

FY 2023 SIGNIFICANT EVENTS

ACQUISITION AND DISPOSAL OF ASSETS

28 February 2023, RBH Ventures Co., Ltd. (“RBV”), a subsidiary of Rabbit Holdings Public Company Limited (“Rabbit Holdings” or “the Company”), entered into a share subscription agreement with Prime Zone Asset Management Co., Ltd. (“Prime Zone”) for 2,228,572 shares, or equivalent to 70.0% of the total registered capital of Prime Zone, for a total purchase price of THB 900mn. The acquisition was implemented in phases. On, **3 July 2023**, RBV completed the purchase of 62.5% in Prime Zone at the total purchase price of THB 500mn. Later, on **12 October 2023**, RBV acquired additional shares at the total value of THB 200mn, bringing the shareholding in Prime Zone to 70.0%. Lastly, on **15 December 2023**, RBV increased its ownership and purchased additional shares at the total value of THB 30mn, bringing the ownership to 70.8%. The purpose of the investment is to expand further into the financial services business, increase the Company’s income base and customer group, and ultimately enhance the Company’s overall business value.

(For more details, please see the news in the SET [RABBIT.SET 005/2023](#))

29 May 2023, the Company has successfully disposed of its ordinary shares in 4 non-operated subsidiaries, pursuant to the resolution of the Board of Directors’ Meeting No. 7/2022 held on November 2022. Therefore, the 4 non-operated subsidiaries shall cease to be subsidiaries of the Company.

(For more details, please see the news in the SET [RABBIT.SET 011/2023](#))

21 June 2023, the Company successfully disposed of its 40% shares in Absolute Hotel Services Co., Ltd. (“AHS”) and 9.81% in Absolute Hotel Services Hong Kong Limited, its hotel management platform, at the total purchase price of EUR 5.35mn (THB 200mn) and EUR 0.65mn (THB 24mn), respectively. This is part of the Company’s strategic exit from real estate and change in business direction to focus within the financial services business.

4 October 2023, RBV has entered into a share subscription agreement with Metha Asset Management Co., Ltd. (“Metha”), a private fund management company, for 300,000 shares of Metha after its capital increase. The total purchase price is THB 70mn and the investment is equivalent to 50.0% of the total issued shares. The purpose of the investment is to foster the further growth and expansion of the Company’s financial services business. The transaction was completed on 20 November 2023.

(For more details, please see the news in the SET [RABBIT.SET 015/2023](#))

CAPITAL ALLOCATION

9 January 2023, Rabbit Holdings reported on the utilisation of the net proceeds from the capital increase of THB 15,725mn, which the Company received from issuing and offering the newly issued preferred shares to the existing shareholders and existing preferred shareholders in proportion to their shareholdings during 12–21 May 2021. As of 31 December 2022, the Company has no balance received from the capital increase. The Company has utilised the proceeds during the period of 25 May 2021 – 31 December 2022 with details as follows:

- I. Repayment of loans of the Company and associated companies of THB 10,198mn

II. Investment in the development of projects of THB 5,527mn

(For more details, please see the news in the SET [RABBIT.SET 001/2023](#), [U.SET 012/2022](#), [U.SET 001/2022](#) and [U.SET 017/2021](#))

23 February 2023, the Company reported on the reduction of its registered capital from THB 109,580,953,718.40 to THB 47,941,667,251.80 and the reduction of the Company's paid-up capital from THB 101,821,343,532.80 to THB 44,546,837,795.60 by reducing the par value of the Company's shares from the par value of THB 3.20 per share to THB 1.40 per share.

Subsequently, on **7 March 2023**, RABBIT and RABBIT-P were traded at a new par value of THB 1.40 per share.

(For more details, please see the news in the SET [RABBIT.SET 004/2023](#))

WARRANTS AND SHARES CONVERSION

16 March 2023, the Company announced the expiration of RABBIT-W4 and reported the total number of exercised warrants of 94,085 units, which had been converted to a total of 1,129 RABBIT common shares. Therefore, the new total outstanding RABBIT common shares increased to 5,613,718,693 shares from 5,613,717,564 shares.

(For more details, please see the news in the SET [RABBIT.SET 2023](#))

At the end of each quarter's final week, shareholders holding RABBIT-P (preference shares) have the opportunity to exercise their conversion rights, allowing them to convert their RABBIT-P shares into RABBIT (common shares) at 1:1 ratio without incurring any conversions costs. During the period of FY 2023, the conversion details are as follows:

Exercise Period:	Reported date of exercise results:	Number of converted RABBIT-P shares:	Number of non-converted RABBIT-P shares:	Published information regarding conversion of RABBIT-P shares:
1st Exercise	5 April 2023	1,262,527,417	24,942,924,873	RABBIT.SET 2023
2nd Exercise	3 July 2023	29,300	24,942,895,573	RABBIT.SET 2023
3rd Exercise	2 October 2023	25,446,400	24,917,449,173	RABBIT.SET 2023
4th Exercise	4 January 2024	43,310,865	24,874,138,308	RABBIT.SET 2023

For the period ending in FY 2023, the total RABBIT-P shares converted were 1,331,313,982 shares, resulting in outstanding total of RABBIT common shares of 6,945,032,675 shares and RABBIT-P shares of 24,874,138,308 shares.

ANNUAL GENERAL MEETING OF SHAREHOLDERS

9 March 2023, the Board of Directors' Meeting No. 2/2023 approved of all the proposed agendas at Annual General Meeting of Shareholders for the year 2023.

(For more details, please see the news in the SET [RABBIT.SET 007/2023](#))

27 April 2023, the Annual General Meeting of Shareholders for the year 2023 was convened and all proposed resolutions were approved.

(For more details, please see the news in the SET [RABBIT.SET 009/2023](#))

BUSINESS RESTRUCTURING & UPDATES

17 January 2023, the Company changed its website (URL) from www.ucity.co.th to www.rabbitholdings.co.th.

19 May 2023, the Unicorn, 51 levels of mixed-use building was officially launched. With direct access to the BTS Phayathai station, the Unicorn comprises of a luxurious 5-star hotel under the brand, Eastin Grand Hotel Phayathai, boasting 21,220 sqm of meticulously crafted office spaces and 6,500 sqm of retail commercial units.

(For more details, please see the official Unicorn website <https://www.theunicornbangkok.com/>)

FY 2023 PERFORMANCE
FY 2023 P&L SNAPSHOT AND ANALYSIS

(THB mn)	FY 2023	FY 2022	% YoY	4Q 2023	3Q 2023	% QoQ
Total consolidated revenue	5,283	7,930	(33.4%)	1,567	1,255	24.9%
Total consolidated expenses	(7,580)	(5,458)	38.9%	(3,059)	(1,291)	137.0%
EBITDA	(1,349)	3,333	n.a	(1,214)	215	n.a
Finance costs	(946)	(895)	5.7%	(297)	(239)	24.6%
Share of profit/(loss) from associates/JVs	(1,120)	(115)	(877.6%)	(117)	(58)	(101.1%)
Reported Net Profit/(Loss)	(4,341)	1,331	n.a	(1,736)	(411)	(322.0%)
EBITDA margin (%)	(25.5%)	42.0%		(77.4%)	17.1%	
Operating EBITDA margin (%)¹	30.4%	32.9%		25.8%	48.9%	
Reported Net profit margin (%)	(82.2%)	16.8%		(110.7%)	(32.8%)	

¹Exclude FX gain/(loss), impairments, gain/(loss) from disposal/write-off assets, gain/(loss) on sales of investments in subsidiaries/associates/JVs, and gain/(loss) from change in fair value of investments in financial assets.

In FY 2023, the Company reported **total consolidated revenue** of THB 5,283mn, representing a decrease of THB 2,646mn or 33.4% YoY from THB 7,930mn compared to the last year. The decrease in total revenue was chiefly attributed to (i) lower other income of THB 1,182mn due to no gain on sales in subsidiaries from the disposal of ordinary shares of Lombard Estate Capital GmbH ("LEC", previously known as Vienna House Capital GmbH) and joint venture projects of Noble Development Public Company Limited to Thanulux Public Company Limited, (ii) lower revenue from hotel operations of THB 1,119mn largely from the disposal of the European hotel management platform under LEC and (iii) lower insurance income of THB 603mn due to decrease in premiums earned, from single premiums. However, the decline was partially offset by (iv) higher rental income of THB 514mn or 92.0% YoY, from the shift of our European hotels towards a leasing model and (v) higher gain on exchange rate by THB 460mn, compared to THB 22mn in the last year.

Total consolidated expenses were THB 7,580mn in FY 2023, increasing by THB 2,122mn or 38.9% YoY. The increase was primarily from (i) the recognition of impairment loss on investments in Singer Thailand Public Company Limited ("SINGER") of THB 2,372mn and (ii) loss on impairment of assets of THB 899mn from the real estate properties across Overseas and Thailand. However, the increase was partially offset by (iii) lower cost of hotel operations of THB 482mn or 36.5% YoY due to the aforementioned disposal of the European hotel portfolio and (iv) lower Selling, General, and Administrative ("SG&A") expenses of THB 351mn.

The reported **share of loss from associates/JVs** was THB 1,120mn, compared with the share of loss of THB 115mn in the last year. The share of loss in this year was comprised of (i) THB 795mn share of loss from investments in SINGER, (ii) THB 238mn share of loss from investment in other associates/JVs, and (iii) THB 87mn share of loss from JVs with Sansiri Public Company Limited ("Sansiri").

Finance costs were THB 946mn, increasing by THB 51mn or 5.7% YoY. The increase stemmed from the increase of loans from financial institutions.

The Company reported a **Net loss** of THB 4,341mn for FY 2023, mainly contributed from the aforementioned impairment loss on assets and investments in SINGER and greater recognition of share of loss from associates/JVs.

FY 2023 SEGMENTAL PERFORMANCE

Revenue (THB mn)	FY 2023	% of Total	FY 2022	% of Total	% Change (YoY)
Financial services business	1,036	19.6%	1,598	20.2%	(35.2%)
Life Insurance	994	18.8%	1,598	20.2%	(37.8%)
NPL & NPA Management	42	0.8%	n.a	n.a	n.a
Real estate business	3,276	62.0%	4,111	51.8%	(20.3%)
Hotel	1,961	37.1%	3,080	38.8%	(36.3%)
Rental properties	1,072	20.3%	559	7.0%	92.0%
Property management	133	2.5%	262	3.3%	(49.3%)
Sale of real estate	110	2.1%	210	2.7%	(47.7%)
Other income	971	18.4%	2,221	28.0%	(56.2%)
Total Revenue	5,283		7,930		(33.4%)

FINANCIAL SERVICES BUSINESS

The financial services business comprises of 1) a life insurance business under Rabbit Life, 2) other financial investment businesses, 3) NPL & NPA management business under Prime Zone (consolidated since 3 July 2023) and 4) a 50% stake in a fund management business called Metha Asset Management Co., Ltd. ("Metha") which was acquired on 20 November 2023.

In FY 2023, the revenue of the financial services business was THB 1,036mn (contributing 19.6% of the total revenue) decreasing by THB 562mn or 35.2% YoY from lower life insurance revenue.

Life insurance revenue in FY 2023 was THB 994mn decreasing by 37.8% or THB 604mn YoY. This was mainly from lower premiums earned, which decreased by 46.6% or THB 630mn YoY to THB 716mn, mainly on account of the decrease in single premiums.

Insurance segment performance (THB mn)	FY 2023	FY 2022	% Change
Premiums earned	716	1,346	(46.6%)
First-year premiums (FYP)	322	200	62.1%
Renewal premiums (RP)	357	307	16.4%
Single premiums (SP)	37	839	(95.6%)
Investment income and other income	278	252	10.3%
Revenue from insurance segment	994	1,598	(37.8%)

- Revenue from first-year premiums rose to THB 322mn, increasing by 62.1% or THB 122mn YoY, driven by the premiums earned from long-term insurance contract.
- Revenue from renewal premiums was THB 357mn, increasing by 16.4% or THB 50mn YoY.
- Revenue from single premiums decreased by THB 802mn YoY to THB 37mn, despite premiums received for both insurance and investment products (in cash terms) increasing 45.6% YoY or THB 413mn. Revenue recognition fell however, primarily due to an intentional change in product structure which resulted in insurance products being reclassified as investment contracts. Revenue recognition

related to investment contracts are not recorded as revenue on sale but as net investment income across the term of the investment contracts.

Investment income and other income was THB 278mn, increasing by 10.3% or THB 26mn YoY.

Total costs and expenses from the insurance segment was THB 776mn, decreasing by 22.8% or THB 229mn compared to THB 1,006mn in the previous year, primarily from a decrease in insurance reserves for long-term insurance contracts specifically for first-year premiums.

In this year, the Company recorded **a net profit** in the insurance segment of THB 179mn, decreasing by 64.0% or THB 314mn YoY, mainly due to a decrease in lower premiums earned and accounting classification on insurance products.

At the end of 2023, the Company's **Capital Adequacy Ratio (CAR)** was at 328%, lower than 349% at the end of 2022 mainly from the decline in the value of investments in financial assets.

	As of 31 December 23	As of 31 December 22
Capital Adequacy Ratio	328%	349%

However, the CAR Ratio in this period remained higher than the minimum threshold of 140% set by the Office of Insurance Commission (OIC).

OTHER FINANCIAL INVESTMENTS BUSINESS

For **other financial investments** within the financial services business, in FY 2023 the Company had received dividend payments from JMART of THB 98mn, SINGER of THB 51mn and SGC of THB 8mn; totaling THB 157mn.

NPL & NPA MANAGEMENT BUSINESS

In FY 2023, the Company recognised revenue from NPL & NPA management business of THB 39.0mn from the consolidation of Prime Zone since 3 July 2023.

Additionally, since 3 July 2023, Prime Zone joined the bidding of certain NPL portfolios and successfully acquired NPLs with the principal balance of THB 482.9mn. As of FY 2023 – Prime Zone's NPL portfolio was valued at THB 1,542.3mn. Further, Prime Zone recorded total cash collections from its NPL & NPA management in the amount of THB 44.0mn.

Prime Zone's NPL Portfolio (THB mn)	FY 2023
Total NPL	1,542
Total collateral assets	1,372
Total NPL acquisition costs ⁽¹⁾	876

⁽¹⁾ The cumulative acquisition value of all NPL portfolios.

ASSET MANAGEMENT BUSINESS

On 20 November 2023, RBV entered into a share subscription agreement with Metha, a private fund management company. The total purchase price is THB 70mn and the investment is equivalent to 50.0% of the total issued shares. In FY 2023, the Company recognised a share of loss at THB 1mn.

REAL ESTATE BUSINESS

The real estate portfolio comprises of 1) hotel business, 2) office and commercial units, 3) residential property, and 4) others. However, in terms of revenue contribution, the Company realises revenues under the real estate business as per the following segments, 1) hotel segment, 2) rental properties segment, 3) property management segment, and 4) sale of real estate segment.

In FY 2023, **the revenue of the real estate business** decreased by THB 835mn or 20.3% YoY to THB 3,276mn, a contribution to total revenue of 62.0%. The decrease was owed to lower hotel segment revenue and lower property management segment revenue.

Hotel segment revenue was THB 1,961mn, declining by 37.1% YoY mainly due to the disposal of ordinary shares in European hotel business held by LEC and the disposal of 40% investment in AHS. This led to a decrease in the number of managed hotels by 2,871 keys and owned and

Hotel segment operation	2023	2022	+/-
Total operational keys	1,835	4,489	(2,654)
ADR (THB/ night)	2,835	2,806	29
Occupancy rate (%)	62.4	49.1	13.3
RevPAR (THB/ night)	1,769	1,379	390

leased hotels by 277 keys. However, the opening of the Eastin Grand Hotel Phayathai in May 2023, added 494 new keys, partially offsetting the overall decrease. Furthermore, with tourism showing encouraging signs of recovery compared to last year, this led to improvements in all key metrics that include the Average Daily Rates (ADR), Occupancy Rates (OCC) and Revenue Per Available Room (RevPAR) compared to 2022.

Rental properties segment revenue grew by THB 513mn or 92.0% YoY to THB 1,072mn within 2023. The increase was mainly due to additional rental revenue from leasing the European hotel properties and opening of office areas

Office segment operation	2023	2022	+/-
Overall net floor area (NFA)	51,552	30,382	21,170
Occupancy rate (%)	56.0	87.4	(31.4)

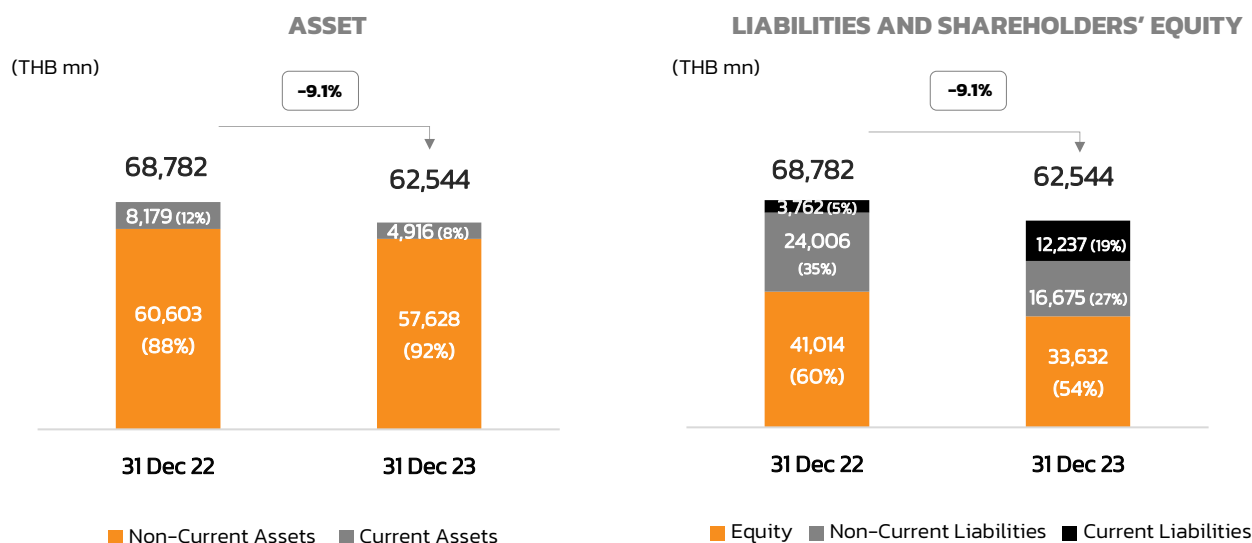
under The Unicorn. Furthermore, with the opening of The Unicorn's office areas, this contributed to the increase of the NFA by 21,170sqm to 51,552sqm. Looking ahead, the Company aims to continue to actively seek out new potential tenants for the remaining office buildings to further enhance its business prospects.

The Company invests in various commercial units in buildings across Bangkok to increase its recurring revenue. The commercial units have a total net rental area of 15,884sqm. The overall occupancy rate for Commercial unit buildings remained the same as the previous quarter at 100.0% and generated revenue of approximately THB 134mn per annum.

Property management segment revenue decreased by THB 129mn or 49.3% YoY to THB 133mn, mainly from lower project management fees from JVs due to the disposal of JVs with Noble Public Company Limited (condominium projects). Lastly in 2023, the Company recorded revenue from **the sale of real estate** of THB 110mn.

The Company also has a residential property business in its real estate portfolio, which comprises of JV projects with Sansiri. There are currently two condominium projects on sale which are ready-to-move in, consisting of the LINE Phahonyothin Park and the LINE Vibe. Lastly, there is one condominium project currently under construction which is The LINE Sathorn. During the period of 2024 – 2026, the presales backlog was THB 2,398mn.

FINANCIAL POSITION



Total Assets as of 31 December 2023 were THB 62,544mn, decreasing by THB 6,238mn or 9.1%, from the end of 2022. The decrease was chiefly due to a decline in (i) investment properties of THB 3,870mn, (ii) investment in associates mainly due to the allowance for impairment loss on investment in SINGER of THB 3,238mn, (iii) other long-term investments of THB 3,145mn, (iv) long-term loans to related parties and interest receivables of THB 1,556mn, (v) real estate projects under development of THB 1,423mn and (vi) right-of-use assets of THB 1,401mn. However, the decrease was partially offset by an increase in (vii) property, plant, and equipment mainly from the Unicorn of THB 7,554mn and (viii) loan to non-performing assets of THB 847mn.

Total Liabilities as of 31 December 2023 were THB 28,912mn slightly increased by 4.1% or THB 1,144mn from THB 27,768mn at the end of 2022. The increase was attributed chiefly to (i) an increase in investment contract liabilities from higher sale of single premiums classified as investment contracts of THB 1,583mn (ii) increase in loans from financial institutions of THB 501mn, offset with (iii) decrease in insurance contract liabilities of THB 1,072mn.

Total Equity stood at THB 33,632mn at the end of 2023, decreasing by THB 7,382mn, or 18.0%, from THB 41,014mn at the end of 2022. The decrease was chiefly from (i) lower retained earnings resulting mainly from the net loss for the period of 2023 of THB 4,341mn, (ii) a decrease in other components of shareholders' equity of THB 3,348mn, mainly from mark-to-market loss on the financial investment portfolio.

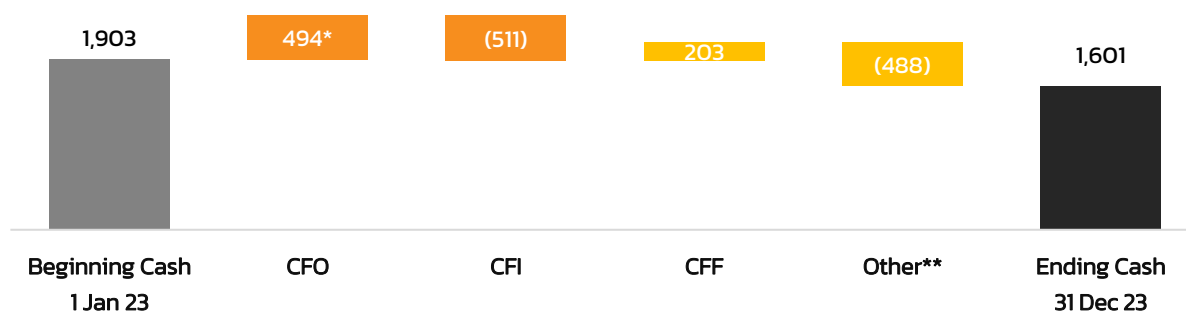
CAPITAL STRUCTURE

As of 31 December 2023, Rabbit Holdings' total interest-bearing debt was THB 19,074mn, increasing by THB 666mn from THB 18,408mn at the end of 2022. The net increase resulted from the increase in short-term loans from financial institutions. The interest-bearing debt to equity ratio was 0.57x, an increase from 0.45x at the end of 2022.

In 2023, the Company spent THB 3,423mn on capital expenditures and investments, primarily for purchases in property, plant, and equipment, investment properties (mainly from the Unicorn) and long-term financial assets, as well as other investments.

CASH FLOW

(THB mn)



*CFO before income tax and net interest expenses was THB 1,321mn

**Includes translation adjustment.

As of 31 December 2023, cash and cash equivalents were THB 1,601mn, decreasing THB 302mn from THB 1,903mn at the beginning of the year.

Cash from operating activities before income tax and net interest expenses was THB 1,321mn. This was derived from a loss before tax of THB 4,362mn, being supplemented by non-cash reconciling items of THB 5,719mn and net decrease in working capital of THB 37mn. After deducting net cash paid for interest expenses of THB 771mn and net cash paid for income tax of THB 65mn, slightly offset by cash received from dividends of THB 9.3mn; **net cash from operating activities** was THB 494mn.

Net cash used in investing activities was THB 511mn. The key activities were: (i) cash paid for investment properties of THB 1,122mn, (ii) cash paid for purchases of property, plant and equipment of THB 1,085mn, (iii) cash paid for purchase in investment in financial assets of THB 879mn, partly offset with (iv) decrease in long-term loans to related parties of THB 1,338mn mainly from loan repayments, (v) cash received from sales of investments of THB 453mn and (vi) cash received from interest of THB 189mn.

Net cash from financing activities was THB 203mn. The key component were the cash received from short-term loans from financial institutions of THB 1,488mn, offset by net repayment of long-term loans from financial institutions of THB 1,164mn.

SUSTAINABILITY AT RABBIT HOLDINGS

The Company is dedicated to sustainability through the adoption of ESG (“Environmental, Social and Governance”) practices across its operations. Related to **environmental practices**, the Unicorn project (mixed-used building) is set to receive the LEED Gold certification, which designated to a building with the highest level of environmentally-focused design towards energy efficiency to reduce carbon emissions, fostering a healthier environment for visiting patrons. Under the **social dimension**, Rabbit Holdings continued its social and community development programme through its longstanding support via donation activities aimed to provide underprivileged children the access to quality education through newly-built educational facilities. Lastly under **governance**, the Company secured its second consecutive certification as a member (CAC member since 2015) of the “Thai Private Sector Collective Action Against Corruption (“CAC”) illustrating the Company’s zero tolerance against corruption.

BUSINESS PLAN AND OUTLOOK

Reflecting upon the achievements in 2023, our life insurance business, Rabbit Life achieved a significant milestone by reaching its target of total gross premium amounting to THB 2.5bn in 2023. This success has been reflective of Rabbit Life’s effective marketing initiatives, targeting new demographics (Millennials and Gen Z), by offering a varied range of life insurance products to its customer base. Furthermore, in pursuit of diversifying its business into financial services, Rabbit Holdings has made an investment in Prime Zone, an asset management business, specialised in debt collateral in secured non-performing loans (“NPL”), and management of non-performing assets (“NPA”). The Company recognises attractive opportunities in the NPL and NPA sector and aims to capitalise on the rise in Thai household debt, currently amounting at THB 18.3tn¹. Since the investment, Prime Zone was able to strengthen its position within the AMC business and achieved a portfolio growth of 123.0%. Additionally, to align with its financial services expansion, Rabbit Holdings invested into Metha, a fund management company, specialised in providing investment solutions for institutions and accredited investors, centred on investing for long-term value.

Moreover, Thailand’s tourism industry surpassed the Government’s expectations, welcoming over 27 million visitors for 2023, greatly contributing to our real estate businesses. The Unicorn, a 51-story mixed-use building comprising of top-notch office area, a hotel operating under Eastin Grand Phayathai and an engaging F&B retail zone, continues to become a resounding success project. This was further bolstered by the increase levels of private consumption, evidenced by its hotel performances achieving an impressive 81.0% occupancy rate in December 2023.

Looking ahead into 2024, Rabbit Holdings remains committed to divesting its real estate assets, to focus on the growth of its financial services. Rabbit Life has set its new total gross premium targets at the range of THB 2.8bn – 3.0bn, reinforcing its dedication towards success in the life insurance sector. Prime Zone, after the initial growth of its portfolio, targets to grow its total NPL portfolio value to THB 2bn, enhancing Rabbit Holdings’ position within the financial services sector. Lastly, with Metha’s expertise within asset management,

¹ Bank of Thailand: Loans Outstanding of Commercial Banks (as of 3Q 2023)

it has established a long-term goal of reaching THB 10bn in assets under management. Additionally, Metha also aims to launch new prospective businesses which include management of provident funds and REITs/infrastructure funds in the approaching future.

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(Ms. Soraya Satiangoset)

Director, Executive Director, Acting Chief Executive Officer,
and Chief Financial Officer