Laguna Resorts & Hotels Public Company Limited and its subsidiaries

Notes to interim consolidated financial statements

For the three-month and six-month periods ended 30 June 2022

1. General information

1.1 Corporate information

Laguna Resorts & Hotels Public Company Limited (“the Company”, “LRH”) is a public company incorporated and domiciled in Thailand. Its major shareholder is Banyan Tree Assets (Thailand) Company Limited, which is incorporated in Thailand. The parent company of the Group is Banyan Tree Holdings Limited, which is incorporated in Singapore.

The Group is principally engaged in the hotel business and property development. There are five hotels in Laguna Phuket, namely Angsana Laguna Phuket, Banyan Tree Phuket, Angsana Villas Resort Phuket, Cassia Phuket and Laguna Holiday Club Phuket Resort, located in Phuket province and one hotel, the Banyan Tree Bangkok, located in Bangkok. The subsidiaries are also engaged in operating golf clubs (Laguna Golf Phuket and Laguna Golf Bintan), sales of merchandise (Banyan Tree Gallery), spa, office and shop rental and sale of holiday club memberships.

The registered office of the Company is at 21/17B, 21/17C, 21/65, 21/66 and 21/68 Thai Wah Tower 1, 7th, 22nd and 24th floor, South Sathorn Road, Tungmahamek, Sathorn, Bangkok.

**1.2 Basis for the preparation of interim financial information**

This interim financial information is prepared in accordance with Thai Accounting Standard No. 34 Interim Financial Reporting, with the Company choosing to present condensed interim financial statements. However, the Company has presented the statements of financial position, income, comprehensive income, changes in shareholders' equity, and cash flows in the same format as that used for the annual financial statements.

The interim financial information is intended to provide information additional to that included in the latest annual financial statements. Accordingly, they focus on new activities, events and circumstances so as not to duplicate information previously reported. This interim financial information should therefore be read in conjunction with the latest annual financial statements.

The interim financial information in Thai language is the official statutory financial information of the Company. The interim financial information in English language has been translated from the Thai language financial information.

**1.3 Basis of consolidation**

The interim consolidated financial information includes the financial statements of Laguna Resorts & Hotels Public Company Limited (“the Company”) and its subsidiary companies (“the subsidiaries”) (collectively as “the Group”) and has been prepared on the same basis as that applied for the consolidated financial statements for the year ended 31 December 2021, with no change in shareholding structure of subsidiaries during the current period.

## 1.4 Significant accounting policies

The interim financial information is prepared using the same accounting policies and methods of computation as were used for the financial statements for the year ended 31 December 2021.

The revised financial reporting standards which are effective for fiscal years beginning on or after 1 January 2022, do not have any significant impact on the Group’s financial statements.

**2. Trade and other receivables**

|  |  | | (Unit: Thousand Baht) | |
| --- | --- | --- | --- | --- |
|  | Consolidated financial statements | | Separate financial statements | |
|  | 30 June 2022 | 31 December 2021 | 30 June 2022 | 31 December 2021 |
| Trade accounts receivable |  |  |  |  |
| Trade accounts receivable - hotel operations | 181,414 | 164,893 | 9,262 | 7,554 |
| Less: Allowance for expected credit losses | (41,158) | (45,681) | (6,827) | (6,810) |
| Trade accounts receivable - hotel operations, net | 140,256 | 119,212 | 2,435 | 744 |
| Trade accounts receivable - sales of property |  |  |  |  |
| - installments due | 120,059 | 74,318 | - | - |
| Current portion of long-term trade |  |  |  |  |
| accounts receivable | 284,510 | 306,027 | - | - |
| Less: Deferred interest income | (3,861) | (3,364) | - | - |
| Net (Note 5) | 280,649 | 302,663 | - | - |
| Trade accounts receivable - sales of property, net | 400,708 | 376,981 | - | - |
| Trade accounts receivable - sales of holiday club |  |  |  |  |
| memberships and sales and marketing services  for holiday club memberships | 73,745 | 62,691 | - | - |
| Less: Allowance for expected credit losses | (44,489) | (48,360) | - | - |
| Trade accounts receivable - sales of holiday club  memberships and sales and marketing services for  holiday club memberships, net | 29,256 | 14,331 | - | - |
| Total tra­de accounts receivable, net | 570,220 | 510,524 | 2,435 | 744 |
|  |  |  |  |  |
| Other receivables |  |  |  |  |
| Amounts due from related parties (Note 3) | 95,558 | 88,939 | 280,541 | 265,323 |
| Villa owner receivables | 88,832 | 80,545 | 2,210 | 2,210 |
| Accrued rental income | 19,170 | 5,364 | 19,170 | 5,364 |
| Other receivables | 18,679 | 19,512 | 222 | 364 |
| Total other receivables | 222,239 | 194,360 | 302,143 | 273,261 |
| Less: Allowance for expected credit losses | (22,238) | (25,393) | - | - |
| Total other receivables, net | 200,001 | 168,967 | 302,143 | 273,261 |
| Total trade and other receivables, net | 770,221 | 679,491 | 304,578 | 274,005 |

The balances of trade accounts receivable - hotel operations, aged on the basis of due dates, are summarised below.

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated | | Separate | |
|  | financial statements | | financial statements | |
|  | 30 June | 31 December | 30 June | 31 December |
|  | 2022 | 2021 | 2022 | 2021 |
| **Age of receivables** |  |  |  |  |
| Not yet due | 27,569 | 45,145 | 163 | 317 |
| Past due |  |  |  |  |
| Up to 30 days | 25,174 | 45,542 | 529 | 141 |
| 31 - 60 days | 17,503 | 10,060 | 349 | 62 |
| 61 - 90 days | 12,410 | 2,783 | 324 | 59 |
| 91 - 120 days | 14,052 | 818 | 171 | 56 |
| Over 120 days | 84,706 | 60,545 | 7,726 | 6,919 |
| Total | 181,414 | 164,893 | 9,262 | 7,554 |
| Less: Allowance for expected credit losses | (41,158) | (45,681) | (6,827) | (6,810) |
| Trade accounts receivable - hotel operations, net | 140,256 | 119,212 | 2,435 | 744 |

The balances of trade accounts receivable - sales of property, aged on the basis of due dates, are summarised below.

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated | | Separate | |
|  | financial statements | | financial statements | |
|  | 30 June | 31 December | 30 June | 31 December |
|  | 2022 | 2021 | 2022 | 2021 |
| **Age of receivables** |  |  |  |  |
| Not yet due | 282,171 | 309,735 | - | - |
| Past due |  |  |  |  |
| Up to 30 days | 20,071 | 11,996 | - | - |
| 31 - 60 days | 14,666 | 9,813 | - | - |
| 61 - 90 days | 7,544 | 7,913 | - | - |
| 91 - 120 days | 11,022 | 6,232 | - | - |
| Over 120 days | 69,095 | 34,656 | - | - |
| Total | 404,569 | 380,345 | - | - |
| Less: Deferred interest income | (3,861) | (3,364) | - | - |
| Trade accounts receivable - sales of property, net | 400,708 | 376,981 | - | - |

The balances of trade accounts receivable - sales of holiday club memberships and sales and marketing services for holiday club memberships, aged on the basis of due dates, are summarised below.

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated | | Separate | |
|  | financial statements | | financial statements | |
|  | 30 June | 31 December | 30 June | 31 December |
|  | 2022 | 2021 | 2022 | 2021 |
| **Age of receivables** |  |  |  |  |
| Not yet due | 2,051 | 508 | - | - |
| Past due |  |  |  |  |
| Up to 30 days | 452 | 1,613 | - | - |
| 31 - 60 days | 652 | 697 | - | - |
| 61 - 90 days | 1,463 | 622 | - | - |
| 91 - 120 days | 479 | 85 | - | - |
| Over 120 days | 68,648 | 59,166 | - | - |
| Total | 73,745 | 62,691 | - | - |
| Less: Allowance for expected credit losses | (44,489) | (48,360) | - | - |
| Trade accounts receivable - sales of holiday club memberships and sales and marketing services for holiday club memberships, net | 29,256 | 14,331 | - | - |

3. Related party transactions

During the periods, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business. There were no significant changes in the transfer pricing policy of transactions with related parties during the current period.

Summaries significant business transactions with related parties as follows.

(Unit: Million Baht)

|  | For the three-month periods ended 30 June | | | | |
| --- | --- | --- | --- | --- | --- |
|  | Consolidated | | Separate | | |
|  | financial statements | | financial statements | | |
|  | 2022 | 2021 | 2022 | | 2021 |
| Transactions with subsidiaries | | |  | |  |
| (eliminated from the consolidated financial statements) | | |  | |  |
| Guarantee fee income | - | - | 1 | | 1 |
| Guarantee fee expenses | - | - | 5 | | 5 |
| Interest income | - | - | 11 | | 13 |
| Interest expenses | - | - | 2 | | 1 |
| Management fee income | - | - | 16 | | 12 |
| Reimbursement payments | - | - | - | | 4 |
| Rental and service income | - | - | - | | 1 |
| Rental and service expenses | - | - | 1 | | 1 |
| Resort service expenses | - | - | - | | 1 |
| Transactions with associates |  |  |  | |  |
| Reimbursement receipts | 2 | 1 | - | | - |
| Rental and service income | 5 | 4 | - | | - |
| Dividend income | - | - | 19 | | 12 |
| Transactions with related companies | |  | |  |  |
| Inter resort payments | - | 1 | - | | - |
| Management fee income | 1 | - | 1 | | - |
| Management fee expenses | 21 | - | - | | - |
| Purchase of spa and gallery vouchers | 1 | - | - | | - |
| Sale of goods | 4 | 1 | - | | - |
| Reimbursement receipts | 8 | 14 | 4 | | 5 |
| Reimbursement payments | 27 | 7 | 7 | | - |
| Rental and service income | 3 | 4 | - | | - |
| Service fees | 5 | 10 | - | | - |
| Training charges | 5 | - | - | | - |

(Unit: Million Baht)

|  | For the six-month periods ended 30 June | | | | |
| --- | --- | --- | --- | --- | --- |
|  | Consolidated | | Separate | | |
|  | financial statements | | financial statements | | |
|  | 2022 | 2021 | 2022 | | 2021 |
| Transactions with subsidiaries | | |  | |  |
| (eliminated from the consolidated financial statements) | | |  | |  |
| Guarantee fee income | - | - | 1 | | 1 |
| Guarantee fee expenses | - | - | 10 | | 10 |
| Interest income | - | - | 22 | | 28 |
| Interest expenses | - | - | 4 | | 2 |
| Management fee income | - | - | 31 | | 25 |
| Reimbursement payments | - | - | 19 | | 20 |
| Rental and service income | - | - | 1 | | 1 |
| Rental and service expenses | - | - | 3 | | 3 |
| Resort service expenses | - | - | 1 | | 2 |
| Transactions with associates |  |  |  | |  |
| Reimbursement receipts | 3 | 1 | - | | - |
| Rental and service income | 8 | 8 | - | | - |
| Dividend income | - | - | 19 | | 12 |
| Transactions with related companies | |  | |  |  |
| Inter resort payments | 1 | 2 | - | | - |
| Management fee income | 1 | - | 1 | | - |
| Management fee expenses | 56 | 8 | - | | - |
| Purchase of spa and gallery vouchers | 4 | - | 1 | | - |
| Sale of goods | 6 | 1 | - | | - |
| Reimbursement receipts | 23 | 25 | 9 | | 8 |
| Reimbursement payments | 43 | 20 | 8 | | - |
| Rental and service income | 6 | 6 | - | | - |
| Service fees | 12 | 27 | - | | 1 |
| Training charges | 5 | - | - | | - |

The Company has contingent liabilities in respect of letters of guarantee issued to banks to guarantee facilities of its subsidiaries as follows:

(Unit: Million Baht)

|  |  |  |
| --- | --- | --- |
|  | 30 June 2022 | 31 December 2021 |
| Overdrafts and bank guarantee facilities | 105 | 106 |

Subsidiaries have contingent liabilities in respect of letters of guarantee issued to banks to guarantee facilities of the Group as follows:

(Unit: Million Baht)

|  |  |  |
| --- | --- | --- |
|  | 30 June 2022 | 31 December 2021 |
| Short-term loan facilities | 150 | 150 |
| Long-term loan facilities | 900 | 900 |
| Overdrafts and bank guarantee facilities | 20 | 20 |

The balances of the accounts between the Group and those related companies are as follows:

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated | | Separate | |
|  | financial statements | | financial statements | |
|  | 30 June | 31 December | 30 June | 31 December |
|  | 2022 | 2021 | 2022 | 2021 |
| **Amounts due from related parties** |  |  |  |  |
| Subsidiaries | - | - | 276,636 | 261,156 |
| Associated companies | 1,940 | 1,920 | - | - |
| Related companies (related by |  |  |  |  |
| common shareholders) | 93,618 | 87,019 | 3,905 | 4,167 |
| Total amounts due from related |  |  |  |  |
| parties (Note 2) | 95,558 | 88,939 | 280,541 | 265,323 |
| **Amounts due to related parties** |  |  |  |  |
| Subsidiaries | - | - | 46,784 | 40,704 |
| Associated companies | - | - | - | - |
| Related companies (related by |  |  |  |  |
| common shareholders) | 217,130 | 169,773 | 9,049 | 2,700 |
| Total amounts due to related parties | 217,130 | 169,773 | 55,833 | 43,404 |
| **Dividend payable** |  |  |  |  |
| Related company (related by |  |  |  |  |
| common shareholders) | 130,048 | 130,048 | 130,048 | 130,048 |

Long-term loans to subsidiaries and long-term loans from subsidiaries

As at 30 June 2022 and 31 December 2021, the balance of loans between the Company and those related companies and the movement are as follows:

Long-term loans to subsidiaries

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Separate financial statements | | | |
|  | 31 December 2021 | Addition | Repayment | 30 June 2022 |
| Laguna Banyan Tree Limited | 816,000 | 77,000 | (102,000) | 791,000 |
| Laguna Holiday Club Limited | 167,500 | 14,000 | (10,000) | 171,500 |
| Laguna Lakes Limited | 275,000 | 4,000 | (6,000) | 273,000 |
| Banyan Tree Gallery (Thailand) Limited | 28,050 | - | (5,000) | 23,050 |
| Total | 1,286,550 | 95,000 | (123,000) | 1,258,550 |

Long-term loans from subsidiaries

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Separate financial statements | | | |
|  | 31 December 2021 | Addition | Repayment | 30 June 2022 |
| Laguna (3) Limited | 14,500 | - | - | 14,500 |
| TWR - Holdings Limited | 131,000 | 97,000 | (215,000) | 13,000 |
| Laguna Grande Limited | 83,000 | 215,000 | (101,000) | 197,000 |
| Total | 228,500 | 312,000 | (316,000) | 224,500 |

**Long-term loan from related company**

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated financial statements | | | |
|  | 31 December 2021 | Addition | Repayment | 30 June 2022 |
| Banyan Tree Hotels & Resorts (Thailand) Limited | 22,950 | - | (13,950) | 9,000 |
| Total | 22,950 | - | (13,950) | 9,000 |

**Directors and management’s benefits**

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | For the three-month periods ended 30 June | | | |
|  | Consolidated  financial statements | | Separate  financial statements | |
|  | 2022 | 2021 | 2022 | 2021 |
| Short-term employee benefits | 20,968 | 20,462 | 10,111 | 12,565 |
| Post-employment benefits | 808 | 587 | 339 | 186 |
| Other long-term employee benefits | 7 | 9 | 3 | 2 |
| Total | 21,783 | 21,058 | 10,453 | 12,753 |

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | For the six-month periods ended 30 June | | | |
|  | Consolidated  financial statements | | Separate  financial statements | |
|  | 2022 | 2021 | 2022 | 2021 |
| Short-term employee benefits | 41,503 | 34,979 | 20,441 | 19,739 |
| Post-employment benefits | 1,466 | 1,246 | 569 | 443 |
| Other long-term employee benefits | 14 | 20 | 5 | 6 |
| Total | 42,983 | 36,245 | 21,015 | 20,188 |

4. Property development cost

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated | | Separate | |
|  | financial statements | | financial statements | |
|  | 30 June | 31 December | 30 June | 31 December |
|  | 2022 | 2021 | 2022 | 2021 |
| Land | 1,305,104 | 1,305,104 | 111,429 | 111,429 |
| Land and property under construction | 1,433,801 | 1,994,103 | - | - |
| Land and completed buildings | 1,425,878 | 898,070 | - | - |
| Total | 4,164,783 | 4,197,277 | 111,429 | 111,429 |
| Less: Allowance for diminution in value | (24,628) | (24,628) | - | - |
| Property development cost, net | 4,140,155 | 4,172,649 | 111,429 | 111,429 |

Subsidiaries have mortgaged property development cost amounting to Baht 984 million (31 December 2021: Baht 1,071 million) as collateral against its credit facilities received from financial institutions.

5. Long-term trade accounts receivable

Long-term trade accounts receivable consists of installments receivable from property sales, which bear interest at rates of 0.0% - 7.0% per annum (31 December 2021: 0.0% - 7.0% and MLR plus 0.5% per annum) and installments are repaid over a period of 3 to 5 years (31 December 2021: 3 to 10 years).

Long-term trade accounts receivable are due as follows:

(Unit: Thousand Baht)

|  |  |  |
| --- | --- | --- |
|  | Consolidated financial statements | |
|  | 30 June 2022 | 31 December 2021 |
| Sales of property |  |  |
| Within 1 year | 284,510 | 306,027 |
| Less: Deferred interest income | (3,861) | (3,364) |
| Current portion of long-term trade |  |  |
| accounts receivable, net (Note 2) | 280,649 | 302,663 |
| Over 1 year to 5 years | 377,189 | 476,341 |
| Less: Deferred interest income | (5,157) | (5,194) |
| Long-term trade accounts receivable, net | 372,032 | 471,147 |
| Total | 652,681 | 773,810 |

6. Investments in associates

6.1 Details of associates

(Unit: Thousand Baht)

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  | Consolidated financial statements | | | | | |
| Company’s name | Nature of business | Country of incorporation | Shareholding percentage | | Cost | | Carrying amounts based on equity method | |
|  |  |  | 30 June | 31 December | 30 June | 31 December | 30 June | 31 December |
|  |  |  | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
|  |  |  | (%) | (%) |  |  |  |  |
| Tropical Resorts Ltd. | Holding company | Hong Kong | 25.87 | 25.87 | 17,673 | 17,673 | - | - |
| Less: Allowance for impairment of investment | |  |  |  | (17,673) | (17,673) | - | - |
|  |  |  |  |  | - | - | - | - |
| Thai Wah Public Company Limited | Manufacture and distribution of vermicelli, tapioca starch and other | Thailand | 10.03 | 10.03 | 777,454 | 777,454 | 771,788 | 768,365 |
|  | food products |  |  |  |  |  |  |  |
| Banyan Tree China Pte. Ltd. | Holding company | Singapore | 10.69 | 10.69 | 173,495 | 173,495 | 217,036 | 217,253 |
| Total investments in associates, net | | |  |  | 950,949 | 950,949 | 988,824 | 985,618 |

(Unit: Thousand Baht)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  |  |  | Separate financial statements | | | |
| Company’s name | Nature of business | Country of incorporation | Shareholding percentage | | Cost | |
|  |  |  | 30 June | 31 December | 30 June | 31 December |
|  |  |  | 2022 | 2021 | 2022 | 2021 |
|  |  |  | (%) | (%) |  |  |
| Thai Wah Public Company Limited | Manufacture and distribution of vermicelli, tapioca starch and other food products | Thailand | 10.03 | 10.03 | 777,454 | 777,454 |
| Total |  |  |  |  | 777,454 | 777,454 |

As at 30 June 2022 and 31 December 2021, the Company has pledged the 10 million ordinary shares of Thai Wah Public Company Limited with a bank to secure a long-term loan of the Company.

6.2   Share of comprehensive income and dividend received

        During the periods, the Group recognised its share of profit (loss) from investments in associates and dividend received in the consolidated financial statements as follows:

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | | | (Unit: Thousand Baht) | | | |
|  | For the three-month periods ended 30 June | | | | | | |
|  | Consolidated financial statements | | | | | Separate financial statements | |
| Company’s name | Share of profit (loss) from investments in associates | | Share of other comprehensive income from investments in associates | | | Dividend received | |
|  | 2022 | 2021 | 2022 | | 2021 | 2022 | 2021 |
| Banyan Tree China Pte. Ltd. | (22) | (3) | - | | - | - | - |
| Thai Wah Public Company Limited | 3,915 | 6,772 | 2,846 | | 2,029 | 19,074 | 11,838 |
| Total | 3,893 | 6,769 | 2,846 | | 2,029 | 19,074 | 11,838 |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  |  | | | (Unit: Thousand Baht) | | | |
|  | For the six-month periods ended 30 June | | | | | | |
|  | Consolidated financial statements | | | | | Separate financial statements | |
| Company’s name | Share of profit (loss) from investments in associates | | Share of other comprehensive income from investments in associates | | | Dividend received | |
|  | 2022 | 2021 | 2022 | | 2021 | 2022 | 2021 |
| Banyan Tree China Pte. Ltd. | (217) | (3) | - | | - | - | - |
| Thai Wah Public Company Limited | 21,282 | 19,695 | 1,215 | | 5,564 | 19,074 | 11,838 |
| Total | 21,065 | 19,692 | 1,215 | | 5,564 | 19,074 | 11,838 |

6.3 Fair value of investments in a listed associate

In respect of investment in an associated company that is a listed company on the Stock Exchange of Thailand, its fair value is as follows:

|  |  |  |
| --- | --- | --- |
|  | (Unit: Million Baht) | |
| Associate | Fair values as at | |
|  | 30 June 2022 | 31 December 2021 |
| Thai Wah Public Company Limited | 561 | 490 |

7. Investment properties

As at 30 June 2022, the subsidiaries have pledged investment properties amounting to approximately Baht 799 million (31 December 2021: Baht 799 million) as collateral against credit facilities received from financial institutions.

8. Property, plant and equipment

(Unit: Thousand Baht)

|  |  |  |
| --- | --- | --- |
|  | Consolidated | Separate |
|  | financial statements | financial statements |
| **At cost / revaluation value** |  |  |
| Balance as at 31 December 2021 | 18,160,792 | 143,004 |
| Additions | 39,198 | 788 |
| Disposals and write off | (14,675) | - |
| Transfer to property development cost | (60,894) | - |
| Translation adjustment | (2,312) | - |
| Balance as at 30 June 2022 | 18,122,109 | 143,792 |
| **Accumulated depreciation** |  |  |
| Balance as at 31 December 2021 | (5,669,839) | (103,708) |
| Depreciation charged for the period | (193,523) | (2,226) |
| Disposals and write off | 13,776 | - |
| Translation adjustment | (1,189) | - |
| Balance as at 30 June 2022 | (5,850,775) | (105,934) |
| **Allowance for impairment loss** |  |  |
| Balance as at 31 December 2021 | (161,692) | (2,920) |
| Translation adjustment | 2,616 | - |
| Balance as at 30 June 2022 | (159,076) | (2,920) |
| **Net book value** |  |  |
| Balance as at 31 December 2021 | 12,329,261 | 36,376 |
| Balance as at 30 June 2022 | 12,112,258 | 34,938 |

The subsidiaries have mortgaged land and buildings at fair value of Baht 8,677 million (31 December 2021: Baht 8,758 million) as collateral against credit facilities received from financial institutions.

9. Bank overdrafts and short-term loans from financial institutions

Bank overdrafts carry interest rate of MOR per annum.

Short-term loans from financial institutions represent promissory notes with maturity dates within 3 months. Short-term loans from financial institutions carry interest rate of MMR, MLR and fixed deposit rate plus 1.5%.

These bank overdrafts and short-term loans from financial institutions are secured by the mortgage of plots of land and buildings of its subsidiaries, as described in Note 8 and by the guarantee provided by subsidiaries.

**10. Long-term loans from financial institutions**

Movements in the long-term loans account during the six-month period ended 30 June 2022 are summarised below:

(Unit: Thousand Baht)

|  |  |  |
| --- | --- | --- |
|  | Consolidated | Separate |
|  | financial statements | financial statements |
| Principal as at 31 December 2021 | 5,367,518 | 1,379,750 |
| Add: Draw down | 37,324 | - |
| Less: Repayments | (94,479) | - |
| Principal as at 30 June 2022 | 5,310,363 | 1,379,750 |
| Less: Deferred financial fees | (10,809) | (4,634) |
| Balance as at 30 June 2022 | 5,299,554 | 1,375,116 |

The loans are secured by mortgage of plots of land and buildings of its subsidiaries, as described in Notes 4, 7 and 8. Certain loans are guaranteed by its subsidiaries and the pledge of the 10 million ordinary shares of Thai Wah Public Company Limited, as described in Note 6.1.

The loan agreements contain several covenants which, among other things, require the Group to maintain debt to equity ratios and debt service coverage ratios at the rate prescribed in the agreements.

As at 31 December 2021, the long-term credit facilities of the subsidiaries which have not yet been drawn down amounting to Baht 758 million.

**11. Income tax**

Interim corporate income tax was calculated on loss before income tax for the period, using the estimated effective tax rate for the year.

Income tax expenses for the three-month and six-month periods ended 30 June 2022 and 2021 are made up as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | | (Unit: Thousand Baht) | |
|  | For the three-month periods ended 30 June | | | |
|  | Consolidated  financial statements | | Separate  financial statements | |
|  | 2022 | 2021 | 2022 | 2021 |
| **Current income tax:** |  |  |  |  |
| Interim corporate income tax charge | (1,340) | 8,402 | - | - |
| Adjustment in respect of income tax of previous year | (687) | 1,009 | - | - |
| Write off prepaid withholding tax | 214 | - | - | - |
| **Deferred tax:** |  |  |  |  |
| Relating to origination and reversal of temporary differences | 16,204 | (5,977) | (864) | (786) |
| **Income tax (revenue) expenses reported in the income statement** | 14,391 | 3,434 | (864) | (786) |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | | (Unit: Thousand Baht) | |
|  | For the six-month periods ended 30 June | | | |
|  | Consolidated  financial statements | | Separate  financial statements | |
|  | 2022 | 2021 | 2022 | 2021 |
| **Current income tax:** |  |  |  |  |
| Interim corporate income tax charge | 7,108 | 17,522 | - | - |
| Adjustment in respect of income tax of previous year | (115) | 1,019 | - | - |
| Write off prepaid withholding tax | 275 | - | - | - |
| **Deferred tax:** |  |  |  |  |
| Relating to origination and reversal of temporary differences | 55,563 | 5,586 | (1,762) | (2,198) |
| **Income tax (revenue) expenses reported in the income statement** | 62,831 | 24,127 | (1,762) | (2,198) |

**12. Commitments**

Capital commitment

As at 30 June 2022, the Group has capital commitments as follows:

a) The subsidiaries have commitments in respect of constructing new and renovating existing hotel properties amounting to Baht 86 million.

b) The subsidiaries have commitments that relate to projects to develop properties for sale amounting to Baht 1,301 million.

(c) A subsidiary entered into a sale and purchase agreement for land with unrelated persons, area of 4 rai 64.20 square wah. The remaining Baht 12 million shall be paid in within November 2022.

Operating agreements

As at 30 June 2022, the Group has operating agreements as follows:

1. The subsidiaries have entered into operating agreements with certain companies whereby these companies are to operate the subsidiaries’ hotel business. In consideration of such services, the subsidiaries are committed to pay remuneration at the rates, terms and basis specified in the agreements. There were no significant changes in terms and basis specified in the agreements during the current period.

b) The Group has entered into several service and lease agreements in respect of machinery, motor vehicles and equipment. The terms of the agreements are generally between 1 to 5 years.

As at 30 June 2022, the Group has future minimum payments under service agreement, short-term leases and lease of low-value assets amounting to Baht 28 million (the Company only: Baht 4 million).

c) As at 30 June 2022, the Group has future lease payments required under these non-cancellable leases contracts related to villa/unit rental scheme agreements which have not yet commenced as follows:

(Unit: Million Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated | | Separate | |
|  | financial statements | | financial statements | |
| Payable within: |  |  |  |  |
| In up to 1 year | 1 | | - | |
| In over 1 and up to 5 years | 3 | | - | |

Servitude over land

As at 30 June 2022, some subsidiaries have land servitude of approximately 13 rai in Phuket province, which are presented under property development cost and property, plant and equipment.

13. Guarantees

As at 30 June 2022, there were bank guarantees amounting to Baht 50 million issued to various parties on behalf of the Group, mainly provided for the usage of electricity, other utilities and telecommunication channels (the Company only: Baht 0.4 million).

**14. Segment information**

The Group is organised into business units based on its products and services. During the period, the Group has not changed the organisation of their reportable segments.

The following tables present revenue and profit (loss) information regarding the Group segments for the three-month and six-month periods ended 30 June 2022 and 2021 as follows:

(Unit: Million Baht)

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | For the three-month period ended 30 June 2022 | | | | |
|  | Hotel | Property | Office |  |  |
|  | Business | Development | Rental | Head Office | Total |
| Revenue:  Segment revenues |  |  |  |  |  |
| Total revenues | 454 | 405 | 12 | - | 871 |
| Intersegment revenues | (33) | (1) | (2) | - | (36) |
| Revenue from external customers | 421 | 404 | 10 | - | 835 |
| Results: |  |  |  |  |  |
| Segment results | (138) | 84 | (1) | (42) | (97) |
| Unallocated income |  |  |  |  | 4 |
| Loss from operations and other income |  |  |  |  | (93) |
| Finance income | - | 10 | - | - | 10 |
| Finance cost | (26) | (8) | - | (17) | (51) |
| Share of profit from investments in associates |  |  |  |  | 4 |
| Loss before income tax expenses |  |  |  |  | (130) |
| Income tax revenue (expenses) | (7) | (14) | - | 7 | (14) |
| Loss for the period |  |  |  |  | (144) |

(Unit: Million Baht)

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | For the three-month period ended 30 June 2021 | | | | |
|  | Hotel | Property | Office |  |  |
|  | Business | Development | Rental | Head Office | Total |
| Revenues:  Segment revenues |  |  |  |  |  |
| Total revenues | 120 | 100 | 9 | - | 229 |
| Intersegment revenues | (15) | (1) | (2) | - | (18) |
| Revenue from external customers | 105 | 99 | 7 | - | 211 |
| Results: |  |  |  |  |  |
| Segment results | (211) | (14) | (2) | (26) | (253) |
| Unallocated income |  |  |  |  | 18 |
| Loss from operations and other income |  |  |  |  | (235) |
| Finance income | - | 12 | - | - | 12 |
| Finance cost | (36) | (10) | - | (17) | (63) |
| Share of profit from investments in associates |  |  |  |  | 7 |
| Loss before income tax expenses |  |  |  |  | (279) |
| Income tax revenue (expenses) | (9) | 8 | - | (2) | (3) |
| Loss for the period |  |  |  |  | (282) |

(Unit: Million Baht)

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | For the six-month period ended 30 June 2022 | | | | |
|  | Hotel | Property | Office |  |  |
|  | Business | Development | Rental | Head Office | Total |
| Revenue:  Segment revenues |  |  |  |  |  |
| Total revenues | 1,041 | 909 | 23 | - | 1,973 |
| Intersegment revenues | (77) | (3) | (4) | - | (84) |
| Revenue from external customers | 964 | 906 | 19 | - | 1,889 |
| Results: |  |  |  |  |  |
| Segment results | (157) | 237 | - | (75) | 5 |
| Unallocated income |  |  |  |  | 8 |
| Profit from operations and other income |  |  |  |  | 13 |
| Finance income | - | 21 | - | - | 21 |
| Finance cost | (52) | (13) | - | (31) | (96) |
| Share of profit from investments in associates |  |  |  |  | 21 |
| Loss before income tax expenses |  |  |  |  | (41) |
| Income tax revenue (expenses) | (16) | (62) | - | 15 | (63) |
| Loss for the period |  |  |  |  | (104) |

(Unit: Million Baht)

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | For the six-month period ended 30 June 2021 | | | | |
|  | Hotel | Property | Office |  |  |
|  | Business | Development | Rental | Head Office | Total |
| Revenues:  Segment revenues |  |  |  |  |  |
| Total revenues | 246 | 408 | 18 | - | 672 |
| Intersegment revenues | (35) | (2) | (4) | - | (41) |
| Revenue from external customers | 211 | 406 | 14 | - | 631 |
| Results: |  |  |  |  |  |
| Segment results | (434) | 75 | (1) | (44) | (404) |
| Unallocated income |  |  |  |  | 23 |
| Loss from operations and other income |  |  |  |  | (381) |
| Finance income | - | 24 | - | - | 24 |
| Finance cost | (66) | (25) | - | (36) | (127) |
| Share of profit from investments in associates |  |  |  |  | 20 |
| Loss before income tax expenses |  |  |  |  | (464) |
| Income tax revenue (expenses) | 1 | (23) | - | (2) | (24) |
| Loss for the period |  |  |  |  | (488) |

**15. Litigations**

15.1 A subsidiary was sued by a buyer of property sales project and claimed for refund of his payment in the amount of Baht 20.9 million plus interest 7.5% calculated from Baht 17.2 million from the plaint date because of the delay of the completion of the construction.

On 16 March 2022, the Phuket Provincial Court dismissed the case.

In July 2022, the plaintiff appealed the Phuket Provincial Court’s judgement to the Appeal Court.

The management of the subsidiary does not expect any losses as a result of the case; therefore, no provision has been set up for this case.

15.2 This case was brought to the Southern Bangkok Court on 25 June 2022 in which a buyer of property sales project sued a subsidiary and claimed for returning of their payments in the amount of Baht 0.8 million plus interest 5% calculated from Baht 0.7 million from the plaint date because of the Covid-19 situation as force majeure event. The Southern Bangkok Court set the first mediation on 15 August 2022.

However, the management believes that the subsidiary did not breach the sale and purchase agreements; therefore, it will not incur any losses from the litigation.

**16. Event after reporting period**

On 18 July 2022, the shareholders who owned 40 percent of the registered shares of Vision 9 Farm Limited (an indirect subsidiary), transferred all shares to the Company free of charge. Resulted in Vision 9 Farm Limited become a wholly-owned subsidiary of the Group.

**17. Approval of interim financial information**

This interim financial information was authorised for issue by the Company’s Board of Directors on 8 August 2022.