture.



SDG 11:

Sustainable Cities and Communities

Management Approaches

- To perform works to strengthen good relationship with the communities and the people living surrounding such areas; to take actions to prevent and reduce impact on environment and quality of life of the community people which may result from rendering of services, construction, or renovation of hotels, by applying the international standards relevant to hotel services and sustainable tourism in all hotels.
- To reduce some damages from natural disaster by means of analysis and planning to cope with any situations that may occur in each area; and to have the good handling for air pollution and waste.
- To protect cultural and natural heritage of local communities.
- To build the quality society and communities; to build areas for better quality of life and public green space for universal access by all groups of people for public interest in the countries that the Company has significant operations.

SDG 12: Responsible Consumption and Production

Management Approaches

- To put emphasis on appreciative consumption of resources; to enhance efficiency of utilization of water, energy, construction materials, and resources including green procurement, by considering on usage of environmentally friendly products.
- To reduce and manage waste from constructions and operations; to promote and cultivate consciousness of garbage separation; to keep coastal areas and the sea and areas where we operate the business and surrounding areas clean.
- To cultivate consciousness and have the management guideline of reducing the food waste.
- To cultivate consciousness and sustainable lifestyle through the hotels' products and services presentation.
- To cooperate with external organizations, agencies, and networks for utmost waste management.



SDG 13: Climate Action

Management Approaches

- To design, renovate, and construct hotels by taking into consideration greenhouse gases emission; to take account of using clean energy sources, i.e., solar energy; to install solar cell panels for efficient energy management; and to reduce activities possibly causing high carbon footprint.
- To monitor and assess greenhouse gas emission of every SHR's self-managed hotel to find out solutions and to take actions which help reduce carbon and carbon offset.
- To coordinate with external organizations, agencies and networks for energy management and reduction of greenhouse gas emission.

SDG 17: Partnerships for the Goals

Management Approaches

- To build cooperation with stakeholders throughout business value chains through Corporate Governance Policy, knowledge sharing, and joint operations.
- To support fair trade networks; to coordinate with external agencies, public and private sectors, and networks to enhance clear operations, and to be extended to be the strong network on sustainability.





SDG 2: Zero Hunger

Management Approaches

- To attain food stability, access to safe food, upgrade the nutrition and promote sustainable agriculture.
- To add productivity and access to resources and opportunities of small farmers and local fishery.
- To share any benefits incurred fairly and equitably.

SDG 6: Ensure Access to Water and Sanitation for All

Management Approaches

- To help everyone access to safe drinking water and adequate and fair sanitation.
- To upgrade the water quality by wiping out the waste throwing and reducing an emission of chemicals and hazardous materials.
- To protect and recover the ecosystem relating to water sources including mountains, forests, wetland, rivers, aquifers and lakes.
- To support and strengthen an engagement of local communities in water and sanitation management.



SDG 7: Ensure Access to Clean and Affordable Energy

Management Approaches

- To add the proportion of alternative energy and to improve efficiency of using energy and technology.
- To support investment in infrastructure relating to energy and clean energy technology.

IMPACT MANAGEMENT TOWARDS STAKEHOLDERS IN THE BUSINESS VALUE CHAIN

SHR recognizes the importance of stakeholders in our business value chain. Because our hotels are located in many areas; therefore, our business operation can potentially impact the society and the environment. As a result, SHR diligently works with surrounding communities, local residents, researchers, business partners, regulatory and government agencies. Consequently, cooperation within the value chain will drive more successful sustainable business practices.

Sustainability Practices towards International Standards

As most of our hotels are operated in various areas around the world, it is necessary that our social and environmental responsibilities must be extended in parallel with our business scope. Consequently, it is targeted that every self-managed hotel of the Company not only complies with laws and regulations of the operating countries, but adheres with international sustainability standards for hospitalities and tourism business such as Green Globe Certification or others in order to handle the impact to the stakeholders in the business value chain completely and to be internationally accepted.

At present, every hotel in Thailand has implemented the hygiene measures or health safety in accordance with SHA+ (Amazing Thailand Safety & Health Administration) as developed by Tourism Authority of Thailand in collaboration with the Ministry of Public Health, which aims to upgrade the hygiene measures or health safety. The hotels have promoted and encouraged over 70% of total hotel officers to obtain the full doses of COVID-19 vaccination to ensure the customers' good health during their accommodation. Three hotels located in Thailand; namely, Santiburi Koh Samui Hotel, SAii Laguna Phuket Hotel, and SAii Phi Phi Island Village, together with SAii Lagoon Maldives, Hardrock Hotel Maldives Hotel, and CROSSROADS project at the Republic of Maldives were presented the Green Globe Certification. Such standard has been applied in the Company's operations, which involves the sustainable management in terms of social and economic dimension, environmental dimension, and cultural heritage dimension.



Corporate Governance and Sustainable Development Committee

The Corporate Governance and Sustainable Development Committee performs duties of placing the guideline, policy, strategy, operating framework, and target of being a company operated by corporate governance and sustainable development, ethics and code of conduct, and other policies as standards for the Company to enhance confidence and sustainability to all groups of stakeholders. In 2022, the Corporate Governance and Sustainable Development Committee convened 3 meetings.

In principles, the Committee shall take account of and approve the revision of the existing Corporate Social Responsibility Policy to be the Sustainable Development Policy that is officially announced with every hotel and resort of the Company. This is to drive the Company's business operation to the same direction and to be more tangible and precise.

The policy relating to good governance was also revised and approved to be relevant to the criteria of other related regulatory agencies such as Corporate Governance Policy, and so on.

Sustainability Working Team

The Company establishes the Sustainability Working Team at its Head Office in Bangkok and in other self-managed hotels to plan and implement the Sustainable Development Policy, to cope with the impact to stakeholders in the business value chain tangibly and to respond to various stakeholders promptly.

A Working Team consists of the representatives who are the executives and employees from several sectors. The Team holds the meeting on every 3 months to carry out the sustainable development tasks at all levels constantly.

SOCIAL AND ENVIRONMENTAL PERFORMANCE AND ACHIEVEMENT

Marine Biodiversity

Expansion of coral reefs in conserved areas:

From our continual endeavors to preserve abundance of nature, we constantly surveyed and monitored expansion of coral reef at CROSSROADS Project in the Maldives and it was found that coral reefs had significantly increased up from the previous year by 17.10% to 5,736 square meters or an increase of 838 square meters or an increase of 5,257 square meters (increase of 1,097.49 square meters) if compared to year 2016 that is the base year.

IUCN Red List of Threatened Species (IUCN Red List):

In order to monitor environmental impact and changes on marine biodiversity, our marine scientists are able to record up to 21 marine species that are listed on the IUCN Red List. These numerous species that could be found within our area indicated a major success for the environmental efforts of the Company.

Two Marine Discovery Centers ("MDC"):

The Company established the Marine Discovery Centres where visitors can study marine ecology in order to create environmental awareness for all groups of stakeholders. The number of tourists interested in marine ecology increased to the highest level since the centers commenced. In the year 2022, there were 6,721 visitors at the centers (visitors to the centers totaled 4,281 in 2021).

SOS:

Save Our Shark: The project represents the collaboration between Singha Estate Public Company Limited and S Hotels and Resorts Public Company Limited under the supervision of Thailand's Department of Marine and Coastal Resources and the Department of National Park, Wildlife and Plant Conservation to conserve bamboo sharks and other endangered shark species. The Company designated the Marine Discovery Centre at the SAii Phi Phi Island Village as an observatory and nursery. The Company is a private entity entrusted by the Phuket Marine Biological Center to jointly nurture sharks, and has been given the opportunity to study, take care of sharks from eggs to hatchlings and eventually release them into their suitable natural habitat. Currently, there are 45 bamboo sharks in our care. Seventeen sharks have already been released to the environment.

Such project requires the cooperation of many stakeholders including researchers, fishermen, villagers, local students as well as government agencies in the surrounding areas. The Company has designated a part of the hotel property for public use, i.e., to be a hub for marine learning center for a research and studies which are beneficial for the environment as well as create experiences in all dimensions.



Effluent and Waste Management

The Company gives much importance on proper waste management because most of our hotels are situated near the sea. There is a risk that effluent and waste can be more easily swept into the sea.

Apart from the proper management of effluent and waste from the hotels, the Company is also regularly involved in cleaning up and collecting trash on the shoreline under the concept of “Zero-waste to landfill, zero-waste to ocean”.

In the previous year, our employees, tourists, and other stakeholders have jointly participated in keeping the shorelines clean. For this activity, the Company worked with some partners like PARLEY, a non-profit organization in the Republic of Maldives.

In addition, the Company also stopped the use of single-use plastic, e.g., plastic bottle, plastic wrapping, room amenities, straws, etc., which were replaced by eco-friendly substitutes. Moreover, every hotel also adopted an eco-friendly procurement process to ensure that after supplies have been suitably procured and used, each hotel is able to manage the effluent and waste properly.

GREENHOUSE GAS MANAGEMENT

The hospitality business of the Company has monitored and assessed greenhouse gas emission since 2019. These monitoring and assessment have gradually been expanded to other self-managed hotels of the Company.

In the year 2022, the Company aimed to install the solar cell panels in all self-managed hotels of the Company in order to reduce the use fossil energy, which is an old energy emitting the high amount of carbon. In 2022, the solar cell panels were installed in 4 hotels of the Company with the capacity of 2.572 MW.

LOCAL PROCUREMENT

This matter is regarded as a significant topic about sustainability for hospitality business because the Company wishes that every economy and society where we operate our business with will grow together with us.

The Company purchases some products and services from local communities and fishermen to help contribute local economy, and generate income. For example, at SAii Phi Phi Island Village, all foods ingredients and supplies such as seafood and vegetables (totaling 100%) are purchased from local entrepreneurs. Meanwhile, at Santiburi Koh Samui, 99% of food and beverage were sourced locally.

Local Employment

Like local procurement, the Company not only distributes income to the communities through the purchase of local products and services, but it also promotes the occupation, and develops potential of locals by employ local people as the sustainable business practices implemented by the Company. The ratio of Maldivians employed as permanent and temporary employees at the CROSSROADS project in the Maldives, accounted for 58.23 percent, while ratio of local people employed as permanent and temporary employees in the hotels operated in Thailand¹ was 31.16 percent.

Sustainability Achievements

Previously, the Company received various sustainability certifications and awards including THAILAND SUSTAINABILITY INVESTMENT (THSI). SAii Phi Phi Island Village was certified the “Excellent” Green Hotel by the Department of Environmental Quality Promotion. SAii Laguna Phuket Hotel was presented the Good Labor Management Award in the COVID-19 pandemic in 2019. SAii Lagoon Maldives Hotel was presented “Safest Work Place in Resort Category” from The Republic of Maldives Tourism.



In this year, it is a good opportunity that the Company has provided a Sustainable Development Report or SD Report for the second year in compliance with the GRI Standards. The details on driving sustainable business for sustainability will be extremely beneficial for all stakeholders. For more information, please see our 2022 Sustainable Development Report at <https://investor.shotelsresorts.com/en/downloads/sd-reports>.

Remark: ¹ Self-managed hotels in Thailand only

RISK MANAGEMENT

1. Risk Management Policy and Plan

The Company has applied the risk management process according to international standard of the 2017 Committee of Sponsoring Organization of the Treadway Commission-Enterprise Risk Management (COSO-ERM 2017) for efficiency and quality. By linking the function of the risk management mechanism to Company's strategies and operations, it helps to prevent and minimize risks that may obstruct the company from achieving the target as well as ensuring that the risks are well managed in an acceptable level. All executives and "SHR personnel" are well-aware and play important role in managing the risk under their own responsibility and setting up a risk management process in accordance with the principles of good corporate governance. In addition, the Risk Management Committee is responsible for overseeing and monitoring the corporate risk management to ensure the effectiveness by focusing on the material risks and performing a risk assessment every year.

Furthermore, the Company has implemented the Business Continuity Management to ensure that the company can continue its operation in the event of major crisis events such as political unrest, terrorism, war, pandemic, natural disaster, or any other serious events caused by other external unexpected or inevitable factors. Therefore, the Company gives precedence to formulate the strategy and plans responding to those events; for example, preparation of the emergency plan, and annual drills of emergency situations throughout the organization, testing of the Business Continuity Plan, and taking out insurances covering the potential loss of assets and revenues in the crisis, e.g., Industry All Risk Insurance, and Business Interruption Insurance, etc. to minimize the impact.

For the response to the COVID-19 pandemic in Thailand, the level of severity has declined; though the infection has still continued. However, the Company's core businesses could have been operated continually while the measures of controlling the COVID-19 pandemic in the office and hotels of the Company have been implemented strictly, which included the vaccination of all employees, medical mask wearing, and social distancing, and adopting of touchless technology to minimize the transmission of COVID-19.

2. Risk Related to the Company's Business Operations

The Company analyzes various risk factors according to the type of risks which are strategic risks, operational risks, financial risks, and compliance risks, as well as focusing on Environmental, Social and Governance (ESG) risk assessment. Moreover, the Company uses PESTEL model to help identify key factors to assess how exactly the risk factors influence business performance. They are 6 elements of the analysis: Political, Economic, Sociocultural, Technological, Environmental and Legal.

However, such risk factors are only some of the material risk factors that the Company considers that there is a significant impact on the Company's business goals as well as the rights and investments of the Company's securities holders. The Company's risk factors in 2021 can be summarized as follows:

2.1 Strategic Risks

Risks from the economic uncertainty

In 2022, international travel restriction measures have been relieved after the COVID-19 pandemic looked better while each country was able to control the Monkeypox outbreak, together with tourism demand accumulated from previous years; as a result, the businesses in the tourism sector have significantly recovered. This could be seen from the data of the UNWTO that the statistic of tourists worldwide from January to September 2022 recovered almost 60% compared to the previous year when the pandemic was still serious.

However, there were some adverse situations taking significant effect to the global economy and the business operation of the Company as stated below:

- The Russia and Ukraine conflict has disrupted trade and escalated the inflation for basic goods and commodity such as energy and food.
- The financial policy of the U.S. Federal Reserve Board to increase the interest rate to bring inflation down.
- The spreading of the economic recession, especially in the United States of America, and the United Kingdom.

Therefore, the Company has adjusted its business plan to fit to those situations by focusing on diversify market and attract potential groups of customers in order to increase the market distribution, and to mitigate the impact from various factors. The Company has also put emphasis on the management measures, and close control of operating expenses and cost; for example, increasing the efficiency of equipment and machinery to reduce the energy consumption in hotels, and developing solar energy project for the operations readiness to the economic circumstances, etc.

However, after the end of Quarter 3, the hotel business in Thailand, Fiji and Mauritius has continuously recovered due to the easing of travel restriction in each country. In addition, at the end of 2022, several financial institutions delivered the analysis that China tended to revoke the China Zero COVID Policy in 2023. If such policy cancellation occurs quickly; this would be a positive and material factor to the tourism market, especially tourism in Thailand and Maldives where Chinese tourists are the major tourist group.

2.2 Operational Risks

Uninsurable risk

Although the Company has purchased several types of insurance for its local and foreign hotels as appropriate to transfer the risks, however, there are some uninsurable risk such as business interruption from the COVID-19 pandemic, or terrorism not occurring at the insured place, etc. due to the standard exclusion in insurance

Cyber threat risks

Nowadays, business operation systems are increasingly being transitioned to digital systems, and since cybercrime or computer crime occurs at an increasing rate in every part of the world each year, the likelihood of being attacked by cybercrime is higher and more serious. As a result, the Company has implemented the preventive guidelines and invested in security systems and developed disaster recovery plans and drills on an annual basis. The Company also purchased a cyber insurance to transfer the risks that may impact the business from cybercrime.

2.3 Financial Risks

Risks from inability to comply with the credit facility conditions of the financial institutions

The Company borrowed money from the financial institutions to use for investment and working capital in its business operations, so the Company is burdened with interest payments and loan repayment, as well as adhere to the terms of the credit facilities agreement, such as maintaining a financial ratio, and so on. As a result, the financial plans have been arranged to ensure that the Company has sufficient cashflow to pay interest and loan repayments, as well as the ability to meet the financial conditions as specified in the credit facilities agreement and/or request a waiver on meeting the obligations specified in the relevant credit facilities agreement. Nonetheless, the lenders were aware of the overall situation of the hotel industry and recognized potential in the Company, both short and long-term, so they consistently provided support for the Company. However, the Company always manages the financial risk appropriately.

Risks from financing and liquidity

The Company places importance on working capital management and seeking sufficient funds for investment in various projects with reasonable financial costs. However, external financing depends on a number of factors, including operating results, tourism industry conditions, and domestic and international economic and financial market circumstances. As a result, the Company selected to employ the financing tools suitable for the situations from other sources of funds apart from applying for a loan, then compared the cost of the loan and conditions to maximize financial cost management. The Company also prepared a cash flow forecast to ensure that the Company has adequate cashflow and liquidity for business operations.

Risks from exchange rate fluctuations

The primary functional currency of the Company is Baht. Whereas some of sales, purchase and borrowing transactions are denominated in Euro, US Dollar, Fiji Dollar and Poundsterling. The Company has put in place the hedging policy by applying hedging method to mitigate exchange rate fluctuations exposure.

Risks from interest rate fluctuations

The rising inflation pressed the central banks of many countries to increase the interest rate for several times up to the end of 2022 to reduce the pressure from inflation. For risk management from interest rate, the Company has constantly monitored on interest rate, and prevented this risk via interest rate swap for some portions of loans of the Company, either US Dollar or Poundsterling, under the Company's risk management framework relating to interest rate.

2.4 Compliance Risks**Risks from non-compliance with the Personal Data Protection Act**

The General Data Protection Regulations ("GDPR") have already been implemented for the European citizens for some time, and in Thailand, the Personal Data Protection Act ("PDPA") comes into effect on June 2022. The Company realizes this risk and has prepared for such full enforcement since 2020 by appointing an internal working team comprising of representatives from each department. The Company has also provided the Customer Privacy Policy in accordance with the Personal Data Protection Act, and the Privacy Notice posted on the Company's website. The Company has also arranged PDPA training program for its employees to ensure that the customers' personal data being collected, used and disclosed in accordance with the law.

Fraud and corruption risks

The Company has implemented the Corporate Governance Policy and Code of Business. As the Company has adhered to the intent on countering all types of fraud and corruption, the anti-corruption policy and implementations have been communicated to all of its employees and stakeholders. In this regard, the Company's employees and suppliers had to disclose the relationship, attend the training, and pass the understanding test for every executive and employee to arouse them to refrain from corruption, and to realize risks from such action. Meanwhile, the Company's employees would be rooted to be involved in the anti-corruption as a corporate culture of the Company, which is a main topic in the orientation for new employees. In addition, the stakeholders may report any wrongdoing, and submit a petition in case of discovering any fraudulent behaviors. Future actions would be taken pursuant to the Whistleblowing Policy of the Company. The appropriate protection measures would be provided to the whistleblowers as well.

The Company has compiled and reported all petitions through such channel to the Audit Committee. During the previous year, no petition on corruption was submitted.

2.5 Environmental, Social and Governance (ESG) Risks**Environmental risks**

As the Company operates hotels and resorts in a variety of locations across the world, particularly in significant maritime tourism destinations, the Company realizes that a lack of care in its operations may pose risks to marine natural resources. Over the past period, the Company has prioritized the conservation and restoration of the coral reefs and marine life in the surrounding areas, paid attention to wastewater quality, installed a wastewater treatment system to prevent sewage contamination into the sea, reduced overall garbage amount, and implemented a policy to stop using single-use plastic in every property that operated by the Company.

The Company has implemented the energy conservation plan by using the alternative energy in its hotels, and arranging the activities to campaign and to arouse awareness of environment among its employees.

Social and risks

Conflicts or differences of community's opinions towards the Company's operations may cause complaints and accusations against the Company. Over the past period, the Company has consistently taken steps to build understanding and good relationships with the surrounding communities in order to gain confidence and trust from them by enabling the Company's business operations to be part of the community, as well as maintain a positive public image and organize Corporate Social Responsibility (CSR) activities, etc.

The Company also placed a high priority on conducting business in a manner that is responsible to its staff and employees, and under this policy, especially in the following matters:

- **Human rights:** The Company revised the Human Right Policy in order that the executives and employees at all levels would operate the business by complying with law on labor, and adhere to the human right principles, either local and international, strictly. The Company has never given support to any activities violating the human right principles. For example, the Company's CROSSROADS project in Maldives has conformed to the human right requirements imposed by the Maldives Government, etc. During the past year, no petition or lawsuit relating to the violation of human rights was filed.
- **Occupational safety and health:** The Company defines the occupational safety and health practice guideline to be consistent with all related laws, obligations, and international standards. The Company has also arranged some activities to promote the occupational safety and health for employees such as training on occupational safety and health for all new employees, and annual fire drill.

Governance risks

- Governance risks from no disclosure of significant information as expected by stakeholders: The Company has operated the business transparently, and disclosed its corporate information to the stakeholders in conformity with the criteria imposed by the Stock Exchange of Thailand, and the corporate governance principles completely, and subject to the determined period via appropriate channels available such as Company's website, notifying the Company's news via SET's system, disclosure of the Company's information via the annual report, arrangement of the shareholders' meeting to report the Company's operating performance and to ask for approval for important matters as required by the criteria of the SET, etc.

2.6 Emerging Risks

Risks from climate changes

Climate changes is currently being emphasized all around the world. The rising global temperature may cause natural disasters, such as turbulent weather conditions, rainstorms, floods, PM2.5, coral bleaching, beach erosion and so on. The rise of global warming concern put vital signs on the planet, encouraging different sectors to enacted legislation involving climate change issues of both financial and non-financial related policy such as Carbon tax enforcement and promoting renewable energy sources to reduce green house gas emission. The long-term company's strategy puts priority by reducing carbon emission by aiming for carbon neutralization, utilizing renewable energy (Solar Cell), and considering the Carbon Pricing to assess the value of projects.

Risks from changes in consumer behavior

The impacts of the COVID-19 pandemic transformed consumer behavior in tourism resulting in new normal tourism practices such as tourism that can cater to the requirements of a specific group of customers, the application of new technology to reduce physical contact communication, and increased attention to healthcare and sanitation. Therefore, the Company has to accelerate its adaptability to maintain a revenue level, as well as to look for new tourism-related business opportunities to improve the safety and sanitary standards (Amazing Thailand Safety & Health Administration- SHA) of hotels in the group of Companies, enhance the competitiveness to attract customers to maintain ability to compete in the markets amidst the high competition conditions.

Risk from the Government's policy of travel restrictions

The COVID-19 infection case remained high but its severity has been reduced. Many countries have released travel restriction measures, which included Thailand where the quarantine measure was revoked on June 2022. This made every hotel in the Group recover continuously, especially hotels in Thailand, Maldives, England, and Fiji Islands, etc.

However, China has not yet opened its borders throughout the year due to the Zero COVID Policy.

Risks from the advancement of digital technology

At present, digital technology has a tendency to evolve at a rapid pace coupled with the practice of new normal lifestyles in the post COVID-19 crisis, which may result in the Company to adopt the use of technology into business operation by using self check-in solution, streamline daily operation from the use of QR code to ensure guest's health and safety as well as optimize guest experience

3. Risks of the Securities Holders' Investment

Risks from number of free-float stock and equitable treatment of shareholders

As of 30 December 2022, most of the Company's shares or 2,386,020,981 shares, representing 66.40% were held by Singha Group and the parties involved in the management, while 1,207,619,019 shares held by others, representing 33.60% are considered higher than the criteria set by the Stock Exchange of Thailand.

Moreover, in order to operate its business with transparency and adhere to the principle of good corporate governance that will protect the rights of shareholders, the Company set up various grounds to serve such purpose i.e. the Board of Directors structure which consists of 5 independent directors out of a total of 9 and all member of Audit Committee are independent directors, a transparency and equality of Information disclosure, and the facilitation of all shareholders to exercise their right in AGM with compliance to SET's regulation.

4. Risks of the Foreign Securities Investment

The Company has not held any securities traded in overseas capital markets. However, the company had an investment in subsidiaries incorporated under foreign overseas laws which operate business in overseas.

INTERNAL CONTROL AND PERSONAL DATA PROTECTION

INTERNAL CONTROL

The Board of Directors has assigned the Audit Committee to review, monitor and assess adequacy of the Company's internal control system, and take account of the auditing result performed by the Internal Audit Department and opinions of the auditor regarding the internal control system of the Company and subsidiaries. In 2022, the Audit Committee has reviewed the evaluation result of the Management's internal control system to ensure that the internal control system of the Company and subsidiaries would have been consistent with the internal control guideline defined by the Securities and Exchange Commission (SEC), The Stock Exchange of Thailand (SET), international standards of The Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In the Meeting of the Board of Directors, No. 1/2023 held on February 24, 2023 where was also attended by the Audit Committee. The Board of Directors approved the evaluation result for the internal control system of the Company and subsidiaries. To elaborate, the Board of Directors gave opinions consistently with those of the Audit Committee that the Company and subsidiaries had a suitable and sufficient internal control system. They have also provided the adequate personnel to take actions based on such system efficiently. The Company's internal control system was also able to control and oversee the operations of subsidiaries so as to prevent corporate properties of the Company and subsidiaries from improper or unauthorized use by any directors, executives or employees, or to prevent any transactions to be made with either persons with potential conflicts of interest or connected persons. For the internal control in other matters, the Board of Directors was of opinion that the Company has already established an adequate internal control as well. On the previous year, the Audit Committee was reported by the external audit that no significant inefficiency has been found.

The internal control system of the Company covers the operations objectives, reporting objectives, and compliance objectives. The internal control of the Company and subsidiaries has been evaluated under 5 components of COSO Internal Control Framework as described below.

1. Control Environment

- The Board of Directors of the Company defines the corporate vision, mission, and objectives precisely as an operating guideline for the Management and employees of the Company, and has regularly monitored their operations; therefore, their performance has met the determined targets covering environmental and social issues and good governance, and taking account of equality to all groups of stakeholders, which would be connected to the creation of corporate value in the long term.
- The Board of Directors arranges an appropriate corporate structure to support the business growth, and may later adjust it to conform to any changing circumstances.
- The Board of Directors defines, in writing, the Business Code of Conduct, good governance principles, prevention of conflicts of interest, and use of inside information to be adhered to and complied by each director, executive, and employee, which would be revised when appropriate. The Board of Directors also supports the Company to provide a training orientation to new employees to ensure that they understand and acknowledge the practice on these matters as well as the prevention of conflicts of interest.
- The Board of Directors defines, in writing, the working rules, instructions, authorization, and responsibility that have been announced to all employees for acknowledgement and further actions.
- The Board of Directors defines the Anti-corruption Policy, and announces the Anti-corruption Measure Manual to be implemented by all directors, executives, and employees of the Company.
- The Company has established the internal control direction. In this regard, the Board of Directors has assigned the Audit Committee to be in charge of reviewing adequacy and proficiency of the Company's internal control system to ensure that the internal control system of the Company and subsidiaries has been appropriate and adequate to protect the Company's assets, and to retain the shareholders' interest. The Internal Audit Unit has a duty of checking the operations of each department. Certain measures have been placed to prevent or minimize the potential impact and incidence. The Audit Committee and the Risk Management Committee have had the joint meetings to ensure that such procedure would be implemented. The review result would be reported to the joint meeting between the Audit Committee and the Risk Management Committee for acknowledgment twice of year.

2. Risk Assessment

- The Board of Directors of the Company has assigned the Risk Management Committee to oversee the risk identification, impact assessment, and potential risks, and has also assigned the Audit Committee to monitor the Company's corporate risks on the quarterly basis.
- The Company has assessed its risks by taking account of both internal and external factors possibly affecting the business goals. The Company has assessed the likelihood of risks and impact, prioritized and identified some key risks, and established the risk management measures to handle such risks.
- In 2022, the Company has provided the key corporate risk management plan, and the plan for handling any emerging risks, e.g., risk from the change of the government policies (restricted travelling due to COVID), risk from climate change, e.g., law enactment on carbon tax, and other non-financial laws, e.g., setting of alternative energy target, etc. or the risk relating to cyber security and personal data protection.
- The Company has provided the Business Continuity Management Policy and Framework, which covers all departments in the Company. This is to be prepared for any unexpected events or crisis so that the business operation could continue. The plan to handle the emergency cases and the internal communication plan have been also tested in case of emergency events.

3. Control Activities

- The Company has specified in writing the scope of authorization and budget limits for various transactions to be approved by its executives in "Corporate Authorization Index (CAI)" as approved by the meeting of the Board of Directors, and to be periodically revised when appropriate.
- The Company has formulated the segregation of duties in respect with transaction approval, accounting recording, and maintenance and care for properties appropriately.
- The Company has considered and controlled the transactions, which have fallen into the connected transactions, to conform to the requirements of The Stock Exchange of Thailand on the basis of reasonability, maximum interest of the Company, and approval by any authorized person who has no interest in those approved transactions.

4. Information & Communication

The Company has established an information system which provides the significant and adequate information for decision-making by the Board of Directors, Committees, and Management. The Company has provided the efficient communication channels as follows:

- The Company has determined that a meeting notice and meeting agenda items containing all necessary and adequate information must be delivered to the Board of Directors and each Committee at least 7 days prior to each meeting.
- The Company has determined that the monthly operating performance report must be submitted to the Executive Board. Each Committee may invite any related persons, e.g., executive, officer, auditor, internal auditor to attend the meeting to consult, explain or clarify the questions.
- The Company has determined the use of S@NET email system and public relations board for communications inside in the Company. Therefore, every employee would obtain the information in relation to the Company's policy, regulations/instructions, and good corporate governance, along with the Anti-corruption Measures Manual. In 2022, Anti-corruption has been regularly publicized through several activities arranged in the Company. The training courses on anti-corruption, prevention of conflicts of interest, and use of inside information have been arranged for the directors and employees of the Company via Monkey Survey system.
- All documents supporting the preparation of financial statements, accounting records, and other important documents must be kept completely and categorized. In this regard, the auditor using such collected information has found no deficiency to be improved by the Company.

In addition, the Company has defined the IT Security Policy in writing. This includes the access to the Computer Center, hierarchy of data, authorization of system users, use of data, data back-up and work system, data recovery, an appropriate development, change, and maintenance of the technology system by limiting the user class and the right in accessing to data based on the scope of assignment. This policy has been communicated to every employee for acknowledgement and further strict compliance. The outcome of complying with the IT Security Policy of the Company has been monitored and assessed to ensure that its IT control and security has been complied with completely and adequately, and it is adequate to prevent any risks possibly affecting the Company's IT system.

The Company has also complied with any related acts and regulations. The advice from the technology service providers regarding IT safety has been transformed to be the internal policy and practice by giving the first priority to IT safety and utilization. In this regard, the Company has provided a budget for an improvement of the IT system and structure of the Company and subsidiaries by taking account of the consistency of the business process, technology, cyber safety, and other necessities. This budget accounted of 35% of the total investment and development budget. At present, various companies must use an efficient IT system and structure to operate their businesses in many contexts. Therefore, the capability of controlling and using technology becomes a critical vision entailing the corporate success together with higher profit as detailed below:

1. To formulate the technology-driven strategy to drive the business forward.
 2. To develop the corporate data infrastructure to enhance the cyber safety, as well as other tools, manuals, communication system, and data management system. These would imply the level of capability in improving the system for the use of technology.
 3. To be aware of the operating procedure, in detail, performed by the Company's employees in order to determine the use of IT efficiently for a maximum interest.
- The guideline of whistleblowing or complaint for any incompliance with the Code of Conduct is formulated in the Business Code of Conduct, which is posted on the Company's website. Therefore, the employees or stakeholders may report any misconduct via post, electronic mail, comment box, or website of the Company under the topic of Investor Relations > Contact Us > Comment Box. The Company has also provided the mechanism to protect the whistleblowers, that is, the information about whistleblowing would be kept confidential. Only authorized and related persons would be aware of it to make the whistleblowers have confidence.
 - The Company has determined that its employees from the operating level up to the Management must provide the profits and loss report - employee version via SAP Success Factors to conform to the policy and practice guideline on prevention of conflicts of interest.
 - The Company has realized the importance of information disclosure which may take effect to the Company's securities price or value, or to investors' decision, or to shareholders' privilege. Therefore, such disclosure of

information must be accurate, complete, transparent, fair, and relevant to all related laws, rules and regulations, and requirements issued by agencies that are related and competent in regulating the business. This is to boost confidence in the shareholders and investors in respect with transparency and reliability.

5. Monitoring Activities

- The Company has supported the auditor to perform his/her auditing activities independently, and to report the auditing result to the Audit Committee regularly.
- The Company has defined that the Management must review the internal control system of the Company and subsidiaries to assess the adequacy and appropriateness of such internal control system on the yearly basis by using the assessment form prepared under the SEC guideline.
- The Company has defined that its employees and executives must study the Company's rules and regulations as well as the Business Code of Conduct since the orientation day for new employees, and comply with them stringently. The employees and executives must also sign in self-certificate on the yearly basis to certify their compliance in Monkey Survey system.
- The Internal Audit Unit has reviewed the adequacy and appropriateness of the internal control system, and has monitored the work performance under the Anti-corruption Policy regularly before proposing such review to the Audit Committee for approval, and further to the Board of Directors for acknowledgement.
- The auditor has reviewed the internal control system in respect with accounting and finance of the Company to formulate the audit guideline, period, and auditing scope. In 2022, the auditor has found no significant issues to be proposed to the Company to improve the internal control system.

PERSONAL DATA PROTECTION

The Company has given priority to the personal data protection to conform to the Personal Data Protection Act B.E. 2562. Personal Data Protection Policy was formulated to ensure the Company's conformity to laws and international standards in relation to the protection of personal data. In addition, the regulations to protect personal data of data subjects were stipulated, along with appropriate security measures to prevent loss and unauthorized or unlawful access, usage, change, modification or disclosure of personal data. These measures shall be reviewed as necessary or upon changes.

Furthermore, the PDPA training course was organized to raise the employees' awareness of the significance of personal data and to provide understanding of risks associated with the personal data processed, collected by, or transferred within the Company. This enabled all employees to recognize their responsibilities in safeguarding the personal data received in the course of duties and to cooperate in observing the Act, which helped mitigate risks of personal data leakage or exploitation by attackers, reduce the Company's possible loss of resources or assets due to legal disputes, and strengthen corporate credibility in business.

HEAD OF INTERNAL AUDIT

In the meeting of the Audit Committee, No. 3/2565 on August 8, 2022, Mr. Anawat Pimarn was appointed the Internal Audit Manager, and to perform the duty of the Secretary of the Audit Committee. Mr. Anawat has been experienced in auditing activities for 5 years, and attained some training courses relating to the internal audit work, e.g., auditing for IT control, new accounting standards (TFRS9, TFRS16), and good corporate governance, etc. He also has the good understanding in the Company's operations, so it is of opinion that he is appropriate to perform this duty properly and adequately. The qualifications of the Internal Audit Manager appear in the Enclosure.

HEAD OF INTERNAL AUDIT'S PROFILE

Name: Mr. Anawat Pimarn
Position: Manager – Internal Audit
Age: 28 years
Appointment date: 8 August 2022

Education

- Bachelor's Degree in Accounting, Thammasat University

Training/Certification

- TFRS 15 Revenue from Contracts with Customers and TFRS 16 Lease, KPMG Phoomchai Business Advisory Company Limited 2021
- ITGC, KPMG Phoomchai Business Advisory Company Limited 2021
- Update in accounting standards and financial reporting standards, KPMG Phoomchai Business Advisory Company Limited 2021
- Corporate Governance and CAC qualifications, IOD 2019
- Internal Audit Procedure, IIAT 2018
- Internal Auditing and Data Analytics, IIAT 2018

Work Experience

Position held in Other Listed Companies in SET

Present	Manager, Internal Audit, S Hotels and Resorts Public Company Limited
2018 – 2019	Associate Internal Auditor, Internal Audit, Centara Hotels and Resorts Public Company Limited

Position held in Other Companies/Organizations

2020 – 2022	Senior Business Risk Consultant, KPMG Phoomchai Business Advisory Company Limited
2019 – 2020	Business Risk Consultant, Grant Thornton (Thailand) Company Limited

Securities Holding in the Company as of 31 December 2022

Ordinary shares (SHR)

-None-

Family Relation among Directors and Executives

-None-

Lawsuits in the 10 Preceding Years

-None-

RELATED PARTY TRANSACTIONS

POLICY AND TREND FOR TRANSACTIONS WITH RELATED PARTIES

The Board of Directors of S Hotels and Resorts Public Company Limited (the "Company") values the compliance of good corporate governance concerning oversight of conflicts of interest. The Board of Directors steers the management by instituting clear, transparent processes concerning related parties and compliance with the rules, procedures, and approach for disclosing related transactions strictly in line with the law or regulators' requirements. As a rule, in engaging in transactions with the Company's related parties, most transactions occurred in the normal course of business and the pricing is akin to fair market price or at an arm's length basis. Therefore, engagement in transactions with these businesses or parties is likely to recur. What is important is that the Company's policy or trend for engagement is still based on the same principle conducted last year at arm's length commercial terms and conditions with primary regard for the best interests of the Company and its shareholders.

Transactions between the Company and its subsidiaries and parties/juristic persons of potential conflicts of interest as of 31 December 2020, 31 December 2021 and 31 December 2022 are as follows:

INDIVIDUAL / JURISTIC PERSON WHO MAY HAVE CONFLICTS OF INTEREST (RELATIONSHIP)	TYPE OF TRANSACTION	TRANSACTION VALUE (MILLION BAHT)			DETAILS AND RATIONALE
		2020	2021	2022	
Boon Rawd Brewery Co., Ltd. (Ultimate major shareholder and related parties of the Company served as major shareholders, directors, management, or controlling persons)	Trade receivables	0.19	3.27	0.35	Revenues from rooms and services including other services such as accommodation, food and beverage, and transportation, etc., for site visit and event.
	Revenues from service	0.59	3.79	2.78	
Bo Phut Property and Resort Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Other receivables	0.02	-	-	Rental and services income from Santiburi Koh Samui. Rates and terms are based on agreed rate and conditions, comparable to those offered to key account customers.
	Services income	0.05	-	0.09	
Beer Singha Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Trade payables	0.01	0.01	0.01	Purchases of goods and services.
	Purchases of goods	0.04	0.03	0.04	
Singha Park Chiang Rai Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Other payables	0.01	0.04	0.06	Purchases of goods and services.
	Purchases of goods	0.05	0.09	0.27	
Santiburi Samui Country Club Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Trade receivables, and Other receivables	0.01	-	-	Revenues from laundry service and commission charges from using golfing facilities at Santiburi Samui Country Club by guests of Santiburi Koh Samui.
	Services income	0.09	0.01	0.05	
	Other payables	0.02	0.02	0.11	Service charges from using golfing facilities at Santiburi Samui Country Club by guests of Santiburi Koh Samui.
	Services expense	1.51	0.11	0.86	

INDIVIDUAL / JURISTIC PERSON WHO MAY HAVE CONFLICTS OF INTEREST (RELATIONSHIP)	TYPE OF TRANSACTION	TRANSACTION VALUE (MILLION BAHT)			DETAILS AND RATIONALE
		2020	2021	2022	
Boon Rawd Trading Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Trade receivables	-	0.01	0.43	Revenues from rooms and services including other services such as accomodation, food and beverage, and transportation, etc., for site visit and event.
	Revenues from service	0.43	0.01	0.49	
CTG 2002 Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Rental and services expense	-	-	0.18	Advertising expenses and consulting fees for organizing public relations. Rates and terms are in line with normal business practice following the condition of general trading.
Singha Estate PCL. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Trade receivables	0.09	0.34	0.13	Revenues from rooms and services including other services such as accomodation, food and beverage, and transportation, etc., for site visit and event.
	Revenues from service	0.45	0.52	0.43	
	Other receivables	18.71	10.26	-	Warrants to executives and employees of: the major shareholder of the parent, the parent, and its subsidiaries; and the Company and its subsidiaries recorded at fair value.
	Other receivables	0.21	-	-	Service income such as personnel service fee are in accordance with the Management Service Agreement.
	Services income	0.20	-	-	
	Other payables	20.13	8.38	8.77	Management fees such as personnel service fees, legal fees, accounting fees and information technology service fees, etc., are in accordance with the Management Service Agreement.
	Management fee	9.96	5.28	7.40	
	Other payables	0.88	-	-	Warrants of Singha Estatic PCL. to executives and employees of: the major shareholder of the parent, the parent, and its subsidiaries; and the Company and its subsidiaries recorded at fair value.
	Share-based payment transaction	1.48	0.22	-	
	Other payables	2.73	0.83	-	Miscellaneous expenses such as travel expenses, postage, vehicles rental fee, service expense and training expense, etc., that were paid on behalf of the Group.
	Services expense	5.28	1.02	0.21	
	Consulting service fee	31.30	-	-	Consulting service fee for entering into a Joint Venture Agreement.

INDIVIDUAL / JURISTIC PERSON WHO MAY HAVE CONFLICTS OF INTEREST (RELATIONSHIP)	TYPE OF TRANSACTION	TRANSACTION VALUE (MILLION BAHT)			DETAILS AND RATIONALE
		2020	2021	2022	
S International Holding Company Limited (Related parties of the Company served as major shareholders, directors, management, controlling persons)	Other receivables	0.06	-	-	Warrants to executives and employees of: the major shareholder of the parent, the parent, and its subsidiaries; and the Company and its subsidiaries recorded at fair value.
	Other receivables	-	0.49	-	Miscellaneous income such as legal fees, that the Group advance paid.
	Miscellaneous income	-	0.46	-	
	Other payables	17.15	4.48	4.14	Management fees such as personnel service fees, legal fees, accounting fees and information technology service fees, etc., are in accordance with the Management Service Agreement.
	Management fee	28.23	2.88	-	
Max Future Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Other receivables	0.73	-	-	Warrants to executives and employees of: the major shareholder of the parent, the parent, and its subsidiaries; and the Company and its subsidiaries recorded at fair value.
	Other payables	0.01	0.01	0.01	Office rental and parking service rental at Suntowers tower and Parking Building 1.
	Rental and services expense	0.08	0.02	0.21	
Dream Islands Development Pvt. Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Advance to	17.45	-	-	Advance payment for dredging and miscellaneous expenses such as travelling expenses for construction of CROSSROADS Project Phase 2, an overseas project.
	Revenues from service	0.16	-	-	Revenues from rooms and services including other services such as accommodation, food and beverage, and transportation, etc., for site visit and event.
	Other receivables	-	2.26	9.34	Marketing services such as VDO presentation and public relations for CROSSROADS Project since 2018 – 2020, are in accordance with the Marketing Support Service Agreement and management services of CROSSROADS Project Phase 2 in accordance with the Property Management Service Agreement.
	Services income	30.71	10.06	12.69	
S Services (Maldives) Pvt. Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Advances to	-	-	0.01	Advance payment for insurance expense.
	Management fee	3.96	-	-	Management fees such as personnel service fees, legal fees, accounting fees, and information technology service fees, etc., are in accordance with the Management Service Agreement.

INDIVIDUAL / JURISTIC PERSON WHO MAY HAVE CONFLICTS OF INTEREST (RELATIONSHIP)	TYPE OF TRANSACTION	TRANSACTION VALUE (MILLION BAHT)			DETAILS AND RATIONALE
		2020	2021	2022	
Laguna Service Co., Ltd. (An associate company)	Trade receivables	0.25	-	0.03	Revenue from room services, utilities charges and transportation services from Outrigger Laguna Phuket Beach Resort. Rate and term are in line with normal business practice following the condition of general trading.
	Revenues from service	0.24	-	0.03	
	Other payables	1.49	-	5.42	Management expenses and service expenses from Laguna Service Co., Ltd., etc., laundry services, facility services, common area services and marketing services to Dusit Thani hotel, Laguna Phuket Club and Angsana Laguna Phuket. Rate and term are in line with normal business practice following the condition of general trading.
	Services expense	11.57	11.35	21.21	
S Prime Growth Leasehold Real Estate Investment Trust. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Other payables	0.10	0.11	0.13	Rental and service expenses at Suntower Building
	Rental and service expense	3.62	3.91	4.10	
S Hotels and Resorts (SG) Pte. Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Advances to	0.03	0.03	0.03	Advance payment for ordinary shares submission fee
S KLAS Management Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Other receivables	0.20	-	-	Warrants to executives and employees of: the major shareholder of the parent, the parent, and its subsidiaries; and the Company and its subsidiaries recorded at fair value.
Singha Property Development Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Other receivables	-	0.27	-	Warrants to executives and employees of: the major shareholder of the parent, the parent, and its subsidiaries; and the Company and its subsidiaries recorded at fair value.
	Other payables	0.04	-	-	Rental and service expense for the Group's activities. Rate and term are in line with normal business practice following the condition of general trading.
	Rental and service expense	0.07	0.06	0.05	

INDIVIDUAL / JURISTIC PERSON WHO MAY HAVE CONFLICTS OF INTEREST (RELATIONSHIP)	TYPE OF TRANSACTION	TRANSACTION VALUE (MILLION BAHT)			DETAILS AND RATIONALE
		2020	2021	2022	
Dream Islands Development 3 Private Ltd. (A joint venture)	Lease receivable	218.78	211.57	232.30	The Group has entered into a sublease agreement to sublease the right-of-use of land in the Maldives to Dream Islands Development 3 Private Ltd. and recognized gain from disposal of the right-of-use to statement of income. This sublease agreement is classified as finance lease. So, the Group recognized interest income.
	Interest income from finance lease receivable	10.19	10.70	13.70	
	Gain from disposal of right-of-use	96.54	-	-	
	Loss from adjust fair value of cash flow from sale net assets	-	20.23	-	
	Trade receivables	-	-	0.10	Revenues from rooms and services including other services such as accommodation, food and beverage, and transportation, etc.
	Revenues from service	-	-	0.25	
	Other revenue	-	-	0.46	Revenue from electricity service
	Other receivables	-	-	6.19	Service income such as financial and accounting service fee, legal service fee, personnel service fee and marketing service fee are in accordance with the Management Service Agreement.
	Service income	-	-	7.45	
EST. COMPANY (1933) Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Other payables	0.04	-	-	Service expense, food, and beverage for the Group's press conference. Rate and term are in line with normal business practice following the condition of general trading.
	Service expenses	0.04	0.01	-	
S Residential Development Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Other receives	-	3.13	-	Warrants to executives and employees of: the major shareholder of the parent, the parent, and its subsidiaries; and the Company and its subsidiaries recorded at fair value.
	Other payables	-	-	4.69	Consultant service fees for construction at Picnic project such as project management fee and construction management fee, etc., are in accordance with the Service Agreement.
	Revenues from service	-	0.10	0.16	Revenues from rooms and services including other services such as accommodation, food and beverage.

INDIVIDUAL / JURISTIC PERSON WHO MAY HAVE CONFLICTS OF INTEREST (RELATIONSHIP)	TYPE OF TRANSACTION	TRANSACTION VALUE (MILLION BAHT)			DETAILS AND RATIONALE
		2020	2021	2022	
Singha Corporation Co., Ltd. (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Revenues from service	-	-	0.05	Revenues from rooms and services including other services such as accomodation, food and beverage.
S.IF. Company Limited (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Revenues from service	-	-	0.19	Revenues from rooms and services including other services such as accomodation, food and beverage.
S.IF.1 Company Limited (Related parties of the Company served as major shareholders, directors, management, or controlling persons)	Other payables	-	-	0.03	Service expenses for eletricity service. Rates and terms are in line with normal business practice following the condition of general trading.
	Services expense	-	-	0.03	

RESPONSIBILITY OF THE BOARD OF DIRECTORS TO FINANCIAL STATEMENTS

The Board of Directors of S Hotels and Resorts Public Company Limited (the "Company") is responsible for the consolidated financial statements of the Company and its subsidiaries as well as financial information in the Form 56-1 One Report. The financial statements are prepared in accordance with generally accepted accounting standards which are appropriately applied on a consistent basis. Conservation judgment and best estimate are adopted in this preparation. In addition, all important information is adequately disclosed in the notes to financial statements.

The Board of Directors has set up and maintained an effective internal control to reasonably ensure that all accounting records are accurate, complete, and sufficient to secure its assets. Moreover, all possible weakness could be found to prevent fraud or material unusual transactions.

The Board of Directors had appointed the Audit Committee which comprises three independent directors, to control quality of financial report and internal control system. The opinion of the Audit Committee on this matter has already been presented in the Audit Committee Report.

The Board of Directors is of an opinion that internal control systems of the Company are in the satisfactory and sufficient level to reasonably build the confidence in the reliability of the consolidated financial statements of the Company and its subsidiaries as of 31 December 2022.



(Mr. Apisak Tantivorawong)
Chairman of the Board of Directors



(Mr. Dirk Andre L. De Cuyper)
Director and Chief Executive Officer

INDEPENDENT AUDITOR'S REPORT

To the Shareholders and Board of Directors of S Hotels and Resorts Public Company Limited

My opinion

In my opinion, the consolidated financial statements and separate financial statements present fairly, in all material respects, the consolidated financial position of S Hotels and Resorts 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

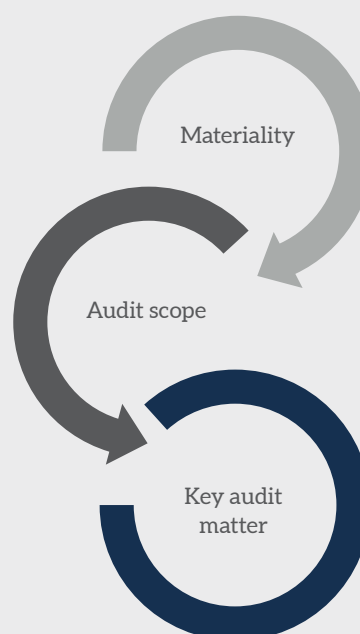
The consolidated financial statements and the separate financial statements comprise:

- 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 my 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 TFAC Code. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

My audit approach - overview



Materiality

Overall group materiality: Baht 86 million which represents 1% of Group's total revenue.

Audit scope

I conduct with audit work of the consolidated financial statements which account for 80% of the Group's total revenue and 74% of the Group's total assets.

Key audit matter

I identified the impairment assessment of goodwill of as key audit matter.

Materiality

The scope of my audit was influenced by my application of materiality. An audit is designed to obtain reasonable assurance whether the consolidated financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

Based on my professional judgement, I determined certain quantitative thresholds for materiality, including the overall group materiality for the consolidated financial statements as a whole as set out in the table below. These, together with qualitative considerations, helped me to determine the scope of my audit and the nature, timing and extent of my audit procedures and to evaluate the effect of misstatements, both individually and in aggregate on the financial statements as a whole.

Overall group materiality	Baht 86 million
How I determined it	1% of total revenue
Rationale for the materiality benchmark applied	I chose total revenue as the critical measure because of the Group's performance volatility due to the impacts of Covid-19 over the last two years. However, the Group's operating results recovered in 2022, especially the hospitality business, and the Group has prioritised revenue growth as a key operating result. Therefore, using total revenue as the critical measure is appropriate for the audit of the Group's consolidated financial statements, and 1% of total revenue is a generally accepted auditing practice.

I agreed with the audit committee that I would report to them misstatements identified during my audit above Baht 8.6 million, in my view, warranted reporting for qualitative reasons.

How I tailored my group audit scope

I tailored the scope of my audit in order to perform sufficient work to enable me to provide an opinion on consolidated the financial statements as a whole, taking into account the structure of the Group, the accounting processes and controls, and the industry in which the Group operates.

Key audit matter

Key audit matter is the matter that, in my professional judgement, was of most significance in my audit of the consolidated and separate financial statements of the current period. I determine one key audit matter: Impairment assessment of goodwill. 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
Impairment assessment of goodwill Refer Note 8, Critical accounting estimates and judgements and Note 17 Goodwill. As at 31 December 2022, the Group had goodwill of Baht 1,629.59 million contributing to 4.46% of total assets in the consolidated financial statements. Goodwill arose from the acquisition of hospitality businesses in Thailand and overseas. Management tested impairment of goodwill annually at the level of the group cash generating unit (CGU) and computed its recoverable amount which was the higher than the value-in-use. This model involves significant judgements made by the management in respect to the future operating results of business, projected cash, growth rate and discount rate. As a result of management tests, the Group did not recognise the impairment loss of goodwill in the 2022 consolidated financial statements. I focussed on the impairment assessment of goodwill because the amount of goodwill is significant to the consolidated financial statements. Moreover, business volatility could impact the assumptions, e.g. the business plan, revenue growth rate and discount rate which required the management's judgement. Management needed to identify the appropriate assumption to be in line with the current situation.	I performed the following key procedures to assess management's impairment testing of goodwill: - assessed the appropriateness of management's identification of the Group's CGU by inquiring and observing how the information is collected and segregated comparing to the accounting data. - for the goodwill arose from the acquisition of hospitality business in overseas which the amount of the CGU was significant, I planned the audit of the consolidation purpose and communicated it to the auditor in the United Kingdom who performed audit over the subsidiaries' financial information. I understood and evaluated the work of the auditor to obtain sufficient and appropriate audit evidence for the impairment testing of the group of assets arisen from the hospitality businesses. I also evaluated the qualification, competency, and independence of the component auditors. - inquired and assessed the impairment testing process and assessed the inputs and assumptions used in the impairment testing of goodwill, specifically the growth rate and discount rate assumptions, and also checked whether they were in line with the business volatility. I compared those inputs and assumptions to the appropriate published information of the industry. - inquired and assessed the reasonableness of the business plan and forecasts by comparing them with historical results. Also, I performed a sensitivity analysis of the key assumptions used in impairment testing to consider the potential impact of a material change in those assumptions would make on the impairment assessment. As a result of these procedures, I found that management's determination is reasonable based on the available evidence.

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 responsibility 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.

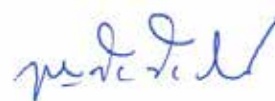
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's and the Company's ability to continue as a going 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 matter. 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.



Certified Public Accountant (Thailand) No. 3760
Bangkok
24 February 2023

FINANCIAL STATEMENTS

S HOTELS AND RESORTS PUBLIC COMPANY LIMITED

Consolidated And Separate Financial Statements

31 DECEMBER 2022



S Hotels and Resorts Public Company Limited
Statement of Financial Position
As at 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
		Baht	Baht	Baht	Baht
Assets					
Current assets					
Cash and cash equivalents	10	2,477,332,055	1,913,746,829	28,454,573	147,237,319
Financial assets measured at fair value					
through profit or loss	7	2,049,026	95,369,775	6,467	6,441
Trade and other receivables, net	11	501,355,520	387,225,780	164,731	1,922
Inventories		228,505,793	197,776,881	-	-
Amounts due from related parties	28	38,122,558	22,326,133	369,200,132	267,054,435
Current portion of lease receivable					
- a related party, net	28	7,741,978	-	-	-
Group of non-current assets classified as					
held-for-sale, net	12	979,696,574	1,813,213,952	-	-
Other current assets		298,161,691	293,308,535	32,449,204	31,506,473
Total current assets		4,532,965,195	4,722,967,885	430,275,107	445,806,590
Non-current assets					
Restricted bank deposits		16,845,411	16,844,779	-	-
Investments in an associate and joint ventures	13	371,850,849	387,391,709	-	-
Investments in subsidiaries	14	-	-	16,835,649,210	16,835,649,210
Lease receivable - a related party, net	28	224,559,386	211,573,040	-	-
Long-term loans to related parties	28	331,893,550	22,549,200	4,886,419,725	4,380,930,691
Investments properties	15	922,188,148	893,140,468	-	-
Property, plant and equipment, net	16	28,045,953,198	29,068,108,576	4,230,933	2,599,835
Goodwill	17	1,629,586,347	1,640,558,074	-	-
Intangible assets, net		81,061,069	87,137,930	4,352,621	4,379,864
Derivative assets	7	105,290,167	-	-	-
Deferred income tax assets	18	94,848,982	119,031,684	2,363,309	2,161,977
Other non-current assets		92,556,588	44,815,112	1,248,749	8,780,798
Total non-current assets		31,916,633,695	32,491,150,572	21,734,264,547	21,234,502,375
Total assets		36,449,598,890	37,214,118,457	22,164,539,654	21,680,308,965

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

S Hotels and Resorts Public Company Limited
Statement of Financial Position
As at 31 December 2022

	Notes	Consolidated financial statements		Separate financial statements	
		2022	2021	2022	2021
		Baht	Baht	Baht	Baht
Liabilities and equity					
Current liabilities					
Trade and other payables	19	1,710,634,057	1,634,569,015	20,476,617	11,262,598
Amounts due to related parties	28	23,351,528	13,853,662	17,276,494	8,952,974
Short-term borrowing from a related party	28	-	-	557,600,000	-
Current portion of long-term borrowings, net	20	1,952,025,507	4,986,072,553	436,282,237	436,852,018
Current portion of lease liabilities, net	21	79,767,046	88,598,174	989,212	858,690
Derivative liabilities	7	-	21,217,110	-	-
Income tax payables		16,059,267	462,753	-	-
Retention payables		15,020,401	71,492,424	-	-
Other current liabilities		378,949,232	106,145,285	2,510,166	2,343,188
Total current liabilities		4,175,807,038	6,922,410,976	1,035,134,726	460,269,468
Non-current liabilities					
Long-term borrowings, net	20	11,128,136,769	9,139,950,425	225,294,441	229,283,927
Lease liabilities, net	21	3,514,186,726	3,877,827,343	1,739,905	230,147
Deferred income tax liabilities	18	1,263,942,072	1,264,216,992	-	-
Employee benefits obligations		48,271,570	42,719,293	16,488,601	13,056,761
Other non-current liabilities		300,085,463	85,135,276	-	-
Total non-current liabilities		16,254,622,600	14,409,849,329	243,522,947	242,570,835
Total liabilities		20,430,429,638	21,332,260,305	1,278,657,673	702,840,303

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

S Hotels and Resorts Public Company Limited
Statement of Financial Position
As at 31 December 2022

	Note	Consolidated		Separate	
		financial statements		financial statements	
		2022	2021	2022	2021
		Baht	Baht	Baht	Baht
Liabilities and equity (Cont'd)					
Equity					
Share capital					
Authorised share capital					
Ordinary shares 3,663,640,000 shares					
at par value of Baht 5 each		18,318,200,000	18,318,200,000	18,318,200,000	18,318,200,000
Issued and paid-up share capital					
Ordinary shares 3,593,640,000 shares					
at paid-up of Baht 5 each	22	17,968,200,000	17,968,200,000	17,968,200,000	17,968,200,000
Premium on share capital	22	3,335,183,869	3,335,183,869	3,335,183,869	3,335,183,869
Discount from business transferred					
under common control		(2,119,140,909)	(2,119,140,909)	-	-
Share-based payment		43,754,206	43,754,206	43,754,206	43,754,206
Deficits		(3,702,905,034)	(3,717,287,284)	(461,256,094)	(369,669,413)
Other components of equity		494,077,120	371,148,270	-	-
Total equity		16,019,169,252	15,881,858,152	20,885,881,981	20,977,468,662
Total liabilities and equity		36,449,598,890	37,214,118,457	22,164,539,654	21,680,308,965

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

S Hotels and Resorts Public Company Limited
Statement 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
Revenue from hospitality business and other related services		8,692,553,854	4,512,454,028	-	-
Revenue from management services		-	-	88,664,064	35,684,326
Costs of hospitality business and other related services		(5,807,442,940)	(3,595,956,657)	-	-
Costs of management services		-	-	(51,985,762)	(29,037,091)
Gross profit		2,885,110,914	916,497,371	36,678,302	6,647,235
Other income	23	131,734,592	177,095,762	110,504,312	147,932,225
Selling expenses		(352,257,033)	(222,967,495)	(3,212,709)	(5,597,408)
Administrative expenses		(1,795,123,636)	(1,520,262,109)	(117,600,216)	(102,250,378)
Finance costs		(841,610,678)	(692,701,055)	(29,252,584)	(19,256,558)
Net gains (losses) on exchange rate		20,969,007	(20,280,231)	(87,651,692)	169,385,221
Share of loss from an associate and joint ventures		(21,465,125)	(2,890,747)	-	-
Profit (loss) before income taxes		27,358,041	(1,365,508,504)	(90,534,587)	196,860,337
Income tax	25	(12,975,791)	131,286,653	(1,052,094)	401,863
Profit (loss) for the year		14,382,250	(1,234,221,851)	(91,586,681)	197,262,200
Other comprehensive income (expense), net of taxes					
Items that will not be reclassified subsequently to profit or loss					
- Actuarial losses , net of taxes		-	(2,687,639)	-	(3,250,036)
Total items that will not be reclassified					
to profit or loss, net of taxes		-	(2,687,639)	-	(3,250,036)
Items that will be reclassified subsequently					
to profit or loss					
- Cash flow hedges	6.1.1	117,282,396	23,625,208	-	-
- Currency translation differences		31,132,386	1,409,736,542	-	-
- Income tax relating to items that will be reclassified					
subsequently to profit or loss		(25,485,932)	(3,543,781)	-	-
Total items that will be reclassified subsequently					
to profit or loss, net of taxes		122,928,850	1,429,817,969	-	-
Other comprehensive income (expense)					
for the year, net of taxes		122,928,850	1,427,130,330	-	(3,250,036)
Total comprehensive income (expense) for the year		137,311,100	192,908,479	(91,586,681)	194,012,164

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

S Hotels and Resorts Public Company Limited
Statement of Comprehensive Income
For the year ended 31 December 2022

	Note	Consolidated		Separate	
		financial statements		financial statements	
		2022	2021	2022	2021
		Baht	Baht	Baht	Baht
Profit (loss) attributable to:					
Owners of the parent		14,382,250	(1,234,221,851)	(91,586,681)	197,262,200
Non-controlling interests		-	-	-	-
		<u>14,382,250</u>	<u>(1,234,221,851)</u>	<u>(91,586,681)</u>	<u>197,262,200</u>
Total comprehensive income (expense)					
attributable to:					
Owners of the parent		137,311,100	192,908,479	(91,586,681)	194,012,164
Non-controlling interests		-	-	-	-
		<u>137,311,100</u>	<u>192,908,479</u>	<u>(91,586,681)</u>	<u>194,012,164</u>
Earnings (loss) per share					
Basic earnings (loss) per share	26	0.004	(0.340)	(0.025)	0.055

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

S Hotels and Resorts Public Company Limited
Statement of Changes in Equity
For the year ended 31 December 2022

	Consolidated financial statements										
	Attributed to owners of the parent										
	Issued and paid-up share capital	Premium on share capital	Discount from business transferred under common control	Share-based payment	Retained earnings (deficits)	Other components of equity					
						Other comprehensive income (expense)				Total other components of equity	Equity attributable to owner of the parent
Baht	Baht	Baht	Baht	Baht	Baht	Cash flow hedge	Currency translation differences	Baht	Baht		
Opening balance as at 1 January 2022											
Total comprehensive income for the year	17,968,200,000	3,335,183,869	(2,119,140,909)	43,754,206	(3,717,287,284)	(10,193,395)	381,341,665	371,148,270	15,881,858,152	15,881,858,152	15,881,858,152
Closing balance as at 31 December 2022	17,968,200,000	3,335,183,869	(2,119,140,909)	43,754,206	(3,702,905,034)	81,603,069	412,474,051	494,077,120	16,019,169,252	16,019,169,252	16,019,169,252
Opening balance as at 1 January 2021	17,968,200,000	3,335,183,869	(2,119,140,909)	30,741,538	(2,480,377,794)	(30,274,822)	(1,028,394,877)	(1,058,669,699)	15,675,937,005	15,675,937,005	15,675,937,005
Share-based payment	-	-	-	13,012,668	-	-	-	-	-	13,012,668	13,012,668
Total comprehensive income (expense) for the year	-	-	-	-	(1,236,909,490)	20,081,427	1,409,736,542	1,429,817,969	192,908,479	192,908,479	192,908,479
Closing balance as at 31 December 2021	17,968,200,000	3,335,183,869	(2,119,140,909)	43,754,206	(3,717,287,284)	(10,193,395)	381,341,665	371,148,270	15,881,858,152	15,881,858,152	15,881,858,152

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

S Hotels and Resorts Public Company Limited
Statement of Changes in Equity
For the year ended 31 December 2022

	Separate financial statements				
	Issued and	Premium on	Share-based	Retained earnings	Total
	paid-up	share capital	payment	(deficits)	equity
	share capital	share capital			
	Baht	Baht	Baht	Baht	Baht
Opening balance as at 1 January 2022	17,968,200,000	3,335,183,869	43,754,206	(369,669,413)	20,977,468,662
Total comprehensive expense for the year	-	-	-	(91,586,681)	(91,586,681)
Closing balance as at 31 December 2022	<u>17,968,200,000</u>	<u>3,335,183,869</u>	<u>43,754,206</u>	<u>(461,256,094)</u>	<u>20,885,881,981</u>
Opening balance as at 1 January 2021	17,968,200,000	3,335,183,869	30,741,538	(563,681,577)	20,770,443,830
Share-based payment	-	-	13,012,668	-	13,012,668
Total comprehensive income for the year	-	-	-	194,012,164	194,012,164
Closing balance as at 31 December 2021	<u>17,968,200,000</u>	<u>3,335,183,869</u>	<u>43,754,206</u>	<u>(369,669,413)</u>	<u>20,977,468,662</u>

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

S Hotels and Resorts 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 (loss) for the year before income taxes		27,358,041	(1,365,508,504)	(90,534,587)	196,860,337
Adjustment to reconcile net profit (loss) for cash receipts (payments) from operations					
Depreciation and amortisation expenses		1,116,192,139	1,188,924,482	1,759,883	1,779,948
Recognized (reversal) of expected credit loss on financial assets		25,470,485	(33,015,098)	-	-
Fair value adjustment of investment properties	15	1,502,567	2,120,920	-	-
Gain from disposal of financial assets measure at fair value through profit or loss		(772,658)	(352,271)	-	-
Loss (gain) from changes in fair value of financial assets measure at fair value through profit or loss		659,844	(187,490)	(26)	(16)
Write-off of inventories		-	13,082,533	-	-
Gain from fair value adjustment of previous held equity interest in a joint venture from step acquisition	23	-	(36,407,613)	-	-
Share-based payment		-	(1,030,426)	-	13,012,668
Employee benefits obligations		5,778,677	3,331,955	3,431,840	1,699,795
Fair value adjustment from modification of contractual cash flows of a financial asset		-	20,227,697	-	-
Loss from impairment of assets		-	28,350,653	-	-
Loss from write-off and disposals of assets		4,568,733	13,787,909	-	-
Loss from write-off of withholding tax		18,703,171	-	15,401,197	-
Gain from lease derecognition and termination		(7,292,722)	(106,233)	(180,749)	-
Share of loss from investment in an associate and joint ventures		21,465,125	2,890,747	-	-
Unrealised (gain) loss on exchange rate		(19,849,881)	17,039,461	88,354,678	(169,367,549)
Interest income	23	(39,711,599)	(35,361,722)	(100,297,101)	(136,534,412)
Financial costs		841,610,678	692,701,055	29,252,584	19,256,558
Cash flows before changes in working capital		1,995,682,600	510,488,055	(52,812,281)	(73,292,671)
Changes in working capital					
Trade and other receivables		(152,364,629)	(77,091,721)	(162,809)	82,725
Amounts due from related parties		3,463,575	33,567,202	(2,685,721)	9,596,318
Inventories		(28,122,398)	(25,578,298)	-	-
Other current assets		(25,921,550)	172,032,781	(942,730)	(1,933,752)
Other non-current assets		(55,112,064)	(3,072,409)	-	-
Trade and other payables		133,110,494	203,311,856	8,918,405	(9,288,832)
Amounts due to related parties		9,497,866	(33,491,549)	(31,720)	(24,351,502)
Retention payables		(59,733,974)	(171,564,956)	-	-
Employee benefits paid		(525,208)	(6,050,660)	-	-
Other current liabilities		284,987,313	(76,845,185)	166,977	491,963
Other non-current liabilities		218,657,013	(50,574,985)	-	-
Cash generated from (used in) operating activities		2,323,619,038	475,130,131	(47,549,879)	(98,695,751)
Interest paid		(632,104,434)	(493,322,573)	(20,375,965)	(19,771,616)
Income tax paid		(13,905,438)	(22,907,160)	(9,122,575)	(3,107,403)
Cash receipts from tax refund		22,292,958	-	-	-
Net cash generated from (used in) operating activities		1,699,902,124	(41,099,602)	(77,048,419)	(121,574,770)

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

S Hotels and Resorts 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 investing activities					
Cash payments for purchase of financial assets measure at fair value through profit or loss		(393,064,100)	(109,300,000)	-	-
Cash receipt from disposal of financial assets measure at fair value through profit or loss		486,497,663	115,534,900	-	-
Cash payments for long-term loans to related parties	28	(315,552,225)	(133,502,816)	(624,526,342)	(980,774,318)
Cash receipts for long-term loans to related parties	28	-	-	31,368,071	8,852,037
Cash payment for investment in joint venture		-	(210,427,700)	-	-
Cash payment for addition of business combination		-	(301,484,388)	-	-
Cash payments for purchase property, plant and equipment		(535,119,128)	(379,335,885)	(416,700)	(227,180)
Cash receipts from disposal of right-of-use of assets and property, plant and equipment		267,010	1,533	-	-
Cash payments for purchase intangible assets		(1,908,841)	(2,983,387)	(112,305)	(267,056)
Cash receipts from interest income		3,686,858	3,452,061	151,685	4,956,925
Cash receipts from disposal of assets held for sales		806,082,585	183,704,125	-	-
Net cash generated from (used in) investing activities		50,889,822	(834,341,557)	(593,535,591)	(967,459,592)
Cash flows from financing activities					
Cash receipts from short-term borrowing from a related party	28	-	-	557,600,000	-
Cash payment for short-term borrowings from financial institutions		-	(129,605,426)	-	-
Cash receipts from long-term borrowings from financial institutions	20	-	2,554,261,734	-	20,000,000
Repayments of long-term borrowings from financial institutions	20	(889,273,933)	(1,863,598,592)	(4,759,536)	(2,384,328)
Repayment of principal of lease agreement	21	(299,912,435)	(296,766,279)	(1,039,200)	(1,039,200)
Net cash generated from (used in) financing activities		(1,189,186,368)	264,291,437	551,801,264	16,576,472
Net increase (decrease) in cash and cash equivalents		561,605,578	(611,149,722)	(118,782,746)	(1,072,457,890)
Currency translation differences of cash and cash equivalents		1,979,648	32,239,553	-	-
Cash and cash equivalents at beginning of the year		1,913,746,829	2,492,656,998	147,237,319	1,219,695,209
Cash and cash equivalents at ending of the year		2,477,332,055	1,913,746,829	28,454,573	147,237,319
Non-cash transactions					
Material non-cash transaction as of 31 December as follows:					
Increase in investment in a joint venture by offsetting with long-term loan to such joint venture		-	30,061,100	-	-
Payables from purchase of property, plant and equipment increased (decreased)		(378,917)	87,565,968	-	-
Property, plant and equipment arising from lease agreement		18,637,741	-	2,834,733	-

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

NOTES TO FINANCIAL STATEMENTS

S HOTELS AND RESORTS PUBLIC COMPANY LIMITED

Notes to Consolidated and Separate Financial Statements

For the year ended 31 December 2022



S Hotels and Resorts Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2022

1 General information

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

123 Suntowers Building B, 10th floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok 10900.

The principal business operations of the Company and its subsidiaries (the Group) are engaged in investment, hospitality business and related businesses in Thailand and overseas.

These consolidated and separate financial statements was authorised by the Board of Directors on 24 February 2023.

2 Significant events during the current year

The tourism sector has continued to recover at a strong pace globally since the beginning of 2022 as many destinations worldwide ease and/or lift travel restrictions and pent-up demand is unleashed. The global travel demand also rebounds from a waiver of quarantine in most tourism destinations as well as the high vaccination rate per capita. However, the pace of recovery was uneven among groups of countries and subregions, depending on their characteristics and regulations.

Tourism recovery in the United Kingdom gains great momentum throughout 2022, mainly driven by domestic travel demand and the leisure segment. This was supported by the restrictions ease and confidence returns, leading the UK Portfolio performance to bounce back to the Pre Covid-19 levels. Travel demand in the Republic of Maldives in 2022 regained the tourist arrivals closely at the same level of Pre Covid-19, thanks to the government boosting policy and the rise of leisure travel demand. In addition, the prospects of Fiji's tourism have been headed toward a positive outlook, backed by strong pent-up demand. As a result, the operating statistic recorded a stronger-than-expected performance from the second quarter of 2022 onwards. While Mauritius shows a progressive improvement in the second half of the year 2022, followed by the reopening of borders and resuming flights normal operations. Whereas, Thailand has reflected accelerated growth of travel demands since the fourth quarter of 2022 on the back of the high season approach and the government's stimulus campaigns.

As aforesaid factors, in 2022, the Group has resumed its normal hotel operations in most of the properties in line with the tourism recovery. The Group performance, thus, is estimated to improve significantly in 2022, especially in the fourth quarter of the year which is the high travel season in many countries in the Group's portfolios. However, several circumstances remain uncertain such as rising energy prices, soaring inflation, and new COVID-19 variants remaining a threat that will likely affect the recovery of tourist markets. The Group's management has continuously monitored the ongoing pandemic situation of COVID-19 and enhanced operational efficiency to increase the average daily rate (ADR), focusing on asset management strategies, and balancing the Company's revenues in terms of geographic and asset management platform. Furthermore, the Group's management has monitored the financial impact to maintain liquidity and optimize costs.

3 Basis of preparation

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

The consolidated and separate financial statements have been prepared under the historical cost convention except as which is explained in the relevant accounting policies.

The preparation of financial statements in conformity with TFRSs requires management to use certain critical accounting estimates and to exercise its judgement in applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas that are more likely to be materially adjusted due to changes in estimates and assumptions are disclosed in Note 8.

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

S Hotels and Resorts Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2022

4 Amended financial reporting standards

4.1 Amended financial reporting standards that are effective for accounting period beginning or after 1 January 2022

Interest rate benchmark (IBOR) reform - phase 2, amendments to TFRS 9, TFRS 7 and TFRS 16 provide relief measures addressing issues that might affect financial reporting during the reform and additional disclosure related interest rate reform.

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.
- 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.

Since 1 January 2022, the Group has adopted the amended financial reporting standards above and no material effects to the Group.

4.2 Amended financial reporting standards that are effective for accounting period beginning or after 1 January 2023

- a) **Amendment to TAS 16 - Property, plant and equipment (PP&E)** 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.
- b) **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.
- c) **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 should not be recognised at the acquisition date.
- d) **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 is currently assessing the impact of amend financial reporting standards and have not early adopted those standards.

5 Accounting policies

5.1 Principles of consolidation

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 fully consolidated from the date on which control is transferred to the Group till the date that control ceases in the separate financial statements. Investments in subsidiaries are accounted for using cost method less allowance for impairment (if any).

b) **Associates**

Associates are all entities over which the Group has significant influence but not control or joint control. In the consolidated financial statements, investments in associates are accounted for using the equity method. In the separate financial statements, investments in associates are accounted for using cost method less allowance for impairment (if any).

S Hotels and Resorts Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2022

c) Joint ventures

A joint venture is a joint arrangement whereby the Group has rights to the net assets of the arrangement. In the consolidated financial statements, interests in joint ventures are accounted for using the equity method. In the separate financial statements, investments in joint ventures are accounted for using cost method less allowance for impairment (if any).

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.

Lists of subsidiaries, associates and joint ventures of the group are presented in Note 13 and 14.

5.2 Business combination

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

- Fair value of the assets transferred,
- Liabilities incurred to the former owners of the acquiree
- Equity interests issued by the Group

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

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 are recognised as expenses in profit or loss in consolidated financial statements.

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.

Subsequent changes to the fair value of the contingent consideration that is an asset or liability is recognised in profit or loss.

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Notes to the Consolidated and Separate Financial Statements
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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 "discount from business combination under common control" in equity and is derecognised when the investment is disposed of, transferred to retained earnings.

5.3 Foreign currency translation

a) Functional and presentation currency

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

b) Transactions and balances

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

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.

c) Group companies

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

- Assets and liabilities are translated at the closing rate at the date of respective statement of financial position;
- Income and expenses for statement of comprehensive income are translated at average exchange rates; and
- All resulting exchange differences are recognised in other comprehensive income.

5.4 Cash and cash equivalents

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

5.5 Trade accounts receivable

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

Trade accounts receivable are recognised initially at the amount of consideration that is unconditionally unless they contain significant financing components. 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 5.7 e)

5.6 Inventories

The Group's inventories comprise food and beverage, supplies and hotel operating equipment. Inventories are stated at the lower of cost or net realisable value. Cost of inventories is determined by the weighted average method.

Cost of inventories comprise all purchase cost and costs directly attributable to the acquisition of the inventory. Net realisable value is the estimate of the selling price in the ordinary course of business less costs of completions and applicable variable selling expenses. The Group recognises allowance for decrease in value as appropriate.

S Hotels and Resorts Public Company Limited
Notes to the Consolidated and Separate Financial Statements
For the year ended 31 December 2022

5.7 Financial asset

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.

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

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

The Group classifies the debt investments that do not qualify for measurement at either amortised cost or FVOCI at fair value through profit or loss (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 transaction costs that are directly attributable to the acquisition of the financial asset for those recognised at FVPL. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

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 the 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.
- FVPL: Financial assets that do not meet the criteria for amortised cost 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) Impairment

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

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

S Hotels and Resorts Public Company Limited
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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 expected risk of default as of the reporting date and 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 included in administrative expenses.

5.8 Group of non-current assets held-for-sale

Non-current assets (or disposal groups) are classified as assets held-for-sale when their carrying amount will be recovered principally through a sale transaction and a sale is considered highly probable. They are measured at the lower of the carrying amount and fair value less costs to sell.

An impairment loss is recognised for write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised.

5.9 Investment property

Property that is held for 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 of the Group is land and building held for long-term rental yields, including certain building under construction and are not occupied by the Group.

Investment property is measured initially at its cost, including related transaction costs and borrowing costs. Borrowing costs are incurred for the purpose of acquiring, constructing or producing a qualifying investment property and are capitalised as part of its cost. Borrowing costs are capitalised while acquisition or construction is actively underway and cease once the asset is substantially completed, or suspended if the development of the asset is suspended.

After initial recognition, investment property is carried at fair value. Investment property under construction is measured at fair value if the fair value is considered to be reliably determinable. Investment property under construction for which the fair value cannot be determined reliably but for which the Group expects that the fair value of the property will be reliably determinable when construction is completed, are measured at cost less impairment until the fair value becomes reliably determinable or construction is completed - whichever is earlier.

The fair value of investment property reflects, among other things, rental income from current leases and other assumptions market participants would make when pricing the property under current market conditions.

Change in fair values are recognised in profit or loss. Investment property are derecognised when they have been disposed or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal.

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Where the Group disposes of a property at fair value in an arm's length transaction, the carrying value immediately prior to the sale is adjusted to the transaction price, and the adjustment is recorded in profit or loss within net gain from fair value adjustment on investment property.

If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment. Its fair value at the date of reclassification becomes its cost for subsequent accounting purposes. Where an investment property undergoes a change in use, evidenced by commencement of development with a view to sale, the property is transferred to inventories. A property's deemed cost for subsequent accounting as inventories is its fair value at the date of change in use.

5.10 Property, plant and equipment

All property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses (if any). Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount, only when it is probable that future economic benefits associated with the item will flow to the Group. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss when incurred.

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

Land improvements	5 to 46 years
Buildings and building improvements	3 to 50 years
Furniture and fixtures, office equipment and machinery and equipment	3 to 15 years
Vehicles	5 to 10 years
Right-of-use assets	15 to 90 years

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

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

Right-of-use assets are presented with property, plant and equipment in the statement of financial position. Policy of right-of-use asset are disclosed in Note 5.14.

5.11 Goodwill

The Group will test goodwill for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Impairment of goodwill which was recognised will not be reversed.

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, being the operating segments.

Goodwill represents the excess of the consideration transferred over the fair value of the Group's share of the net identifiable assets, liabilities and contingent liabilities of the acquired subsidiary undertaking or associate or joint venture at the date of acquisition.

Goodwill on acquisitions of subsidiaries is separately reported in the consolidated statement of financial position. Goodwill on acquisition of joint ventures or associates is included in investments in joint ventures or associates and is tested for impairment as part of the overall balance.

5.12 Intangible assets

Intangible assets are initially measured at cost.

- a) The assets with finite useful life are rights of use of computer programs and application which subsequently measured at cost less amortisation and impairment losses (if any). Amortisation expense is calculated using straight-line method over the expected useful life of 3 years to 10 years. Costs associated with maintaining of computer programs are recognised when incurred.
- b) The assets with infinite useful life are hotel operating licenses and trademark which subsequently measured at cost less impairment losses (if any) and will be considered for impairment annually.

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5.13 Impairment of assets

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

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

5.14 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 IT-equipment and small items of office furniture.

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 an 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.

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5.15 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.

5.16 Borrowing costs

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

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

5.17 Current and deferred income taxes

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

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

Deferred income tax 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.

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

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

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

5.18 Employee benefits

a) Defined contribution plan

The Group pays defined contributions to a separate fund which is managed by an external fund manager in accordance with the provident fund Act. B.E. 2530. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due.

b) Defined benefit plan

A defined benefit plan is a retirement plan that is not a defined contribution plan. Typically defined benefit plans define an amount of retirement benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The defined benefit obligation is calculated annually by independent actuaries 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 are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related retirement liability.

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

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

5.19 Share-based payment (Employee options)

The Group receives services from employees as consideration for equity instruments (options) of the Group companies. The fair value of the options is recognised as an expense over the vesting period, with a corresponding increase in equity.

At the end of each reporting period, the Group reviews the number of options that are expected to vest. It recognises the impact of the revision, if any, in profit or loss with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (par value) and share premium.

5.20 Provisions

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

5.21 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 from the proceed.

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5.22 Revenue recognition

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.

Hotel

Revenue from hotel comprises amounts earned in respect of service of rooms, food and beverage sales, and other ancillary services. Revenue is recognised over the period when rooms are occupied or services are performed. Revenue is net from tax and discount.

Management services

Management services are recognised when service rendered.

Marketing services

Marketing services are recognised on a straight line basis over the contract term, regardless of the payment pattern.

Other income

Other income is recognised on an accrual basis.

5.23 Derivatives and hedging activities

a) Derivatives that do not qualify for hedge accounting

Derivatives that do not qualify for hedge accounting is initially recognised at fair value. Changes in the fair value are included in other income or administrative expenses.

Fair value of derivatives is classified as a current or non-current following its remaining maturity.

b) Hedge accounting

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The Group designates certain derivatives as either hedges of a particular risk associated with the cash flows of

- recognised assets and liabilities; or
- highly probable forecast transactions (cash flow hedges)

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

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

Hedge effectiveness

Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments, to ensure that an economic relationship exists between the hedged item and hedging instrument.

The Group enters into interest rate swaps that have similar critical terms as the hedged item, such as reference rate, reset dates, payment dates, maturities and notional amount. The Group does not hedge 100% of its loans, therefore the hedged item is identified as a proportion of the outstanding loans up to the notional amount of the swaps. As all critical terms matched during the year, there is an economic relationship.

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Hedge ineffectiveness for interest rate swaps is assessed using principles as follows:

- the credit value/debit value adjustment on the interest rate swaps which is not matched by the loan, and
- differences in critical terms between the interest rate swaps and loans.

Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualified as cash flow hedges is recognised in the cash flow hedge reserve within equity. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss within other gains (losses).

Amounts accumulated in equity are reclassified in the periods when the hedged item affects profit or loss relating to the effective portion of the interest rate swaps hedging variable rates borrowings is recognised in profit or loss within finance costs at the same time as the interest expense on the hedged borrowings.

6 Financial risk management

6.1 Financial risk

The Group's risk management is controlled by Chief Executive Officer under policies approved by the board of directors. Group treasury identifies, evaluates and manages financial risks in close co-operation with the Group's operating units. The board provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk, use of derivative and other financial instruments as well as investment of excess liquidity.

The Group applied hedge accounting to remove the accounting mismatch between the hedging instrument and the hedged item. This will effectively result in recognising interest expense at a fixed interest rate for the hedged floating rate loans.

Financial risks and how these risks could affect the future financial performance are as follows:

6.1.1 Market risk

a) Foreign exchange risk

The Group's primary functional currency is Baht, while sales, purchases and borrowings transactions are partly denominated in Euro, US Dollar and Pound. The Group applies General Hedge Method to manage foreign exchange rate risk.

Exposure

The Group and the Company exposure to the foreign currency risk at the end of the reporting period, expressed in Baht are as follows:

	Consolidated financial statements			
	2022		2021	
	US Dollar Baht	Euro Baht	US Dollar Baht	Euro Baht
Long-term borrowings, net	108,687,173	414,344,547	105,199,570	424,849,948
	Separate financial statements			
	2022		2021	
	US Dollar Baht	Pound Baht	US Dollar Baht	Pound Baht
Amounts due from related parties	182,558,903	61,125,534	135,439,362	40,179,817
Loan to related parties	1,038,802,208	1,362,012,830	709,503,367	1,197,448,632

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Sensitivity

As shown in the table above, the Group is primarily exposed to changes in Baht, US Dollar, Euro and Pound exchange rates. The sensitivity of profit or loss to changes in the exchange rates arises mainly from financial assets and financial liabilities denominated in US Dollar, Euro and Pound.

	Consolidated financial statements	
	Impact to net profit	
	2022	2021
	Baht	Baht
US Dollar to Baht exchange rate		
- increase 4.67% (2021: 4.03%)*	(4,928,644)	(4,239,291)
US Dollar to Baht exchange rate		
- decrease 4.67% (2021: 4.03%)*	4,928,644	4,239,291
Euro to Baht exchange rate		
- increase 1.33% (2021: 2.51%)*	(5,509,507)	(10,680,815)
Euro to Baht exchange rate		
- decrease 1.33% (2021: 2.51%)*	5,509,507	10,680,815
Separate financial statements		
Impact to net profit		
	2022	2021
	Baht	Baht
US Dollar to Baht exchange rate		
- increase 4.67% (2021: 4.03%)*	57,084,497	34,049,149
US Dollar to Baht exchange rate		
- decrease 4.67% (2021: 4.03%)*	(57,084,497)	(34,049,149)
Pound to Baht exchange rate		
- increase 2.20% (2021: 3.52%)*	31,326,914	43,573,859
Pound to Baht exchange rate		
- decrease 2.20% (2021: 3.52%)*	(31,326,914)	(43,573,859)

*Holding all other variables constant

b) Interest rate risk

The Group's main interest rate risk arises from long-term borrowings with variable rates, which expose the Group to cash flow risk. Generally, the Group enters into long-term borrowings at floating rates and swaps them into fixed rates and minimum or maximum rate that are lower than those available if the Group borrowed at fixed rates directly. During 2021 and 2022, the Group's borrowings at variable rate were mainly denominated in Baht, Euro, Fijian Dollars, US Dollars and Pound.

Following interest rate benchmark reform, there are cessation in several benchmark interest rates including LIBOR, which is applied by the Group as part of the variable rate calculation. The management is in the process of discussing with the financial institutions to use another benchmark interest rate for the loan agreements and related financial instruments. However, as at 31 December 2022, the impact of such change is immaterial to the Group.

The Group's borrowings are carried at amortised cost. The borrowings are periodically contractually repriced and to that extent are also exposed to the risk of future changes in market interest rates.

The exposure of the Group's borrowings to interest rate changes and the contractual re-pricing dates of the borrowings at the end of the reporting period are as follows:

	Consolidated financial statements			
	2022		2021	
	Baht	% of total loans	Baht	% of total loans
Variable rate borrowings	12,927,786,994	99	14,126,022,978	100
Separate financial statements				
2022				
	Baht	% of total loans	Baht	% of total loans
Variable rate borrowings	661,576,678	100	666,135,945	100

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The percentage of total borrowings shows the proportion of borrowings that are currently at variable rates in relation to the total amount of borrowings.

Instruments used by the Group

The Group has entered into interest rate swaps covering approximately 39% (2021: 11%) of the outstanding principle of variable loan. The interest rates of swap contract has a minimum rate at 2.325% per annum and maximum rate at 3.250% per annum for variable SONIA loan. The fixed interest borrowing has a rate at 5.77% per annum (2021: 4.54% per annum) for the variable LIBOR plus margin loan.

The swap contracts require settlement of net interest receivable or payable every 90 days. The settlement dates coincide with the dates on which interest is payable on the underlying debt.

Effect of hedge accounting on the financial position and performance

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

	Consolidated financial statements	
	2022 Baht	2021 Baht
<i>Interest rate swaps</i>		
Carrying amount	105,290,167	(21,217,110)
Notional amount	US Dollar 70 million and Pound 72.2 million	US Dollar 50 million
Maturity date	30 June 2026 and 30 June 2025	30 June 2022
Hedge ratio	1.1	1:1
Change in fair value of outstanding hedge instruments since 1 January	(117,282,396)	(23,625,208)
Change in value of hedged item used to determine hedge effectiveness	117,282,396	23,625,208
Weighted average strike rate for outstanding hedging instruments	2.325% - 5.77%	4.54%

The Group disclose cashflow of interest rate swap in Note 6.1.3.

The Group's hedge accounting is as follow:

	Consolidated financial statements
	Cash flow hedges Interest rate swaps Baht
As at 1 January 2021	(30,274,822)
Change in fair value of hedging instrument recognised in other comprehensive income	(2,394,710)
Reclassify from other comprehensive income to profit or loss (finance costs)	26,019,918
Deferred income tax	(3,543,781)
As at 31 December 2021	(10,193,395)
As at 1 January 2022	(10,193,395)
Change in fair value of hedging instrument recognised in other comprehensive income	107,527,057
Reclassify from other comprehensive income to profit or loss (finance costs)	9,755,339
Deferred income tax	(25,485,932)
As at 31 December 2022	81,603,069

Sensitivity

Profit or loss is sensitive to higher or lower interest income from cash and cash equivalents, and interest expenses from borrowings as a result of changes in interest rates. Other components of equity changes as a result of an increase or decrease in the fair value of the cash flow hedges of borrowings and interest rate swaps. The group's management estimates that the effect of increasing interest rates and decreasing of 0.50% to the risk of insignificant variable interest rates.

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6.1.2 Credit risk

Credit risk arises from cash and cash equivalents as well as credit exposures to customers, including outstanding receivables.

a) Risk management

Credit risk is managed on a group basis. For deposits at banks and financial institutions, only independently rated parties and bank facilities are dealt in accordance with the approved group policy.

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

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

The Group's and the Company's investments in debt instruments are considered to be low risk investments. The Group regularly monitors the credit ratings of the investments for credit deterioration.

b) Impairment of financial assets

The Group and the Company has types of financial assets that are subject to the expected credit loss model:

- Cash and cash equivalents
- Trade and other receivables
- Amount due from related parties
- Other current assets
- Lease receivable from a related party
- Loan to related parties
- Other non-current assets

While other financial assets are also subject to the impairment requirements of TFRS 9, the identified impairment loss was immaterial.

Cash and cash equivalents

The Group and the Company considers that cash and cash equivalents have low credit risk, and the loss allowance recognised during the year was therefore limited to 12 months expected losses. Management consider 'low credit risk' for debt instruments to be an investment grade credit rating with at least one major rating agency. Other instruments are considered to be low credit risk when they have a low risk of default and the issuer has a strong capacity to meet its contractual cash flow obligations.

Trade and other receivables

The Group applies TFRS 9 the simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade receivables as mentioned in Note 5.7 e).

The expected loss rates are based on the payment profiles of sales over a period of 36 months before the end of accounting period and the corresponding historical credit losses experienced within this period. The payment profiles of sales and historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified economic situation of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

The Group write-off trade receivable and asset from contract when there is no reasonable expectation of recovery and indicators that there is no reasonable expectation of recovery.

Other financial assets

The Group classifies its financial assets as at amortised cost which recognised expected credit losses as mentioned in Note 5.7 e).

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6.1.3 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. At the end of the reporting period the Group held deposits at call of Baht 2,459 millions (2021: Baht 1,900 millions) that are expected to readily generate cash inflows for managing liquidity risk. Due to the dynamic nature of the underlying businesses, the Group Treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management continuously monitors the Group's estimated cash flows by using: a) rolling forecasts of the Group's liquidity reserve (comprising the undrawn borrowing facilities below); and b) cash and cash equivalents on the basis of expected cash flows. In addition, the Group's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary, monitoring balance sheet liquidity ratios and maintaining financing plans as mentioned in Note 20.

Maturity of financial liabilities

Maturity of financial liabilities	Consolidated financial statements			
	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	Total Baht
As at 31 December 2022				
Trade and other payables	1,167,638,890	-	-	1,167,638,890
Amounts due to related parties	23,351,528	-	-	23,351,528
Retention payables	15,020,401	-	-	15,020,401
Lease liabilities	273,113,781	1,094,611,820	6,247,294,255	7,615,019,856
Long-term borrowings from financial institutions	2,562,899,502	8,107,252,821	6,086,077,683	16,756,230,006
Other non-current liabilities	-	-	63,661,331	63,661,331
Total financial liabilities	4,042,024,102	9,201,864,641	12,397,033,269	25,640,922,012
As at 31 December 2021				
Trade and other payables	1,336,540,152	-	-	1,336,540,152
Amounts due to related parties	13,853,662	-	-	13,853,662
Retention payables	71,492,424	-	-	71,492,424
Lease liabilities	316,752,245	1,227,629,731	6,739,798,694	8,284,180,670
Long-term borrowings from financial institutions	5,460,643,353	4,286,025,728	6,494,790,383	16,241,459,464
Other non-current liabilities	-	-	61,556,933	61,556,933
Total financial liabilities	7,199,281,836	5,513,655,459	13,296,146,010	26,009,083,305

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Maturity of financial liabilities	Separate financial Statement			Total Baht
	Within 1 year Baht	1 - 5 years Baht	Over 5 years Baht	
As at 31 December 2022				
Trade and other payables	19,981,517	-	-	19,981,517
Amounts due to related parties	17,276,494	-	-	17,276,494
Lease liabilities	1,039,200	1,812,800	-	2,852,000
Long-term borrowings from financial institutions	453,162,448	228,080,918	-	681,243,366
Total financial liabilities	491,459,659	229,893,718	-	721,353,377
As at 31 December 2021				
Trade and other payables	10,647,498	-	-	10,647,498
Amounts due to related parties	8,952,974	-	-	8,952,974
Lease liabilities	1,055,148	50,400	-	1,105,548
Long-term borrowings from financial institutions	450,685,786	232,312,349	-	682,998,135
Total financial liabilities	471,341,406	232,362,749	-	703,704,155

As at 31 December 2022, long-term loans from financial institutions presented at the contract amounts. Including the estimated cash outflows from the interest rate specified in the contract and net cash inflows from interest rate swap contracts. Most of which are due within 2 - 3 years (2021: which are due within 1 year).

6.2 Capital management

6.2.1 Risk Management

The objectives when managing capital are to:

- safeguard their ability to continue as a going concern, to provide returns for shareholders and benefits for other stakeholders, and
- 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, issue new shares or sell assets to reduce debt. Consistent with others in the industry, the Group monitors capital based on gearing ratio which is determined by dividing net debt with equity.

During 2022, the Group's strategy which was unchanged from prior year, was to maintain a gearing ratio within 1.5.

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7 Fair value

The following table presents fair value of financial assets and liabilities are recognised or disclosed by their fair value hierarchy but does not include financial assets and financial liability measured by amortised cost method.

		Consolidated financial statements		Separate financial Statement	
		Fair Value through profit or loss			
Fair Value Hierarchy		2022 Baht	2021 Baht	2022 Baht	2021 Baht
Financial assets					
Debt investments	Level 1	2,049,026	95,369,775	6,467	6,441
				Consolidated financial statements	
				Fair Value through OCI	
			Fair Value Hierarchy	2022 Baht	2021 Baht
Financial Assets					
Interest rate swap - Hedge accounting*	Level 2			105,290,167	-
Financial liabilities					
Interest rate swap - Hedge accounting	Level 2			-	21,217,110

* The cost of hedging reserve with an amount of Baht 7.79 million is included in this item and it is recognised as part of the other comprehensive income.

Financial assets, measured by amortised cost method, consist of cash and cash equivalent, restricted bank deposits, trade and other receivables, amounts due from related parties, other current assets, lease receivable from a related party, long-term loans to related parties and other non-current assets.

Financial liabilities, measured by amortised cost method, consist of borrowings from financial institutions, trade and other payables, amounts due to related parties, lease liabilities, retention payables, other current liabilities, and other non-current liabilities.

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

		Consolidated financial statements	
		Fair Value through profit or loss	
Fair Value Hierarchy		2022 Baht	2021 Baht
Assets			
Investment properties	Level 3	922,188,148	893,140,468

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

Level 1: The fair value of financial instruments is based on the current bid price by reference to the Stock Exchange of Thailand or Asset Management Company.

Level 2: The fair value of financial instruments is determined using significant observable inputs and, as little as possible, entity-specific estimates.

Level 3: The fair value of financial instruments is not based on observable market data.

Fair value measurement of financial assets and liabilities aligns with accounting policies disclosed in Note 5.7 and Note 5.15.

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

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The valuation techniques used to determine the fair value of level 2

Fair value of interest rate swap is determined using expected cashflow following contractual interest rate (fixed rate) or forward interest rate extracted from observable yield curves (floating rate). The cashflows are discounted at the rate derived from observable yield curve in original currency. All market data are derived from observable market inputs.

The valuation techniques used to determine the fair value of level 3

Fair value hierarchy level 3 for non-financial assets are disclosed in Note 15

The Group's valuation processes

The Group's valuation team discusses on valuation processes to assess the reasonableness of the results.

Significant unobservable input of fair value hierarchy Level 3 for non-financial assets are disclosed in Note 15.

8 Critical accounting estimates and judgements

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

Impairment of assets and goodwill

The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. The calculations use cash flow projections based on financial budget approved by management covering a ten-year period.

Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated in Note 17. These growth rates are consistent with forecasts included in industry reports specific to the industry in which each CGU operates.

9 Segment information

The Group's strategic steering committee, consisting of the chief executive officer and the chief financial officer, examines the Group's performance both from a geographic perspective and has identified 5 management approaches of the Group's businesses.

The steering committee primarily uses a measure of segments' revenue and profit to assess the performance of the operating segments. The revenue of the Group majorly comprises revenue from hotel in respect of service of room, food and beverage sales and other ancillary services. The Group recognised at point of goods or services delivered in which the Group completes the performance satisfaction at point in time.

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

Consolidated financial statement						
For the year ended 31 December 2022						
	Hospitality business - Own Operate (Thailand, Republic of Maldives) Baht	Hospitality business - Outrigger (Republic of Mauritius, Republic of Fiji) Baht	Hospitality business - Crossroad (Republic of Maldives) Baht	Hospitality business - United Kingdom Baht	Holding companies Baht	Total Baht
Segment revenue	1,116,317,743	1,544,815,759	2,486,020,849	3,657,062,679	199,173,455	9,003,390,485
Intersegment revenue	(9,059,062)	-	(325,790)	-	(191,182,312)	(200,567,164)
Revenue from external customers	1,107,258,681	1,544,815,759	2,485,695,059	3,657,062,679	7,991,143	8,802,823,321
Profit (loss) before income taxes	(162,174,625)	320,861,464	(36,737,040)	(98,897,003)	4,305,245	27,358,041
Income tax expenses						(12,975,791)
Profit for the year						14,382,250
Assets as at 31 December 2022						
Segment assets	8,727,796,338	6,352,633,486	11,200,901,124	10,666,750,385	22,167,629,162	59,115,710,495
Intersegment assets	(567,473,803)	(709,124)	(12,882,558)	-	(22,085,046,121)	(22,666,111,606)
Total	8,160,322,535	6,351,924,362	11,188,018,566	10,666,750,385	82,583,041	36,449,598,889

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Consolidated financial statement						
For the year ended 31 December 2021						
	Hospitality business - Own Operate (Thailand, Republic of Maldives) Baht	Hospitality business - Outrigger (Republic of Mauritius, Republic of Fiji) Baht	Hospitality business - Crossroad (Republic of Maldives) Baht	Hospitality business - United Kingdom Baht	Holding companies Baht	Total Baht
Segment revenue	243,031,543	204,430,407	1,638,770,537	2,590,904,941	183,621,349	4,860,758,777
Intersegment revenue	-	(1,099,294)	(7,326)	-	(172,993,114)	(174,099,734)
Revenue from external customers	243,031,543	203,331,113	1,638,763,211	2,590,904,941	10,628,235	4,686,659,043
Loss before income taxes	(625,800,250)	(442,479,904)	(245,937,456)	(17,677,775)	(33,613,119)	(1,365,508,504)
Income tax expenses						131,286,653
Loss for the year						(1,234,221,851)
Assets as at 31 December 2021						
Segment assets	10,256,586,887	6,201,199,405	10,647,962,272	11,941,979,969	21,683,463,762	60,731,192,295
Intersegment assets	(2,034,740,067)	(606,460)	(12,280,620)	-	(21,469,446,691)	(23,517,073,838)
Total	8,221,846,820	6,200,592,945	10,635,681,652	11,941,979,969	214,017,071	37,214,118,457

10 Cash and cash equivalents

The interest rate of bank deposit was 0.01% to 1.50% per annum (2021 : 0.01% to 1.50% per annum).

11 Trade and other receivables, net

11.1 Trade and other receivables, net

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Trade accounts receivable	488,211,547	348,806,362	-	-
Less Expected credit loss	(49,215,894)	(56,144,363)	-	-
Trade accounts receivable, net	438,995,653	292,661,999	-	-
Accrued income	-	11,932,223	-	-
Other receivables	62,359,867	82,631,558	164,731	1,922
Trade and other receivables, net	501,355,520	387,225,780	164,731	1,922

11.2 Impairments of trade account receivables

The loss allowance for trade account receivables was determined as follows:

	Consolidated financial statements					
	Not yet due Baht	Up to 3 months Baht	3 - 6 months Baht	6 - 12 months Baht	More than 12 months Baht	Total Baht
As at 31 December 2021						
Gross carrying amount	182,584,949	94,365,835	24,998,446	4,857,787	41,999,345	348,806,362
Loss allowance	-	(7,177,439)	(4,792,320)	(4,309,920)	(39,864,684)	(56,144,363)
Trade account receivables, net	182,584,949	87,188,396	20,206,126	547,867	2,134,661	292,661,999
As at 31 December 2022						
Gross carrying amount	283,069,963	138,936,380	29,772,356	28,747,692	7,685,156	488,211,547
Loss allowance	-	(6,672,060)	(9,041,670)	(26,985,342)	(6,516,822)	(49,215,894)
Trade account receivables, net	283,069,963	132,264,320	20,730,686	1,762,350	1,168,334	438,995,653

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The reconciliations of loss allowance for trade account receivables for the year ended 31 December are as follows:

	Consolidated financial statements	
	2022	2021
	Baht	Baht
As at 1 January	56,144,363	82,499,248
Business Combination	-	7,679,389
Expected credit loss (reversal)	25,470,485	(33,015,098)
Write-off receivables	(28,261,491)	-
Currency translation differences	(4,137,463)	(1,019,176)
As at 31 December	49,215,894	56,144,363

12 Group of non-current assets classified as held-for-sale, net

As at 31 December 2022, 1 hotel asset in the United Kingdom amount of GBP 2.78 million or equivalent to Baht 115.70 million and a hotel asset in the Republic of Maldives amount of US Dollar 25.00 million or equivalent to Baht 864.00 million, totaling Baht 979.70 million were classified as assets held for sale which was measured at the lower of its carrying amount and fair value less costs to sell.

13 Investments in an associate and joint ventures

As at 31 December, investments in an associate and joint ventures are as follows:

An associate

Name	Nature of business	Place of Business/country of incorporation	% of ownership interest		Consolidated financial statements At equity method	
			2022	2021	2022	2021
Laguna Service Co., Ltd.	Provide support hotel service	Thailand	27	27	10,764,320	10,329,261
					10,764,320	10,329,261

Joint ventures

Name	Nature of business	Place of Business/country of incorporation	% of ownership interest		Consolidated financial statements At equity method	
			2022	2021	2022	2021
FS JV License Limited	Holding company	United Kingdom	50	50	55,345,093	75,753,173
Prime Location Management 3 Ltd.	Holding company	The Republic of Seychelles	50	50	305,741,436	301,309,275
					361,086,529	377,062,448

An associate and all joint ventures are limited companies and have no available quoted price in the market.

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Summarised financial information for joint venture

The table below is summarised of financial information for joint venture that are material to the Group. The financial information is included in joint venture own financial statements which has been adjusted with the adjustments necessary for the equity method including, adjusting fair value and differences in accounting policy.

Summarised statement of other comprehensive income

	FS JV License Limited	
	2022	2021
	Baht	Baht
Revenues	229,148,794	187,179,700
Cost of sales	(108,404,817)	(78,715,118)
Operating expenses	(127,084,918)	(89,541,516)
Interest expenses	(14,847,773)	(10,548,938)
Post-tax profit (loss) from continuing operations	(21,188,714)	8,374,128
Other comprehensive income (expense)	(19,627,447)	24,636,570
Total comprehensive income (expense)	(40,816,161)	33,010,698

Summarised the statements of financial position

	FS JV License Limited	
	2022	2021
	Baht	Baht
Current assets		
Cash and cash equivalent	62,737,334	61,525,109
Other current assets	31,095,112	19,713,951
Total current assets	93,832,446	81,239,060
Non-current assets		
Non-current assets	442,979,693	492,342,602
Total Non-current assets	442,979,693	492,342,602
Current liabilities		
Financial Liabilities	(41,663,900)	(45,098,400)
Other current liabilities	(116,794,078)	(60,029,537)
Total current liabilities	(158,457,978)	(105,127,937)
Non-current liabilities		
Financial liabilities	(267,663,976)	(316,947,379)
Total non-current liabilities	(267,663,976)	(316,947,379)
Net assets	110,690,185	151,506,346

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Reconciliation of the summarised financial statements presented to the carrying amount of its interests in joint venture.

	FS JV License Limited	
	2022	2021
	Baht	Baht
Opening net assets		
Profit (loss) for the year	151,506,346	118,495,648
Other comprehensive income (expense)	(21,188,714)	8,374,128
	(19,627,447)	24,636,570
Closing net assets		
Interest in joint venture	110,690,185	151,506,346
	50%	50%
Carrying value	55,345,093	75,753,173

Individually immaterial an associate and a joint venture

The table below is the carrying amount of its interests, in aggregate, all individually immaterial an associate and a joint venture that are accounted for using equity method.

	2022	2021
	Baht	Baht
Aggregate carrying amount of individually immaterial an associate	316,505,757	311,638,536
The Group's share of:		
Loss from continuing operations	6,040,302	13,002,540

14 Investments in subsidiaries

As at 31 December, investments in subsidiaries are as follows:

	Separate financial statements	
	2022	2021
	Baht	Baht
S Hotel Phi Phi Island Co., Ltd.	299,999,600	299,999,600
S Hotel Management Co., Ltd.	2,872,999,900	2,872,999,900
S Hotels and Resorts APAC (SG) Pte. Ltd.	5,823,939,031	5,823,939,031
S Hotels and Resorts (SC) Co., Ltd.	5,768,887,646	5,768,887,646
S Hotels and Resorts (HK) Ltd.	2,063,823,128	2,063,823,128
S Hotels and Resorts Management Co., Ltd.	4,999,925	4,999,925
Laguna Paradise Co., Ltd.	999,980	999,980
Total	16,835,649,210	16,835,649,210

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As at 31 December, the subsidiaries included in the consolidated financial statements. The subsidiaries have only ordinary shares in which the Group directly holds those shares. The proportion of ownership interests held by the Group is equal to voting rights in subsidiaries held by the Group.

Name	Country of incorporation	Business	Proportion of ordinary share directly held by the parent		Proportion of ordinary share directly held by the Group	
			2022	2021	2022	2021
			(%)	(%)	(%)	(%)
S Hotel Phi Phi Island Co., Ltd.	Thailand	Hospitality	99.99	99.99	-	-
S Hotel Management Co., Ltd.	Thailand	Hospitality	99.99	99.99	-	-
S Hotels and Resorts Management Co., Ltd.	Thailand	Management of domestic and foreign hotels	99.99	99.99	-	-
S Hotels and Resorts APAC (SG) Pte. Ltd.	Singapore	Holding company	100.00	100.00	-	-
APAC Holding, LLC	Cayman Islands	Holding company	-	-	100.00	100.00
SHR Hotels USA, Inc	United State of America	Holding company	-	-	-	100.00
SHR Global Holdings LLC	United State of America	Holding company	-	-	-	100.00
APAC Real Estate Holding LLC	United State of America	Holding company	-	-	-	100.00
OCL US LLC	United State of America	Holding company	-	-	-	100.00
OHL US LLC	United State of America	Holding company	-	-	-	100.00
SHR Global Holdings II LLC	United State of America	Holding company	-	-	-	100.00
Hillview Global Pte Limited	The Republic of Fiji	Hospitality	-	-	-	100.00
OC Pte Limited	The Republic of Fiji	Holding company	-	-	100.00	100.00
OH Pte Limited	The Republic of Fiji	Holding company	-	-	-	100.00
OHH (Fiji) Pte Limited	The Republic of Fiji	Holding company	-	-	-	100.00
Hillview Pte Limited	The Republic of Fiji	Hospitality	-	-	100.00	100.00
Saltlake Resorts Limited	The Republic of Mauritius	Hospitality	-	-	100.00	100.00
O.K.M Private Limited	The Republic of Maldives	Hospitality	-	-	100.00	100.00

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Name	Place of business/ Country incorporation	Business	Proportion of ordinary share directly held by the Group			
			Proportion of ordinary share directly held by the parent		Proportion of ordinary share directly held by the Group	
			2022 (%)	2021 (%)	2022 (%)	2021 (%)
Na Nimmann Co., Ltd.	Thailand	Hospitality	-	-	99.98	99.98
Laguna Paradise Co., Ltd.	Thailand	Holding company	99.99	99.99	-	-
Laguna Beach Development Co., Ltd.	Thailand	Holding company	-	-	100.00	100.00
Laguna Phuket Club Co., Ltd.	Thailand	Hospitality	-	-	99.00	99.00
S Hotels and Resorts (HK) Ltd.	Hongkong	Holding company	100.00	100.00	-	-
S Hotels and Resorts (UK) Ltd.	United Kingdom	Holding company	-	-	100.00	100.00
S Hotels and Resorts (SC) Co., Ltd.	The Republic of Seychelles	Holding company	100.00	100.00	-	-
Prime Locations Management 2 Ltd.	The Republic of Seychelles	Holding company	-	-	100.00	100.00
Dream Islands Development 2 Pvt. Ltd.	The Republic of Maldives	Hospitality	-	-	100.00	100.00
SHR Offshore Holdings Co., Ltd.	The Republic of Seychelles	Holding company	-	-	100.00	100.00
FS JV Co Limited	United Kingdom	Holding company	-	-	100.00	100.00
FS Mezz Co Limited	United Kingdom	Holding company	-	-	100.00	100.00
FS Mid Co Limited	United Kingdom	Holding company	-	-	100.00	100.00
FS Senior Co Limited	United Kingdom	Holding company	-	-	100.00	100.00
Jupiter Hotels Holdings Limited	United Kingdom	Holding company	-	-	100.00	100.00
Jupiter Hotels Midco Limited	United Kingdom	Holding company	-	-	100.00	100.00
Jupiter Hotels Limited	United Kingdom	Hospitality	-	-	100.00	100.00
Jupiter Hotels Wetherby Limited	United Kingdom	Hospitality	-	-	100.00	100.00
Jupiter Hotels Management Limited	United Kingdom	Holding company	-	-	100.00	100.00

All subsidiaries undertaking are included in the consolidation.

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15 Investments properties

	Consolidated financial statements		
	Building and building improvement Baht	Right-of-use assets Baht	Total Baht
As at 1 January 2021	725,759,774	78,923,658	804,683,432
Net loss from fair value adjustments	-	(2,120,920)	(2,120,920)
Currency translation differences	81,735,593	8,842,363	90,577,956
As at 31 December 2021	807,495,367	85,645,101	893,140,468
As at 1 January 2022	807,495,367	85,645,101	893,140,468
Net loss from fair value adjustments	-	(1,502,567)	(1,502,567)
Currency translation differences	27,605,213	2,945,034	30,550,247
As at 31 December 2022	835,100,580	87,087,568	922,188,148

The Group's investment properties were valued by independent professionally qualified valuers who hold a recognised relevant professional qualification and have recent experience in the locations and segments of the investment properties valued. For all investment properties, their current use equates to the highest and best use.

Valuation of investment properties was classified as fair value in Level 3 based on information use in valuation technique which is comparable to the current price.

Valuation technique and principal unobservable input use in measuring fair value of investment properties were as follows:

Valuation techniques

- Discount projected of operation cash flows
- Fair values are assessed by present values of operation cash flow from assets, which is calculated from expected rental rate and net cash flows, using the risk-adjusted discount rate.
- Income approach

Principal unobservable inputs

- Occupancy rate 63.44% to 100.00%
- Rental rate throughout the remaining lease agreement
- Risk-adjusted discount rate 12.00%

The association of unobservable input with fair values

Estimated valuation of fair value will increase (decrease), if:

- Occupancy rate increase (decrease)
- Market rental rate increase (decrease)
- Risk adjusted discount rate decrease (increase)

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

As at 31 December 2022 and 2021, the Group used entire investment properties as collaterals in order to pledge the long-term borrowings from financial institutions (Note 20).

Amounts recognised in profit or loss that are related to investment properties are as follows:

	Consolidated financial statements	
	2022 Baht	2021 Baht
Rental income	48,100,340	31,164,271
Direct operating expense that generated rental income	25,097,817	16,648,983
Direct operating expense that did not generate rental income	1,502,567	2,120,920

As at 31 December 2022, the Group has right-of-use assets under the leases of land that are classified as investment properties of Baht 87.09 million (2021: Baht 85.65 million) and total cash outflow for leases of Baht 2.99 million (2021: Baht 4.29 million).

The minimum rental income of the existing lease contracts from investment properties which is not include the variable rental income of the consolidated financial statements due within 1 year is Baht 32.92 million (2021: Baht 54.54 million) and due over 1 year is Baht 70.36 million (2021: Baht 131.48 million).

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16 Property, plant and equipment, net

	Consolidated financial statements							
	Land Baht	Land improvements Baht	Building and building improvements Baht	Furniture and fixtures, office equipments and machinery and equipments Baht	Vehicles Baht	Construction in progress Baht	Right-of-use assets Baht	Total Baht
At 1 January 2021								
Cost	5,254,570,605	262,025,792	12,887,567,329	2,909,998,794	87,685,661	189,020,323	2,608,160,876	24,199,029,380
Less Accumulated depreciation	-	(79,644,206)	(2,289,742,337)	(1,840,862,522)	(46,293,256)	-	(172,436,130)	(4,428,978,451)
Less Accumulated impairment	-	-	(481,316,576)	-	-	-	-	(481,316,576)
Net book amount	5,254,570,605	182,381,586	10,116,508,416	1,069,136,272	41,392,405	189,020,323	2,435,724,746	19,288,734,353
Year ended 31 December 2021								
Opening net book amount	5,254,570,605	182,381,586	10,116,508,416	1,069,136,272	41,392,405	189,020,323	2,435,724,746	19,288,734,353
Additions	308,995	69,460	66,688,133	44,287,187	3,624,946	163,298,426	14,157,077	292,414,224
Acquisition of a subsidiary	2,249,131,657	-	4,893,390,133	181,999,995	-	-	3,291,038,245	10,615,560,030
Transfer in (out)	-	6,425,894	(1,539,178,213)	1,737,792,319	539,888	(205,579,888)	-	-
Transfer to group of non-current assets classified as held-for-sale	-	-	(1,798,594,590)	(92,202,886)	-	-	(587,064,044)	(2,477,861,520)
- Cost less accumulated depreciation	-	-	496,439,352	-	-	-	-	496,439,352
- Accumulated impairment	-	-	(28,350,652)	-	-	-	-	(28,350,652)
- Losses from impairment of assets	-	-	(7,895,357)	(5,770,783)	(4)	(89,672)	(33,624)	(13,789,440)
Write-offs and disposals, net	-	(15,933,606)	(573,491,518)	(387,812,171)	(8,070,308)	-	(196,666,016)	(1,181,973,619)
Depreciation charge	-	12,680,988	1,129,260,286	90,076,928	3,342,261	4,329,900	407,815,213	2,076,935,848
Currency translation differences	429,430,272	-	-	-	-	-	-	-
Closing net book amount	7,933,441,529	185,624,322	12,754,755,990	2,637,506,861	40,829,188	150,979,089	5,364,971,597	29,068,108,576
At 31 December 2021								
Cost	7,933,441,529	285,604,625	15,792,834,475	5,318,527,084	100,723,090	150,979,089	5,929,910,562	35,512,020,454
Less Accumulated depreciation	-	(99,980,303)	(2,989,111,285)	(2,681,020,223)	(59,893,902)	-	(564,938,965)	(6,394,944,678)
Less Accumulated impairment	-	-	(48,967,200)	-	-	-	-	(48,967,200)
Net book amount	7,933,441,529	185,624,322	12,754,755,990	2,637,506,861	40,829,188	150,979,089	5,364,971,597	29,068,108,576

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	Consolidated financial statements							
	Land Baht	Land improvements Baht	Building and building improvements Baht	Furniture and fixtures, office equipment and machinery and equipment Baht	Vehicles Baht	Construction in progress Baht	Right-of-use assets Baht	Total Baht
At 1 January 2022								
Cost	7,933,441,529	285,604,625	15,792,834,475	5,318,527,084	100,723,090	150,979,089	5,929,910,562	35,512,020,454
Less Accumulated depreciation	-	(99,980,303)	(2,989,111,285)	(2,681,020,223)	(59,893,902)	-	(564,938,965)	(6,394,944,678)
Less Accumulated impairment	-	-	(48,967,200)	-	-	-	-	(48,967,200)
Net book amount	7,933,441,529	185,624,322	12,754,755,990	2,637,506,861	40,829,188	150,979,089	5,364,971,597	29,068,108,576
Year ended 31 December 2022								
Opening net book amount	7,933,441,529	185,624,322	12,754,755,990	2,637,506,861	40,829,188	150,979,089	5,364,971,597	29,068,108,576
Additions	-	168,054	17,620,578	150,808,664	4,766,438	234,622,057	146,149,994	554,135,785
Transfer in (out)	-	65,578,972	90,004,407	24,598,824	3,081,465	(183,263,668)	-	-
Reclassification	(69,109,559)	1,254,287,435	(1,246,993,028)	22,201,309	-	-	41,743,981	2,130,138
Write-offs and disposals, net	-	-	-	(723,530)	(2,501)	-	-	(726,031)
Lease derecognition	-	(45,454,479)	(503,246,148)	(342,631,177)	-	-	(132,103,528)	(132,103,528)
Depreciation charge	-	-	-	-	-	-	(209,494,002)	(1,109,567,998)
Currency translation differences	(85,331,424)	(14,323,858)	(79,699,769)	37,633,636	1,255,792	58,416	(195,616,537)	(336,023,744)
Closing net book amount	7,779,000,546	1,445,880,446	11,032,442,030	2,529,394,587	41,188,190	202,395,894	5,015,651,505	28,045,953,198
At 31 December 2022								
Cost	7,779,000,546	1,656,900,620	14,304,667,585	5,519,732,068	104,459,249	202,395,894	5,801,339,617	35,368,495,579
Less Accumulated depreciation	-	(211,020,174)	(3,272,225,555)	(2,990,337,481)	(63,271,059)	-	(735,046,908)	(7,271,901,177)
Less Accumulated impairment	-	-	-	-	-	-	(50,641,204)	(50,641,204)
Net book amount	7,779,000,546	1,445,880,446	11,032,442,030	2,529,394,587	41,188,190	202,395,894	5,015,651,505	28,045,953,198

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As at 31 December 2022, the Group uses land, building and right-of-use assets at the net book value of Baht 23,416.25 million (2021: Baht 25,112.41 million) as collaterals in order to pledge the long-term borrowings from financial institutions (Note 20).

For the Group, depreciation expense of Baht 1,098.42 million and Baht 11.15 million has been charged in cost of services and administrative expenses, respectively (2021: Baht 972.09 million and Baht 209.89 million, respectively). For the Company, depreciation expense of Baht 1.62 million has been charged in administrative expenses (2021: Baht 1.71 million).

As at 1 January 2022, the subsidiary has transferred assets from buildings and building improvements to land improvements and related assets. The book value is US Dollar 35.77 million or equivalent to Baht 1,254.29 million.

The net book value of right-of-use assets are as follows:

	Consolidate financial statements			
	Land Baht	Buildings and building improvements Baht	Furniture and fixtures, office equipment and machinery and equipment Baht	Total Baht
Balance as at 1 January 2021	2,431,902,168	2,183,954	1,638,624	2,435,724,746
Additions	-	7,713,303	6,443,774	14,157,077
Acquisition of a subsidiary	215,665,930	3,065,354,565	10,017,750	3,291,038,245
Transfer to group of non-current assets classified as held-for-sale	(587,064,044)	-	-	(587,064,044)
Disposal of right-of-use of assets, net	-	(33,624)	-	(33,624)
Depreciation charge	(55,142,829)	(129,246,712)	(12,276,475)	(196,666,016)
Currency translation differences	221,055,097	186,213,691	546,425	407,815,213
Balance as at 31 December 2021	2,226,416,322	3,132,185,177	6,370,098	5,364,971,597
Balance as at 1 January 2022	2,226,416,322	3,132,185,177	6,370,098	5,364,971,597
Additions	-	138,725,527	7,424,467	146,149,994
Reclassified	(8,695,745)	50,439,725	-	41,743,980
Lease derecognition	-	(132,103,528)	-	(132,103,528)
Depreciation charge	(47,136,609)	(153,124,529)	(9,232,864)	(209,494,002)
Currency translation differences	38,926,168	(234,211,539)	(331,165)	(195,616,536)
Balance as at 31 December 2022	2,209,510,136	2,801,910,833	4,230,536	5,015,651,505

Cash outflows for leases is as follows:

	Consolidated financial statements	
	2022 Baht	2021 Baht
Total cash outflow for leases	296,918,205	292,474,967

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	Separate financial statements				
	Right-of-use assets				
	Building and building improvements Baht	Furniture and fixtures and office equipment Baht	Building and building improvements Baht	Furniture and fixtures and office equipment Baht	Total Baht
At 1 January 2021					
Cost	916,529	2,233,663	2,727,846	186,938	6,064,976
<u>Less</u> Accumulated depreciation	(148,576)	(820,970)	(964,630)	(47,846)	(1,982,022)
Net book amount	767,953	1,412,693	1,763,216	139,092	4,082,954
For the year ended 31 December 2021					
Opening net book amount	767,953	1,412,693	1,763,216	139,092	4,082,954
Additions	-	227,180	-	-	227,180
Depreciation charge	(91,653)	(608,938)	(961,993)	(47,715)	(1,710,299)
Closing net book amount	676,300	1,030,935	801,223	91,377	2,599,835
At 31 December 2021					
Cost	916,529	2,460,843	2,727,846	186,938	6,292,156
<u>Less</u> Accumulated depreciation	(240,229)	(1,429,908)	(1,926,623)	(95,561)	(3,692,321)
Net book amount	676,300	1,030,935	801,223	91,377	2,599,835
For the year ended 31 December 2022					
Opening net book amount	676,300	1,030,935	801,223	91,377	2,599,835
Additions	18,500	398,200	2,834,733	-	3,251,433
Depreciation charge	(91,856)	(521,769)	(958,995)	(47,715)	(1,620,335)
Closing net book amount	602,944	907,366	2,676,961	43,662	4,230,933
At 31 December 2022					
Cost	935,029	2,859,043	5,562,579	186,938	9,543,589
<u>Less</u> Accumulated depreciation	(332,085)	(1,951,677)	(2,885,618)	(143,276)	(5,312,656)
Net book amount	602,944	907,366	2,676,961	43,662	4,230,933

17 Goodwill

	Consolidated financial statements	
	2022 Baht	2021 Baht
At 1 January		
Cost	1,735,621,420	1,108,357,994
<u>Less</u> Allowance for impairment	(95,063,346)	(85,440,926)
Net book amount	1,640,558,074	1,022,917,068
For the year ended 31 December		
Opening net book amount	1,640,558,074	1,022,917,068
Business combination	-	499,893,124
Currency translation differences	(10,971,727)	117,747,882
Closing net book amount	1,629,586,347	1,640,558,074
At 31 December		
Cost	1,727,899,548	1,735,621,420
<u>Less</u> Allowance for impairment	(98,313,201)	(95,063,346)
Net book amount	1,629,586,347	1,640,558,074

Goodwill is allocated to the Group's cash-generating units (CGUs) identified according to business segment.

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Goodwill allocation is presented below.

	Consolidated financial statements	
	2022 Baht	2021 Baht
Goodwill allocation:		
Hospitality business - Own operate	524,719,654	524,719,654
Hospitality business - Outrigger	614,762,919	585,333,690
Hospitality business - UK	490,103,774	530,504,730
Net book amount	1,629,586,347	1,640,558,074

The recoverable amount of a CGU is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a ten-year period and cash flow beyond the ten-year period to calculate the terminal value which are approved by the management. The projections are weighted average growth rates stated below. The weighted average growth rate does not exceed the long-term average growth rate for the business in which the CGU operates.

The key assumptions used for value-in-use calculations are as follows:

	2022	2021
Weighted average growth rate	3.00%	1.00% and 3.00%
Discount rate	4.33% to 12.36%	8.50% to 12.50%

These assumptions have been used for the analysis of each CGU within the business segment.

Management determined budgeted gross margin based on past performance and its expectations of market development. The weighted average growth rates used are consistent with the forecasts included in industry reports. The discount rates used are pre-tax and reflect specific risks relating to the relevant segments. The recoverable amount in the impairment assessment of goodwill includes impairment of trademark and hotel operation licenses which are presented under intangible assets, with no impairment loss.

If the assumptions used in calculation on impairment test for goodwill changes, the growth rate decrease by 0.05% per annum or discount rate increase by 0.05% per annum, there is still no impairment of goodwill.

18 Deferred income taxes

Deferred income tax presented in the statements of financial position comprised of:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Deferred income tax assets	94,848,982	119,031,684	2,363,309	2,161,977
Deferred income tax liabilities	(1,263,942,072)	(1,264,216,992)	-	-
Deferred income tax, net	(1,169,093,090)	(1,145,185,308)	2,363,309	2,161,977

The movement of the deferred income tax account is as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
At 1 January	(1,145,185,308)	(705,179,155)	2,161,977	947,604
Decrease from business combination	-	(470,296,510)	-	-
Increase (decrease) to profit or loss	(2,529,345)	140,212,034	201,332	401,864
Increase (decrease) to other comprehensive income	(25,485,932)	(2,920,623)	-	812,509
Currency translation differences	4,107,495	(107,001,054)	-	-
At 31 December	(1,169,093,090)	(1,145,185,308)	2,363,309	2,161,977

The movement in deferred income tax assets and liabilities is as follows:

Deferred income tax liabilities	
At 1 January 2021	
Decrease from business combination	
Increase (decrease) to profit or loss	
Currency translation differences	
At 31 December 2021	
At 1 January 2022	
Increase to profit or loss	
Decrease to other comprehensive income	
Currency translation differences	
At 31 December 2022	

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	Separate financial statements			
	Employee benefit obligation Baht	Share-based payment Baht	Others Baht	Total Baht
Deferred tax assets				
At 1 January 2021	588,416	376,696	8,250	973,362
Increase to profit or loss	339,958	79,647	1,563	421,168
Increase to other comprehensive income	812,509	-	-	812,509
At 31 December 2021	1,740,883	456,343	9,813	2,207,039
At 1 January 2022	1,740,883	456,343	9,813	2,207,039
Increase (decrease) to profit or loss	686,367	(456,343)	(9,386)	220,638
At 31 December 2022	2,427,250	-	427	2,427,677

	Separate financial statements	
	Depreciation Baht	Total Baht
Deferred income tax liabilities		
At 1 January 2021	(25,758)	(25,758)
Decrease to profit or loss	(19,304)	(19,304)
At 31 December 2021	(45,062)	(45,062)
At 1 January 2022	(45,062)	(45,062)
Decrease to profit or loss	(19,306)	(19,306)
At 31 December 2022	(64,368)	(64,368)

Deferred income tax assets are recognised for tax loss and carry forwards only to the extent that realisation of the related tax benefit through the future taxable profits is probable. The Group did not recognise deferred income tax assets of Baht 587.51 million in respect of losses amounting to Baht 3,347.90 million that can be carried forward against future taxable income. These loss carry forward will be expired in 2027.

19 Trade and other payables

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Trade accounts payable	364,362,355	323,354,983	-	-
Other payables	462,787,240	585,850,079	3,537,484	676,254
Accrued expenses	340,489,296	427,335,090	16,444,033	9,971,244
Unearned revenue	542,995,166	298,028,863	495,100	615,100
Trade and other payables	1,710,634,057	1,634,569,015	20,476,617	11,262,598

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20 Borrowings

Movements of borrowings from financial institutions for the year ended 31 December are as follows:

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	Baht	Baht	Baht	Baht
At 1 January	14,126,022,978	8,353,387,993	666,135,945	649,096,066
Acquisition of a subsidiary	-	4,341,842,754	-	-
Borrowings during the year	-	2,559,586,734	-	20,000,000
Repayment	(834,679,071)	(1,863,598,592)	(4,759,536)	(2,384,328)
Increase in deferred financing fee	(54,594,862)	(5,325,000)	-	-
Amortisation of deferred financing fees	21,085,924	16,837,683	239,057	517,784
Adjusted by using the effective interest rate method	(2,430,425)	3,062,928	(38,788)	(1,093,577)
Unrealised loss (gain) on exchange rate	(19,849,881)	17,039,461	-	-
Currency translation differences	(155,392,387)	703,189,017	-	-
At 31 December	13,080,162,276	14,126,022,978	661,576,678	666,135,945

On 30 June 2022, a subsidiary has amended the agreement for term of repayment and interest rate with a financial institution for the borrowings of GBP 90.30 million or equivalent to Baht 3,866.54 million, bearing an interest rate at SONIA plus certain margin, the repayment term is quarterly basis within 30 June 2025. Also, a subsidiary has entered into interest rate swap agreement for the amended loan agreement to hedge the interest rate exposure from a floating to rate as stated on the interest rate swap agreement.

The Group's borrowings of Baht 12,395.73 million (31 December 2021: Baht 13,432.27 million) were secured by the Group's land and buildings, shares of subsidiaries of the Group, leasehold under the lease agreement, and the transfer of the beneficiary rights under insurance policy to bank and guarantee by the Company.

The Group is required to maintain Interest-Bearing Debt to Equity ratio and Debt-Service Coverage ratio in accordance with the conditions in loan agreements.

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Long-term borrowings from financial institutions as at 31 December are detailed as follows:

Condition of borrowing										Consolidated financial statements		Separate financial statement	
No.	Credit facility	Payment term	Secured by	Interest % per annum	2022 Baht	2021 Baht	2022 Baht	2021 Baht					
S Hotels and Resorts Public Company Limited													
1.	Baht 650,000,000	Quarterly basis within August 2024	Nil	MLR minus certain margin	648,720,542	648,520,273	648,720,542	648,520,273		648,520,273			
2.	Baht 20,000,000	Monthly basis within September 2025	Nil	MLR	12,856,136	17,615,672	12,856,136			17,615,672			
S Hotel Phi Phi Island Co., Ltd.													
3.	Baht 2,320,000,000	Quarterly basis within 30 September 2027	Land and buildings and the transfer of the beneficiary rights under insurance policy to bank	MLR minus certain margin	1,767,693,187	1,794,041,164			-	-			
4.	Baht 65,000,000	Monthly basis within 31 August 2027	Land and buildings and the transfer of the beneficiary rights under insurance policy to bank	MLR minus certain margin	65,999,111	65,242,772			-	-			
S Hotel Management Co., Ltd.													
5.	Baht 800,000,000	Within May 2023	Land and buildings	BIBOR plus 3%	799,013,116	796,421,657			-	-			
6.	Baht 20,000,000	Monthly basis within September 2025	Nil	MLR	12,856,136	17,615,672			-	-			
7.	Baht 10,000,000	Monthly basis within December 2027	Nil	MLR	10,000,000	10,000,000			-	-			
Dream Islands Development 2 Private Limited													
8.	USD 120,000,000	Quarterly basis within 30 September 2032	Subsidiaries' shares held by the Group and Land and buildings	LIBOR plus certain margin	3,907,121,986	3,904,838,816			-	-			
S Hotels and Resorts APAC (SG) Pte. Ltd. and its subsidiaries													
9.	USD 3,560,000	Quarterly basis within 30 June 2030	Land and buildings	LIBOR plus certain margin	108,687,174	105,199,570			-	-			
10.	EUR 12,673,600	Quarterly basis within 30 June 2030	Land and buildings	LIBOR plus certain margin	414,344,548	424,849,948			-	-			
11.	FJD 20,023,077	Monthly basis within 30 September 2032	Land and buildings	Published index rate minus certain margin	304,910,703	440,027,053			-	-			
12.	FJD 8,000,000	Monthly basis within 30 November 2033	Land and buildings	3.5%	121,995,429	-			-	-			
13.	FJD 13,329,304	Monthly basis within 31 May 2031	Land and buildings	Published index rate minus certain margin	203,607,678	239,736,407			-	-			
14.	FJD 2,000,000	Monthly basis within 31 August 2031	Land and buildings	3.5%	30,379,852	-			-	-			
15.	Baht 1,460,291,341	Quarterly basis within 31 December 2030	Land and buildings and Subsidiaries' shares held by the Group	MLR minus certain margin	1,447,105,136	1,453,773,117			-	-			

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No.	Credit facility	Payment term	Condition of borrowing	Interest % per annum	Consolidated financial statements		Separate financial statement	
					2022 Baht	2021 Baht	2022 Baht	2021 Baht
FS Senior Co Limited								
16	GBP 90,298,774	Quarterly basis within 30 June 2025	Land and buildings and the transfer of the beneficiary rights under insurance policy to bank, Subsidiaries' shares hold by the Group and Land and buildings	SONIA plus certain margin	3,224,871,542	4,208,140,857	-	-
Total long-term borrowings from financial institutions, net					13,080,162,276	14,126,022,978	661,576,678	666,135,945
Less Current portion of long-term borrowings, net					(1,952,025,507)	(4,986,072,553)	(436,282,237)	(436,852,018)
Long-term borrowings, net					11,128,136,769	9,139,950,425	225,294,441	229,283,927

Interest rate risk of borrowing for the Group and the Company is disclosed in Note 6 financial risk management.

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The effective interest rates at the statements of financial position date are as follows:

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Borrowings from financial institutions	2.00% to 6.15%	1.00% to 5.42%	3.60% to 6.15%	2.00% to 3.75%

The fair value of borrowings approximate at their carrying amount, because the borrowings bear the interest at floating rate as marketing rate and the impact of discount is not significant.

Borrowing facilities

The Group have the following undrawn committed borrowing facilities:

	Consolidated financial statements (Original currency)					
	2022			2021		
	Baht	US Dollar	Fijian Dollar	Baht	US Dollar	Fijian Dollar
Floating rate						
- expiring within 1 year	210,000,000	10,000,000	-	-	10,000,000	16,750,698
- expiring beyond 1 year	-	-	28,500,698	200,000,000	-	-
Total	210,000,000	10,000,000	28,500,698	200,000,000	10,000,000	16,750,698

21 Lease liabilities, net

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	Baht	Baht	Baht	Baht
As at 31 December				
Lease liabilities	7,615,019,856	8,284,180,670	2,852,000	1,105,548
<u>Less</u> future interest expense	(4,021,066,084)	(4,317,755,153)	(122,883)	(16,711)
Present value of lease liabilities, net	3,593,953,772	3,966,425,517	2,729,117	1,088,837

Movements of lease liabilities of the Group and the Company are as follows:

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	Baht	Baht	Baht	Baht
As at 1 January	3,966,425,517	1,133,641,427	1,088,837	2,067,302
Cash flow:				
Repayment of lease liabilities	(299,912,435)	(296,766,279)	(1,039,200)	(1,039,200)
Other non-cash movements:				
Finance cost	208,758,017	205,804,754	25,496	60,735
Additions	18,637,740	166,824	2,834,733	-
Addition from business combination	-	2,646,209,957	-	-
Changes related to any modification, lease termination and reassessment events	(139,467,611)	(106,233)	(180,749)	-
Currency translation differences	(160,487,456)	277,475,067	-	-
As at 31 December	3,593,953,772	3,966,425,517	2,729,117	1,088,837

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22 Share capital and premium on share capital

As at 31 December 2022, registered ordinary share of 3,593,640,000 shares (2021: 3,593,640,000 shares) at a par value of Baht 5 per share (2021: Baht 5 per share) were issued and fully paid up.

23 Other income

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Interest income	39,711,599	35,361,722	100,297,101	136,534,412
Gain from fair value adjustment of previous held equity interest in a joint venture from step acquisition	-	36,407,613	-	-
Management fee	20,139,042	12,213,939	9,584,822	5,419,953
Gains from disposal of financial assets measured at fair value through profit or loss	112,814	539,761	26	16
Compensation income from insurance	37,284,343	41,827,610	-	-
Others	34,486,794	50,745,117	622,363	5,977,844
Total	131,734,592	177,095,762	110,504,312	147,932,225

24 Expense by nature

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Cost of services	1,456,754,876	751,015,232	-	-
Raw material and consumables used	204,576,356	136,118,142	-	-
Staff costs	2,837,718,640	1,845,460,227	122,818,478	100,801,386
Depreciation and amortisation	1,116,192,139	1,188,924,482	1,759,883	1,779,948
Marketing expenses	136,355,709	78,286,116	3,124,967	4,445,122
Operating lease payment	56,055,172	20,500,982	2,273,040	2,364,385
Repair and maintenance	238,391,135	177,806,861	11,677	34,259
Consulting fees	52,081,104	53,578,071	6,001,410	4,934,982
Services fees	305,246,112	149,514,731	10,779,679	11,045,725
Utilities expenses	608,479,888	308,125,800	695,775	498,059
Losses of written-off and disposal of fixed assets	4,568,733	17,735,487	-	-
Losses from impairment of assets	-	28,350,653	-	-
Losses from fair value adjustment for investment properties	1,502,567	2,120,920	-	-
Expected credit loss on financial assets (reversal)	25,470,485	(33,015,098)	-	-
Losses from written-off of inventories	-	13,082,533	-	-

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25 Income tax expenses

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
For the year ended 31 December	Baht	Baht	Baht	Baht
Current income tax:				
Current tax on profits for the year	10,446,448	8,925,381	1,253,426	-
Total current income tax	10,446,448	8,925,381	1,253,426	-
Deferred income tax:				
Origination temporary differences	2,529,343	(140,212,034)	(201,232)	(401,863)
Total deferred income tax	2,529,343	(140,212,034)	(201,232)	(401,863)
Total income tax expenses	12,975,791	(131,286,653)	1,052,094	(401,863)

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

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
	Baht	Baht	Baht	Baht
Profit (loss) before tax	27,358,041	(1,365,508,504)	(90,534,586)	196,860,337
Tax calculated at a tax rate of 20% (2021: 20%)	5,471,608	(273,101,701)	(18,106,917)	39,372,068
Tax effect of:				
Expense (income) adjustment in accordance with Revenue Code	13,346,196	(89,735,716)	2,075,377	(423,029)
Utilisation of tax losses	(88,505,761)	(59,524,574)	-	(59,524,574)
Tax losses for which no deferred income tax asset was recognised	47,806,340	246,632,564	5,915,688	4,993,589
Tax effect from different overseas tax rate	32,628,628	34,369,951	-	-
Tax effect from different privilege tax rate	11,167,946	15,180,083	11,167,946	15,180,083
Others	(8,939,166)	(5,107,260)	-	-
Tax charge	12,975,791	(131,286,653)	1,052,094	(401,863)

The weighted average applicable tax rate for the Group and the Company was 47.43% and 20%, respectively (2021: 9.61% and 20%, respectively). The Group did not recognise deferred income tax assets from loss carried forward as the Group is uncertain for utilising the deferred tax assets in the future. The Company applied tax rate of 5% due to the Company is International Business Centre (IBC).

26 Basic earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing the net profit (loss) attributable to shareholders by the weighted average number of ordinary shares in issue and paid-up during the year.

Basic earnings (loss) per share for the year ended 31 December are as follows:

	Consolidated financial statements		Separate financial statements	
	2022	2021	2022	2021
Profit (loss) for the year attributable to ordinary shareholders of the Company (Baht)	14,382,250	(1,234,221,851)	(91,586,681)	197,262,200
Weighted average number of ordinary shares outstanding (shares)	3,593,640,000	3,593,640,000	3,593,640,000	3,593,640,000
Earnings (loss) per share (Baht per share)	0.004	(0.340)	(0.025)	0.055

For the year ended 31 December 2022, no diluted earnings per share (2021: Nil) has been presented in the consolidated and separate financial statements. However the right to exercise warrants which can be converted of 70 million units was expired on 5 November 2021.

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27 Share-based payment

The Company issued and offered grants of warrants to the executives and employees of: the major shareholder of the parent, the parent, and its subsidiaries; and the Company and its subsidiaries during the year 2020. However the right to exercise warrants was expired on 5 November 2021.

28 Related-party transactions

28.1 Parent entities

The Group is controlled by S International Holding Co., Ltd., incorporated in Thailand, and S Hotels and Resorts (SG) Pte. Ltd., incorporated in Singapore, which hold 60% interest in the Group, the remaining interests are held by others. The Group's ultimate parent is Boon Rawd Brewery Co., Ltd. incorporated in Thailand.

The relationship with the related parties are controlled by, or are under common control with, the Company, including holding companies, subsidiaries and fellow subsidiaries as at 31 December 2022 are listed below.

Entities' name	Country/Nationality	Relationship
Boon Rawd Brewery Co., Ltd.	Thailand	Ultimate parent
Singha Corporation Co., Ltd.	Thailand	Director is shareholder
Singha Property Management (Singapore) Pte. Ltd.	Singapore	Shareholder
Singha Estate Public Co., Ltd.	Thailand	Parent
S International Holding Co., Ltd.	Thailand	Shareholder
S Hotels and Resorts (SG) Pte. Ltd.	Singapore	Shareholder
Santiburi Samui Country Club Co., Ltd.	Thailand	Director is shareholder
Bophut Property and Resort Co., Ltd.	Thailand	Director is shareholder
Singha Park Chiang Rai Co., Ltd.	Thailand	Director is shareholder
Boon Rawd Trading Co., Ltd.	Thailand	Director is shareholder
Beer Singha Co., Ltd.	Thailand	Director is shareholder
Prime Locations Management Ltd.	Republic of Seychelles	The Group's ultimate parent is shareholder
Dream Islands Development Pvt. Ltd.	Republic of Maldives	The Group's ultimate parent is shareholder
S Services (Maldives) Pvt. Ltd.	Republic of Maldives	Director is shareholder
S Prime Growth Leasehold Real Estate Investment Trust	Thailand	The Group's parent is shareholder
Max Future Co., Ltd.	Thailand	Director is shareholder
Singha Property Development Co., Ltd.	Thailand	The Group's parent is shareholder

The aforementioned related parties other than the ultimate parent company, parent company, subsidiaries, associates and joint ventures referred to other related parties. Entity's name and country of registration of subsidiaries, associates and joint ventures are shown in the Note 13 and 14.

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28.2 The following significant transactions were carried out with related parties:

a) Sales and purchases of goods and services

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Purchases of goods and services				
Other related parties	311,462	114,913	49,163	30,876
Rental and services income				
Parent	426,212	515,236	-	-
Joint ventures	246,079	-	-	-
Associate	25,921	1,400	-	-
Other related parties	3,807,043	3,912,167	-	-
Management income				
Subsidiaries	-	-	88,664,064	37,745,921
Other related parties	-	10,517,292	-	460,056
Interest income				
Subsidiaries	-	-	100,145,416	133,987,008
Joint ventures	36,024,610	32,437,163	-	-
Other income				
Subsidiaries	-	-	2,592,299	-
Joint ventures	7,913,024	-	7,452,580	-
Other related parties	12,686,462	-	-	-
Management fee				
Parent	7,396,753	5,278,063	7,396,753	5,278,063
Associate	2,710,326	768,181	-	-
Other related parties	-	2,876,096	-	-
Rental and services expense				
Parent	206,489	1,021,187	206,489	934,433
Subsidiaries	-	-	200,208	132,407
Associate	18,499,302	10,580,246	-	-
Joint ventures	-	20,227,696	-	-
Other related parties	5,411,287	4,112,556	4,383,761	3,958,134
Share-based payment transactions				
Parent	-	219,622	-	132,141
Interest expense				
Subsidiaries	-	-	8,390,586	-

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b) Outstanding balances arising from sales/purchases of goods and services

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Amounts due from related parties				
Trade accounts receivable				
Parent	126,343	326,550	-	-
Subsidiaries	-	-	15,706,588	-
Associate	27,480	-	-	-
Joint ventures	101,010	-	-	-
Other related parties	778,590	3,284,684	-	-
	1,033,423	3,611,234	15,706,588	-
Other receivables				
Parent	-	10,275,429	-	10,264,929
Subsidiaries	-	-	69,012,570	72,909,271
Joint ventures	6,190,847	661	6,190,847	661
Other related parties	9,341,701	6,148,083	-	3,889,956
	15,532,548	16,424,173	75,203,417	87,064,817
Interest receivables				
Subsidiaries	-	-	276,316,566	179,178,293
Joint ventures	21,518,627	2,258,626	-	-
	21,518,627	2,258,626	276,316,566	179,178,293
Advances to				
Subsidiaries	-	-	1,941,461	779,225
Other related parties	37,960	32,100	32,100	32,100
	37,960	32,100	1,973,561	811,325
Total amounts due from related parties	38,122,558	22,326,133	369,200,132	267,054,435
Amounts due to related parties				
Trade accounts payable				
Associate	5,423,405	-	-	-
Other related parties	53,160	36,660	-	-
	5,476,565	36,660	-	-
Other payables				
Parent	8,769,221	9,205,628	8,769,221	8,743,093
Subsidiaries	-	-	31	90,031
Other related parties	9,105,742	4,611,374	152,005	119,850
	17,874,963	13,817,002	8,921,257	8,952,974
Interest payables				
Subsidiaries	-	-	8,355,237	-
	-	-	8,355,237	-
Total amounts due to related parties	23,351,528	13,853,662	17,276,494	8,952,974

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- c) Lease receivable from a related party, net

	Consolidated financial statements	
	2022 Baht	2021 Baht
Joint venture	232,301,364	211,573,040
Total lease receivable from a related party, net	232,301,364	211,573,040

- d) Long-term loans to related parties

	Consolidated financial statements			
	Interest rate (% per annum)		Amount (Baht)	
	2022	2021	2022	2021
<u>Long-term loan - joint ventures</u>				
FS JV License Limited	8.00	8.00	20,831,950	22,549,200
Dream Islands Development 3 Pvt. Ltd.	14.00	-	311,061,600	-
Total			331,893,550	22,549,200

As at 31 December 2022, the Group had long-term loans to related parties of GBP 0.50 million or equivalent to Baht 20.83 million, bear the interest rate of 8.00% per annum (2021: GBP 0.50 million, bear the interest rate of 8.00% per annum), the repayment term is in 2023 and US Dollar 9.00 million or equivalent to Baht 311.06 million, the repayment term is at call.

	Separate financial statements			
	Interest rate (% per annum)		Amount (Baht)	
	2022	2021	2022	2021
<u>Long-term loan - subsidiaries</u>				
S Hotel Phi Phi Island Co., Ltd.	0.48 - 3.15	3.25	443,150,533	443,150,532
S Hotels and Resorts (SC) Co., Ltd.	0.48 - 4.78	4.00	940,445,119	709,503,367
S Hotel and Resort (HK) Ltd.	3.00 - 4.07	3.00	1,362,012,830	1,197,448,632
Laguna Paradise Co., Ltd.	0.48 - 4.08	3.00 - 3.25	2,042,454,154	2,030,828,160
O.K.M. Private Limited	3.00 - 4.07	-	75,066,991	-
Saltlake Resort Ltd.	4.07	-	21,972,911	-
S Hotels and Resorts APAC (SG) Pte. Ltd.	3.00 - 3.15	-	1,317,187	-
Total			4,886,419,725	4,380,930,691

As at 31 December 2022, the Company had long-term loans to subsidiaries represented loan of GBP 0.30 million or equivalent to Baht 12.37 million and US Dollar 8.86 million or equivalent to Baht 304.88 million and Baht 2,485.60 million (2021: GBP 0.30 million or equivalent to Baht 13.12 million and Baht 2,473.98 million, the repayment term is at call, and US Dollar 21.34 million or equivalent to Baht 733.93 million (2021: US Dollar 21.34 million or equivalent to Baht 709.50 million) and GBP 32.74 million or equivalent to Baht 1,349.64 million (2021: GBP 26.52 million or equivalent to Baht 1,184.33 million), the repayment is in 2026 and 2029 respectively.

For loans to related parties and interest income, the Group charges interest by considering the average cost of borrowing and market interest rate.

The fair value of long-term loans approximately equals their carrying amount, as the impact of discount is not significant.

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Movement of long-term loans to related parties for the years ended 31 December is as follows:

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
At 1 January	22,549,200	1,862,713,313	4,380,930,691	3,252,692,162
Addition during the year	315,552,225	133,502,816	624,526,342	980,774,318
Repayment	-	-	(31,368,071)	(8,852,037)
Decrease from offsetting long-term loan to a joint venture with account payable for share capital	-	(30,061,100)	-	-
Decrease from change from Joint venture to subsidiary	-	(2,031,103,112)	-	-
Unrealized gain (loss) from exchange rate	-	-	(87,669,237)	156,316,248
Currency translation differences	(6,207,875)	87,497,283	-	-
At 31 December	331,893,550	22,549,200	4,886,419,725	4,380,930,691

e) Borrowing from a related party

As at 31 December 2022, the short-term borrowing from a subsidiary amounting to Baht 557.60 million, bearing an interest rate at 3.97% to 4.68% per annum. The repayment term is at call. However, the subsidiary has no intention to recall the borrowings within one year.

f) Management remuneration

	Consolidated financial statements		Separate financial statements	
	2022 Baht	2021 Baht	2022 Baht	2021 Baht
Salaries and other short-term employee benefits	201,653,459	164,214,028	63,901,426	54,744,009
Retirement benefits	3,579,246	2,146,067	2,780,655	1,361,409
Share-based payments	-	3,138,162	-	3,105,932
Total	205,232,705	169,498,257	66,682,081	59,211,350

29 Commitment

a) Capital expenditure commitments

As at 31 December, capital expenditure commitments but not recognised in the financial statements is as follows:

	Consolidated financial statements					
	2022			2021		
	Million Baht	Million US Dollar	Million Fijian Dollar	Million Baht	Million US Dollar	Million Fijian Dollar
Capital expenditure commitments	1.50	6.54	20.75	3.84	0.14	0.34

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b) Services commitments

As at 31 December, the Group leases land, office areas, vehicles and other services under non-cancellable services agreements as follow:

	Consolidated financial statements		Separate financial statements	
	2022 Million Baht	2021 Million Baht	2022 Million Baht	2021 Million Baht
Within 1 year	8.80	11.55	2.27	2.32
Later than 1 year but not later than 5 years	5.67	0.30	4.17	-
Total	14.47	11.85	6.44	2.32

c) Bank guarantee

As at 31 December 2022, the Group had outstanding bank guarantees for the normal course of business, issued by banks of Baht 5.35 million and Fijian Dollar 0.28 million (2021: Baht 5.35 million and Fijian Dollar 0.28 million).

REMUNERATION OF AUDITORS

In 2022, S Hotels and Resorts Public Company Limited (the “Company”) and its subsidiaries engaged PricewaterhouseCoopers ABAS Limited (“PWC”) as the auditors for the Company and its subsidiaries (excluding subsidiaries incorporated in overseas) and incurred the fees as follows:

(1) AUDIT FEE

The Company and its subsidiaries (excluding subsidiaries incorporated in overseas) paid the audit fee for the fiscal year of 2022 totaling Baht 4,917,698.

(2) NON-AUDIT FEE

The Company and its subsidiaries (excluding subsidiaries incorporated in overseas) paid the non-audit fee for the fiscal year of 2022 totaling Baht 655,000.

LEGAL DISPUTES

As of 31 December 2022, there is no material litigation against the Company or its subsidiaries which could have a negative effect on our assets exceeding 5% of shareholder's equity. In addition, there is no lawsuit, which could have a significant effect on our business.

INFORMATION OF DIRECTORS, EXECUTIVES, AND PERSON SUPERVISING ACCOUNTING

MR. APISAK TANTIVORAWONG

Chairman of the Board of Directors and Independent Director
Age 69 years



First Appointment Date

15 October 2021

Education

- Honorary Doctorate of Arts in Economics, University of the Thai Chamber of Commerce, Thailand
- MBA., Industrial Management, University of Tennessee, U.S.A
- B. Eng. in Chemical Engineering, Chulalongkorn University

Training/Certification

Certification from the Thai Institute of Directors Association (IOD)

- Director Certification Program (DCP 18/2002)

Other Trainings

- Diploma, National Defence College, The Joint State-Private Sectors Course, Class 16/2003

Work Experience in the 5 Preceding Years

Position held in Other Listed Companies in SET

Present	Independent Director and Chairman of the Audit Committee, PTT Global Chemical Public Company Limited
Present	Independent Director and Chairman of the Executive Committee, SCB X Public Company Limited
Present	Chairman of the Board and Independent Director, T.K.S. Technologies Public Company Limited

Position held in Other Companies/Organizations

Present	Honorable Committee Members of the Chulabhorn Royal Academy Council
Present	Advisor, Chulavadhana Co., Ltd.
2015 – 2019	Finance Minister, Ministry of Finance

Securities Holding in the Company as of 31 December 2022

Ordinary shares (SHR)

-None-

Family Relation among Directors and Executives

-None-

Lawsuits in the 10 Preceding Years

-None-

MR. SOMPONG TANTAPART

Independent Director and Chairman of the Audit Committee

Age 65 years

**First Appointment Date**

30 November 2018

(Re-elected on 29 June 2020)

Education

- Master of Public Administration, Chulalongkorn University
- Bachelor of Accounting, Thammasat University

Training/Certification**Certification from the Thai Institute of Directors Association (IOD)**

- Ethical Leadership Program (ELP 23/2021)
- Advanced Audit Committee Program (AACP 33/2019)
- Director Certification Program (DCP 210/2015)

Other Trainings

- Senior Governing Executive, Class 61, Damrong Rajanubhab Office of the Permanent Secretary for Interior
- Financial Executive Development Program (FINEX), Class 14, the Thai Institute of Banking and Finance Association

Work Experience in the 5 Preceding Years**Position held in Other Listed Companies in SET**

Present	Independent Director, Member of the Audit Committee and Member of the Nomination and Remuneration Committee, Central Retail Corporation Public Company Limited
2019 – Oct. 21	Chairman of the Board of Directors, S Hotels and Resorts Public Company Limited

Position held in Other Companies/Organizations

2017 – 2018	Vice President and Chairman of the Executive Committee, Dhanarak Asset Development Company Limited
2016 – 2018	Principal Advisor on Strategic Tax Administration (Finance and Banking), The Revenue Department
2014 – 2018	Director, Erawan Hotel Public Company Limited
2014 – 2017	Director and Member of the Executive Committee, Dhanarak Asset Development Company Limited

Securities Holding in the Company as of 31 December 2022**Ordinary shares (SHR)**

-None-

Family Relation among Directors and Executives

-None-

Lawsuits in the 10 Preceding Years

-None-

MR. PRAISUN WONGSMITH

Independent Director, Member of the Audit Committee
and Member of the Nomination and Remuneration Committee
Age 63 years

**First Appointment Date**

30 November 2018

(Re-elected on 22 April 2021)

Education

- Master of Economics/Finance, Oklahoma State University, USA
- Bachelor of Economics, Oklahoma State University, USA

Training/Certification**Certification from the Thai Institute of Directors Association (IOD)**

- Risk Management Program for Corporate Leaders (RCL 25/2021)
- Director Leadership Certification Program (DLCP 2/2021)
- Boardroom Success Through Financing and Investment (BFI 9/2020)
- IT Governance and Cyber Resilience Program (ITG 8/2018)
- Ethical Leadership Program (ELP 10/2017)
- Advanced Audit Committee Program (AAP 24/2016)
- Boards that Make a Difference (BMD 1/2016)
- Role of the Chairman Program (RCP 37/2015)
- Director Certification Program (DCP 92/2007)
- Director Accreditation Program (DAP 12/2004)

Other Trainings

- 2020 Cyber Security Awareness for BOD, TMB Bank Public Company Limited
- Personal Data Protection Act, TMB Bank Public Company Limited
- Economic and Sectoral Outlook: A High-Frequency Data Perspective, TMB Bank Public Company Limited
- Sustainability Training, TMB Bank Public Company Limited
- Branding and NPS Update, TMB Bank Public Company Limited
- Inside Information and Data Privacy, TMB Bank Public Company Limited
- IFRS 9 Implication and Readiness, TMB Bank Public Company Limited
- Cyber Resilience Awareness, TMB Bank Public Company Limited
- Cyber Resilience Leadership Seminar, TMB Bank Public Company Limited
- Bangkok Sustainable Banking Forum 2018, Bank of Thailand
- Business Sustainability in Digital Trend, EY Company Limited
- Advanced Security Management Program, Class 5, The National Defence College Association of Thailand (NDCAT)
- Capital Market Academy Leader Program, Class 14, Capital Market Academy
- The Leadership Grid, Grid Teamwork Limited

Work Experience in the 5 Preceding Years**Position held in Other Listed Companies in SET**

Present	Chairman of the Board of Directors and Independent Director, Thantawan Industry Public Company Limited
2018 – Present	Independent Director and Member of the Audit Committee, S Hotels and Resorts Public Company Limited
2018 – Apr. 22	Independent Director and Chairman of the Audit Committee, Jakpaison Estate Public Company Limited
2019 – Feb. 22	Independent Director and Chairman of the Audit Committee, TTB Bank Public Company Limited

Position held in Other Companies/Organizations

Present	Chairman of the Board of Directors and Independent Director, TLeasing Company Limited
Present	Director, Keycapital Company Limited
Present	Director, P Advisory Company Limited
Present	Director, PW Consultants Company Limited
2017 – 2019	Independent Director, Industrial Estate Authority of Thailand
2017 – 2019	Independent Director, Islamic Bank Asset Management Limited
2016 – 2018	Independent Director, CAT Telecom Public Company Limited

Securities Holding in the Company as of 31 December 2022**Ordinary shares (SHR)**

-None-

Family Relation among Directors and Executives

-None-

Lawsuits in the 10 Preceding Years

-None-

MR. JUKR BOON-LONG

Independent Director, Member of the Audit Committee
and Chairman of the Corporate Governance
and Sustainable Development Committee
Age 65 years

**First Appointment Date**

30 November 2018
(Re-elected on 22 April 2021)

Education

- Master of Arts (International Politics and Economics),
University of Detroit, USA
- Bachelor of Law, Ramkhamhaeng University

Training/Certification**Certification from the Thai Institute of Directors Association (IOD)**

- Director Certification Program (DCP 271/2019)
- Risk Management Program for Corporate Leaders (RCL 17/2019)

Other Trainings

- Capital Market Academy Leader Program, Capital Market Academy, Class 29
- Diploma, National Defence College, The National Defence Course, Class 52
- The Programme for Senior Executives on Justice Administration, Class 16

Work Experience in the 5 Preceding Years**Position held in Other Listed Companies in SET**

- | | |
|---------|--|
| Present | Independent Director, Member of the Audit Committee and Chairman of the Nomination and Remuneration Committee, P.C.S. Machine Group Holding Public Company Limited |
| Present | Independent Director, Member of the Audit Committee and Member of the Corporate Governance Committee, Siam Makro Public Company Limited |

Position held in Other Companies/Organizations

- | | |
|-------------|--|
| Present | Independent Director and Member of the Audit Committee, Glow Energy Public Company Limited |
| Present | Director, Glow Company Limited |
| Present | Director, Glow SPP 11 Company Limited |
| Present | Director, Glow SPP 2 Company Limited |
| Present | Director, Glow SPP 3 Company Limited |
| Present | Director, Glow IPP Company Limited |
| Present | Director, Glow IPP 2 Holding Company Limited |
| Present | Director, Member of the Audit Committee and Chairman of Risk Management Subcommittee, Neighbouring Countries Economic Development Cooperation Agency (Public Organization) |
| 2017 - 2018 | Ambassador, Royal Thai Embassy in Yangon, Myanmar |

Securities Holding in the Company as of 31 December 2022**Ordinary shares (SHR)**

-None-

Family Relation among Directors and Executives

-None-

Lawsuits in the 10 Preceding Years

-None-

MR. PARINYA PATANAPHAKEE

Independent Director, Chairman of the Risk Management Committee
and Member of the Nomination and Remuneration Committee
Age 64 years

**First Appointment Date**

23 February 2021

Education

- Master of Political Science in Politics and Government, Sukhothai Thammathirat Open University
- Master of Business Administration, National Institute of Development Administration (NIDA)
- Barrister-at-Law, Institute of Legal Education of the Thai Bar Association
- Bachelor of Laws (First Class Honors), Ramkhamhaeng University

Training/Certification**Certification from the Thai Institute of Directors Association (IOD)**

- Role of Chairman Program (RCP 43/2018)
- Director Certification Program (DCP 248/2017)
- Successful Formulation and Execution of Strategy (SFE 16/2012)
- Financial Institution Governance Program (FGP 1/2010)

Other Trainings

- National Defence Course for the Joint State Private Sectors (NDC), Class 18/2005, National Defence College
- Advanced Master of Management Program (AMM), Class 3, National Institution of Development Administration
- Energy Literacy for a Sustainable Future (TEA), Class 11/2018, Thailand Energy Academy
- Bhumipalung Phandin (BPP), Class 4/2015, Chulalongkorn University
- Top Executive Program in Commerce and Trade (TEPCoT), Class 6/2013, Academic Service Center University of the Thai Chamber of Commerce
- Proud to be a Leader, Human Behavior Modification & Development Center (HMDC)
- Advance Security Management Program (ASMP), Class 4/2013, National Defence College
- Think Like an Influencer, PacRim Group
- Administrative Justice for Executives (BYP), Class 2/2011, The Administrative Court
- Capital Market Academy, Class 10/2010, The Stock Exchange of Thailand

- Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives, Class 8/2004, King Prajadhipok's Institute
- The Program for Senior Executives in Criminal Justice Administration Batch, Class 7/2003, National Justice Academy, Office of the Judiciary
- Financial Executive Development Program (FINEX XI), Class 11/2002, The Thai Institute of Banking and Finance Association

Work Experience in the 5 Preceding Years**Position held in Other Listed Companies in SET**

- | | |
|----------------|--|
| 2017 – Apr. 21 | Chairman of the Board of Directors and Chairman of Nomination and Remuneration Committee, Krunghthai Card Public Company Limited |
| 2017 – 2019 | First Senior Executive Vice President, Krung Thai Bank Public Company Limited |

Position held in Other Companies/Organizations

- | | |
|----------------|---|
| Present | Director, L.C.Broker Company Limited |
| Present | Chairman of the Board, Sukhumvit Asset Management Company Limited |
| Present | Director, PPK Advisory Company Limited |
| Present | Advisor attached to the Committee, Committee on Economics/Finance and Monetary Affairs Senate, Parliament |
| 2019 – Feb. 21 | Chairman, Government Housing Bank |
| 2016 – 2019 | Advisor to the Minister, Ministry of Industry |
| 2010 – 2019 | Vice Chairman, KTBLAW Company Limited |

Securities Holding in the Company as of 31 December 2022**Ordinary shares (SHR)**

-None-

Family Relation among Directors and Executives

-None-

Lawsuits in the 10 Preceding Years

-None-

MR. CHAYANIN DEBHAKAM, D.B.A.

Director, Chairman of the Nomination and Remuneration Committee
and Member of the Corporate Governance and Sustainable Development
Committee (Authorized Director)

Age 53 years

**First Appointment Date**

10 November 2015

(Re-elected No.1 on 30 April 2018 and No. 2 on 22 April 2021)

Education

- Doctorate degree in Business Administration, Rattana Bundit University
- Master of Management, Sasin Graduate Institute of Business Administration, Chulalongkorn University
- Biomedical Science, Kingston University, United Kingdom

Training/Certification**Certification from the Thai Institute of Directors Association (IOD)**

- Director Certification Program (DCP 191/2014)

Other Trainings

- Securities & Exchange Commission Capital Markets Leader Program: Building Competitiveness of Nation and Thai Capital Markets, The Securities and Exchange Commission (SEC)
- Advanced Certificate Course in Politic and Governance in Democratic Systems for Executive 12
- Advanced Certificate Course in Judicial Training for Executive 15

Work Experience in the 5 Preceding Years**Position held in Other Listed Companies in SET**

Present Director, Chairman of the Executive Committee, Chairman of the Nomination and Remuneration Committee and Member of the Corporate Governance and Sustainable Development Committee, Singha Estate Public Company Limited

Position held in Other Companies/Organizations

Present	19 directorships in the Company's and Group's subsidiaries and joint ventures
Present	Director, Mahasan Enterprise Company Limited
Present	Director, Siam Parboiled Rice Company Limited
Present	Director, Khao Pun Dee Company Limited
Present	Director, Absolute Power P Company Limited
Present	Director, Solar Innovation Company Limited
Present	Director, G-Force Company Limited
Present	Director, Bangkok 12 Company Limited
Present	Director, Kasem Wanarom Company Limited
Present	Director and Deputy Managing Director, Singha Corporation Company Limited
Present	Director, Singha Property Management Company Limited
Present	Director, S Industrial Estate Company Limited

Securities Holding in the Company as of 31 December 2022**Ordinary shares (SHR)**

40,020 shares, representing 0.0011% of total paid-up capital

Family Relation among Directors and Executives

-None-

Lawsuits in the 10 Preceding Years

-None-

MR. NARIS CHEYKLIN

Director

Age 61 years

**First Appointment Date**

10 November 2015

(Re-elected on 26 April 2019)

Education

- Master of Accounting, Thammasat University
- Bachelor of Accounting, Thammasat University

Training/Certification**Certification from the Thai Institute of Directors Association (IOD)**

- Director Certification Program (DCP 9/2002)

Other Trainings

- Institute of Metropolitan Development (Class 4)
- Advanced Security Management Program (Class 4/2013)
- Capital Market Academy Leader Program (Class 2/2006)
- Organizational Risk Management Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University (Class 2/2004)
- Corporate Financial Strategies, Kellogg School of Management, Chicago, USA
- Executive Development Program in Real Estate Management, Thammasat University (1993)
- Computer Audit Program, Arthur Andersen
- General Audit Program, SGV-Na Thalang, Bangkok and SGV, Manila, Philippines

Work Experience in the 5 Preceding Years**Position held in Other Listed Companies in SET**

2017 – Feb. 22	Vice Chairman of the Board of Directors, Member of the Executive Committee, Member of the Risk Management Committee and Member of the Corporate Governance and Sustainable Development Committee, Singha Estate Public Company Limited
2019 – Feb. 21	Chairman of the Executive Committee, S Hotels and Resorts Public Company Limited
2014 – Feb. 21	Chief Executive Officer, Singha Estate Public Company Limited
2017 – Jan. 21	Director, Chairman of the Executive Committee and Member of the Nomination and Remuneration Committee, Nirvana Daii Public Company Limited

Position held in Other Companies/Organizations

Present	Director, Siratara Company Limited
2017 – Jan. 21	Chairman, Nirvana River Company Limited
1993 – 2021	Director, Interaccy Company Limited

Securities Holding in the Company as of 31 December 2022**Ordinary shares (SHR)**

1,000,060 shares, representing 0.0278% of total paid-up capital

Family Relation among Directors and Executives

-None-

Lawsuits in the 10 Preceding Years

-None-

MRS. THITIMA RUNGKWANSIROJ

Director, Chairman of the Executive Committee,
Member of the Risk Management Committee and Member of
the Corporate Governance and Sustainable Development Committee
(Authorized Director)
Age 61 years

**First Appointment Date**

29 June 2018

(Re-elected on 29 June 2020)

Education

- Master of Accounting, Thammasat University
- Bachelor of Accounting, Thammasat University

Training/Certification**Certification from the Thai Institute of Directors Association (IOD)**

- Director Certification Program (DCP 131/2015)
- Director Accreditation Program (DAP 65/2007)
- Director Leadership Certification Program (DLCP 7/2022)

Other Trainings

- Advanced Management Program, INSEAD Business School, Singapore
- Advance Derivative and Financial Risk Management, Hong Kong
- CFO Becoming a Strategic Partner, Singapore
- CFO Regional Summit Forum, Singapore

Work Experience in the 5 Preceding Years**Position held in Other Listed Companies in SET**

Present Director, Member of the Executive Committee,
Member of the Risk Management Committee,
Member of the Corporate Governance and
Sustainable Development Committee
and Chief Executive Officer, Singha Estate Public
Company Limited

2018 – 2021 Chief Financial Officer and Company Secretary,
Singha Estate Public Company Limited

2018 – 2021 Director and Member of the Executive Committee,
Nirvana Daii Public Company Limited

Position held in Other Companies/Organizations

Present 36 directorships in the Company's and Group's
subsidiaries and joint ventures

2017 – 2018 Director and President, Sukhumvit Asset
Management Company Limited

Securities Holding in the Company as of 31 December 2022**Ordinary shares (SHR)**

-None-

Family Relation among Directors and Executives

-None-

Lawsuits in the 10 Preceding Years

-None-

MR. DIRK ANDRE L. DE CUYPER

Director, Member of the Executive Committee, Member of the Risk Management Committee, Member of the Corporate Governance and Sustainable Development Committee and Chief Executive Officer (Authorized Director)
Age 57 years

**First Appointment Date**

14 November 2018
(Re-elected on 29 June 2020)

Education

- Bachelor of Hotel Management, Brussels Erasmus University, Belgium

Training/Certification**Certification from the Thai Institute of Directors Association (IOD)**

- Director Certification Program (English Program) (DCP 247/2017)

Other Trainings

- Executive Leadership – Cornell, IMD and LBS

Work Experience in the 5 Preceding Years**Position held in Other Listed Companies in SET**

Present Member of the Executive Committee,
Singha Estate Public Company Limited

Position held in Other Companies/Organizations

Present 36 directorships in the Company's and Group's subsidiaries and joint ventures
Present Director, Babylon Property Company Limited

Securities Holding in the Company as of 31 December 2022**Ordinary shares (SHR)**

-None-

Family Relation among Directors and Executives

-None-

Lawsuits in the 10 Preceding Years

-None-

MR. CHAIRATH SIVAPORN PAN

Member of the Executive Committee

Age 40 years

**Appointment Date as Executive**

10 January 2019

Education

- Master of Business Administration – Finance, University of Illinois – Urbana Champaign, USA
- Bachelor of Economics, Thammasat University

Training/Certification**Certification from the Thai Institute of Directors Association (IOD)**

- Director Accreditation Program (DAP 184/2021)
- Company Secretary Program (CSP 101/2019)

Other Trainings

- Cash Flow Course by the Business Accounting Supervision Division, the Department of Business Development, the Ministry of Commerce, 18-22 June 2021 (7 hours e-learning)
- Financial Statements Analysis Course, the Business Accounting Supervision Division, the Department of Business Development, the Ministry of Commerce, 13-15 May 2020 (7 hours e-learning)
- Financial Advisor Refresher Course 2020, Association of Thai Securities Companies
- RE-CU CEO Class 5, RE-CU Academy
- Strategic CFO Class 6/2018, The Stock Exchange of Thailand
- Certificate in Investor Relations 2016, Thai Investor Relations Club
- Thai Intelligent Investors Program (TIIP 9), Thai Investors Association

Work Experience in the 5 Preceding Years**Position held in Other Listed Companies in SET**

Present	Chief Financial Officer, Member of the Executive Committee and Company Secretary, Singha Estate Public Company Limited
Jul. 21 – Oct. 21	Director, S Hotels and Resorts Public Company Limited
2019 – 2021	Chief Financial Officer and Company Secretary, S Hotels and Resorts Public Company Limited
2018 – 2019	Senior Vice President, Corporate Finance, Singha Estate Public Company Limited
2011 – 2018	First Vice President, Capital Market and Investor Relations, B.Grimm Power Public Company Limited

Position held in Other Companies/Organizations

Present	14 directorships in the Company's and Group's subsidiaries and joint ventures
---------	---

Securities Holding in the Company as of 31 December 2022**Ordinary shares (SHR)**

-None-

Family Relation among Directors and Executives

-None-

Lawsuits in the 10 Preceding Years

-None-

MS. SAMITTA TINNAM

Member of the Executive Committee,
Chief Financial Officer and Company Secretary
(The person taking the highest responsibility in finance and accounting)
Age 49 years

**Appointment Date as Executive**

1 July 2021

Appointment Date as Company Secretary

15 July 2021

Education

- Master of Finance – Royal Melbourne Institute of Technology (RMIT), Australia
- Postgraduate Diploma in Finance – The University of Melbourne, Australia
- Bachelor of Business Administration, Accounting – Rangsit University (2nd Class Honors)

Training/Certification**Certification from the Thai Institute of Directors Association (IOD)**

- Company Secretary Program (CSP 121/2021)
- Boardroom Success through Financing & Investment (BFI 7/2019)

Continuing Development Course in Accounting Knowledge (Refresh Course)

- TLCA CFO Professional Development Program (TLCA CFO CPD) 5/2022: Restructuring Business for Growth, Thai Listed Companies Association on 12 October 2022 (2 hours e-learning)
- TLCA CFO Professional Development Program (TLCA CFO CPD) 6/2022: CFO's role in Corporate Sustainability, Thai Listed Companies Association on 31 October 2022 (2 hours e-learning)
- TLCA CFO Professional Development Program (TLCA CFO CPD) 7/2022: Introduction to Sustainable Finance, Thai Listed Companies Association on 30 November 2022 (2 hours e-learning)
- TLCA CFO Professional Development Program (TLCA CFO CPD) 8/2022: ESG Bonds in Corporate Financing, Thai Listed Companies Association on 9 December 2022 (2 hours e-learning)

- Financial Statements Analysis Course, the Business Accounting Supervision Division, Department of Business Development, the Ministry of Commerce on 1-2 September 2021 (7 hours e-learning)

Other Trainings

- CFO's Orientation Course for New IPOs, the Thailand Securities Institute (TSI), the Stock Exchange of Thailand in June 2021 (12 hours e-learning of knowledge in finance and accounting)
- Insight Financial Management, the Stock Exchange of Thailand
- Chief Financial Officer Certificate Program Class 23/2021, the Federation of Accounting Professions

Work Experience in the 5 Preceding Years**Position held in Other Listed Companies in SET**

2018 – Jun 21 Senior Vice President – Finance Business Partner, Loxley Public Company Limited

Position held in Other Companies/Organizations

2017 – 2018 Senior Vice President – Group Finance and Accounting, Sakdi Sin Prasit Co., Ltd.

Securities Holding in the Company as of 31 December 2022
Ordinary shares (SHR)

-None-

Family Relation among Directors and Executives

-None-

Lawsuits in the 10 Preceding Years

-None-

MS. KANKANID WICHITCHAROEN

Member of the Executive Committee and Senior Vice President – Finance

(The person supervising accounting)

Age 56 years

**Appointment Date as Executive**

1 January 2019

Education

- Bachelor of Business Administration Program in Accounting, Assumption University

Training/Certification**Certification from the Thai Institute of Directors Association (IOD)**

-None-

Continuing Development Course in Accounting Knowledge (Refresh Course)

- Revenue: Difference between Accounting and Taxation Course, the Business Accounting Supervision Division, Department of Business Development, the Ministry of Commerce, 15 June 2022 (6.50 hours e-learning)
- Accounting Standard Regarding Property, Plant and Equipment Course, the Business Accounting Supervision Division, Department of Business Development, the Ministry of Commerce, 6 July 2022 (6 hours e-learning)
- Financial Statements Analysis Course, the Business Accounting Supervision Division, Department of Business Development, the Ministry of Commerce, 10-17 June 2021 (7 hours e-learning)
- Accounting Information 1 Course, the Business Accounting Supervision Division, Department of Business Development, the Ministry of Commerce, 21-22 June 2021 (6 hours e-learning)
- TFRS 15: Revenue from Contracts with Customers and TFRS 16: Lease, Dharmniti Seminar and Training Company Limited, 22 October 2020 (6 hours)
- CFO' s Orientation Course for New IPOs, Class 3, Thailand Securities Institute (TSI), the Stock Exchange of Thailand, 26-27 January 2019 (12 hours)

Other Trainings

- Mini Master of Management Program (MMM)+ Class 73, Graduate School of Public Administration, National Institute of Development Administration, November 2020 – April 2021
- Tax burden in the whole system of real estate, house, land, housing estate, condominium selling business, Dharmniti Seminar and Training Company Limited, 16 November 2020
- VAT principles of real estate development business both in the rental and service including the correct purchase tax average, Dharmniti Seminar and Training Company Limited
- Update Accounting Standard 2018, Boon Rawd Brewery Company Limited
- Advanced Excel Charts for Accounting Presentation, Dharmniti Seminar and Training Company Limited
- In-depth Financial Statements Analysis Course, Dharmniti Seminar and Training Company Limited
- 41 issues with 7 standards for accurate accounting, Dharmniti Seminar and Training Company Limited
- COSO 2013 Internal Control System Guidelines Model, Class 1/2016, Federation of Accounting Professions

Work Experience in the 5 Preceding Years**Position held in Other Listed Companies in SET**

-None-

Position held in Other Companies/Organizations

-None-

Securities Holding in the Company as of 31 December 2022**Ordinary shares (SHR)**

10,000 shares, representing 0.0003% of total paid-up capital

Family Relation among Directors and Executives

-None-

Lawsuits in the 10 Preceding Years

-None-

MR. STEFANO ALBERTO RUZZA
 Member of the Executive Committee
 and Senior Vice President – Operations
 Age 49 years



Appointment Date as Executive

1 June 2020

Position held in Other Companies/Organizations

2017 – 2020 General Manager, Conrad Maldives Rangali Island

Education

- Diploma of Hospitality-Restaurations HF/SHL Swiss Hotel School of Lucerne, SHL

Securities Holding in the Company as of 31 December 2022

Ordinary shares (SHR)

-None-

Training/Certification

Certification from the Thai Institute of Directors Association (IOD)

-None-

Family Relation among Directors and Executives

-None-

Other Trainings

- GDPR Compliance
- Advice for Leaders During a Crisis

Lawsuits in the 10 Preceding Years

-None-

Work Experience in the 5 Preceding Years

Position held in Other Listed Companies in SET

-None-

MS. PATTEERA MANEESRI

Vice President - Human Resources and Brand Culture
Age 49 years

**Appointment Date as Executive**

1 March 2022

Education

- Master of Science Program in Information Technology Management, National Institute of Development Administration (NIDA)
- Bachelor of Business Administration in General Management, Ramkhamhaeng University

Training/Certification**Certification from the Thai Institute of Directors Association (IOD)**

-None-

Other Trainings

-None-

Work Experience in the 5 Preceding Years**Position held in Other Listed Companies in SET**

-None-

Position held in Other Companies/Organizations

2019 – 2020 Owner Representative, Kitprasan Group

2016 – 2019 Cluster Director of Human Resources,
Minor International – Thailand, M I Squared
Company Limited

Securities Holding in the Company as of 31 December 2022**Ordinary shares (SHR)**

-None-

Family Relation among Directors and Executives

-None-

Lawsuits in the 10 Preceding Years

-None-

MR. HYUNSU AN

Vice President – Revenue Strategy and Distribution

Age 41 years

**Appointment Date as Executive**

21 November 2022

Education

- Bachelor's Degree: Applied Hospitality & Tourism Management, Pacific International Hotel Management School (PIHMS) New Zealand

Training/Certification**Certification from the Thai Institute of Directors Association (IOD)**

-None-

Other Trainings

-None-

Work Experience in the 5 Preceding Years**Position held in Other Listed Companies in SET**

-None-

Position held in Other Companies/Organizations

2022	Group Director of Revenue and Analytics – Naumi Hotels
2019 – 2022	Director of Revenue Management, Rosewood Hotels and Resorts
2017 – 2019	Area Director of Revenue Management, Beijing Market – Kempinski Hotels
2016 – 2017	Regional Director of Sales, Southeast Asia – IDEaS A SAS Company

Securities Holding in the Company as of 31 December 2022**Ordinary shares (SHR)**

-None-

Family Relation among Directors and Executives

-None-

Lawsuits in the 10 Preceding Years

-None-

MR. SANOH RUSMEEROJWONG

Vice President – Corporate Finance and Investor Relations

Age 47 years

Appointment Date as Executive

1 July 2021

Termination Date as Executive:

1 March 2022

Education

- Economics, University of Illinois at Urbana-Champaign (College of Business), USA
- Applied Statistics, Faculty of Commerce and Accountancy, Chulalongkorn University

Training/Certification**Certification from the Thai Institute of Directors Association (IOD)**

-None-

Other Trainings

-None-

Work Experience in the 5 Preceding Years**Position held in Other Listed Companies in SET**

2019 – Jun. 21 Vice President – Corporate Finance and Treasury,
Singha Estate Public Company Limited

Position held in Other Companies/Organizations

2018 – 2019 Head of Finance, Asset World Corp Public
Company Limited

2016 – 2018 Vice President Finance and Treasury, TCC Hotel
Asset Management Company Limited

Securities Holding in the Company as of 31 December 2022**Ordinary shares (SHR)**

265,000 shares, representing 0.0074% of total paid-up capital

Family Relation among Directors and Executives

-None-

Lawsuits in the 10 Preceding Years

-None-

MR. NICOLAS ANTOINE DURAND

Vice President – Revenue Strategy and Partnership

Age 43 years

Appointment Date as Executive

1 August 2020

Termination Date as Executive

18 November 2022

Education

- Bachelor of Business and Administration, The University of New Mexico (UNM), Albuquerque, USA
- Bachelor of Business and Administration, EM Normandie, Caen, France

Training/Certification**Certification from the Thai Institute of Directors Association (IOD)**

-None-

Other Trainings

-None-

Work Experience in the 5 Preceding Years**Position held in Other Listed Companies in SET**

-None-

Position held in Other Companies/Organizations

- | | |
|-------------|--|
| 2018 – 2020 | Senior Director of Global Distribution, Jumeirah Group |
| 2015 – 2018 | Director of Revenue Management Analytics, Movenpick Hotels & Resorts |

Securities Holding in the Company as of 31 December 2022**Ordinary shares (SHR)**

-None-

Family Relation among Directors and Executives

-None-

Lawsuits in the 10 Preceding Years

-None-

MR. PEERASAK FERGUSON

Vice President – Global Commerce

Age 35 years

Appointment Date as Executive

2 August 2021

Termination Date as Executive

26 November 2022

Education

- English Literature, The University of the South Sewanee, TN, USA

Training/Certification**Certification from the Thai Institute of Directors Association (IOD)**

-None-

Other Trainings

-None-

Work Experience in the 5 Preceding Years**Position held in Other Listed Companies in SET**

2016 – 2021 Regional Director of Sales, Minor International
Public Company Limited

Position held in Other Companies/Organizations

-None-

Securities Holding in the Company as of 31 December 2022**Ordinary shares (SHR)**

-None-

Family Relation among Directors and Executives

-None-

Lawsuits in the 10 Preceding Years

-None-

THE COMPANY'S SECURITIES HOLDING OF DIRECTORS AND EXECUTIVES /1

NAMES	POSITION	ORDINARY SHARES				
		As at 31 December 2021		As at 31 December 2022		Increase (decrease) during the year (shares)
		Number of shares (shares)	% of total paid-up capital	Number of shares (shares)	% of total paid-up capital	
1. Mr. Apisak Tantivorawong	Chairman of the Board of Directors Independent Director	-	-	-	-	-
Spouse / underage children		-	-	-	-	-
2. Mr. Sompong Tantapart	Independent Director Chairman of the Audit Committee	-	-	-	-	-
Spouse / underage children		-	-	-	-	-
3. Mr. Praisun Wongsmith	Independent Director Member of the Audit Committee Member of the Nomination and Remuneration Committee	-	-	-	-	-
Spouse / underage children		-	-	-	-	-
4. Mr. Jukr Boon-long	Independent Director Chairman of the Corporate Governance and Sustainable Development Committee Member of the Audit Committee	-	-	-	-	-
Spouse / underage children		-	-	-	-	-
5. Mr. Parinya Patanaphakdee	Independent Director Chairman of the Risk Management Committee Member of the Nomination and Remuneration Committee	-	-	-	-	-
Spouse / underage children		-	-	-	-	-
6. Mr. Chayanin Debhakam, D.B.A.	Director Chairman of the Nomination and Remuneration Committee Member of the Corporate Governance and Sustainable Development Committee	40,020	0.0011	40,020	0.0011	0
Spouse / underage children		-	-	-	-	-
7. Mr. Naris Cheyklin	Director	1,060,060	0.0295	1,000,060	0.0278	(60,000)
Spouse / underage children		-	-	-	-	-
8. Mrs. Thitima Rungkwansiriraj	Director Chairman of the Executive Committee Member of the Risk Management Committee Member of the Corporate Governance and Sustainable Development Committee	-	-	-	-	-
Spouse / underage children		-	-	-	-	-

NAMES	POSITION	ORDINARY SHARES				
		As at 31 December 2021		As at 31 December 2022		Increase (decrease) during the year (shares)
		Number of shares (shares)	% of total paid-up capital	Number of shares (shares)	% of total paid-up capital	
9. Mr. Dirk Andre L. De Cuyper	Director Member of the Executive Committee Member of the Risk Management Committee Member of the Corporate Governance and Sustainable Development Committee Chief Executive Officer	-	-	-	-	-
Spouse / underage children		-	-	-	-	-
10. Ms. Samitta Tinnam	Member of the Executive Committee Chief Financial Officer Company Secretary	-	-	-	-	-
Spouse / underage children		-	-	-	-	-
11. Ms. Kankanid Wichircharoen	Member of the Executive Committee Senior Vice President – Finance	10,000	0.0003	10,000	0.0003	0
Spouse / underage children		-	-	-	-	-
12. Mr. Stefano Alberto Ruzza	Member of the Executive Committee Senior Vice President – Operations	-	-	-	-	-
Spouse / underage children		-	-	-	-	-
13. Ms. Patteera Manesri	Vice President – Human Resources and Brand Culture	-	-	-	-	-
Spouse / underage children		-	-	-	-	-
14. Mr. Hyunsu An	Vice President – Revenue Strategy and Distribution	-	-	-	-	-
Spouse / underage children		-	-	-	-	-
15. Mr. Sanoh Rusmeerojwong ^{/2}	Vice President – Corporate Finance and Investor Relations	265,000	0.0074	265,000	0.0074	0
Spouse / underage children		-	-	-	-	-
16. Mr. Nicolas Antoine Durand ^{/3}	Vice President – Revenue Strategy and Partnership	-	-	-	-	-
Spouse / underage children		-	-	-	-	-
17. Mr. Peerasak Ferguson ^{/4}	Vice President – Global Commerce	-	-	-	-	-
Spouse / underage children		-	-	-	-	-
Total shares held by directors and management not exceeding 25% of paid-up capital		1,375,080	0.0383	1,315,080	0.0366	(60,000)

Remark: ^{/1} List of the directors and executives pursuant to the definition under the Notification of the Capital Market Supervisory Board No.Tor Jor 23/2551.

^{/2} Mr. Sanoh Rusmeerojwong resigned from the position effective from 1 March 2022

^{/3} Mr. Nicolas Antoine Durand resigned from the position effective from 18 November 2022

^{/4} Mr. Peerasak Ferguson resigned from the position effective from 26 November 2022

GENERAL INFORMATION OF BUSINESS HELD BY THE COMPANY 10% UPWARDS (DIRECTLY AND INDIRECTLY)

As of 31 December 2022

NO.	COMPANY NAME AND ADDRESS	REGISTERED CAPITAL	TYPE OF SHARE	NUMBER OF PAID-UP SHARES (SHARES)	VALUE OF SHARE	SHAREHOLDING (%)
Type of business: Hotel management and investment						
1	S Hotel Phi Phi Island Co., Ltd. 123 Suntowers Building B, 10th Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok, Thailand 10900 Tel: +66 (0) 2-058-9888	THB 300,000,000	Ordinary	3,000,000	THB 100	99.99
2	S Hotel Management Co., Ltd. 123 Suntowers Building B, 10th Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok, Thailand 10900 Tel: +66 (0) 2-058-9888	THB 1,531,122,890	Ordinary	153,112,289	THB 10	99.99
3	S Hotels and Resorts Management Co., Ltd. 123 Suntowers Building B, 10th Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok, Thailand 10900 Tel: +66 (0) 2-058-9888	THB 20,000,000	Ordinary	200,000	THB 100	99.99
4	Laguna Phuket Club Co., Ltd. 323 Moo 2, Srisoonthorn Road, Tambol Cherngtalay, Amphur Thalang, Phuket province	THB 373,000,000	Ordinary Preference	37,137,000 163,000	THB 10 THB 10	99.99
5	Na Nimmann Co., Ltd. 63/182 Moo 5, Tambol Bohput, Amphur Koh Samui, Suratthani province	THB 118,000,000	Ordinary	11,800	THB 10,000	99.99
6	Laguna Service Co., Ltd. 57 Moo 4, Srisoonthorn Road, Tambol Cherngtalay, Amphur Thalang, Phuket province	THB 90,500,000	Ordinary	905,000	THB 100	27.09
7	Jupiter Hotels Wetherby Limited 40 Oxford Road, High Wycombe, BUCKS HP11 2EE	GBP 4,505,000	Common Preference	4,500,000 5,000	GBP 1 GBP 1	100
8	Jupiter Hotels Management Limited 40 Oxford Road, High Wycombe, BUCKS HP11 2EE	GBP 1	Common	1	GBP 1	100
9	Aston Hotels Limited 40 Oxford Road, High Wycombe, BUCKS HP11 2EE	GBP 1,500,000	Common	1,500,000	GBP 1	50

NO.	COMPANY NAME AND ADDRESS	REGISTERED CAPITAL	TYPE OF SHARE	NUMBER OF PAID-UP SHARES (SHARES)	VALUE OF SHARE	SHAREHOLDING (%)
10	Aston Ventures Limited 40 Oxford Road, High Wycombe, BUCKS HP11 2EE	GBP 1,000,000	Common	1,000,000	GBP 1	50
11	Aston Hotels (Sheffield) Limited 40 Oxford Road, High Wycombe, BUCKS HP11 2EE	GBP 1,000,000	Common	1,000,000	GBP 1	50
12	Dream Islands Development 2 Private Limited #02-01, Millennia Tower, 10 Ameer Ahmed Magu, Malé 20026, The Republic of Maldives	MVR 2,829,662,520	Ordinary	183,506,000	MVR 15.42	100
13	Dream Islands Development 3 Private Limited #02-01, Millennia Tower, 10 Ameer Ahmed Magu, Malé 20026, The Republic of Maldives	MVR 638,388,000	Ordinary	123,360,000	MVR 1	50
14	O.K.M Pvt Ltd #02-01, Millennia Tower, 10 Ameer Ahmed Magu, Malé 20026, The Republic of Maldives	MVR 1,217,290,574	Ordinary	7,894,232	MVR 154.2	100
15	APAC Holding, LLC MAPLES CORPORATE SERVICES LIMITED PO Box 309 Ugland House, Grand Cayman KY1-1104, Cayman Islands	No concept of share capital	Member		No par value	100
16	Hillview Pte Limited KPMG, Level 10, BSP Suva Central, Renwick Road, Suva, The Republic of Fiji	FJD 14,338,979	Ordinary	14,338,979	FJD 1	100
17	OC Pte Limited KPMG, Level 10, BSP Suva Central, Renwick Road, Suva, The Republic of Fiji	USD 9,546,323	Ordinary	9,546,323	USD 1	100
18	Saltlake Resorts Ltd. Allée des Cocotiers, Royal Road, Bel Ombre, The Republic of Mauritius	MUR 216,505,000	Ordinary	216,505	MUR 1,000	100

NO.	COMPANY NAME AND ADDRESS	REGISTERED CAPITAL	TYPE OF SHARE	NUMBER OF PAID-UP SHARES (SHARES)	VALUE OF SHARE	SHAREHOLDING (%)
Type of business: Investment in other companies						
19	Laguna Beach Development Co., Ltd. 323 Moo 2, Srisoonthorn Road, Tambol Cherngtalay, Amphur Thalang, Phuket province	THB 10,000,000	Ordinary Preference	600,000 400,000	THB 10 THB 10	99.99
20	Laguna Paradise Co., Ltd. 323 Room No.1, Moo 2, Srisoonthorn Road, Tambol Cherngtalay, Amphur Thalang, Phuket province	THB 1,000,000	Ordinary	100,000	THB 10	99.99
21	S Hotels and Resorts (HK) Limited 31/F., Tower Two, Time Square 1, Matheson Street, Causeway Bay, Hong Kong	GBP 42,632,000	Common	42,632,000	GBP 1	100
22	S Hotels and Resorts (UK) Ltd. The Broadgate Tower, 3 rd Floor, 20 Primrose Street, London, United Kingdom, EC2A 2RS	GBP 500,000	Common	500,000	GBP 1	100
23	FS JV Co Limited 40 Oxford Road, High Wycombe, BUCKS HP11 2EE	GBP 1,000,000	Common	1,000,000	GBP 1	100
24	FS Mezz Co Limited 40 Oxford Road, High Wycombe, BUCKS HP11 2EE	GBP 1,000,000	Common	1,000,000	GBP 1	100
25	FS Mid Co Limited 40 Oxford Road, High Wycombe, BUCKS HP11 2EE	GBP 1,000,000	Common	1,000,000	GBP 1	100
26	FS Senior Co Limited 40 Oxford Road, High Wycombe, BUCKS HP11 2EE	GBP 1,000,000	Common	1,000,000	GBP 1	100
27	Jupiter Hotels Holdings Limited 40 Oxford Road, High Wycombe, BUCKS HP11 2EE	GBP 27,100,000	Common	27,100,000	GBP 1	100
28	Jupiter Hotels Midco Limited 40 Oxford Road, High Wycombe, BUCKS HP11 2EE	GBP 27,100,000	Common	27,100,000	GBP 1	100
29	FS JV License Limited 40 Oxford Road, High Wycombe, BUCKS HP11 2EE	GBP 3,264,000	Common	3,264,000	GBP 1	50

NO.	COMPANY NAME AND ADDRESS	REGISTERED CAPITAL	TYPE OF SHARE	NUMBER OF PAID-UP SHARES (SHARES)	VALUE OF SHARE	SHAREHOLDING (%)
30	FS Mid License Limited 40 Oxford Road, High Wycombe BUCKS HP11 2EE	GBP 1	Common	1	GBP 1	50
31	The Hotelier Group Limited 40 Oxford Road, High Wycombe BUCKS HP11 2EE	GBP 8,022,378.7	Common	80,223,787	GBP 0.1	50
32	SHR Offshore Holdings Co., Ltd. Oliaji Trade Centre, 1 st Floor, Victoria Mahé, The Republic of Seychelles	USD 68,024,132	Ordinary	68,024,132	USD 1	100
33	S Hotels and Resorts (SC) Co., Ltd. Oliaji Trade Centre, 1 st Floor, Victoria Mahé, The Republic of Seychelles	USD 500,000,000	Ordinary	177,700,001	USD 1	100
34	Prime Locations Management 2 Ltd. Oliaji Trade Centre, 1 st Floor, Victoria Mahé, The Republic of Seychelles	USD 500,000,000	Ordinary	1	USD 1	100
35	Prime Locations Management 3 Ltd. Oliaji Trade Centre, 1 st Floor, Victoria Mahé, The Republic of Seychelles	USD 65,000,000	Ordinary	24,000,000	USD 1	50
Type of business: Investment in other companies and hotel management and investment						
36	Jupiter Hotels Limited 40 Oxford Road, High Wycombe BUCKS HP11 2EE	GBP 35,776,000	Common Preference	35,750,000 26,000	GBP 1 GBP 1	100
37	S Hotels and Resorts APAC (SG) Pte. Ltd. 38 Beach Road, #29-11 South Beach Tower, Singapore 189767	USD 245,096,094	Ordinary	245,096,094	USD 1	100

LIST OF DIRECTORS IN SUBSIDIARIES

As of 31 December 2022

NAME	S Hotels and Resorts Public Company Limited	SUBSIDIARIES															
		SHotel Phi Phi Island Co., Ltd.	SHotel Management Co., Ltd.	Laguna Beach Development Co., Ltd.	Laguna Paradise Co., Ltd.	Laguna Phuket Club Co., Ltd.	Na Nimmann Co., Ltd.	SHotels and Resorts Management Co., Ltd.	SHotels and Resorts (HK) Limited	SHotels and Resorts (UK) Ltd.	FS JV Co Limited	FS Mezz Co Limited	FS Mid Co Limited	FS Senior Co Limited	Jupiter Hotels Holdings Limited		Jupiter Hotels Midco Limited
1. Mr. Apisak Tantivorawong	★																
2. Mr. Sompong Tantapart	/																
3. Mr. Praisun Wongsomsmith	/																
4. Mr. Jukr Boon-long	/																
5. Mr. Parinya Patanaphakdee	/																
6. Mr. Chayanin Debhakam, D.B.A.	/	/	/	/	/	/	/		/	/							
7. Mr. Naris Cheyklin	/																
8. Mrs. Thitima Rungkwansiriroy	/, △	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/
9. Mr. Dirk Andre L. De Cuyper	/, //, ○, △	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/	/
10. Mr. Chairath Sivapornpan	△							/	/	/	/	/	/	/	/	/	/
11. Ms. Samitta Tinnam	//, △																
12. Ms. Kankanid Wichitcharoen	//, △																
13. Mr. Stefano Alberto Ruzza	//, △																
14. Ms. Patteera Maneesri ¹	//																
15. Mr. Hyunsu An ²	//																
16. Mr. Sanoh Rusmeerojwong ³	//																
17. Mr. Nicolas Antoine Durand ⁴	//																
18. Mr. Peerasak Ferguson ⁵	//																
19. Mr. Sanjay Kumar Singh																	
20. Mr. Krit Srichawla																	
21. Mr. Andrew Edward Pring																	
22. Mr. Sai Shang																	
23. Mr. Khin Saw Hlaing																	
24. Mr. Zaw Win Maung																	
25. Ms. Le Le Wai																	
26. Mr. Mohamed Shahdy Anwar																	
27. Mr. Hussain Siraj																	
28. Mr. Russell Graham Blaik																	
29. Mr. Assad Abdullatiff																	
30. Ms. Nadia Sayed Khadija																	
31. Ms. Ng Hooi Shan																	
32. Mr. Kontee Worrapitayut																	
33. Mr. Eddy Sea Hock Lye																	
34. Mr. Edmund Tan Min Hai																	
35. Ms. Areewan Sriwichupong																	
36. Mr. Stuart David Reading																	
37. Ms. Ungkhana Tosilanon																	
38. Mr. Amnuay Navachotchaikul																	
39. Mr. Chatchai Chordokrak																	

Note: ★ = Chairman of the Board of Directors / = Director ○ = Executive Director // = Executive △ = Member of Executive Committee

¹ Ms. Patteera Maneesri was appointed to be the Company Executive effective from 1 March 2022

² Mr. Hyunsu An was appointed to be the Company Executive effective from 21 November 2022

³ Mr. Sanoh Rusmeerojwong resigned from the Company effective from 1 March 2022

⁴ Mr. Nicolas Antoine Durand resigned from the Company effective from 18 November 2022

⁵ Mr. Peerasak Ferguson resigned from the Company effective from 26 November 2022

COMPANY INFORMATION AND OTHER SIGNIFICANT INFORMATION

INFORMATION OF THE COMPANY AS OF 31 DECEMBER 2022

COMPANY NAME	S Hotels and Resorts Public Company Limited
SECURITIES SYMBOL	SHR
HEAD OFFICE	No. 123 Suntowers Building B, 10 th Floor, Vibhavadi-Rangsit Road Chom Phon, Chatuchak, Bangkok 10900, Thailand
TELEPHONE	+66 (0) 2058 9888
WEBSITE	www.shotelsresorts.com
TYPE OF BUSINESS	Holding company that engages in the management of hotels and resorts and investments in international hotel companies
COMPANY REGISTRATION NUMBER	0107562000190
YEAR OF ESTABLISHMENT	2014
FIRST TRADE DATE IN SET	12 November 2019
REGISTERED CAPITAL	Baht 18,318,200,000 comprising 3,663,640,000 ordinary shares
PAID-UP CAPITAL	Baht 17,968,200,000 comprising 3,593,640,000 ordinary shares
PAR VALUE	Baht 5
INVESTOR RELATIONS	Telephone: +66 (0) 2058 9888 Ext. 358 Email: IR@shotelsresorts.com
COMPANY SECRETARY DEPARTMENT	Telephone: +66 (0) 2058 9888 Ext. 344 - 345 Email: comsec-shr@shotelsresorts.com

REFERENCE INFORMATION

REGULATOR	Securities and Exchange Commission, Thailand No. 333/3 Viphavadi Rangsit Road, Chomphon, Chatuchak Bangkok 10900, Thailand Telephone: +66 (0) 2033 9999 Facsimile: +66 (0) 2033 9660
REGULATOR	The Stock Exchange of Thailand No. 93 Ratchadaphisek Road, Dindaeng, Bangkok 10400, Thailand Telephone: +66 (0) 2009 9000 Facsimile: +66 (0) 2009 9991
SECURITIES REGISTRAR	Thailand Securities Depository Co., Ltd. No. 93, 14 th Floor, Ratchadaphisek Road, Dindaeng, Bangkok 10400, Thailand Telephone: +66 (0) 2009 9380 Facsimile: +66 (0) 2009 9992
AUDITOR	PricewaterhouseCoopers ABAS Ltd. No. 179/74-80, 15 th Floor, Bangkok City Tower, South Sathorn Road Bangkok 10120, Thailand Telephone: +66 (0) 2844 1000 Facsimile: +66 (0) 2286 5050 1. Mr. Chanchai Chaiprasit, Certified Public Accountant No. 3760, or 2. Mr. Boonrueng Lerdwiseswit, Certified Public Accountant No. 6552, or 3. Mr. Kan Tanthawirat, Certified Public Accountant No. 10456
LEGAL ADVISOR	Baker & McKenzie Ltd. No. 990, 5 th Floor, 21 st - 25 th Floor, Abdulrahim Place, Rama IV Road, Silom Bangrak, Bangkok 10500, Thailand Telephone: +66 (0) 2636 2000 Facsimile: +66 (0) 2636 2111

OTHER SIGNIFICANT INFORMATION

No other significant information that could affect investors' decision making.

* The Company's Annual Report 2022 (Form 56-1 One Report) has been prepared in accordance with the form Annual Information Disclosure Form/ Annual Report (Form 56-1 One Report) pursuant to the announcement of the Capital Market Supervisory Board No. TorJor. 55/2563 regarding the regulations, conditions and reporting methods, disclosure of information on financial position and operating results of the securities issuer company. Investors can acquire the information publicized on the Company's website www.shotelsresorts.com.

In addition, this Annual Report (56-1 One Report) referred to the information disclosed on the Company's website, which is an integral part of the 56-1 One Report. The Board of Directors certifies the correctness and completeness of such referred information.

INFORMATION FOR INVESTORS

S Hotels and Resorts Public Company Limited

Registered Capital:	Baht 18,318,200,000
Paid-up Capital:	Baht 17,968,200,000
Comprising of ordinary shares of	3,593,640,000 shares
Par Value	Baht 5 per shares

Stock Information

S Hotels and Resorts Public Company Limited has been registered transformation into Public Limited Company on 3 May 2019. The Initial Public Offering on the Stock Exchange of Thailand (SET) was on 12 November 2019 in the sector of Tourism & Leisure under the symbol “SHR”.

Annual General Meeting of Shareholders

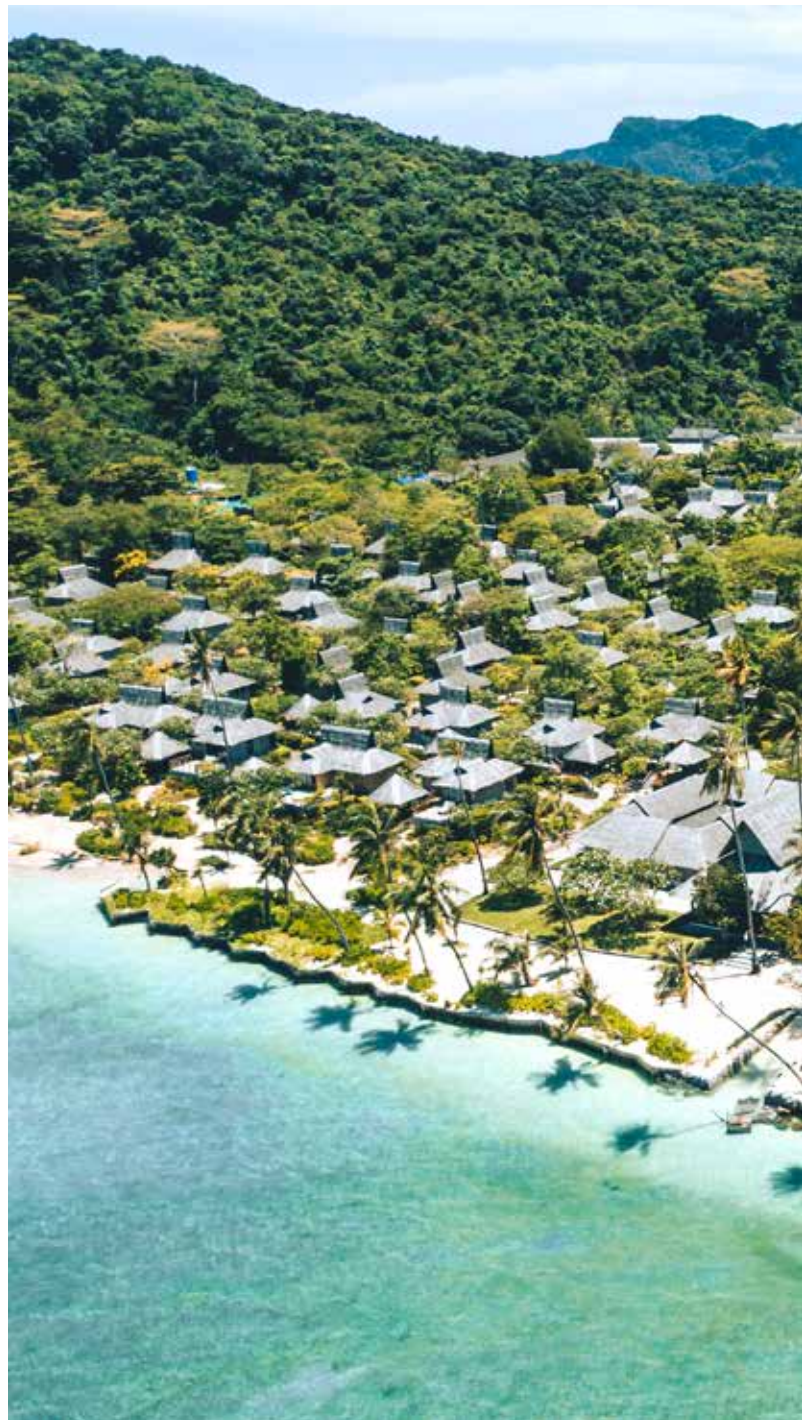
The Board of Directors of S Hotels and Resorts Public Company Limited resolved to hold the 2023 Annual General Meeting of Shareholders on 25 April 2023, at 14.00 hrs., to consider and approve significant agenda in relation to the annual general meeting of shareholders of the Company.

Investor Relations

Mr. Phattharaphong Kaoian
 Manager of Corporate Finance and Investor Relations
 Department
 Address: S Hotels and Resorts Public Company Limited
 123 Suntowers Building B, 10th Floor,
 Vibhavadi-Rangsit Road, Chompon, Chatuchak,
 Bangkok 10900 Thailand
 Telephone: +66(0) 2098 9888 ext. 358
 Email: IR@shotelsresorts.com
 Website: <https://www.shotelsresorts.com/>

Dividend Policy

The Company has a policy to pay dividends at a rate of approximately 40 percent of the annual net profit (unless there is a compelling reason against this).





ATTACHMENTS APPEARED ON THE COMPANY'S WEBSITE*

Attachment 1	Charters of the Board of Directors and Subcommittees
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Attachment 2	Code of Conduct
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Attachment 3	Corporate Governance Policy
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Attachment 4	Sustainable Development Policy
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Attachment 5	Corporate Social Responsibilities Policy
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Attachment 6	Anti-Corruption Policy
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Attachment 7	Whistleblowing Policy
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Attachment 8	Conflict of Interest Policy
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Attachment 9	Insider Information Policy
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Please find more details of the Company's information from the attachments which are on the website at www.shotelsresorts.com.

* In case this Annual Report (Form 56-1 One Report) references information disclosed on the Company's website, the disclosed information shall be deemed to be part of this report.

S HOTELS AND RESORTS PUBLIC COMPANY LIMITED

123 Sun Towers Building B, 10th Floor
Vibhavadi-Rangsit Road, Chom Phon
Chatuchak, Bangkok 10900
Tel : +66 (0) 2058 9888

www.shotelsresorts.com