

ANNUAL REPORT 2023

laGuna
RESORTS & HOTELS

Form 56-1 One Report

ANNUAL REPORT 2023



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Lakelands Lakeview Residences

Message from Chairman

I am pleased to report that 2023 was a banner year for LRH Group. We delivered our best-ever performance, despite a challenging operating environment that included a sluggish global economy, weaker-than-expected growth in China, and widening geopolitical conflicts.

Record-breaking Property Sales

The Group's Property Sales set new records, with the total sales value exceeding THB 6.8 billion in 2023. This was triple the value of sales in 2019, before the pandemic.

Several external factors contributed to this stellar performance. Capital outflows from Russia due to the war in Ukraine, as well as the increase in direct flights between Russia and Phuket, spurred demand from Russian buyers. High inflation also drove investors to shift from financial assets to hard assets such as real estate. In addition, the luxury low-rise residential market in Phuket benefited from Thailand's introduction of the long-term resident visa and the Thailand Elite visa, which attracted interest from high-net-worth individuals.

The robust pipeline of Property Sales revenue to be recognised in 2024 and beyond secures our cashflow for the next two to three years.

We also embarked on development of Laguna Lakelands, our most ambitious nature-integrated project to date. Spanning more than 700 rai and featuring six distinct zones, it promises a new paradigm in immersive living.

Rebound in Hospitality Business

The Group's hotel business also performed above expectations, rebounding convincingly after the pandemic. This was attributable to Thailand's tourist arrivals more than doubling year-on-year as countries lifted travel restrictions. Though still short of pre-pandemic arrival numbers, this is indicative of a steady, ongoing recovery.

Banyan Tree Grand Residences
Lagoon Pool Villa



"I look forward to our continued collaboration to create long-term value for all stakeholders while conducting our business in an environmentally responsible manner."

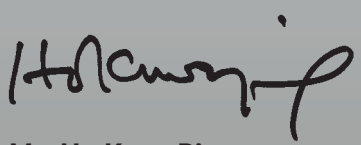


Banyan Tree Grand Residences
Lagoon Pool Villa

During the pandemic, we had already anticipated the boom in travel centering on wellness, nature, and self-discovery. We have been able to capitalise on these trends quickly, given the Group's track record of ecologically sensitive design, wellness as part of hospitality, and connecting guests to the unique cultural and natural treasures of destinations.

Acknowledgments

LRH Group is in a strong position to scale greater heights, especially with the recovery in world tourism well underway. I would like to thank our Board members, associates, guests, partners, and shareholders for their unwavering support through thick and thin. I look forward to our continued collaboration to create long-term value for all stakeholders while conducting our business in an environmentally responsible manner.



Mr. Ho KwonPing
Chairman of the Board



Message from Chief Executive Officer

LRH Group's performance in 2023 was the strongest in company history. We registered revenue of THB 6 billion, up by a noteworthy 27% from the previous year. EBITDA and PATMI (Profit after Tax and Minority Interest) also grew accordingly, with the latter reaching THB 368 million, a remarkable increase compared to the THB 7 million in 2022 and surpassing the pre-pandemic PATMI in 2019. Meanwhile, effective cost control enabled us to double operating profit to THB 1 billion. As a result, LRH Group ended the year with a very healthy cash balance.

Hotel Business Highlights

Thailand outperformed targets, welcoming 28 million foreign visitors in 2023. Accordingly, Group hotel occupancy rose to approximately 70%, reaching the pre-Covid levels of 2019. The full-year revenue of THB 3.7 billion and operating profit of THB 570 million exceeded expectations and showed improvement versus 2022 and 2019. These signal that the business is on a new growth trajectory.

Thanks in part to the tourism rebound, our flagship Banyan Tree Phuket enjoyed its best year on record. Other contributing factors included our group-wide strategy of smoothing out fluctuations in demand throughout the year. A rate-focused strategy also increased the average daily rate (ADR) by 27% and 15% as compared to 2022 and 2019 respectively, which in turn raised Revenue Per Available Room (RevPAR).

Property Sales Highlights

In tandem with the uptick in tourist arrivals, Property Sales saw strong momentum in 2023. Total whole-year sales stood at a new all-time high of THB 6.8 billion, up by a significant 40% compared to THB 4.8 billion in 2022. Consequently, unrecognised revenue amounting to approximately THB 10 billion will be recognised over the next three to four years.



"I am confident that we are in a good position to seize the day and grow the business. My appreciation goes to all stakeholders."

Laguna Lakelands*
Lake View Residences

* This project is at the design stage, all graphics used in this 56-1 One Report are latest design.



Laguna Lakelands*
Lake View Residences

Our projects launched during the year were well-received by a market that continues to shift towards mid-scale, upscale, and luxury branded residences. The first projects at Laguna Lakelands, which is slated to be Phuket's largest residential community, received a highly positive response following their launch in December 2023.

To widen the base of potential purchasers, we continued to grow our offsite sales development network in key source markets, namely China, Russia, and the Middle East.

Looking Ahead

In addition to new projects, we have in place a disciplined maintenance program to upkeep and uplift existing hotels. This, along with tactical refreshing of F&B and wellness offerings, will keep customer satisfaction high and preserve our competitiveness in both Bangkok and Phuket.

On the Property Sales front, the Phuket residential market continues to be buoyant. Throughout 2024 we will be launching a wide range of products to capture all market segments, from the entry level to the luxury segment.

With these strategies in place, I am confident that we are in a good position to seize the day and grow the business. My appreciation goes to all stakeholders who have contributed to LRH Group's success.



Mr. Eddy See Hock Lye
Chief Executive Officer



Board Members

Board of Directors



Mr. Ho KwonPing(1)
Chairman of the Board

(Age 71 Years)
Date of First Appointment
as Director: 4 July 1986

Highest Educational Background and Director Certificate Program:
- Honorary Doctorate of Business Administration in Hospitality Management, Johnson & Wales University, USA
- Honorary Doctorate of Business Administration, The Hong Kong Polytechnic University, Hong Kong
- Bachelor of Arts (Economics), National University of Singapore

Percentage of Shareholding in the Company:
None (No movement during the year)

Family Relation between Management:
Mr. Ho KwonCjan's elder brother and Mr. Ho Ren Hua and Ms. Ho Ren Yung's father

Working Experiences for the Past 5 Years:

In Listed Companies

Present
- Chairman of the Board and Executive Chairman of the Group, Laguna Resorts & Hotels Public Company Limited
- Chairman of the Board, Thai Wah Public Company Limited
- Director and Executive Chairman, Banyan Tree Holdings Limited

2013-2020
- Non-Executive Director, Audit Committee Member, Nomination Committee Member and Remuneration Committee Member, Diageo plc

In Non-Listed Companies

Present
- Chairman of the Board / Director, Certain related companies of Banyan Tree Holdings Limited
- Chairman of the Board / Director, Tropical Resorts Limited
- Director, Alosa Holdings Ltd.
- Director, Baruto Investments Ltd.
- Director, Bibace Investments Ltd.
- Director, Bibace Management Company Limited
- Director, Campion Investments Pte. Ltd.
- Director, Chang Fung Company Limited
- Director, Freesia Investments Ltd
- Director, International Commercial Development Company Limited
- Director, ICD (HK) Limited
- Director, KAP Holdings Ltd.
- Director, Li-Ho Holdings (Private) Limited
- Director, Li-Ho (BVI) Ltd.
- Director, Mae Samat Land Limited
- Director, Maypole Ltd.
- Director, Platinum Enterprise Limited
- Director, Recourse Investments Ltd.
- Director, RHYC Pte. Ltd.
- Director, Sin-Hai Offshore Company Limite

2012-2023
- Director, United Insulation Services Pte. Ltd.

2013-2018
- Chairman, School of Hotel and Tourism Management of the Hong Kong Polytechnic University - School Advisory Committee

1997-2022
- Chairman of the Board of Trustees, Singapore Management University

1990-2019
- Chairman of the Board / Director, Tropical Resorts Management Co., Ltd.

Mr. Vudhiphol Suriyabhivadh
Independent Director



(Age 79 Years)
Date of First Appointment
as Director: 7 May 2003

Highest Educational Background and Director Certificate Program:
- Bachelor of Commerce (Accountancy), University of New South Wales, Australia
- Bachelor of Law, Sukhothai Thammathirat University
- Director Certification Program (2003)
- Audit Committee Program (2005), Thai Institute of Directors Association
- Executive Course, IMD Lausanne, Switzerland

Percentage of Shareholding in the Company:
None (No movement during the year)
Family Relation between Management: No relation
Working Experiences for the Past 5 Years:
In Listed Companies
Present
- Independent Director, Audit, Risk and Corporate Governance Committee Chairman and Nomination and Remuneration Committee Member, Laguna Resorts & Hotels Public Company Limited
- Independent Director, Audit, Risk and Corporate Governance Committee Chairman, Nomination and Remuneration Committee Member, Strategic and Innovation Committe Member, and Sustainability Committee Member, Thai Wah Public Company Limited
- Independent Director, Vice Chairman of the Board of Directors and Audit Committee Chairman, L.P.N. Development Public Company Limited

2015-2020
- Independent Director, Audit Committee Chairman and Nomination and Remuneration Committee Chairman Bangkok Ranch Public Company Limited

2015-2018
- Nomination, Remuneration and Good Corporate Governance Committee Chairman, L.P.N. Development Public Company Limited

In Non-Listed Companies
None

Dr. Jingjai Hanchanlash
Independent Director



(Age 81 Years)
Date of First Appointment
as Director: 15 May 2001

Highest Educational Background and Director Certificate Program:
- Doctorate University de Caen (Mention droit), France
- Certificate in Project Analysis, University of Connecticut, USA
- Certificate in Mid Career Management, University of Western Ontario, Canada
- Director Accreditation Program (2003)
- Audit Committee Program (2007), Thai Institute of Directors Association

Percentage of Shareholding in the Company:
None (No movement during the year)
Family Relation between Management: No relation
Working Experiences for the Past 5 Years:
In Listed Companies
Present
- Independent Director, Audit, Risk and Corporate Governance Committee Member and Nomination and Remuneration Committee Chairman, Laguna Resorts & Hotels Public Company Limited
- Vice Chairman, Muang Thai Insurance Public Company Limited
- Advisor to Chairman, Loxley Public Company Limited
- Director and Executive Director, Asian Phytoceuticals Public Company Limited

2015-2023
- Independent Director, Audit, Risk and Corporate Governance Committee Member, Nomination and Remuneration Committee Chairman and Strategic and Innovation Committee Member, Thai Wah Public Company Limited

2017-2019
- Vice Chairman of the Executive Board, Loxley Public Company Limited

2014-2019
- Director, Loxley Public Company Limited

In Non-Listed Companies
Present
- Chairman and CEO, Rutnin-Gimbel Excimer Laser Eye Centre
- Chairman, Loxley Simulation Technology Company Limited
- Director of the Executive Board, King Prajadhipok Institute
- Board Member, Chumbhot-Pantip Foundation Council
- Chairman, Thai-Canada Economic Cooperation Foundation
- Member of Risk Committee, National Science and Technology Development Agency (NSTDA)

2003-2020
- Board Member, SPIE Oil & Gas Services (Thailand) Limited

1996-2022
- President, Alliance Francaise



Mr. Thongchai Ananthothai
Independent Director

(Age 62 Years)
Date of First Appointment
as Director: 2 March 2017

Highest Educational Background and Director Certificate Program:
- Master of Business Administration, University of Notre Dame, USA
- Bachelor of Science (Electrical Engineering), University of Colorado, USA
- Director Certification Program (2003), Thai Institute of Directors Association

Percentage of Shareholding in the Company:
None (No movement during the year)
Family Relation between Management: No relation
Working Experiences for the Past 5 Years:
In Listed Companies
Present
- Independent Director, Audit, Risk and Corporate Governance Committee Member and Nomination and Remuneration Committee Member, Laguna Resorts & Hotels Public Company Limited

2016-2022
- Executive Vice President, Corporate Banking Bangkok Bank Public Company Limited

2021-2022
- Independent Director, Bangkok Bank Public Company Limited

In Non-Listed Companies
None



Ms. Srinthorn Ounayakovit
Independent Director

(Age 53 Years)
Date of First Appointment
as Director: 9 March 2015

Highest Educational Background and Director Certificate Program:
- Bachelor of Art - Economics, Smith College, USA
- Director Accreditation Program (2015),
- Financial Statements for Directors (2018), Thai Institute of Directors Association

Percentage of Shareholding in the Company:
None (No movement during the year)
Family Relation between Management: No relation
Working Experiences for the Past 5 Years:
In Listed Companies
Present
- Independent Director, Laguna Resorts & Hotels Public Company Limited

In Non-Listed Companies
None



Mr. Ariel P. Vera
Independent Director

(Age 71 Years)
Date of First Appointment
as Director: 13 May 1997

Highest Educational Background and Director Certificate Program:
- Master of Business Administration, National University of Singapore
- Certified Public Accountant of Philippines

Percentage of Shareholding in the Company:
None (No movement during the year)

Family Relation between Management: No relation

Working Experiences for the Past 5 Years:
In Listed Companies
Present
- Independent Director, Laguna Resorts & Hotels Public Company Limited
- Non-Executive Director, Thai Wah Public Company Limited

2014-2020
- Non-Executive and Non-Independent Director , Banyan Tree Holdings Limited

In Non-Listed Companies
2015-2020
- Director, ICD (HK) Limited



Ms. Ho Ren Yung
Non-Executive Director

(Age 38 Years)
Date of First Appointment
as Director: 29 April 2020

Highest Educational Background and Director Certificate Program:
- Bachelor of Science in Sociology and Economics Development, London School of Economics
- A Certificate in Accounting and Finance, National University of Singapore

Percentage of Shareholding in the Company:
None (No movement during the year)

Family Relation between Management:
Mr. Ho KwonPing's daughter, Mr. Ho KwonCjan's niece and Ms. Ho Ren Hua's younger sister

Working Experiences for the Past 5 Years:
In Listed Companies
Present
- Non-Executive Director, Laguna Resorts & Hotels Public Company Limited
- Non-Executive Director, Thai Wah Public Company Limited
- Senior Vice President, Brand and Commercial, Banyan Tree Holdings Limited
- Deputy Managing Director, Hospitality Management

In Non-Listed Companies
Present
- Director, Banyan Tree Global Foundation Limited
- Director, Bibace Management Company Limited
- Director, ICD (HK) Limited
- Director, KPCC Management Company Ltd.
- Director, Mamaboss Pte. Ltd.
- Director, RY Ltd.
- Business Unit Head, Banyan Tree Spa and Gallery
- Co-Founder, Matter Prints

2008-2020
- Director, Bibace Investments Ltd.



Mr. Ho KwonCjan[1]
Director

(Age 67 Years)
Date of First Appointment
as Director: 27 February 1995

Highest Educational Background and Director Certificate Program:
- Bachelor of Architecture (Hons), National University of Singapore

Percentage of Shareholding in the Company:
None (No movement during the year)

Family Relation between Management:
Mr. Ho KwonPing's younger brother and Mr. Ho Ren Hua and Ms. Ho Ren Yung's uncle

Working Experiences for the Past 5 Years:

In Listed Companies

Present
- Director, Laguna Resorts & Hotels Public Company Limited
- Non-Executive Director, Thai Wah Public Company Limited
- Senior Vice President, Group Chief Designer, Banyan Tree Holdings Limited

In Non-Listed Companies

Present
- Director, Certain related companies of Laguna Resorts & Hotels Public Company Limited(2)
- Director, Certain related companies of Banyan Tree Holdings Limited
- Director, Chang Fung Company Limited
- Director, Freesia Investments Ltd
- Director, International Commercial Development Company Limited
- Director, Lanna Land Development Company Limited
- Director, Li-Ho Holdings (Private) Limited
- Director, Li-Ho (BVI) Ltd.
- Director, Mae Malai Doi Resorts Company Limited
- Director, Platinum Enterprise Limited
- Director, Profit Chain Ltd.
- Director, PT Bintan Hotels
- Director, Vail Enterprises Group Corp.



Mr. Eddy See Hock Lye[1]
Director

(Age 59 Years)
Date of First Appointment
as Director: 21 November 2012

Highest Educational Background and Director Certificate Program:
- Bachelor of Commerce, University of Auckland, New Zealand
- Associate Chartered Accountant, New Zealand Society of Accountants (Currently known as New Zealand Institute of Chartered Accountants)

Percentage of Shareholding in the Company:
None (No movement during the year)

Family Relation between Management: No relation

Working Experiences for the Past 5 Years:

In Listed Companies

Present
- Director and Chief Executive Officer, Laguna Resorts & Hotels Public Company Limited
- President and Chief Executive Officer, Banyan Tree Holdings Limited
- Managing Director, Hospitality Management

2004-2018
- Chief Financial Officer, Banyan Tree Holdings Limited

In Non-Listed Companies

Present
- Director, Certain related companies of Laguna Resorts & Hotels Public Company Limited[2]
- Director, Certain related companies of Banyan Tree Holdings Limited
- Director, Tropical Resorts Limited and certain related companies
- Director, Donvale Limited
- Director, Debenham Limited
- Director, Private Collection (S) Pte. Ltd.



Mr. Stuart David Reading[1]
Director

(Age 56 Years)
Date of First Appointment
as Director: 10 August 2006

Highest Educational Background and Director Certificate Program:
- Bachelor of Business Degree in Accounting, University of Western Sydney, Australia
- Associate Chartered Accountant, Institute of Chartered Accountants in Australia
- Director Certification Program (2010), Thai Institute of Directors Association

Percentage of Shareholding in the Company:
None (No movement during the year)

Family Relation between Management: No relation

Working Experiences for the Past 5 Years:

In Listed Companies

Present
- Director and Deputy Chief Executive Officer, Laguna Resorts & Hotels Public Company Limited
- Senior Vice President, Banyan Tree Holdings Limited
- Managing Director, Property Development

In Non-Listed Companies

Present
- Director, Certain related companies of Laguna Resorts & Hotels Public Company Limited[2]
- Senior Vice President - Group Property Development, Laguna Banyan Tree Limited



Mr. Ho Ren Hua[1]
Director

(Age 41 Years)
Date of First Appointment
as Director: 9 November 2011

Highest Educational Background and Director Certificate Program:
- Bachelor of Science in Economics (Honors) majoring in Finance and Management, The Wharton School, University of Pennsylvania, USA
- Chartered Director Class (2015),
- Directors Certification Program (2015)
- Diploma Examination (2016), Thai Institute of Directors Association

Percentage of Shareholding in the Company:
None (No movement during the year)

Family Relation between Management:
Mr. Ho KwonPing's son, Mr. Ho KwonCjan's nephew and Ms. Ho Ren Yung's elder brother

Working Experiences for the Past 5 Years:

In Listed Companies

Present
- Director, Laguna Resorts & Hotels Public Company Limited
- Director and Chief Executive Officer, Thai Wah Public Company Limited
- Non-Executive and Non-Independent Director Banyan Tree Holdings Limited

In Non-Listed Companies

Present
- Board of Commissioner, PT Thai Wah Indonesia
- Chairman of the Board / Director, Certain related companies of Banyan Tree Holdings Limited
- Chairman of the Board, Thai Wah International Trade (Shanghai) Company Limited
- Director, Certain related companies of Thai Wah Public Company Limited
- Director, Bibace Management Company Limited
- Director, Campion Investments Pte. Ltd.
- Director, Casita Holdings Ltd.
- Director, Dawina Investments Ltd.
- Director, ICD (HK) Limited
- Director, KPCC Management Company Ltd.
- Director, Maypole Ltd.
- Director, RH Ltd.
- Director, Rocket International Investments Limited
- Director, Sandstone Ventures International Limited
- Director, Sin-Hai Offshore Company Limited
- Director, Tapioca Development Corporation Limited

2008-2020
- Director, Bibace Investments Ltd.

2012-2023
- Director, United Insulation Services Pte. Ltd.

Remark
- No directors or management of the Company have any record of committing any illegal action.
- Disclosure on "Percentage of Shareholding in the Company" is in accordance with section 59 of the Securities and Exchange Act B.E. 2535.

[1] Authorized directors as shown in the Company Affidavit
[2] Details as shown in the section of "Position of Directors and Management as at 31 December 2023"

Laguna Management Team

1. Eddy See Hock Lye

President / Chief Executive Officer
Laguna Resorts & Hotels Public Company Limited

Mr See has been a member of the Board of LRH since 2012 and he became the Chief Executive Officer for LRH in 2022. Before joining the Group in 2004, he was the Managing Director of Asia Business Forum from 2002 to 2004 and its Chief Financial Officer from 2001 to 2004. From 1996 to 2001, he was the Group Financial Controller of Amara Holdings Limited. He was also the General Director of Amara Hotel Saigon Company Ltd, which operated Amara Hotel in Ho Chi Minh City, from 1998 to 2001.


1.


2.


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Prior to that, he was with Ernst & Young for nearly a decade, spending his last four years there as Audit Manager.

Mr See holds a Bachelor of Commerce from the University of Auckland and is an Associate Chartered Accountant, New Zealand.

2. Claire Chiang

Co-Founder and
Senior Vice President /
Global Head of Learning and Talent Development

Ms Chiang co-founded Banyan Tree Hotels & Resorts and pioneered the Group's retail business. She focuses on the acquisition of new management contracts in China. She also oversees strategic issues in organisational and human capital capability, and is responsible for guiding the Group's corporate social responsibility commitments.

Ms Chiang was appointed Justice of the Peace in 2008. She received the Public Service Medal PBM in 2008 and the Public Service Star BBM in 2014.

Her numerous awards for women's advocacy include most recently, the Bold Women Entrepreneurs Award, by sHero and Mary Kay, China, in 2020, and the Outstanding Women Award by Shanghai Daily in 2019. She was also named one of Asia's Top Sustainability Superwomen and inducted into the Singapore Women's Hall of Fame in 2018. Ms Chiang is married to Group Executive Chairman, Mr Ho KwonPing, with whom she received the Hospitality Lifetime Achievement Award at the China Hotel Investment Summit 2009.

Ms Chiang holds directorships in three Group subsidiaries and affiliated companies and four family holding companies. She is also a director of the Mandai Nature Fund and Mandai Park Holdings. In 2018, she was appointed Advisory Committee Member for both Guilin Tourism University and the School of Hotel and Tourism Management, The Hong Kong Polytechnic University.

Ms Chiang holds a Bachelor of Arts (Honours) from the National University of Singapore and a Master's degree in Philosophy from the University of Hong Kong.

3. Ho KwonCjan

Senior Vice President /
Group Chief Designer
Laguna Resorts & Hotels Public Company Limited

Senior Vice President / Group Chief Designer Laguna Resorts & Hotels Public Company Limited

Mr Ho oversees the architectural and project teams in the Group.

He has also been a Director of Laguna Resorts & Hotels Public Company Limited (LRH) since 2012. Prior to 2005, he was Joint Managing Director of LRH, a position he held from 1998. Mr Ho served as Vice Chairman of Thai Wah Public Company Limited in Thailand from 1997 to 2003.

From 1996 to 1998, he was the Managing Director of Thai Wah Resorts Development Public Co., Ltd and its Project Manager from 1985 to 1992. Before this, he worked at the architecture firm, Akitek Tenggara, in Singapore.

Mr Ho is a recipient of the Singapore Institute of Architects Gold Medal. He holds a Bachelor of Architecture (Honours) from the National University of Singapore and has been registered with the Singapore Board of Architects since 1986.

Mr Ho is the brother of the Executive Chairman of the Group, Mr Ho KwonPing.

4. Stuart David Reading

Senior Vice President / Deputy Chief Executive Officer Laguna Resorts & Hotels Public Company Limited

Mr Reading has overseen the Branded Residences and Extended Stay business unit, a core business for the Group, since 2014. He was previously Vice President, Chief Financial Officer for LRH and Deputy Managing Director, LRH. Mr Reading has served on the Board of LRH since 2006. He joined LRH in 2002 as Assistant Vice President, Finance & Administration, responsible for the residences and extended stay/property sales and holiday club businesses finance function.

Prior to joining the Group, he spent more than 10 years with Pricewaterhouse-Coopers in Australia and Papua New Guinea. From 1999 to 2002, he was a Director in the Assurance and Business Advisory Services division in Sydney.

Mr Reading is a member of the Institute of Chartered Accountants in Australia and holds a Bachelor of Business degree in Accounting from the University of Western Sydney, Australia.

5. Edmund Tan

Head of Business Excellence & Strategic Targets Laguna Resorts & Hotels Public Company Limited

Mr Tan oversees the Group's corporate functions including hotel and property operational functions in the areas of Finance, Treasury, Risk Management and Purchasing.

Mr Tan was appointed Assistant Vice President, Head of Finance and Accounting of Laguna Resorts & Hotels PCL in 2020 and subsequently promoted to Senior Assistant Vice President, Chief Financial Officer of LRH in 2021.

Mr Tan graduated from the University of London with a bachelor's degree in Accounting and Finance. He is also a Certified Practising Accountant (CPA Australia) and a member of the Institute of Singapore Chartered Accountants (ISCA).

6. Anthony Loh

Vice President - Resort Services Laguna Service Co., Ltd.

Mr Loh is responsible for local government liaison and commercial laundry services for Laguna Phuket. He assumed his current position in 2019.

In his 31 years with the Group, he has played diverse roles in the development of Laguna Phuket into a distinctive and sustainable leisure destination.

His contributions include involvement in the pre-opening phases of properties such as Sheraton Grande (now Angsana Laguna Phuket), Laguna Golf Phuket, Allamanda, Canal Village, Banyan Tree Phuket and Banyan Tree Bangkok.

His expertise spans various operational domains, from transportation, laundry services, security and kindergarten administration to beach maintenance, landscape management, water production, sustainability initiatives and destination marketing.

7. Paul Anthony Wilson

Vice President / Deputy Managing Director, Laguna Phuket Laguna Grande Limited

Mr Wilson oversees Laguna Phuket operations including destination events, marketing, transportation, common areas, infrastructure and facilities, central landscape, security and engineering. He also leads the Laguna Golf Group and oversees the performance of the Group's three golf courses.

Mr Wilson joined Laguna Phuket in 2013 as Assistant Director of Golf, and completed award winning renovation projects in Laguna Phuket and Bintan. He was promoted to Group Golf Director in 2016. In 2020, he was appointed Senior Assistant Vice President, Group Golf and Destination Sales & Marketing, and subsequently expanded his role to cover wider Laguna Phuket operations.

Mr Wilson graduated with a PGA Foundation Degree in Professional Golf Studies and Business Management from the University of Birmingham, UK. He started his international career in Abu Dhabi, UAE, with leading golf management company Troon Golf. In 2019, he was awarded the status of PGA Fellow Professional for his services to the industry.


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Management as of 23 February 2024.

8. Ungkhana Tosilanon

Vice President, Head of Laguna HR Centralised Services
Laguna Resorts & Hotels Public Company Limited

Khun Ungkhana oversees the Human Capital function of Laguna Resorts and Hotels, and the Human Capital – Operations and Governance portfolio of Banyan Group. In the latter role, her duties encompass implementing strategic initiatives with regional teams to support operational needs and ensuring adherence to group standards.

Following a brief departure in 2013, she returned to Laguna Phuket in 2014 as the Area Director of Human Resources, overseeing operations across three hotels in Phuket. She was then appointed to lead Banyan Academy, the company's training arm, before being redeployed to focus on human capital functions in 2019 with her promotion to Senior Assistant Vice President.


8.


9.


10.

Khun Ungkhana holds a Master of Science in Management Technology from the National Institute of Development Administration, Thailand.

9. Chatchai Chordokrak

Senior Assistant Vice President - Head of Finance and Corporate Affairs
Laguna Resorts & Hotels Public Company Limited

Khun Chatchai brings over 10 years of extensive experience in finance & accounting, investment, risk management, banking, and strategic planning. Before joining us, he served as the Executive Director – Accounting and Finance Division / Company Secretary at Country Group Development Public Company Limited in Bangkok, Thailand. In this capacity, he achieved proven success in project development, onshore/ offshore investment, asset management, and short- and long-term financing.

Khun Chatchai joined our team in August 2022 as AVP / Head of Finance and Corporate Affairs. In this role, he oversees centralised Finance and Accounting, Corporate Affairs, Company Secretary, and Internal Audit for Laguna Resorts and Hotels (LRH) and its subsidiaries. Expanding his responsibilities in 2023, he now oversees the legal department and supports the establishment of centralised Purchasing department. Throughout his tenure, Khun Chatchai has adeptly managed bank relationships and maintained our company's cashflow at a healthy level.

Khun Chatchai collaborates closely with all internal and external stake-holders, ensuring good corporate governance and complance. He focuses on strengthening the company's financial position, minimising financial risks, and driving business and operational success for the company.

Khun Chatchai holds a Master of Business Administration, Mahidol University International Collage.

10.Areewan Sriwichupong

Assistant Vice President – Finance
Laguna Resorts & Hotels Public Company Limited

Khun Areewan joined LRH Group in 1993 and was promoted to her current position in 2009. She currently oversees the Group's consolidation of accounting, finance and treasury, financial reports as required by Thailand's Listed Limited Company Act, Group's asset management, strategic planning and Singapore Financial Reports. She has been responsible for accuracy of accounting, taxation, budget, forecast, cash flow, finance and treasury of the Group Companies in Laguna Resorts & Hotels Plc.

Khun Areewan has been supervising and overseeing the consolidation of financial data from various business units to prepare an accurate and comprehensive financial report for presentation to the CFO, CEO, the Audit, Risk and Corporate Governance Committee, the Board of Directors, and the SET and SEC, as well as various financial reports as required by Singapore Stock Exchange and to comply with SFRS, IFRS Standards.

Khun Areewan holds a Master of Business Administration (Strategic Management), Thammasat University.

11.Nopparat Aumpa

Senior Assistant Vice President/ General Manager
Banyan Tree Bangkok

Khun Nopparat is the General Manager for Banyan Tree Bangkok, coming full circle after starting her career at Banyan Tree Group 27 years ago. She is responsible for ensuring that the urban hotel operates in line with the Group's mission statement, meeting fiscal and qualitative objectives. She takes charge of leading, coordinating and supervising the entire operational activities in the Group's 61-storey iconic hotel in Bangkok.

Her managerial career began in 1996 when she joined The Westin Banyan Tree Hotel in Bangkok, as Assistant Manager in the Front Office department. At the start of her tenure at Banyan Tree Bangkok, she demonstrated strong hospitality skills and immediately moved through the ranks at various Banyan Tree properties. In 2015, she moved to Banyan Tree Bangkok as a General Manager.

Khun Noparat holds a B.A. Liberal Arts from Thammasart University and Certificate of Education Professional Development Program, Cornell University and recently granted an Executive MBA at the Sasin Graduate Institute of Business Administration of Chulalongkorn University in Thailand and in Kellogg School of Management, Northwestern University.

12. Anders Tomas Dimblad

Area General Manager
Angsana Laguna Phuket / Homm Suites Laguna

Mr Dimblad has over 20 years of leadership in hospitality management, with over 15 years in various capacities within the Banyan Tree Group. He first joined the Group as Rooms Division Manager for Banyan Tree Seychelles in 2003 and gradually grew his career up in various exposures across different locations of our properties from Maldives to Dubai, Bangkok, and Ras Al Khaimah. He left the Group in July 2014 from his role as Area General Manager for Banyan Tree Al Wadi and Banyan Tree Beach Club Ras Al Khaimah. In February 2016, we welcomed him back as pre-opening General Manager for Banyan Tree Signatures Kuala Lumpur and Pavilion Hotel Kuala Lumpur Managed by Banyan Tree.

In 2022, Mr Dimblad was appointed as the Area General Manager of Laguna Phuket. He has worked closely with his team members in Laguna Phuket and the regional support teams to ensure the effective operations and business success in all owned hotels. He will lead the operating team of Angsana Phuket (namely Angsana Laguna Phuket and Homm Suites Laguna) to deliver the brand standards and achieve guest excellent services, while overseeing the financial and operational results of Banyan Tree Phuket and Cassia Phuket.

13.Sittichai Jitnatham

General Manager
Banyan Tree Phuket

Khun Sittichai started with the Group since 1995 as restaurant supervisor at Banyan Tree Phuket. He was promoted along his F&B career journey. He became Director of Food and Beverage at Banyan Tree Phuket in 2006 before he moved to UAE in the same capacity to open Banyan Tree Al Wadi, Ras Al Khaimah in 2008. He then left and returned to the Group again after 10 years as the Hotel Manager of Banyan Tree Phuket in 2020.

In 2022, Khun Sittichai started his new role as General Manager of Banyan Tree Phuket. He has been leading his team to ensure the delivery of expected financial and operation results as well as increase guest and associate satisfaction, while maintaining the signature brand standards of our flagship hotel.

Khun Sittichai graduated with a Bachelor degree in Hotel and Restaurant Management from Sukhothai Tammathirat Open University, Thailand.

14. Logan Daley

General Manager
Cassia Phuket

Mr Daley started his journey with our Group since July 2015 as Area Director of Food and Beverage for Banyan Tree and Angsana Bintan. He was involved in developing the concept for Cassia Phuket and was one of the driving forces in the Cassia Bintan pre-opening team. In July 2017, he was promoted to be Hotel Manager of Cassia Phuket.

In 2022, he started his new role as General Manager of Cassia Phuket and has continued to work closely with cool Friends of Cassia to ensure Cassia's brand standards and achieve the business objectives.

Mr Daley graduated from Hospitality Management of Cornell University School of Hotel Administration. His experience has taken him from Australia, to Dubai, Abu Dhabi and Indonesia.


11.


12.


13.


14.

Management as of 23 February 2024.



Vision

To be a leading international hotel and property developer with full commitment to environmental protection, social responsibility and maximum satisfaction to all stakeholders with an aim to pursue sustainable long-term business value development.

Mission

The Company has a clearly defined corporate mission designed to further its business aims and generate maximum returns for its shareholders. Principal in the Company's mission statement is to include a culture of cooperation between the hotels and business units to ensure a positive experience for each and every hotel guest, holiday club member and property owner in Laguna Phuket, its most significant investment. In order to avoid an over reliance on its operations in Laguna Phuket, the Company continues to diversify its investment portfolio away from Phuket by investing in projects in other parts of Thailand and within the Southeast Asia region and the People's Republic of China. Paramount in its mission of generating continued growth through expansion, innovation and maximisation of market share, the Company seeks to conduct its operations in an environmentally sensitive manner.

Financial Highlights

Financial Highlights

(Unit : Million Baht)

Information from Consolidated Financial Statements	2023	2022	2021
Total Assets	30,050	22,683	22,488
Total Liabilities	14,822	12,835	12,666
Total Shareholders' Equity	15,228	9,848	9,822
Revenue from Hotel Operations	3,701	2,398	688
Revenue from Property Development Operations	2,263	2,314	742
Total Revenue	6,117	4,797	1,489
Operating Profit (loss)	718	124	(803)
Share of gain (loss) from investment in associate	10	29	32
Finance Income	46	41	48
Finance Cost	(209)	(202)	(234)
Income Tax (expenses) revenue	(189)	14	(73)
Non-controlling Interests of the Subsidiaries	8	(2)	1
Profit (loss) for the year attributable to equity holders of the Company	368	7	(1,032)

Financial Ratios

Information from Consolidated Financial Statements	2023	2022	2021
Quick Ratio (Times)	0.39	0.39	0.29
Receivables Turnover (Times)	7.79	7.08	2.33
Accounts Payable Turnover (Times)	5.65	4.05	1.76
Return on Total Revenue (%)	5.97	0.15	(67.15)
Return on Total Equity (%)	2.93	0.07	(10.03)
Return on Total Assets (%)	1.39	0.03	(4.55)
Earnings Per Share (Baht)	2.21	0.04	(6.19)
Dividend Per Share (Baht)	1.35*	-	-
Net Asset Value Per Share (Baht)	91.36	59.09	58.93
Weighted Average Number of Ordinary Shares	166,682,701	166,682,701	166,682,701

* On 21 February 2024, the meeting of the Company's Board of Directors passed the resolution to propose to Annual General Meeting of the Company's shareholders for approval of dividend payment from the retained earnings as at 31 December 2023.



Banyan Tree Grand Residences
Beach Terraces

Operational Highlights

Operational Highlights

- **Hospitality Business**

  We continued to refresh our resorts throughout the year to maintain their appeal. After serving club members for many years, the Laguna Holiday Club Phuket was officially rebranded as Homm Suites Laguna on 15 November 2023. Nestled in the idyllic surrounds of Laguna Phuket's Golf Club, the resort is a contemporary retreat that promises an unparalleled blend of tranquillity and comfort in Phuket's most coveted enclave. A convenient 25-minute journey from Phuket International Airport, Homm Suites Laguna is a haven for the discerning traveller.

  The beachfront at Angsana Laguna Phuket was renovated and unveiled in December. Featuring the all-new Xana Beach and Bar, the newly rejuvenated area will provide the ultimate beach experience with swing seats, refreshing cocktails, breathtaking views and stunning sunsets.

  On the F&B side, ATOLL, our floating restaurant in the lagoon of Angsana Laguna Phuket was relocated to Banyan Tree Phuket and reopened as Tin Tapas Bar in late 2023. A nod to the resort's legacy as a former tin mine, the floating bar offers a unique dining experience of Asian tapas and signature drinks against a backdrop of serene lagoon views and breathtaking sunsets.

- **Property Developments**

  Capitalising on continuing strong demand for residential properties in Phuket, we rolled out a wide range of residential projects during the year. Following the successful debut of Skypark Celeste in 2022, we launched Laguna Lakeside Residences in early 2023 to provide more options in the entry-level segment. These affordable one - and two - bedroom condominiums are ideally positioned in the exclusive Laguna Phuket, yet only a short stroll to the popular lifestyle, dining and retail precinct of Boat Avenue and Central de Porto Phuket.

  We also launched Banyan Tree Grand Residences Beach Terraces in the first quarter of 2023, shortly after introducing the Oceanfront Villas and Seaview Residences product types in late 2022. This was followed by the launch of Banyan Tree Residences Beach Villas & Beach Residences in the fourth quarter of 2023. The successive launches of luxury projects provided a variety of products to sustain investor interest and capture the luxury segment throughout the year. The prime beachfront location of these projects will allow owners to experience the epitome of luxury living within an exclusive enclave adorned with breathtaking beachside homes. Offering a fusion of elegance and comfort, these exquisite homes feature three to four spacious bedrooms alongside the allure of a private pool.

  In the upscale segment, Building 2 of Angsana Oceanview Residences was released to the market in the second quarter of 2023. The luxury two- and three- bedroom private pool residences with lagoon and sea views have proven popular. Construction of the sold-out Building 1 was completed and units were handed over to the owners in the fourth quarter of 2023.

- **Wellness**

  Laguna Wellness is the latest collaboration between Laguna Phuket and Bangkok Dusit Medical Services (BDMS). Officially opened in June 2023, this innovative medical and wellness facility offers a wide range of healthcare services and holistic support, including cutting-edge regenerative medicine, rehabilitation programs, and comprehensive health check-up packages. With a focus on anti-aging treatments, food intolerance management, hormone therapy, weight management, gene testing, booster programs, and IV drips, our clinic provides advanced medical solutions tailored to individual needs.

  The new facility positions Laguna Phuket as a premium wellness hub in the region, as well as giving residents of Laguna Phuket access to the latest medical technology and the expertise of world-class medical professionals. Catering to the increasing number of individuals who choose to visit Phuket for medical treatment as part of their holiday, the centre also appeals to those considering investing in residential property on the island.

- **Laundry Business**

  Laguna Laundry service was established in 1992 to serve three hotels within Laguna Phuket. Since 2002, this business unit under Laguna Services has succeeded in building an external customer base and has gradually gained market share.

  As Laguna Laundry reached maximum production capacity, we initiated expansion efforts. Phase 1 was completed in 2023, increasing production capacity from 1.5 tons per hour to 2.6 tons per hour. This allowed Laguna Laundry to capture new customers, securing the servicing of more than 3,000 additional room keys in 2023. With more than 9,000 hotel room keys being serviced in 2023, Laguna Laundry has the largest market share in Phuket's laundry business.

Banyan Tree Residences
Penthouse



Industry Trends and Outlook

Industry Trends and Outlook

Sales and Marketing

Hotels

All of the Group's hotels and business units prepare an annual Sales and Marketing Plan to support and guide how they plan to achieve the budgeted revenues. For the hotels, the plans include statistics showing comparisons to the prior year, market segmentation analysis, pricing strategy, promotion, and PR plans, etc.

The 2023 markets and geographical segmentation in terms of room revenue are set out in the table below:

Laguna Phuket hotels	Banyan Tree Bangkok
Targeted Markets / Type of Customers For full year 2023, the FIT (Free Independent Traveler) markets account for 41% of room revenue while Wholesale markets represent 40%, MICE business contributed to 14% with 5% originating from a combination of Air Crew and Long Stay business. High season months such as January to March, November and December saw higher revenue contribution from Wholesale markets, accounting for around 47%, compared to FY 40% while FIT markets had a higher contribution during low season of April till October, with around 53% share, compared to FY 41%.	**Targeted Markets / Type of Customers** The FIT (Free Independent Traveler) leisure markets account for 64% of total revenue, while Wholesale markets represent 29% and individual business travellers and group business represent the rest.
Geographical Segmentation **Asia** as a whole came in with the largest share with 32%, with China, Korea, Thailand, India, and Singapore. With China being the largest contributor with 12%.	**Geographical Segmentation** **Asia** 56%, mainly targeting the Eastern Asian and domestic market.
Europe contributed 17%, mainly from United Kingdom, Germany, France, Switzerland and Belgium.	**Europe** 25%, mainly from the United Kingdom and Germany.
Russia as a country contributed the largest amount with 25%, mainly coming during Q1 and Q4 periods.	**Others** 10% from North America, 7% from Australia and the rest of world represent the rest.
Middle East with 11% share, and UAE the largest contributor with 3%	Banyan Tree Bangkok has budgeted 17% of domestic market for the first quarter of 2023 with the rest coming from Korea, Japan, Singapore, Europe, USA, Australia and China coming in between Q1 - Q2 due to gradual reopening of China is occured into Q1 2023, plus support from international business long-haul market as well.
North America slightly behind Middle East with 6%, and USA contributing nearly the entire amount.	

The year 2023 has seen a spike in demand and traveling, with several key countries showing significantly stronger demand compared to pre-covid levels.

Majority of countries such as Russia, Europe, Korea, Middle East and India have outperformed revenue from Pre-Covid by than 30%, with India the strongest growth with more than double, mainly attributed to the wedding market. The only 2 countries that have underperformed were Japan and China. With Japan segnanting due to the conservative nature of the market, and China still undergoing macro economical struggles mainly attributed to the possible collapse of the real estate industry.

Property Sales

With the growing popularity of Phuket, the real estate market continues to flourish, with strong demand driven by affluent high networth individuals and a shift in lifestyle preferences. We continue to see a shift in demand to midscale, upscale and luxury segments for well-positioned branded residences. The pandemic caused people to rethink their lifestyle and work preferences, such as living in less densely populated locations and the ability to work from home. Upscale and luxury property buyers are also less prone to the impact of economic uncertainty. Our products, which range from affordably priced apartments to luxury branded residential offerings, are well-positioned to cater to these market segments. The Group seeks to continually improve property sales performance going forward. Areas of focus will include:

- Selling the already completed property sales inventory.
- Penetration into local Thai market and newly emerging regional markets such as the People's Republic of China, Republic of India, Middle East, while maintaining strong sales to existing markets such as Russia.
- Increased online sales activities
- Increased offline sales activities (sales channel partners and regular events and roadshows) in key source and newly emerging markets
- Having collaterals in several different languages and increased online / digital marketing.
- Offering a comprehensive range of properties to suit all budgets and maintaining competitively priced products for both investment and/or lifestyle buyer segments.
- Introducing innovative promotions and incentives such as long-term payment plans, free hotel stay, retirement, and long-stay visa for foreign buyers.
- Continuing to improve our excellent after-sales services.

The Group will stay very close to the market to ensure that the Group continues its leadership position.

Market Situation

- By early 2023 Thailand was permitting the entry of international tourists free of COVID-19 restrictions and the return of tourism was resulting in the beginning of the much anticipated resurgence.
- By end of 2023, Thailand welcomed more than 28 million foreign arrivals, generating more than a trillion baht in revnue from tourist spending. This result surpassed the 25-28 million target for the year and increased by 20% comparing to 2022. The leading countries, from where these tourists hailed, were Malaysia, with a staggering 4,563,020 tourists, followed closely by China at 3,519,735 tourists. South Korea, India, and Russia also contributed significantly to the tourist numbers, with 1,658,688 tourists, 1,626,720 tourists, and 1,481,878 tourists respectively.
- Chinese tourist arrivals was far below pre-pandemic level. The number of flights from China to Thailand in the winter of 2023 (November 2023 - February 2024) is 41% fewer than in the winter of 2019.
- Bangkok overtook Paris as the world's most visited city. Bangkok received the top ranking as the city with the most foreign visitors, totaling 22.78 million people.
- Phuket finished 2023 with over 14 million international and domestic tourists with tourism-related revenue exceeded 200 billion baht, according to Phuket Tourist Association. New direct flights from Phuket and Vietnam, Saudi Arabia and China have been added which have contributed the increamental arrivals and connecting opportunities.

- In tandem with the post-pandemic rebound in tourism, our property sales business saw continuing strong momentum and set another new record. Russia remained our largest source of buyers in 2023. Phuket's luxury low-rise residential market witnessed robust demand from high-net-worth individuals, following Thailand's introduction of the long-term resident visa and the new Thailand Elite visa programme. Strong demand for real estate is expected to continue in 2024. Thailand's luxury branded residence market is flourishing, attracting affluent buyers and experiencing significant growth, with a focus on global ultra-high-net-worth individuals.

Competition

Hotels

Top Tier Properties - Phuket	Luxury Villa Properties - Phuket	Top Tier Properties - Bangkok
• Dusit Thani Laguna Phuket • Saii Laguna Phuket Beach Resort • Le Meridien Phuket Beach Resort • JW Marriott Resort & Spa • Hyatt Regency Phuket Resort • Pullman Phuket Arcadia Naithon Beach	• The Amanpuri • Anantara Layan • Anantara Mai Khao • Sripanwa • Rosewood Phuket • The Surin Phuket	• The Sukhothai Hotel • W Bangkok • Peninsula Bangkok • Sofitel So Bangkok • Kimpton Maa-Lai • The Athenee Hotel

Phuket: The competitive sets of Laguna Phuket are upper-tier hotels and luxury villas. Hotels in Phuket continue to face competition from rental properties which offer competitive rates for longer stay visitors, as well as competition from other resort destinations within the region.

Bangkok: The number of newly built hotels from recent years has and in pipeline has continuously led to an oversupply in downtown Bangkok as we saw some market demand has shifted to new opened hotels. This make overall Bangkok become higher competitive market.

Property

The majority of Laguna Phuket's direct competitors are located along the central west coast where much of the newer, upper-end properties are located. The less-developed east-coast does not have the same quality of infrastructure and lacks good quality beaches.

Laguna Phuket has a combination of its brand, location, quality, and range of products to set it apart from its competitors. There are many developers targeting buyers in the sub-Baht 10 million segments; however, Laguna Phuket has a lot to offer our property buyers which cannot be matched by other competing projects. These include a long history of developing quality homes in a safe, secure, and beautifully landscaped environment supported by a team of well-trained after-sales staff offering a myriad of home services. Laguna Phuket also offers our homeowners a wide variety of dining and recreational facilities including an 18-hole golf course right at their doorstep.

Pricing Strategy

In 2023, the hotels in Phuket and Bangkok managed to maximize their rates through dynamic pricing strategy; the ADR of Banyan Tree Bangkok increased 7% vs pre-covid level and the ADR of Phuket hotels increased 4% vs pre-covid level.

The hotels in Phuket and Bangkok are operating in a competitive environment and the Group will need to maintain vigilance and be flexible on its room rates to adapt to market changes to maximize yield and RevPAR (revenue per available room). We will keep the market diverse without relying on a single country to avoid any repercussions if something untoward happens.

In the property sector, competitive pricing will be required to maintain strong rates of sales. The Group will also continue with the strategy to offer a comprehensive portfolio of properties across all price segments ranging from entry level (sub-Baht 10 million) such as Skypark, mid-range (Baht 10-30 million) such as Laguna Seaside, upscale (Baht 30 – 80 million) such as Angsana and Laguna Residences and luxury (Baht 80 million upwards) such as Banyan Tree Residences.

Three Year Outlook

The Thai economy is projected to grow by 3.2% in 2024. This will be supported by a rebound in tourism, a recovery in exports and continued growth in domestic consumption. The tourism sector is expected to make a strong recovery in 2024, with foreign tourist arrivals projected to reach at least 30 million. This will boost growth in the hospitality, transportation and retail sectors.

Inflation is expected to remain within the Bank of Thailand's target range of 1-3% in 2024. The government's measures to ease energy and food prices are expected to help keep inflation in check.

In a move to further stimulate tourism, the Thai and China governments permanently confirmed to waive visa requirements for each other's citizens from March 2024 onwards. This strategic decision not only signals economic revival post-pandemic but also showcases enhanced cooperation between Thailand and China, promising a significant uplift for the tourism sector.

Phuket: The Tourism Authority of Thailand (TAT)'s Phuket office will continue promoting the province as a year-round destination with no official low season. The key strategy is targeting tourists from Taiwan, Hong Kong, Malaysia, Singapore and Vietnam during the typical low season, which starts around May while trying to maintain those from Russia and Kazakhstan. In addition, community tourism will be promoted among those who arrive on cruise ships, students who come to Phuket for a short language course as well as Chinese tourists who tend to travel solo or in small groups.

We are positive with the revenue forecast to be back at the same level or even ahead of Pre-Covid years. However, the hotel operations are still suffering about labour shortages as workers have not fully returned to the tourism industry after the Covid downturn. Hotels will have to allow more overtime and offer higher wages in order to solve the manning issue and remain competitive in the labour market.

Looking ahead, real estate demand is expected to remain strong in 2024. Thailand's luxury branded residence market is flourishing, attracting affluent buyers and experiencing significant growth, with a focus on global ultra-high-net-worth individuals. China, one of our key source markets, and Thailand have agreed to a permanent visa-free policy starting March 2024, fostering diplomatic relations and stimulating economic activity in their respective tourism sectors. Accordingly, we expect to benefit from rising tourism arrivals, our extensive sales network and stellar brand reputation. Given the enduring appeal of Phuket and Bangkok, their value proposition, and their standing among global resort markets, the Company is still confident about the long-term prospects.

Corporate Profile

1 Company History & Milestones

Company History

Laguna Resorts & Hotels Public Company Limited (The Company) was founded in 1983. It shortly thereafter acquired a large parcel of land on the site of an abandoned tin mine at Bangtao Bay, Phuket, Thailand which was later developed to become the Laguna Phuket integrated resort complex.

Major businesses of the Company and its subsidiaries (The Group) are hotel The subsidiaries also engage in operating a golf club, sales of merchandise, office rental, and sales of holiday club memberships.

Milestones

1987
Dusit Thani Laguna Phuket (formerly known as Dusit Laguna Resort) opened.



1991
Laguna Beach Resort opened.

1992
Sheraton Grande Laguna Phuket and the Laguna Phuket Golf Club opened.

1993
The Company listed on the Stock Exchange of Thailand.

Property Sales operations commenced with the Allamanda condominium units.



1995
The resort's flagship hotel, Banyan Tree Phuket's Grand Opening.

1998
Laguna Holiday Club commenced operations.

2002
The Group acquired a large parcel of land adjacent to Laguna Phuket for future development opportunities.

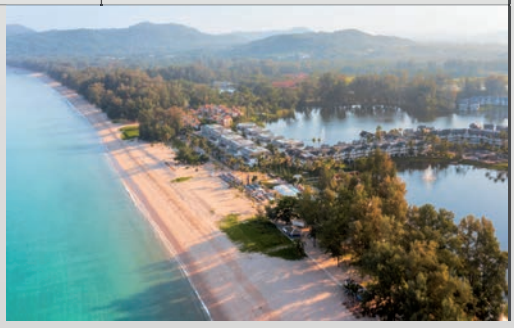
2005



The Group acquired Thai Wah Plaza Limited which owns Banyan Tree Bangkok and commercial offices.

2006
Banyan Tree Lijiang in China and Laguna Holiday Club Phuket Resort opened.

The latter is operated under the Holiday Club Business.



2008
The Group entered into an agreement to acquire additional land adjacent to Laguna Phuket for future development.

2009
The Group invested in the Banyan Tree Indochina Hospitality Fund which has developed an integrated resort in Hue, Vietnam

Outrigger Laguna Phuket Resort & Villas commenced operations in December.

2010
Divestment of Dusit Thani Laguna Phuket Hotel in October.

2011
Divestment of Laguna Beach Resort in May.

Closure of the former Sheraton Grande Laguna Phuket for a major renovation and rebranding and reopening as Angsana Laguna Phuket in December.

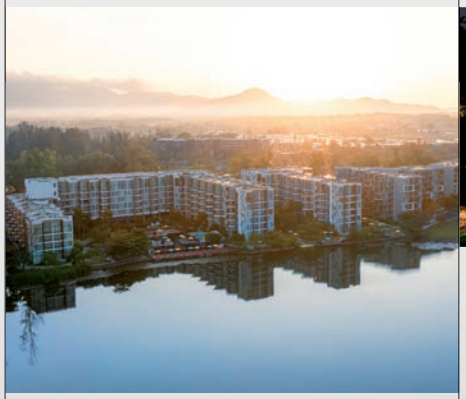


2013
Upgrade of Laguna Golf Phuket which included the golf course, clubhouse, and the introduction of golf carts.



2015
Reopening of Laguna Golf Phuket in January.

The grand opening of Cassia Phuket in October.



2016
Angsana Vacation Club commenced operations in January.

Rebranding of Outrigger Laguna Phuket Resort & Villas to Angsana Villas Resort Phuket in August.

The Company further invested 1.25 percent in Thai Wah Public Company Limited.

2017
Divestment of Banyan Tree Lijiang and invested in Banyan Tree China Pte. Ltd.

2018
Opening of Cassia Phuket Phase 2

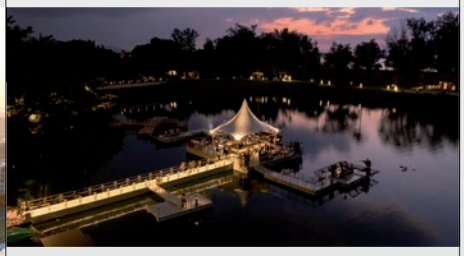


2019
Completed construction of 45 new villas in Banyan Tree Phuket, increasing inventory to 220 villas.

Completed construction of ACES function & events centre at Angsana Laguna Phuket.

This is the largest MICE facility in Phuket.

Launched Saffron Cruise in Bangkok in November.



2021
Commencement Unit handover of Angsana Beachfront Residences.



2022
Launch of, a midscale condominium, Laguna Beachside in January.

Launch of Skypark Celeste condominium in November, a second phase of an affodable Skypark Aurora which unit handover commencement during the year.

Launch of Banyan Tree Grand Residences Oceanfront Villas and Grand Seaview Residences, a new phase of Banyan Tree branded residences, in fourth quarter.



2023
Launch of, an affodable condominium, Laguna Lakeside in first quarter.

Continued launch of Banyan Tree branded residences; Banyan Tree Grand Residences Beach Terraces in first quarter and Banyan Tree Beach Villas & Beach Residences in fourth quarter.

Commencement Unit handover of Angsana Oceanview Residences in fourth quarter.

Rebranding of Laguna Holiday Club Phuket Resort to Homm Suites Laguna in November.



2 Registered Capital and Paid-up Capital

- The Company has a registered capital of Baht 2,116,753,580 and issued and paid-up capital of Baht 1,666,827,010 divided into 166,682,701 ordinary shares at a par value of Baht 10 per share.

- The Company has no shares of which the rights and conditions are different from the ordinary shares.

- As of the latest share register book closing on 28 December 2023, the total shares held by Thai NVDR Company Limited (a subsidiary wholly owned by the Stock Exchange of Thailand issuing "Non-Voting Depository Receipt" or "NVDR") in the Company's shares is 65,487 shares or 0.039 percent of the total issued and paid-up shares of the Company. Pursuant to the provisions of the prospectus of Thai NVDR Company Limited, they will not attend nor vote in any shareholders' meeting of the Company other than delisting. Therefore, the shares held by Thai NVDR Company Limited will not be considered for quorum and voting in shareholders' meetings except when the Company wishes to delist its shares from the Stock Exchange of Thailand.

Laguna Lakeside



3. Income Structure

The percentage of income generated by each line of business is detailed as follows:

(Unit: Thousand Baht)

	2023	%	2022	%	2021	%
Revenue from Hotels	3,700,579	60	2,397,982	50	688,006	46
Revenue from Property Development	2,263,035	37	2,314,068	48	741,763	50
Revenue from Office Rental	35,056	1	35,801	1	27,202	2
Other Income	117,901	2	48,818	1	31,930	2
Total Revenue	**6,116,571**	**100**	**4,796,669**	**100**	**1,488,901**	**100**

The most significant businesses of the Group are hotels and property development operations for which further details are provided below. Note 37 to the financial statements of the Company for the year ended 31 December 2023 and 2022 discloses the operating results by business segment following accounting standards and principles.

Hotel Operations – Overall	2023	2022	2021
Occupancy (%)			
Angsana Laguna Phuket	66	52	16
Banyan Tree Phuket	66	57	20
Banyan Tree Bangkok	77	55	14
Cassia Phuket	71	54	33
Average - LRH Hotels	**70**	**54**	**20**
Average Room Rate (Baht)			
Angsana Laguna Phuket	4,301	3,371	2,263
Banyan Tree Phuket	14,918	11,193	15,543
Banyan Tree Bangkok	5,054	4,000	2,384
Cassia Phuket	2,123	1,631	964
Average - LRH Hotels	**5,816**	**4,585**	**2,766**
Total Revenue (Thousand Baht)			
Angsana Laguna Phuket	700,680	506,146	99,314
Banyan Tree Phuket	1,161,704	766,214	192,338
Banyan Tree Bangkok	995,729	608,059	121,823
Cassia Phuket	250,004	149,997	57,511
Total LRH Hotels	**3,108,117**	**2,030,416**	**448,772**
Gallery Operations	250,599	124,805	105,995
Other Hotel-Related Operations	341,863	242,761	133,239
Total Revenue of Hotel Operations	**3,700,579**	**2,397,982**	**688,006**

Hotel Operations – Overall

By early 2023 Thailand was permitting the entry of international tourists free of Covid-19 restrictions and the return of tourism was resulting in the beginning of the much anticipated resurgence. We have witnessed the total revenue being back at almost the same level of Pre-Covid years in most of LRH hotels while Banyan Tree Phuket's total revenue showed to be even ahead of Pre-Covid years.

The total combined hotel revenue in 2023 increased 45% from 2022. Both occupancy +16% and ADR +27% provided optimism for this growth.

Property Development Operations

(Unit: Thousand Baht)

	2023	%	2022	%	2021	%
Revenue:						
Property Sales business*	2,117,809	94	2,264,318	98	685,036	92
Holiday Club business	145,226	6	49,750	2	56,727	8
Total Revenue - Property Development Operations	**2,263,035**	**100**	**2,314,068**	**100**	**741,763**	**100**

* Including other income

Property Sales business

A total of 198 units amounting to Baht 2,079 million in revenue (excluding other income) was recognized in 2023 in accordance with accounting income recognition policies.

Holiday Club Business

In 2023, the Holiday Club's revenue was higher than last year, even the membership sale operation continues to be suspended, mainly contributed to sales of inventories which are redundant as compared to the current number of timeshare members.

Other Income

(Unit: Thousand Baht)

Other Income	2023	2022	2021
Gain on Revaluation of Investment Property	100,414	34,766	-
Gain on sales of property, plant and equipment	12,310	-	13,690
Rental and Service Fee	2,128	9,658	9,680
Management Fee Income	1,478	2,267	1,603
Others	1,571	2,127	6,957
Total Other Income	**117,901**	**48,818**	**31,930**

The "gain on revaluation of investment property" relates to the office units for lease at Thai Wah Tower I located in Bangkok, the Canal Village retail development located in Laguna Phuket, and lands located in Northern provinces of Thailand. A revaluation of these properties are conducted annually by an independent appraiser.

"Gain on sales of property, plant and equipment" in 2023 and 2021 resulted from selling of Townhome units under Laguna Holiday Club and disposal of Banyan Tree Gallery's warehouse in Singapore, respectively.

"Rental and Service Fee" is the income generated from the rental of Banyan Tree Management Academy building in Phuket.

4. Types of Business

The key businesses of the Group are hotel operations, property development operations, and office rental. The Group's major business investment largely revolves around the operation and management of the integrated resort of Laguna Phuket, located on the island of Phuket in Thailand, as well as its investments in the Banyan Tree Bangkok.

Hotel Operations

Hotels

The Group has ownership in hotels in Phuket and Bangkok all of which are top-tier and luxury properties. The hotels offer a diverse range of accommodations which also include bars and restaurants, swimming pools, fitness centres, meeting rooms and facilities, business centres, etc.

In those hotels, some are owned by property investors who receive a return on their investment by joining a hotel management scheme and renting their properties to guests while some units are sold as holiday club membership.

Hotel	Location	Opening year	Number of rooms owned by LRH Group (in operation)*	Company (% held by LRH Group)	Operator
Banyan Tree Phuket	Bangtao, Phuket	1995	141 (219)	LBTL (100%)	Banyan Tree Hotels & Resorts Pte. Ltd. and Banyan Tree Hotels & Resorts (Thailand) Limited
Angsana Laguna Phuket	Bangtao, Phuket	2011	327 (377)	BGL (100%)	Banyan Tree Hotels & Resorts Pte. Ltd. and Banyan Tree Hotels & Resorts (Thailand) Limited
Banyan Tree Bangkok	Sathorn, Bangkok	2002	299 (312)	TWPL (100%)	Banyan Tree Hotels & Resorts Pte. Ltd. and Banyan Tree Hotels & Resorts (Thailand) Limited
Cassia Phuket	Bangtao, Phuket	2015	62 (334)	PGR (100%)	Banyan Tree Hotels & Resorts Pte. Ltd. and Banyan Tree Hotels & Resorts (Thailand) Limited
Homm Suite Laguna**	Bangtao, Phuket	2006	77 (79)	LHC (100%)	Banyan Tree Hotels & Resorts Pte. Ltd. and Banyan Tree Hotels & Resorts (Thailand) Limited

* The number of rooms shown in parenthesis include those owned by the Group which are developed for property sales and those which have been sold as property sale units or holiday club membership.

** Formerly known as Laguna Holiday Club Phuket Resort .

Hotel – Related Operation

Laguna Phuket is operated under an integrated resort concept, along with many hotel-related facilities which are also provided to support the concept. All of these facilities are owned and operated by the Group.

Hotel – related operation	Opening year	Company (% held by LRH Group)	Type of business / facilities
Laguna Service	1991	LSC (72.9%) LHL (100%)	Provides essential services such as laundry, water supply, inter-resort transport, landscaping, common area maintenance, marquee facilities, staff transportation, destination marketing, and other centralised services for Laguna Phuket hotels and ancillary operations.
Canal Village	1994	LRH (100%)	A boutique shopping centre centrally located on 10 Rai of land within Laguna Phuket.
Banyan Tree Gallery and Angsana Gallery	1996	BTG (T) (51%) BTG (S) (51%)	A chain of wholesale and retail outlets specialising in indigenous hand-icrafts and spa products. There are many outlets worldwide operated and managed under these companies, 4 of which are located within Laguna Phuket.
Angsana Wedding Chapel	2005	BGL (100%)	Thailand's first resort wedding chapel offering comprehensive wedding packages and well-positioned to capture the lucrative wedding market.
Laguna Tours	2007	LEL (49%)	Offering selected third-party tours to Laguna Phuket guests.

Golf Operations

Laguna Golf - Phuket

Laguna Golf Phuket is an 18-hole, par 71 award-winning golf course, set within the world-renowned Laguna Phuket integrated destination. The professionally designed golf course provides the perfect golf experience for players of all abilities. The venue is host to annual professional tournaments such as the Singha Laguna Phuket Open and Asian Development Tour events. Laguna Golf Phuket offers daily fee green fees, in additional to annual and 5 & 10-year memberships. In addition to the golf course and clubhouse, the venue offers a PGA certified Laguna Golf Academy for golf instruction and three artificial grass tennis courts.

Laguna Golf - Bintan

Laguna Golf Bintan is an 18-hole, par 72 golf course, set within Laguna Bintan. Originally designed by Greg Norman, the course was leased and extensively upgraded by Laguna Golf in 2016-2017. Since reopening the golf course has won multiple industry awards and is regarded as one of the best golf courses in the region. The golf course is open to daily fee play and offers special rates to in-house Laguna Bintan hotel guests. Furthermore, Laguna Golf Bintan offers annual memberships to both local Indonesian and to Singaporean based golfers.

Golf operation	Opening year	Company (% held by LRH Group)	Type of business / facilities
Laguna Golf - Phuket	1992	LGL (100%)	A resort-style 18-hole golf course
Laguna Golf - Bintan	2016	AVCI (100%)	A resort-style 18-hole golf course

Property Development Operations

Property Sales

Property Sales offers a comprehensive range of hotel managed and private residential properties comprising apartments, condominiums, townhomes, semi-detached and detached homes at all price points for both investment and lifestyle purposes. Hotel residences are typically managed as part of the hotel inventory and owners receive a return on investment from the rental of their properties to hotel guests. Private residences are used either as primary homes or vacation homes and a range of property management services are offered to owners including rentals and maintenance by our after-sales service team. The current developments available for sale are the following.

Project	Location	Type	Price (Million Baht)
Angsana Beachfront Residences	Phuket	Apartment	77-88
Angsana Oceanview Residences	Phuket	Apartment	42-101
Banyan Tree Bangkok	Bangkok	Apartment	21-24
Banyan Tree Phuket	Phuket	Beach Villas	250
		Beach Residences	95-110
		Double Pool Villa	63-65
		Grand Residences Lagoon Pool Villas	88-181
		Grand Residences Beach Terraces	90-110
		Grand Villas	202
		Grand Residences Oceanfront Villas	210
		Grand Seaview Residences	82-154
Cassia Phuket	Phuket	Serviced Apartment	6-14
Laguna Beachside	Phuket	Residential Condominiums	29-30
Laguna Lakeside	Phuket	Residential Condominiums	7-19
Laguna Seaside	Phuket	Residential Condominiums	25-38
Laguna Lofts	Phuket	Apartments	11-29
Lakelands Lakeview Residences 4 storey	Phuket	Residential Condominiums	11-33
Lakelands Lakeview Residences 7 storey	Phuket	Residential Condominiums	7-28
Lakelands Waterfront Villas	Phuket	Residential Condominiums	61-78
Skypark Aurora	Phuket	Residential Condominiums	7
Skypark Celeste	Phuket	Residential Condominiums	5-14

The Group owns significant land both within and adjacent to Laguna Phuket upon which it plans to construct future property developments.

After Sales Property Management Services

A vital differentiation from other property developers, Laguna has a dedicated, multi-lingual after-sales services team to provide various property management and estate services to owners who buy properties within Laguna Phuket. The services comprise rentals (i.e. holiday and long-term rentals) and property maintenance (i.e. pool cleaning, handyman services, landscape maintenance, engineering services, and common area management) for non-hotel managed properties. The objective of the after-sales service team is to further enhance the ease of property ownership in Laguna Phuket by providing a one-stop-shop that is unmatched by any other development in Phuket.

Holiday Club Business

Angsana Vacation Club (ANVC) is a 25-year point-based membership club that allows its members the use of predominantly Angsana properties and some selected participating Banyan Tree properties. To safeguard the rights and interests of its members, ANVC is incorporated and owned by an independent trustee. The Company is engaged in the membership services and asset management of ANVC only.

Office Rental

Strategically located on South Sathorn Road, Thai Wah Tower I is a 24-storey granite-clad building and is one of the very first office condominium buildings in Bangkok. The entire building has approximately 20,000 sq.m. of usable area of which 16,113 sq.m. is owned by the Group. Through the years the building has maintained its reputation and the lobby of the building underwent a renovation to improve its competitiveness against newer office buildings that have opened in the vicinity as a premium office building with timely refurbishments

Overseas Investment in Hotels and Resorts

The Group also has an investment in the Banyan Tree Indochina Hospitality Fund which has developed an integrated resort in Laguna Langco in Vietnam.

Additionally, the Group has other investments overseas through Tropical Resorts Limited (TRL) and Bibace Investments Ltd (BI) which invest in luxury resorts largely throughout the Pacific Rim area.

Developments in 2023

By end of 2023, Thailand welcomed more than 28 million foreign arrivals, generating more than a trillion baht in revnue from tourist spending. This result surpassed the 25-28 million target for the year and increased by 20% comparing to 2022. The leading countries, from where these tourists hailed, were Malaysia, with a staggering 4,563,020 tourists, followed closely by China at 3,519,735 tourists. South Korea, India, and Russia also contributed significantly to the tourist numbers, with 1,658,688 tourists, 1,626,720 tourists, and 1,481,878 tourists respectively. Chinese tourist arrivals was far below pre-pandemic level. The number of flights from China to Thailand in the winter of 2023 (November 2023 - February 2024) is 41% fewer than in the winter of 2019. Bangkok overtook Paris as the world's most visited city. Bangkok received the top ranking as the city with the most foreign visitors, totaling 22.78 million people. Phuket finished 2023 with over 14 million international and domestic tourists with tourism-related revenue exceeded 200 billion baht, according to Phuket Tourist Association. New direct flights from Phuket and Vietnam, Saudi Arabia and China have been added which have contributed the increamental arrivals and connecting opportunities.

Banyan Tree Bangkok has continued to leverage its reputation for being one of the best food & beverage establishments in Bangkok and Vertigo is ever popular, revenue from its F&B has been a key revenue contribution. For 2023, F&B revenue contribution was 51%, lower from 54% in 2022 as a recovery of room revenue was far more aggressive than F&B.

For Phuket hotels, room revenue still be the main revenue contribution of the hotels. In 2023, room revenue contribution was 64%, F&B was 29% and the others revenue was 7% while Angsana Laguna Phuket showed to have a higher F&B revenue of 38% due to MICE business.

For property development, during the year we launched several new projects including Banyan Tree Grand Residences Beach Terraces, Laguna Lakeside, Angsana Oceanview Phase 2, Banyan Tree Beach Residences and Banyan Tree Beach Villas. We also unveiled Laguna Lakelands in Phuket, an ambitious nature-infused project masterplanned as the largest residential community in Phuket situated on over 700 rai. The first projects at Laguna Lakelands – Laguna Lakelands Lakeview Residences and Waterfront Villas – achieved strong sales traction after their launch in December 2023.

The Group continued to expand its offsite sales development network in China, Russia, and Middle East to increase the number of sources of potential property buyers from channel partners along with more regular online events to promote our product offerings.

Laguna Lakelands*



Future Plans

The Group is confident that in the medium to long term there are opportunities to further profitability and expand existing facilities, particularly in light of the ongoing high demand for Phuket and Bangkok in terms of both hotel and residential accommodation. Going forward the Group will focus on residential property development as its impetus of growth, including sales channel development and online / digital marketing activities in China, Russia, India, Middle East, South East Asia and other key markets to diversify our base and increase awareness to expand our reach to potential buyers with the objective to build up a strong pipeline of property sales to ensure the Group maintains a high level of annual sales for sustainable revenue growth.

Hotels

We will continue to drive direct bookings as our main focus. Our sales & marketing strategies also prioritise in online marketing, dynamice pricing and distribution channels. With Thailand tourism's positive outlook in 2024 as the demand remains high, we will focus on optimizing ADR (Average Daily Rate) to drive maximum profit.

Property Sales

Looking ahead, strong demand for real estate is expected to continue in 2024. Thailand's luxury branded residence market is flourishing, attracting affluent buyers and experiencing significant growth, with a focus on global ultra-high-net-worth individuals. China, one of our key source markets, and Thailand have agreed to a permanent visa-free policy starting March 2024, fostering diplomatic relations and stimulating economic activity in their respective tourism sectors. The enduring appeal of vacation homes in Phuket has remained robust with strong demand driven by high-net-worth individuals and a shift in lifestyle preferences. The pandemic has resulted in people rethinking their lifestyle and work preferences, such as living in less densely populated locations and the ability to work from home. There is a trend of buyers preferring spacious living spaces, sustainability, wellbeing, branding and a shift in demand for upscale and luxury segments, in particular for private residences. The Group is continuing with the strategy to unlock value from its land bank by developing new property sales projects which cater to both primary and vacation home buyers. In 2024, we are planning to roll-out new launches for the entry-level, mid-range, and luxury segments.

Golf Business

The recently upgraded and award winning golf courses of both Phuket and Bintan offer players of all abilities a unique and challenging experience. The group will continue to strive to provide the best possible financial returns and to grow revenues, whilst controlling costs. This shall be achieved by offering the most exquisite customer experience for its golfers, to encourage repeat play, promote referrals and increase average spend

Project Status

The construction and sales progress of projects as of 31 December 2023 is shown in the table below:

Project	Value (Million Baht)	Units				% Completion
		Total	Sold	% Sold	Recognised	
Completed Projects:						
Cassia 1	1,398	228	209	92%	208	100%
Cassia 2	763	105	65	62%	64	100%
Angsana Beachfront Residence	2,267	54	50	93%	50	100%
Angsan Oceanview (building 1)	774	24	24	100%	22	100%
Skypark Aurora	2,134	416	415	99%	407	100%
Laguna Park 2 Townhome	444	28	28	100%	24	100%
Laguna Park 2 Villa	538	25	25	100%	20	100%
Laguna Village Residences 8	640	16	16	100%	14	100%
Subtotal	**8,958**	**896**	**832**	**93%**	**809**	**100%**
Projects Under Presales and/or Construction:						
Angsan Oceanview (building 2)	1,439	29	23	79%	-	2%
Angsan Oceanview (building 3)	1,300	22	0	0%	-	2%
Banyan Tree Beach Villas	1,267	5	3	60%	-	0% *
Banyan Tree Beach Residences	1,164	10	2	20%	-	0%
Banyan Tree Grand Residences Beach Terraces	1,514	15	6	40%	-	0% *
Banyan Tree Grand Residences Grand Villas	866	9	8	89%	-	75% *
Banyan Tree Grand Residences Lagoon Pool Villas	1,550	12	0	0%	-	0% *
Banyan Tree Grand Residences Oceanfront Villas	1,868	10	3	30%	-	2% *
Banyan Tree Grand Residences Seaview Residences	4,293	40	8	20%	-	2%
Laguna Beachside	2,470	184	180	98%	-	23%
Laguna Lakeside	930	114	95	83%	-	70%
Laguna Seaside	1,024	49	35	71%	-	2%
Lakelands Lakeview Residences 4 storey	600	30	6	20%	-	0%
Lakelands Lakeview Residences 7 storey	910	72	12	17%	-	0%
Lakelands Waterfront Villas	932	14	2	14%	-	0% *
Skypark Celeste	3,015	398	217	55%	-	2%
Subtotal	**25,142**	**1,013**	**600**	**59%**	**-**	
Total	**34,100**	**1,909**	**1,432**	**75%**	**-**	

*Construction, which takes about 1 to 2 years to complete, will start when a sale is made.



Laguna Lakelands*

Waterfront Condo

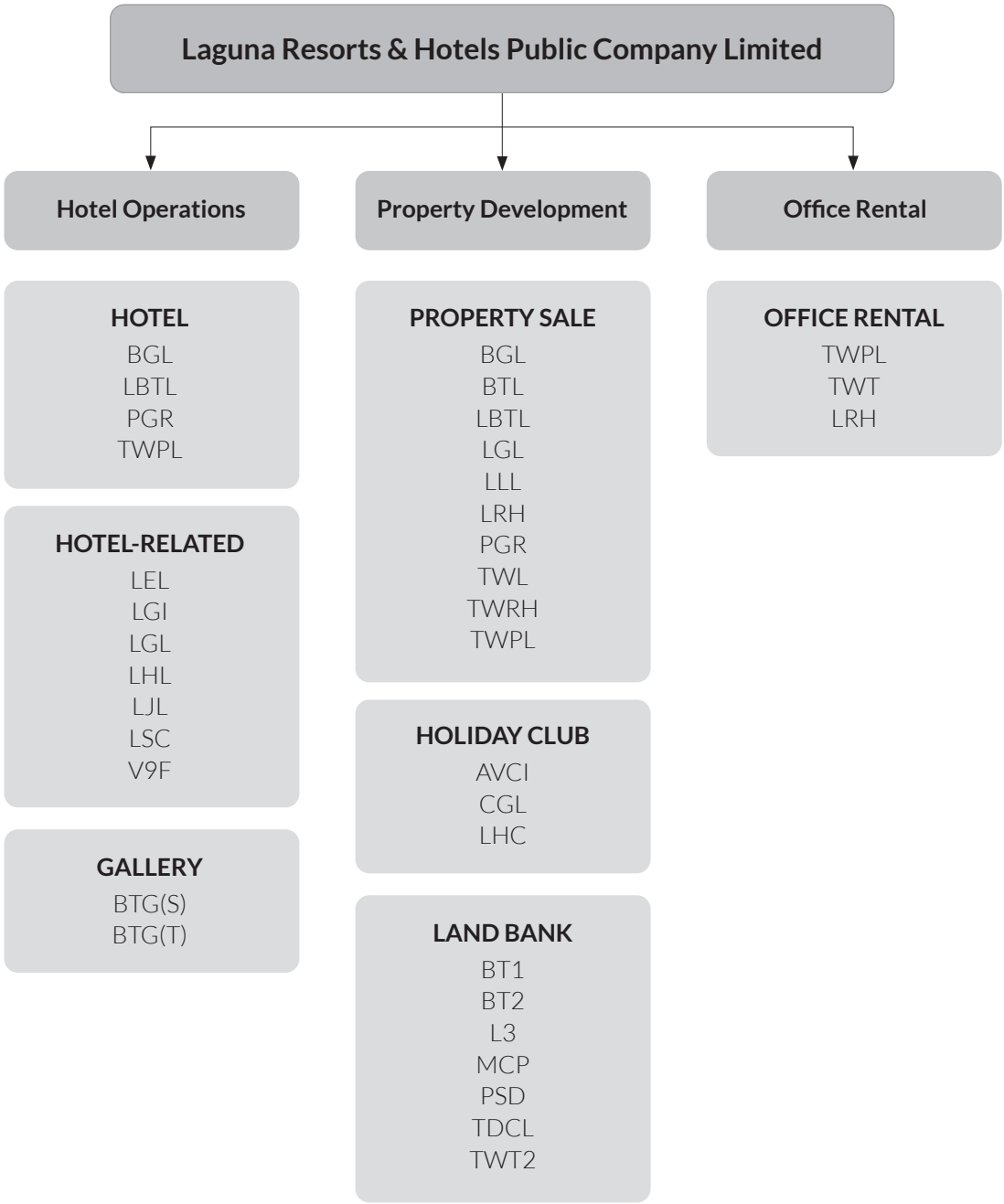
5 Shareholding Structure

5.1 Corporate Structure

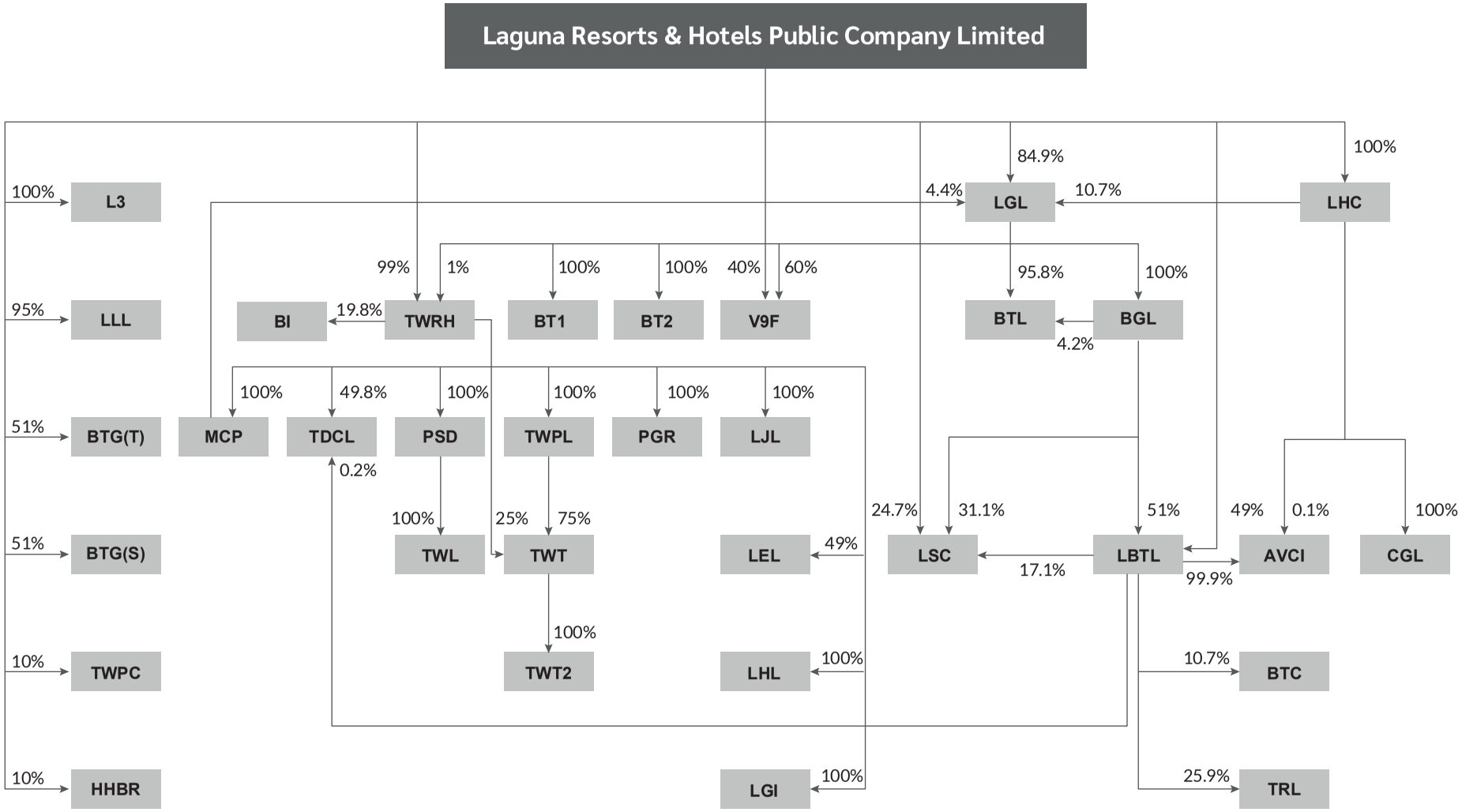
The key businesses of the LRH Group are hotels, property development, and office rental. The Group's major business investment largely revolves around the operation and management of the integrated resort of Laguna Phuket, located on the island of Phuket in Thailand, as well as its Banyan Tree hotel and office tower located in Bangkok.

Segment information

The companies engaged in each of the key business segments are set out below.



Corporate Structure as at 31 December 2023



Remark : Full company names as shown in the Section of "Abbreviations"

5.2 Parties with Conflict of Interest

None

5.3 Relationship with Major Shareholder

Banyan Tree Holdings Limited (BTH), a listed company in the Singapore Exchange, is a leading, international hospitality brand that manages and develops premium resorts, hotels and spas. It is a major shareholder which indirectly holds 86.3 percent of the total issued and paid-up shares of the Company. BTH is also a major shareholder holding both, directly and indirectly, more than 10 percent of the shares in several subsidiaries and one associate of the Company

The subsidiaries and associate whose shares are held by BTH engage in hotel and property development as well as souvenir retail in the hotels managed by BTH. With BTH's expertise and experience of international hotel development and management of award-winning hotels under the trademarks of "Banyan Tree", "Angsana", "Cassia", "Dhawa", "Garrya" and "Homm", the joint investment with BTH will result in the said subsidiaries and associate benefitting from the use of trademarks, reputation and managerial assistance of BTH.

5.4 Shareholders

Major Shareholders as at 28 December 2023#

No.	Shareholders	No. of Shares Held	Total Shareholdings	%
1	Banyan Tree Holdings Limited Group of Companies		143,817,503	86.3
	(1) Banyan Tree Assets (Thailand) Company Limited*	80,432,342		
	(2) Banyan Tree Resorts & Spas (Thailand) Company Limited **	62,332,399		
	(3) Banyan Tree Hotels & Resorts Pte. Ltd.*	1,052,762		
2	Thai Wah Public Company Limited		3,480,200	2.1
3	Mr. Watshira Tayanaraporn		3,000,000	1.8
4	Mr. Suvit Laohapholwattana		2,969,700	1.8
5	International Commercial Development Company Limited		2,585,950	1.6
6	Mr. Somchai Tiathasin		1,256,600	0.7
7	Ms. Pawita Kongthanasomboon		828,800	0.5
8	Mrs. Pranee Kongthanasomboon		600,000	0.4
9	Mr. Permsak Kengmana		557,950	0.3
10	Mr. Sinthu Wongpiyabaworn		368,400	0.2
	Other Minority Shareholders		7,217,598	4.3
	Total		**166,682,701**	**100.0**

Remarks:

\# = As at the last share register book closing date. Updated shareholder information prior to the 2024 Annual General Meeting can be accessed through www.lagunaresorts.com, the Company's corporate website.

* = A company which is a wholly-owned subsidiary of Banyan Tree Holdings Limited.

** = A company which is under the control of Banyan Tree Holdings Limited.

Banyan Tree Holdings Limited (BTH) is the major shareholder who has a significant influence on determining the Company's policy or the operation of the business.

6 Other securities

The Company has not issued any debentures, notes, convertible securities, debt instruments, etc.

7 Dividend Policy

Dividend Policy of the Company

The Company's dividend policy seeks to maximize shareholder value and encourage shareholder loyalty with predictable annual growth in dividend payout which is not impacted by profit volatility. With that objective, the Company's Dividend Policy is based on the principles of stability, predictability and managed growth, outlined as follows:

- **Stability** Unless the Company suffers a substantial net loss, it will pay a dividend each year so that shareholders are not negatively affected by annual profit volatility.
- **Predictability** Shareholders will be able to better anticipate the appropriate level of dividends to expect each year and therefore may be better able to manage their portfolio investment strategy.
- **Managed growth** The Company will strive to increase and smooth out the dividends year-on-year within a broadband but the specific rate will be dependent on the Company's actual profit performance, cash and cash flow projections

Dividend Policy of the Subsidiaries

In respect of the dividend payment policy of the subsidiaries, such subsidiaries will pay dividends from their net profits. There is no specific dividend policy and dividend payment is subject to many factors such as their financial condition and results of operations, liquidity, business expansion and factors related to the operation of their business.


Banyan Tree Phuket
Double Pool Villa

Risk Management

Risk Management

1 Policy and Risk Management Plan

The Group adopts a risk-based approach in line with COSO Framework and takes a cohesive, coordinated approach towards risk management and internal controls. The "Internal Control – Integrated Framework" (the COSO Framework), promulgated by the Committee of Sponsoring Organisations of the Treadway Commission (COSO) and widely adopted by other listed hotel groups such as Hilton and Hyatt, was used in making the assessment.

The Group has a Group Risk Committee (GRC) which provides guidance to the Risk Management Department who facilitates and monitors the implementation of effective risk management practices by the risk owners. The Risk Management Department maintains the Enterprise Risk Management (ERM) Programme which enables risks to be identified, assessed, managed, monitored and reported.

2 Risk Factors

Economy and Tourism in Thailand

As most of the Group's revenue is generated from tourism and property sales in Thailand, the Group has exposure to both the world and Thai economies and the tourism industry in Thailand. Any conditions, such as changes in the attractiveness of Thailand as a tourism destination, an economic downturn, acts of terrorism, natural disasters, increased levels of criminal activity, civil unrest, or epidemics/pandemics which affect tourism in Thailand or result in a depression in property values in Phuket, may hurt the Group's business, financial condition, and performance. With the opening of Thailand in 2022 and the various initiatives by the Thai Government, there has been an increase in the hotel's occupancy to almost pre-pandemic (2019) numbers with international arrivals accounting for most of the guest mix.

Political Uncertainty

Thailand's tourism industry has been adversely impacted in recent years by political tensions in Thailand. Such events were internationally publicized and created a negative perception of Thailand as being a safe place to travel for foreign tourists and for investors to invest. Political uncertainty in Thailand adversely impacts the tourism sector and investor sentiment.

Over-Reliance on Some Key Markets

The over-reliance on any market carries with it a certain degree of risk as a downturn in that market would adversely impact the performance of the hotel if it fails to replace the business in a timely manner. Like many hotels in Thailand, Russia and China have become the 2 largest markets for the Group's hotels in recent years. The Group will seek alternative markets to achieve a balanced customer base.

Interest Rate Fluctuation

The Group's exposure to interest rate risk relates primarily to the deposits with financial institutions, long-term trade accounts receivable, and bank overdrafts and loans. Most of the financial assets and liabilities have floating interest rates or fixed interest rates as disclosed in the notes of the financial statements and the interest rate risk is not expected to be significant. The Group does not use derivative financial instruments to hedge such risk.

Foreign Currency Fluctuation

The exchange rate of the Thai Baht as compared to the currencies of China, US, Russia, UK, and other European markets has the potential to impact the pricing and affordability of products and services of the Group for such market segments.

Land Title

In recent years, there have been a number of disputes in Thailand relating to property owners having valid title to their properties. Although the Company is confident that it has valid title to all the land upon which it operates or which is for sale by it in Thailand, there can be no assurance that other parties will not challenge the claim of title. Even if such challenges are not successful, they may have a material adverse effect on the property sales business in Thailand if purchasers express concern that the Group is unable to transfer good title to them.

Thai Labour Laws

Nearly all of the employees are based in Thailand. Labour laws in Thailand are highly protective of employees. Under Thai labour laws, the Group is generally prohibited from discharging employees without compensation absent gross misconduct, neglect, or acts of dishonesty. As such, the Group has limited measures at disposal to reduce headcount to increase efficiencies, reduce costs or achieve similar objectives. During crises in recent years such as the global economic crisis, the Group was restricted from dismissing employees and could only institute a voluntary unpaid leave program. The Group has been restricted in the past and expects in the future to be limited to using voluntary separation plans where the Group is required to pay high amounts of severance pay and similar measures under which selected employees may elect to leave the Group in return for lump-sum compensation packages and other benefits.

Operating Risks Inherent in the Hospitality Industry

The hotels are subject to operating risks inherent in the hospitality industry. These risks include:

- Seasonality of the industry in that the Group is subject to different levels of tourism and business/commercial travel across the year, and thereby the revenues tend to vary within the year.
- Competition from new resorts and hotels both locally and within the region.
- The dependence on travel patterns and destination preferences.
- Changes in regulatory conditions in Thailand.
- Periodic local oversupply of or reduced demand for guest accommodation, which may adversely affect occupancy rates and actual room rates achieved.

- Changes in general, regional and local economic conditions may affect, among other things, the disposable income of consumers and the traveling public and which may not be offset by increased revenues.
- Regional and local political and social conditions affecting market demand, including crime, civil disorder, and terrorism.
- Epidemics/pandemics affecting the travel and tourism industries.
- Foreign exchange rate movement.
- The convenience of access to Thailand and in particular the airline capacity into Thailand and Phuket.
- Adverse weather conditions and natural disasters.

Operating Risks Inherent in the Property Industry

The property sales business is subject to operating risks inherent in the property industry. These risks include:

- Changes in general, regional and local economic and political conditions may affect, among other things, the disposable income of buyers and their confidence in the property market.
- The ability to generate sustainable investment returns which may affect the future demand for properties.
- Foreign exchange rate movements may affect the pricing and affordability of property for foreign buyers.
- Developing new and innovative product designs which will appeal to buyers.
- Provision of high-quality after-sales services to retain strong brand loyalty and buyer satisfaction.
- Changes in regulatory conditions in Thailand may impose restrictions on buyers, future development of land, or types of product offerings.
- Rising construction costs may affect operating margins if selling prices cannot be adjusted accordingly.
- The ability to source and retain quality building contractors who can deliver a quality product on time.
- Epidemics/pandemics affecting the travel and tourism industries as foreign buyers make up the majority of the Company's customers.

Any of these factors could have an adverse effect on the business and management monitors each of these closely so that the strategies can be quickly adapted to any changes in the operating environment.

ESG Risks

The company has disclosed ESG risks management as follows:

- We reviewed published academic literature, competitor and industry reports to incorporate emerging material risks.
- Executive management approved for prioritisation a shortlist of 14 existing and emerging environmental, social and governance (ESG) material risks pertinent to our business.
- The severity and likelihood of material risk impacts were rated following Global Reporting Initiative (GRI) (2021) guidance, via an online survey, with senior and executive management respondents across the company. Material topics were evaluated at the residual level, considering the adequacy and effectiveness of existing controls and progress, and comparing the impact of each topic from our business against other topics rather than within a global context that may not be within our control.
- We defined impact scope and developed mitigation strategies for the five greatest material risks from our business: Climate Change, Waste, Water Scarcity, Biodiversity, and Diversity, Equality and Inclusion.



Laguna Lakelands*

Driving Business for Sustainability

Driving Business for Sustainability

1 Sustainability Management Policy and Targets

Our organization has established comprehensive sustainability policies and targets encompassing environmental, social, and governance aspects. These guidelines are translated into actionable initiatives through the implementation of the "Brand for Good" framework, which comprises 40 standards categorized under design, operate, stay, and collaborate for the greater good.

Our Vision

To be a leading international hotel and property developer with full commitment to environmental protection, social responsibility, and maximum satisfaction to all stakeholders with an aim to pursue sustainable long-term business value development.

Our Mission

As a socially responsible business, LRH was founded with the core value of driving sustainable development. Our concept of sustainability seeks to create long term value for multiple stakeholders and destinations. The Company's triple bottom line of economic, social and environmental success helps direct sustainable development through inspiring associates, guests and partners to take a wider consideration encompassing a long-term view when making business decisions. We employ an integrated and participatory approach to minimise our impacts while safeguarding and enhancing the human and physical environment for present and future generations.

This involves:

Creating an enchantingly memorable experience for guests and customers through our services and products. Providing fair and dignified employment for our associates which enhances their ability to contribute to the company's growth and elevates their job prospects with company and beyond. Enabling long term prosperity for communities in which we operate through business conduct, operations and harnessing our competencies to address issues facing the community. Exercising the precautionary approach to environmental impacts of our operations, and taking an active role in the protection and remediation of global ecosystems. Conducting business with suppliers and vendors in a fair and transparent manner while working in partnership to enhance societal benefits. Generating sustained, long-term returns for our shareholders.

Strategy

We reviewed published academic literature, competitor and industry reports to incorporate emerging material risks. Executive management approved for prioritisation a shortlist of 14 existing and emerging environmental, social and governance (ESG) material risks pertinent to our business.

The severity and likelihood of material risk impacts were rated following Global Reporting Initiative (GRI) (2021) guidance, via an online survey, with senior and executive management respondents across the company. Material topics were evaluated at the residual level, considering the adequacy and effectiveness of existing controls and progress, and comparing the impact of each topic from our business against other topics rather than within a global context that may not be within our control.

The final 5 material topics includes climate change, waste, water scarcity, biodiversity, and diversity, equality, and inclusion.

In our 2022 sustainability report, we outlined the present status, objectives, and action plans pertaining to the five material topics we identified.

2 Impact Management to Stakeholders in the Business Value Chain

2.1 Business Value Chain

LRH prioritized business value chain management by realizing the importance of all stakeholders and is committed to taking care of all stakeholders in a balanced manner. In 2022, a stakeholder identification and analysis in the value chain was organized to identify the expectations and concern issues to determine the appropriate operating guidelines for each group of stakeholders and in order to effectively manage the business value chain.

2.2 Business Value Chain's related persons

2.2.1 Identifying stakeholders

LRH's stakeholders consist of 6 Groups include shareholders, customers, associates, suppliers, society and communities and the country.

2.2.2 Stakeholder analysis on the business value chain

LRH operate the business by create shared values and participation from all stakeholders, create strategies to engage with different stakeholder groups deem appropriate according to the opportunity and level of the relationship both formal and informal to drive the positive change and minimize the negative impact.

In 2023, LRH was implemented relationship management with stakeholders as follows:

1. Stakeholder identifying and prioritizing
2. Create strategies for stakeholder engagement
3. Planning, executing, and reporting on stakeholder participation
4. Implementation of stakeholder engagement
5. Review and evaluate the performances, make a continuous improvement

In 2023, LRH also conducted the activities with stakeholders to obtain preliminary information in order to develop and formulate stakeholder engagement strategies as follows:

1. Customer

Customer survey was applied through various channels to collect the information for service improvement and marketing communication.

2. **Supplier**
The supplier Code of Conduct survey was implemented through Banyan Tree Global Foundation website with a KPI of suppliers completing self-assessments. By 2025, we target 100% annual completion, with evaluation of poor supplier performance or non-conformity supported with remediation action.

3. **Associates**
Wellbeing survey was completed in lieu of the annual associate satisfaction survey. Survey results reveal the degree of awareness, frequency of practice and sustained state of wellness, which respondents can discuss with our Wellbeing Practitioners to explore solutions aligned with individual interests and needs.

4. **Society and Community**
The meeting was conducted regularly with government agencies, local government organizations, and nearby communities on the needs and the capability of company to support or involve.

The Company emphasizes and aims to be a socially responsible company and has established a dedicated team of Sustainability and Community Relations practitioners who strive to make a positive difference to the local communities where the Company operates. There is no report of any claims about the impact of the Company's business operations to stakeholders.

3 Environmental sustainability management

3.1 Environment related policy and procedure

Travel and tourism operations are often intrinsically dependent on natural heritage, and LRH's conservation journey started with its beginnings in 1984 by "Embracing the Environment, Empowering People"

Extending beyond the precautionary approach, LRH conserves resources through efficient operations, employing a science-based approach and partnership creation to conserve sensitive ecosystems and threatened species, and support climate action and the Sustainable Development Goals.

3.2 Environmental operations

3.2.1 Climate Change

Resource Use, Waste, and Total Emission
Rigorous benchmarking, certification and assurance of energy, emissions, water use and waste production are conducted via a strategic partnership with EarthCheck. In 2023 total emission for scope 1 and scope 2 was 55,943 ton CO2 equivalence.

Energy
The company establishes energy management objectives, which encompass enhancing energy efficiency as part of its climate change strategy. This involves implementing alternative energy sources and initiatives aimed at curbing greenhouse gas emissions. With an annual target of reducing emissions by 8.25 percent, the company has successfully met its objective, achieving a 66 percent reduction in emissions by the year 2030.

In terms of energy management, the company has established a precise objective: to annually reduce electricity consumption per room by 5%.

The company is implementing strategies to enhance machinery and equipment efficiency by transitioning to more electricity-efficient models. It has also adopted new technology and installed a solar panel system to generate electrical energy from sunlight, offsetting the reliance on electricity from the Electricity Authority. Additionally, electricity management practices are tailored to the number of guests staying to maximize savings.

Water

The company has established objectives concerning water resource management. It aims to boost the supply of water for consumption, use, treatment, and recycling by 3.75 percent annually. Additionally, the goal is to ensure that 30 percent of used water is recyclable. Furthermore, the company is exploring alternative water sources to meet its targets by 2030.

The company has devised a comprehensive plan encompassing water procurement, utilization, treatment, and reuse, along with managing storage, water pressure, and the supply chain. Ensuring the right of access to water and participating in initiatives aimed at restoring water-scarce ecosystems are also integral parts of the plan.

To develop effective strategies for water usage, a committee comprising representatives from various relevant departments has been convened to study guidelines and formulate recommendations.

Waste

The company has established objectives regarding garbage and waste management. It aims to decrease the amount of waste sent to landfills by 6.25 percent annually, with the ultimate goal of reducing landfill waste by 50 percent by the year 2030.

The company concentrates on landfill waste, specifically addressing solid and liquid waste (excluding wastewater and pollutant emissions), food waste, plastics, and hazardous waste (including waste from wastewater treatment systems). Additionally, it emphasizes raising awareness among stakeholders about effective waste management practices.

A committee has been established to examine guidelines for developing waste management strategies, with active participation from numerous relevant departments.

Greenhouse Gases

The company has established climate change goals focused on reducing both direct and indirect emissions, spanning both upstream and downstream activities. These goals involve enhancing energy efficiency, adopting alternative energy sources, and implementing projects aimed at curbing greenhouse gas emissions. With an annual target of reducing emissions by 8.25 percent, the company has successfully met its objective, achieving a 66 percent reduction in emissions by the year 2030.

The company publicly reports direct greenhouse gas emissions from its operational facets (hotels, offices, spas, galleries, and golf facilities) and construction activities (Scope 1). Additionally, it discloses indirect emissions stemming from purchased electricity, steam, heating, and cooling (Scope 2), yet it currently does not include indirect emissions (Scope 3). However, there are plans to commence measuring Scope 3 emissions in 2023 to establish foundational data, with the aim of incorporating them into future reports.

A committee has been convened to explore guidelines for devising strategies to reduce greenhouse gas emissions, with active participation from numerous relevant departments.

Greening Communities
Our Greening Communities programme raises awareness of climate change and sequesters carbon by planting trees in local communities that contribute to blue carbon ecosystem services including shoreline protection, fish nursery habitat and local livelihoods.

Earth Hour
Each year we give a voice to climate change awareness by joining the global Earth Hour movement and turning off all non-essential lights for one hour at our properties.

Food
Our longterm goals are to reduce food waste by 30% and divert 50% from landfill by 2025, with a 50% reduction and 100% diversion by 2030. We shall also set our sustainable seafood targets in 2023 as part of our ongoing commitment to food provenance and a sustainable supply chain.

Reducing meat consumption and diverting food from landfill can significantly reduce greenhouse gas emissions. Laguna Phuket joined Banyan Tree Bangkok in donating surplus food via Scholars of Sustenance (scholarsofsustenance.org). and delivered to underpriviledged families. This can reduce food waste and also save CO2 emissions.

Plastic Reduction and Elimination
Our efforts have reduced to eliminate, and where suitable alternatives are yet to be found, replaced with compostable or biodegradable alternatives. We support our reduction efforts with collaborative community clean-ups to remediate and cleanse natural systems, and educate to support a shift from a single-use disposable society.

3.2.2 Biodiversity and the Environment

Our properties in Phuket are in the area of protected status or high biodiversity, and consequently we must act as stewards to safeguard and promote a healthy, resilient and sustainable environment. Our Stay for Good programme invites guests to connect and engage actively and passively with natural heritage to increase awareness, promote engagement and long-term stewardship for example, sea turtle conservation program, bird observation program and cleaning community initiative.

4 Social sustainability management

4.1 Social related policy and procedure

Creating shared value with the community whether they are employees, customers, communities or business partners embodies our commitment to social responsibility.

Internally, our approach promotes wellbeing, diversity, satisfaction, health and safety, as well as professional development to increase productivity and improve employee and customer satisfaction and loyalty.

Externally, we employ a stakeholder engaged approach to identify areas of aligned interest to promote responsible travel and work towards the 2030 Agenda for Sustainable Development.

4.2 Social operations

Associate Satisfaction, Wellbeing, and Development

LRH is committed to the happiness, health, safety and wellbeing of our family of associates. We advocate a balanced, sustained and dynamic approach to wellbeing that acknowledges the dynamic and interconnected world in which we live, where everyone aspires and desires to live well. Developing and nurturing our associates ensures a consistent and effective approach to personnel sourcing and retention, and is reinforced by a promotion strategy to positions of responsibility. Biannual performance reviews identify development needs, which are addressed through individual and group learning opportunities and our management academy.

Empowering Education

Education combats poverty and betters livelihoods. A context-based approach identifies local needs and opportunities, resulting in a semi-structured but diverse contribution to supporting sustainable communities through inclusive and quality education. Our efforts support education through vocational training and internships, as well as educational support in the community for example, Laguna Phuket Kindergarten, Laguna Phuket Community Learning Centre, and FullyBooked! Mobile Learning Centre.

Other Social Contributions

Children First Fund provides food and sustenance to 4 orphanages in Phuket on a monthly basis. Laguna Phuket Associate Saving Cooperative provides secure, reliable, profitable, and fair financial services to members. Blood Drive program that donate blood to Thai Red Cross. Cultural events that help to promote and preserve ancient traditions of various origins in local communities. Humanitarian relief initiatives that support the needs when natural disasters occurred.

5 Sustainability Initiatives and Projects

Sustainability is a major undertaking at Laguna Phuket. The Company focuses on implementing socially responsible business practices that touch all stakeholders in the quest to deliver environmental and social benefits alongside increasing economic performance. The Company's Community Relations & Sustainability programs are divided into the following focus areas:

1. Cultural Diversity
2. Social Equity
3. Educational Empowerment
4. Health & Sports Promotion
5. Environmental Preservation

5.1 Cultural Diversity

Our Cultural Diversity initiatives help to promote and preserve ancient traditions of various origins in local communities. In doing so, Laguna Phuket contributes to uplifting the spiritual well-being of associates, their families, and local community members, to ensure a balance between the influx of western influences brought by tourism and the preservation of the local way of life.

Buddhist Lent

The annual Laguna Phuket Buddhist Lent activity was held on 31 July 2023 at Cherngtalay Temple and attended by 50 Laguna Phuket associates and community members. Apart from the corporate donation of lent candles, this year Laguna Phuket has raised Baht 25,555 for the temple. Laguna Phuket has annually celebrated Buddhist Lent for over 28 years.





Vegetarian Festival

The Phuket Vegetarian Festival is an annual event celebrating the Chinese community's belief that abstinence from meat and various stimulants during the ninth lunar month of the Chinese calendar will help them obtain good health and peace of mind. This year's festival falls from 15 - 23 October 2023. During these 9 days, local residents of Chinese ancestry strictly observe a vegetarian or vegan diet for spiritual cleansing and merit-making. Laguna Phuket donated Baht 218,975 worth of food and supplies this year to our 3 local shrines and set up an offering shelter on 20 October 2023 to worship Ma-Song devotees through whom the gods are said to enter during the annual Phuket Vegetarian Festival.













Sart Duen Sib (Ghost Festival)

The Ghost Festival (Baan Don Sart Duen Sib) is a southern traditional festival for Buddhists to make merit in remembrance of loved ones who passed away, and our local heroes who sacrificed their life to protect, enrich

and improve our community. Over 60 Laguna Phuket associates participated in this event at Baan Don temple on 7 October 2023. A donation of 15,000 Baht was given to the temple for their ongoing public services as well as the ghost festival delicacy given to community members as a part of cultural belief.









Loy Krathong

Loy Krathong Festival brings people together on the full moon night of the 12th Thai lunar calendar to pay respect to the water goddess, Pra Mae Khonkha and the water spirits. This year's event was held on 27 November 2023 with lots of meaningful cultural appreciation activities – Rak Thai Cultural Kids Contest, Krathong demonstration, traditional performances, community F&B stalls, and live music. Nearly 6,000 guests, associates and residents participated in releasing Krathong and expressing their gratitude towards the plentiful use of water.







5.2 Social Equity

Our social equity initiatives aim to build the capacities of local communities and associates through socially beneficial projects whereby community members and associates can benefit from our support for their personal betterment as well as professional advancement.

Laguna Phuket Associate Saving Co-Operative

Laguna Phuket Social Committee successfully established the Laguna Phuket Associate Saving Co-Operative in January 2010 with the objective of providing secure, reliable, profitable, and fair financial services to members. As "shareholders," members are entitled to such benefits as annual dividends, low-interest loans, and high-interest savings schemes. To date, the cooperative holds Baht 47 million share volume with 723 associate members or 32.87% from total number of associates.





Laguna Phuket Children's Day

Laguna Phuket organized an off-site Children's Day activity in conjunction with Phuket's Social Development and Human Security Office on 14 January 2023 at Tha Sak Community, Ban Para, and Ban Mak Prok Community, Thalang District. The activities included fun games, giveaway food, drinks, gifts, and school supplies worth Baht 180,000. This is the first year that Laguna Phuket has organized off-site activities to deliver happiness to children in remote communities.

Since 1993, our children's day activities aim to encourage and inspire children to become active, informed and concerned citizens of the next generation, and to help them recognize the importance of their role in the society.







Children First Fund (CFF)

Children First Fund (CFF) is established as part of the celebrations commemorating the 30th anniversary of Laguna Phuket. The key objective of CFF is to constantly provide sustenance to more than 200 orphans and underprivileged children from 4 orphanages from Phuket and neighboring provinces.

CFF's motto is "Nourishing Hearts, Inspiring Dreams" because nurturing the hearts and minds of orphans in our community should also go hand-in-hand with providing material sustenance for their growing and developing brains.

In 2023, Baht 582,810 was spent for sustenance.






Feeding Community

Laguna Phuket is always providing free meals to the local communities and in 2023 more than 2,820 meals were served in 6 community events.







5.3 Educational Empowerment

Educational empowerment initiatives aim to build the capacities of local communities and associates through our programs that empower people of all ages to help people pursue a life-long learning journey, and realize their potential.

At Laguna Phuket, we seek to fulfill our stakeholders' needs to match guidance and knowledge to their interests and sources of inspiration. We believe that there is no greater empowerment than the will and feverish desire to learn something new every day.

Laguna Phuket Kindergarten

Originally established in 1992 as a Child Care Centre. The center is widely acknowledged as one of the best in Thailand and at the end of 2008 was formally established as Laguna Phuket Kindergarten, to provide free education to the children of our associates and community members, under the guidance of the Ministry of Education. Today, the greatly-expanded program caters to 121 children aged between three to six, with 9 certified teachers creating fun and educational daily activities. To-date, 1,799 students have enrolled at Laguna Phuket Kindergarten.

As of 2023, "Step-up International Laguna Kindergarten" (SILK) has been actively offering early childhood education, catering to nursery and K1-K2 levels. Originating as an extension of Laguna Phuket Kindergarten, SILK has evolved into a bilingual program tailored for children aged 2 to 6 years. Presently, the institution boasts an enrollment of 49 students, receiving dedicated care from a team of 8 teachers.













Fully Booked! Mobile Learning Centre (MLC)

Fully Booked! Mobile Learning Center project aims to re-introduce reading, the basis of self-empowerment to children in the local community who lack adequate access to books on a diverse range of topics The Mobile Learning Center was launched in April 2014 to provide a 2-in-1 service as a library and a classroom to increase the rate and quality of literacy among pilot schools in Phuket and neighboring provinces.

Our program start-up was funded by Baht 2.2 million fundraised from Laguna Phuket sports events and another Baht 2.2 million matching funds from Banyan Tree Global Foundation. In 2023, MLC helps teachers creating learning courses including English day camp and local learning centre day trip benefiting over 122 students and 7 teachers in Phuket and Phang Nga.






5.4 Health & Sports Promotion

Laguna Phuket is dedicated to helping people achieve a sensible work-life balance. We encourage people to work hard, and we promote play and leisure. We believe that leisure is the most fun when it exercises the mind and body, so our health and sports promotion events focus on meaningful sporting activities, such as Red Cross Blood Donation and sport events.

Red Cross Blood Donation

Laguna Phuket is one of Thailand's prominent corporate blood donors to the Thai Red Cross Blood Donation Program. Since 2003, we have donated 2,255,850 cc of blood and 5,013 associates have participated in our Blood Drive program.




Laguna Phuket Triathlon

Laguna Phuket donated sport equipment worth Baht 60,000 to 4 local schools who supported cheer squads on the bike route of Laguna Phuket Triathlon event which was organized on 19 November 2023.













5.5 Environmental Preservation

Our Environmental Conservation initiatives emphasize raising awareness of climate change and human impact on local natural resources. In partnering with local conservation efforts, Laguna Phuket supports various initiatives that ensure sustainable rehabilitation of marine and shoreline resources around Phuket Island and nearby provinces.

EarthCheck

EarthCheck is the environmental certification program that Laguna Phuket is registered with as a precinct. The key objective is to monitor and improve our environmental practices to achieve sustainability outcomes in our business operations by providing a framework for environmental and social sustainability.

Laguna Phuket received EarthCheck's Bronze Status in September 2014, Silver Status in April 2015, and Gold Status since December 2020. The annual audit to retain the Gold Status was conducted in November 2023.

Greening Community Initiative

Since 2007, Laguna Phuket has worked in collaboration with Phuket and Phang Nga Mangrove Station. In 2023, we planted 1,000 saplings on 27 July 2023 at Khlong Khian Community, Takuatung, Phang Nga. To-date over 34,500 saplings were planted in the southern provinces of Thailand. 1,690 associates have participated in this project and 770 community members have joined us.





Sea Turtle Conservation

Laguna Phuket has supported sea turtle conservation programs in Phuket province since 1994. Our efforts focus on raising funds and awareness in support of the Phuket Marine Biological Centre (PMBC) and the 3rd Area Naval Command, Royal Thai Navy, and their ongoing conservation and rehabilitation programs.

In 2023, 41 turtles were released to the Andaman Ocean with the help of 183 participants on 22 and 29 April 2023 at Angsana Laguna Phuket's beachfront. Analysis fee, extra manning fee, and multimedia equipment worth Baht 527,310 were given to PMBC for the on-going research on sea turtle conservation. To-date, 2,227 turtles have been released and 5,046 people have participated in this program since 1994.






Cleaning Community

Laguna Phuket associates frequently participate in the cleaning community initiative with the local government and community members especially beach clean-ups that were organized 6 times in 2023. More than 1,364 kilograms of trash were collected by about 457 people.






2023 Awards

Angsana Laguna Phuket was awarded:

- Traveler's Choice Certificate of Excellence 2023
  Trip Advisor
- Winner Top 10 Best Family Resorts in Thailand 2023
  Holidays with Kids Australia
- Winner International Sustainable Awards 2023
  Luxury Lifestyle Awards

Banyan Tree Phuket was awarded:

- Top 10 Best Spa Hotel in Asia at 20th Anniversary
  Smart Travel Asia Best (Ranked No.2)
  Travel Poll Award

Banyan Tree Spa Phuket was awarded:

- Kinnari Gold Award: Health and Wellness Tourism

Banyan Tree Veya Phuket was awarded:

- Top 15 resorts in Thailand
  (Ranked No. 1 Hotel in Thailand)
  Conde Nast Traveller's 2023 Readers' Choice Awards

Cassia Phuket was awarded:

- Best Location Hotel 2023
  Thailand Tourism Awards
- Travelers' Choice 2023
  TripAdvisor
- Amazing Happy Paws Thailand 2023

Laguna Resorts & Hotels Public Company Limited was awarded:

- AMCHAM Corporate Social Impact Awards 2023
  (9th Consecutive Year of Recognition)
  The American Chamber of Commerce in Thailand
- Gold Certification
  Earth Check
- HR Asia Best Companies to Work for in Asia
  Thailand 2023

Laguna Phuket Kindergarten was awarded:

- Letter of Recognition: Low Emission Support Scheme, Waste Management and Recycle Practices.
  Thailand Greenhouse Gas Management Organization (Public Organization)

Laguna Property was awarded:

- Angsana Oceanview Residences –
  Best Development Marketing for Thailand 2023-2024
  International Property Awards
- Banyan Tree Grand Residences Phuket Seaview Residences –
  Best Apartment/Condominium for Thailand 2023-2024
  International Property Awards
- Banyan Tree Grand Residences Phuket Oceanfront Villas – Residential Development 10-19 units for Thailand 2023-2024
  International Property Awards
- Banyan Tree Residences Creston Hill –
  Best Developer Website for Thailand 2023-2024
  International Property Awards

Banyan Tree Grand Residences
Ocean Front Villa



Banyan Tree Grand Residence

Oceanfront Villa



Events in 2023



WGP#1 Waterjet Offshore World Championship 2023

The first “offshore long-distance jet ski” of the season held at Laguna Beach between 16-19 March. It is the first ever offshore jet ski world championship, with a distance of 120 km (74.56 miles) circumnavigating the island of Phuket. There were over 100 Thai and foreign athletes taking part. The race started at Laguna Beach and ended at Phromthep Cape. The distance was 60 km with 2 rounds totaling 120 km. The race is supported by the Ministry of Tourism and Sports, the Sports Authority of Thailand, and the National Sports Development Fund. Euro Sport broadcast both the live broadcast of the competition and reruns of the events to audiences all over the world.

A Night at the Symphony with Siam Sinfonietta

From the success of last year Asian Sinfonietta International Music Camp and the Gala Performance at ACES Angsana Laguna Phuket, this year once again we organize the 2nd performance on 22 April for Laguna Phuket guests to enjoy the concert with Siam Sinfonietta featuring some of the most iconic Beethoven’s Seventh Symphony, and music from Carmen and the Barber of Seville.





All Thailand Golf Tour - Singha Laguna Phuket Open 2023

Laguna Golf Phuket hosts the 7th edition of All Thailand Golf Tour’s “Singha Laguna Phuket Open 2023” from 22-28 May as the co-title sponsor and Hotel partners. All Thailand Golf Tour is the most active professional golf tournament in Thailand which features top professional golfers from around the world competing for a prize purse of around Baht 4,000,000.

Pan Pan Kun Charity Ride 2023

A continued activities we work with Pan Pan Kan Team in corroboration with Taejai.com to raise funds for Together Foundation for people with disabilities and society. The first activity, they sent the team mixed with people with and without disabilities to race at Laguna Phuket Triathlon 2022. This time is the fund-raising campaign which Laguna Phuket as the host venue for the launch on the first day. The cycling is from Phuket to Bangkok with a total of 1,086 kms in 8 days with participation from celebrities cycling teams and community riders starting from 4-11 June.





Supersports Laguna Phuket Marathon 2023

The Phuket's largest sporting event and a top marathon major in Thailand, Supersports Laguna Phuket Marathon meets stringent international standards, certified by IAAF AIMS (Association of International Marathons and Distance Races). The Supersports Laguna Phuket Marathon 2023 offers six distances: 2 km Kids Run, 5 km and 10.5 km races took place on Saturday 10 June morning while the Half Marathon (21.0975 km), Marathon (42.195 km) and Marathon Relay (42.195 km) races took place on Sunday 11 June with more than 6,000 runners.

Laguna Wellness by BDMS Grand Opening

On 12 June Laguna Phuket and Bangkok Dusit Medical Services (BDMS) officially opened a world-class wellness center within Laguna Phuket. Introduced guests to a wide range of healthcare services and holistic wellness solutions offered by the facility, including comprehensive health check-up packages, cutting-edge regenerative medicine, IV therapies, and personalized supplements, establishing Laguna Phuket as a comprehensive destination for relaxation, rejuvenation, and holistic well-being.





Family Fun-tasia

Hold on 12 June at Cassia Phuket during the Russian holidays, the event is set up as a festive atmosphere in which guests can relax, enjoy colourful performances, live music, a DJ, delicious food, and participate in interesting games and competitions through a platform to promote cultural exchange between Thailand and Russia, to understand each other's culture and to learn more about the traditions and customs of the other country.

2023 World Amateur Golfers Championship World Final PHUKET, THAILAND (WAGC)

The 27th edition of the competition, being held at several courses started on Saturday 4 November and runs until Saturday 11 November. More than 490 golfers from 33 countries competed in competition at Laguna Golf Phuket, Red Mountain Golf Club, Blue Canyon and Aquella Golf and Country Club. There are several celebrities competing as part of the field, including former Liverpool and Real Madrid goalkeeper Jerzy Dudek. The opening ceremony on Saturday was held at Angsana Laguna Phuket, the official host of the WAGC 2023 Gala Dinner and Awards Ceremony.





29th Laguna Phuket Triathlon 2023

The triathlon on 19 November attracted over 1,000 triathletes from over 30 countries around the world, showcasing Phuket's potential as a world-class destination for sports events. This achievement reflects the unity and spirit of community efforts, paving the way for the continued growth and success of the Laguna Phuket Triathlon in the years ahead. The upcoming 30th year promises to be even more remarkable than ever before.


Banyan Tree Residences
Beach Villa

Banyan Tree Residences
Beach Residence, Penthouse Rooftop



Corporate Governance Policy

The Company is committed to maintaining of good corporate governance structure within the organization to protect and enhance long-term shareholder value. The Company has adopted and is continuously developing a set of good corporate governance structure, framework, policies and practices that are modeled on principles advocated by the SET as per the details set out in the following sections. Additionally, the Company has put in place a Code of Corporate Conduct and several significant Policies and Charters approved by the Board of Directors and Standard Operating Procedures which have been communicated throughout the organization. The Corporate Governance Policy and Code of Corporate Conduct have been publicized on the Company's website for all employees at all levels to better understand, use as working guidelines and strictly follow in the course of performing their duties. As and when required, new internal rules and regulations are introduced to ensure there are no gaps in the policies and practices in the organization.

The Board of Directors has acknowledged and reviewed the implementation of the Corporate Governance Code for Listed Companies 2017 published by the Securities and Exchange Commission ("SEC") to update the Company's corporate governance. The Company has established the Corporate Governance Policy since 2019 which has been considered and recommended by the Audit and Risk Committee (currently known as Audit, Risk and Corporate Governance Committee) and approved by the Board of Directors to benefit its business to have a sound long-term performance and create value for sustainable business growth. The Board of Directors has annually reviewed the Corporate Governance Policy and relevant policies for the continuing improvement of good corporate governance. For any principle which has yet to be implemented, the Board of Directors has assigned the management to study in detail for further consideration.

1. Rights of Shareholders

The Company recognizes the importance of the shareholders' rights. In the Company's Annual General Meeting held on 21 April 2023, the Company conducted the meeting in full compliance with all relevant laws and regulations in respect of shareholders' rights in the following manners.

1.1 All shareholders have the same basis and rights in votes casting at the meetings and the receipt of dividends when declared by the Company. These are calculated based on their respective shareholding in the Company.

1.2 At shareholders' meetings, the shareholders are given the right to approve important matters such as the election of directors (shareholders can elect directors individually), the directors' remuneration, the appointment of auditors, the dividend payment and other relevant matters as required by laws or regulations, and etc.

Furthermore, shareholders who arrive at the meeting after the meeting has begun are still entitled to vote on the agenda items that are still under consideration and have not been voted upon.

1.3 The Company has the policy to facilitate and encourage all groups of shareholders, including institutional shareholders, to attend the Company's Annual General Meeting such as allowing the shareholders to propose agenda or send questions relating to the Company's business in advance, distributing a package containing the notice and meeting documents in both Thai and English, selecting meeting venue convenient to attend the meeting (for physical meeting), selecting electronical software/means convenient to attend the meeting (for E-AGM meeting), and etc.

1.4 The Company invites shareholders to propose agenda items in advance of the AGM through the SET and the Company's website (www.lagunaresorts.com). However, none has been proposed by the shareholders.

The Company provides the opportunity for a shareholder or shareholders who hold shares of the Company representing at least 5 percent of the total voting rights of the Company to propose an AGM agenda item in advance within 30 days before the end of the accounting period. The Audit, Risk and Corporate Governance Committee shall review the proposed agenda item and provide an opinion to the Board of Directors for consideration. The proposed agenda item deemed to qualify by the Board of Directors shall be included in the AGM agenda. In the event that the proposed agenda item is deemed not to qualify by the Board of Directors, it shall be announced with reasons at the AGM.

The Company provides channels for minority shareholders to make suggestions, express their opinions or make a complaint by sending the original duly signed statement together with supporting evidence to the Company Secretary by registered mail to the Company's address or by phone +66 2677 4455.

1.5 The Company does not invite the minority shareholders to nominate their candidates to be appointed as the Company's directors ahead of the meeting. This is because the Company already allows all shareholders to nominate their candidates (who meet the requirements under the Public Limited Company Act) and to vote for candidates at the shareholders' meeting.

1.6 Through the Thailand Securities Depository Company Limited, the Company's share registrar, the Company sends out a package containing the notice and agenda of the meeting to the shareholders at least 21 days before the meeting. The meeting documents include the facts, rationales, and opinions of the Board as well as other information relating to the agenda items such as information on the persons nominated for election or re-election as directors, auditors' profiles, the part of the Company's Articles of Association that relates to the shareholders' meeting, map showing the venue of the shareholders' meeting, proxy forms, documents and evidence of entitlement to attend the meeting, etc. This is to enable the shareholders to prepare themselves for the meeting. In addition, the notice of the shareholders' meeting is advertised in the newspaper and all information contained in the meeting documents will also be posted on the Company's website (www.lagunaresorts.com) at least 30 days before the meeting (the meeting documents for the 2023 AGM were posted on the Company's website 30 days in advance). Moreover, shareholders are invited to register at least 1 hour before the meeting begins.

For convenience, transparency, and accuracy of the registration and vote counting at the shareholders' meeting, a barcode system is used.

1.7 At every shareholders' meeting, all agenda items are clearly identified and particularized, objectives, and rationale and opinions of the Board are also presented in the meeting for consideration of the shareholders. The Chairman will conduct the meeting according to the sequence of the agenda and will not add any additional agenda items which are not indicated in advance in the notice unless there is a proposal to consider other matters other than those specified in the notice, in accordance with the law, from shareholders holding not less than one-third of the total number of shares issued.

No additional agenda item was proposed to the 2023 Annual General Meeting other than those specified in the notice.

1.8 Before the start of every shareholders' meeting, the Company Secretary will explain the voting methodology to shareholders. In the interest of good corporate governance regarding transparency, minority shareholders are also invited to witness vote counting of each agenda item. A team of legal counsels from a leading international law firm is appointed to verify the registration procedure before the Chairman of the meeting announces to the shareholders, the number of shareholders and proxy holders present at the meeting and the number of shares held by them. The legal counsels also verify the vote-counting procedure of each agenda item before the votes are announced as the resolution of the shareholders' meeting.

Shareholders may verify the detailed results of the vote of each agenda item at the end of the meeting. The same results and a summary of questions from shareholders will also be included in the minutes of the meeting which are accurately and completely documented in all material aspects and will be sent to all shareholders for their review before the following meeting. The minutes of the 2023 Annual General Meeting is posted on the Company's website (www.lagunaresorts.com) within 14 days after the meeting was held.

1.9 The Company's policy in conducting shareholders' meetings is not only to meet all legal requirements but to also provide a platform and opportunity for shareholders to communicate their views and enquire the directors and management questions regarding matters affecting the Company and its operations. The Chairman allocates sufficient time for the meeting and conducts the meeting in an appropriate and transparent manner. During the meeting, shareholders are allowed to give comments and ask questions before the resolution concluded for each agenda item. In addition, shareholders who have any questions that require the Company's clarification during the meeting may send their questions in advance at "ir@lagunaresorts.com" or fax them to 66 (0) 2285 0733.

1.10 Apart from the external auditor who will attend the Annual General Meeting, the Chairman of the Board, the Chairman of the Audit, Risk and Corporate Governance Committee, and the Chairman of the Nomination and Remuneration Committee and all of the Company's directors will endeavor to be present at the shareholders' meeting to assist the Board in addressing queries raised by the shareholders. The Company also invites its legal counsels from a leading international law firm to attend the meeting in case there are any legal questions that require clarification during the meeting. Furthermore, the Company provides a professional translator at the meeting to assist the shareholders and the Board to communicate more effectively in both English and Thai. At the 2023 Annual General Meeting, the Chairman of the Board, the Chairman of the Audit, Risk and Corporate Governance Committee, the Chairman of the Nomination and Remuneration Committee, and other directors were present at the Meeting in person and via electronic media. Details of their names are stated in the minutes of the 2023 Annual General Meeting.

1.11 The Company gives an opportunity for shareholders to freely communicate with each other and also provides convenient access to relevant news and important information via the Company's website (www.lagunaresorts.com) for the shareholders to receive adequate information of the Company such as the resolutions of the Company's Board of Directors on important matters, resolutions of the shareholders' meetings, financial information, information which may affect the Company's share price, 56-1 One Report, etc.

2. Equal Treatment of Shareholders

The Company treats all shareholders fairly despite different shareholding proportions and voting power according to the shares they are holding. In recognition of its duty to ensure equal treatment of shareholders, the Company complies with all relevant laws and regulations as follows:

2.1 The Company has only one class of shares, which is the ordinary shares. Shareholders shall have votes equal to the number of shares held by each of them, which means one share is entitled to one vote.

2.2 For shareholders who are unable to attend a meeting in person or via electronic mean, the Company provides the opportunity for such shareholders to appoint another person as a proxy to attend the meeting on their behalf by using a proxy form B provided by the Company. The Proxy form B is one of the forms prescribed by the Ministry of Commerce which allows shareholders to cast their votes. Moreover, the Company provides the opportunity for shareholders to appoint the Company's independent director as a proxy to undertake proxy voting on behalf of shareholders who are unable to attend the meeting.

The name of the independent director is provided in the proxy forms, together with the profile of that independent director who has been given the proxy to vote on behalf of shareholders who are unable to attend the meeting, all of which are attached as part of the meeting documents.

2.3 The Board of Directors arranged to have a policy stipulating that the directors and management shall notify the Company 1 day in advance prior to purchase or sale of the Company's securities. Moreover, the Company ensures that directors and management are aware of their duty to report a change in their holding of the Company's securities to the SEC within 3 business days in accordance with the Securities and Exchange Act. The securities holding report is also included in the agenda of the Board meeting for the Board's acknowledgment on a quarterly basis.

2.4 Any director or management who has an interest in, or is related to, any transaction between the Company and an interested or related person will not participate in the decision-making process involving such transaction. The Company has disclosed the details and reasonableness of transaction to shareholders before dealing with any transaction in case such transaction requires approval from shareholders and strictly follows the procedures on such transaction under the notification of the Capital Market Supervisory Board. The details of all connected transactions are disclosed under the heading "Related Party Transactions" in the Company's 56-1 One Report.

During 2023, there is no report of non-compliance with the notification of the Capital Market Supervisory Board on connected transactions.

2.5 The Company has formulated a Corporate Governance Policy and Code of Corporate Conduct as guiding principles for the Board, senior management, and employees of all levels to comply with. The guiding principles include the prohibition on the improper use of inside information for personal benefit or to benefit others. Additionally, the Board approved a policy on dealing in securities of the Company which prohibits the dealing in the Company's shares while in possession of unpublished confidential and price-sensitive information during the "Embargo Period". Details are further described under "Supervision on the Use of Inside Information" in the Company's 56-1 One Report.

2.6 Apart from the credit term payment given under the normal course of business, the Company has no policy on providing financial assistance to any non-subsidiary companies, except those whose loans or guarantees are in accordance with the proportion of shareholding in a joint venture agreement

3. Role of Stakeholders

In its pursuit of sustainable growth and financial returns for its shareholders, the Company strives to become a role model corporate citizen. It respects the rights of all its stakeholders and conducts its operations fairly and strictly in compliance with all laws, rules, and regulations.

Shareholders:
The Board of Directors is committed to performing its duties honestly, transparently, and diligently in the best interest of all its shareholders, to preserve and enhance long-term shareholder value. All important information that may have an impact on the Company's share price and/or shareholders' decisions are fully disclosed in a timely manner.

Employees:
Being in the hospitality industry, the Company believes that its people are its greatest asset. The Company has taken steps to ensure that all labour laws are complied with and all employees are treated fairly without discrimination or favoritism. The Company offers competitive pay packages and welfare benefits such as meal

allowance, laundry allowance, complimentary vouchers, and health & personal accident insurance to all its employees with continually upgraded programs. Additionally, the Company provides its employees a safe, hygienic and conducive working environment, and provident fund.

The Company has an equal employment policy and clear rules for punishment, including termination of employment. In terms of employee training, the company provides training for employees at the department level as needed including training on safety in the workplace for all employees. Each unit has a safety officer and a welfare committee made up of employee representatives to drive the improvement of employee welfare to meet the needs and situations of the Company.

People Development Policy

The Company believes that the sustainable growth of the Company depends on the continual quality and efficiency of employees. As such, the employee development policy mainly focuses on the continuing knowledge and skills development of employees at all levels to strengthen the enterprise and overall success of the Company. The Company intends to have all management and employees set their working plan in alignment with the Company's direction, short-term and long-term goals, based on Company's Vision, which can efficiently lead the operations towards the same direction. Each department sets up its own business strategy and business plan so employees can have clear accountability, objectives and individual KPIs (Key Performance Indicators) that support the Company's Operations and their responsibilities. The KPIs will be used as a standard to evaluate employee's performance.

Training is divided into 2 categories:

1) Compulsory training which the Company tailors for each position/employee such as new employee orientation, code of corporate conduct, and anti-corruption policy.
2) Career training which is a special course to support specific and continuing skill development, which the employees can apply for, including outsourced institutions.

Training is one of the Key Performance Indicators (KPIs) and will be used for employee evaluation standards. Employee performance evaluation is conducted during the second and fourth quarter of every year.

The Company has an equitable employment policy and clear rules for punishment including equal dismissal. In terms of employee training, the Company provides training for employees at all level as necessary, as well as providing training on workplace safety for all employees. Each department has a safety officer and a welfare committee that comes from employee representatives to drive the improvement of employee welfare to meet the needs and situations of the company. The average number of training hours of employees per person per year is 99.56 hours.

New Employee Orientation

All new employees shall attend orientation training sessions which is aimed to introduce new employees to the rules and regulations in the workplaces, the organization's significant policies, procedures, products, and the location of each hotel/BU, to prepare them to work with other employees.

Anti-Corruption Policy

All employees shall attend Anti-Corruption policy training annually. The purpose of the training is to provide associates with practical information and any additional up to date information on preventive anti-corruption activities through guided discussions.

Revolving Door Policy

Revolving Door Policy is the policy established to accommodate hiring of former/current government officer (if any), enforced in supportive of the Company's existing Anti-Corruption Policy, and as guiding principles to prevent any conflict of interest that might occur.

Privacy Policy

To align with the enforcement of the Personal Data Protection Act B.E. 2562 (PDPA) in Thailand, the Company has established our Privacy Policy and relevant mechanisms to address all aspects concerning personal data of all internal and external stakeholders of the Company, i.e. consent authorization/withdrawal/breach, other relevant activities in relation to the collecting, procession, getting access to, retaining, transferring and/or destroying of each and all classifications of the data of all stakeholders.

Knowledge/Skills Development

The Company assigns the development process by providing training courses to increase employee's knowledge and ability such as;

- Intensive Supervisory Leadership for Middle management
- Tax Knowledge for Accounting and Human Resources
- Finance for Non-Finance
- Train the trainer
- Relationship with customer

People Development to Support the Philosophy, Growth and Expansion of the Company

For the staff development to support the philosophy, growth and expansion of the Company, there is the Succession Plan for the managerial level up. Intensive orientation programs of the group are continuously developed and improved to share the Company and the group's people and people development philosophy to the new joiners, whereby the development programs are to prepare them to be ready for new assignment, new opportunity or further job enhancement, in aligning with long-term expansion of the Company. Furthermore, high potential middle Management are selected to participate in the LEAF Program (Leading and Empowering Associates Forward) to prepare them for promotion opportunities. The Executive Development Programme will be continued in 2024 to develop the senior management level. The '8 Cultures' training is continual reinforced in 2024 to ensure our people walk the cultures and build the strong foundation to grow.

The Company also has the Management Trainee Program to develop new graduates and unleash their potentials to be able to advance to the management level in the future. They are assigned to experience various departments to gain operational knowledge and skills. They are also expected to submit their report with their findings and alternative solutions to the executive team. After the successful training, they are promoted to be permanent staff at their sponsored hotel and further developed to be middle and top management accordingly. The Company supports the employees at all levels to participate in training and development program, internally and externally, to assure that we have capable manpower with potential to fill up the Company's growth and expansion.

Customers:
The Company aims to conduct business, both in property development, sales of products and services, in a safe and environmental-friendly manner and continuously develop innovative products and services, to add more value and variety to the products, and respond to the customers' needs. Safeguarding customer confidentiality

and/or customer privacy is one of the Company's top priorities and in this regard, the Company conducts business with integrity, honesty, and fairness, and does not take any action that would violate customer rights and refrain from abusing it for personal interest or the interest of other parties.

The company has implemented and assigned respective business units to maintain customer's personal information in accordance with the Personal Data Protection Act as well as provided training and knowledge on such matters to the company's employees so that all employees will comply with the Personal Data Protection Act. The procedure and channels for customers to submit their complaint regarding their personal data as required by law are posted on the company's website.

The Company will strictly comply with the trading agreements, if any particular condition cannot be met, the Company would notify the customers in advance, and jointly seek a resolution to prevent any possible damage.

The Company has a satisfaction survey of customers staying at our hotels. It is evaluated from a variety of indicators, such as the Global Review Index™ (GRI) and Net Promoter Score® (NPS), with annual targets set for how high a hotel's satisfaction indicators should be so that the management can plan together with the operation team using guidelines based on Best Practice Implementation in developing customer satisfaction in order to achieve the goals that have been set. Currently, there is a Global Review Index rate of 92 percent (95 percent target) and a Net Promoter Score of 49 percent (65 percent target).

Competitors:
The Company believes that competition is the essence of a free and open market and therefore avoids any actions which may prevent, obstruct or discourage potential competitors from entering the markets in which the Company operates in. The Company takes the view that healthy competition encourages product and service innovations in the market place which would increase market standards and ultimately benefit consumers and society at large. The Company will neither engage in any fraudulent activity to violate or obtain competitors' trade secrets nor in any infringement of intellectual property or copyright including corruption and bribery, which has been stipulated in the Code of Corporate Conduct approved by the Company's Board of Directors, for the benefit of the Company's business.

Society & Environment:
The Company emphasized and aimed to be a socially responsible company and has established a dedicated team of Sustainability and Community Relations practitioners who strive to make a positive difference to the local communities where the Company operates. The company has a policy to promote community participation and development in 5 dimensions, consisting of cultural diversity, promoting equality of people in society, education, sports & health and well-being and conservation of natural resources and the environment and to develop sustainable communities by initiating various Sustainability programs which focus on social and educational development, environmental conservation, religious and cultural preservation, associate benefits and relations, details as shown under the heading "Sustainability" in Form 56-1 One Report as well as in the Company's website (www.lagunaresorts.com).

EarthCheck certification received by the individual hotels reflects recognition of Laguna Phuket's commitment to conserving the environment. In property development, the Environmental Impact Assessment (EIA) has been carried out to evaluate the likely environmental impacts of the Company's development projects, taking into account inter-related socio-economic, cultural, and human-health impacts, both beneficial and adverse including proposed measures for shaping projects to suit the local environment and reducing any potential impact. The Company encourages and supports the staff to use resources efficiently. Day-to-day operations at the resort apply the "Three Rs" of green management: Reduce, Re-use and Recycle. Each hotel has staff education program to teach the importance of caring for the environment, and consumption of energy and water is closely monitored through the extensive checklists to be completed by the staff. No raw sewerage is

discharged into the sea from the resort complex. After being treated, sewerage and wastewater are directed into a sophisticated recycling system. The resulting water is used to irrigate the gardens, details as shown under the heading of "Sustainability/Environmental Policy" on the Company's website (www.lagunaresorts.com).

Suppliers:
The Company strives to forge long-term business relationships with its suppliers and therefore has the policy to always give a fair treatment and profit to its suppliers and to respect payment terms and conditions. Besides, the Company has a policy in selecting its suppliers fairly and transparently, competitive quotations from at least 3 suppliers are required according to the criteria specified in the Company's Standard Operating Procedures which have been distributed and communicated throughout the organization to understand and to strictly adhere to the procedures accordingly.

The Company expects all suppliers of goods and services to conduct their business with honesty and integrity, and to embrace and comply with the requirements and standards set forth in the Code of Corporate Conduct. The Company will evaluate and select suppliers of goods and services based on their commitment to carry out in accordance with the Code of Corporate Conduct. Suppliers of goods and services are required to adhere to an ethical and sustainable society, environment, and corporate governance throughout the course of doing business with the Company. The Company has provided an electronic certification document (Supplier Declaration Form) for suppliers of goods and services to sign and return via the website https://www.banyantreeglobalfoundation.com/supplier-declaration-form/

The Company has promoted business partners who provide food products to deliver products in containers or packaging that are not single-use plastic in order to allow business partners to reduce costs and support operations with the environment.

The Company has selected local entrepreneurs to provide tourism services to community tourist attraction which can create work and income for people in the community.

The Company has chosen to use local transportation service providers to serve customers and guests so that it creates income for people in the community.

The Company promotes environmentally friendly procurement by choosing environmental-friendly products from manufacturers that meet ISO:14001 standard and Green Label standards such as Kimberly Clark, Diversey, Ecolab, Double-A, etc. The Company chooses to use products made from plants and wood instead of plastic, such as drinking straws, food containers from bagasse, disposable cutlery from wood or recycled material, plastic food wrap and garbage bags.

Creditors:
The Company considers creditors as important business partners and therefore aims to treat all creditors in an equal and fair manner and strictly comply with all the terms and conditions agreed upon, particularly on credit guarantee, and capital management. The Company's financial position will be duly and accurately disclosed. In the event that any particular condition cannot be met or in case of debt default, the Company will inform concerned creditors beforehand and seek a mutually acceptable solution to prevent any possible damage. In the previous year, no creditors challenged that the Company failed to comply with any obligations.

There is no violation of laws and regulations regarding labour, employment, consumer protection, commercial competition, and the environment in the previous year.

Policy and Practice Relating to the Control and Prevention of Corruption Involvement

The Company is committed to conducting its business with integrity, transparency, morality, and accountability. The Company adheres to the principles of the Corporate Governance Code and conducts its business responsibly towards society and its stakeholders. Apart from the Corporate Governance Policy and Code of Corporate Conduct, the Company has established the Anti-Corruption Policy which was proposed to the Audit, Risk and Corporate Governance Committee for recommendation before being submitted to the Board of Directors for approval to promote anti-bribery and anti-corruption practices and to be a clear guideline for business operations.

The Company has adopted a zero-tolerance policy towards corruption for directors, management, and employees of the Company to strictly follow. The policy forbids them to carry out or participate in corrupt practices in any form both directly and indirectly and they must seriously follow the guidelines in the Anti-Corruption Policy which covers various processes, including charitable contribution, sponsorship, the provision and acceptance of gifts and hospitality.

The Company communicated its Anti-Corruption Policy to business partners and the public through its website and notice board for them to acknowledge and conform to the Company's guidelines. In order to understand as well as to promote anti-bribery and anti-corruption practices as clear guidelines for all employees, relevant training is scheduled annually. During orientation, new employees are required to sign the Associate Declaration Form to confirm their intention to fully comply with the Company's Code of Corporate Conduct and Anti-Corruption Policy, and all employees are required to sign the same every year.

The Company has put in place a risk management system suitable to the Company's business nature and implemented a risk assessment procedure, which includes internal compliance and control program to monitor and prevent possible risks including corrupt practices. As part of the ongoing risk management process, the Company's Group Risk Committee in collaboration with Group Internal Audit regularly conducts risk monitoring, assessments, evaluations, and proposes a control program to prevent and mitigate potential risks and reports findings to the Audit, Risk and Corporate Governance Committee. The Audit, Risk and Corporate Governance Committee is responsible for overseeing and reviewing strategic and operational risk management including risk assessment and control procedures as well as seeking to ensure that the Company has a continuous process for managing risk, appropriate and effective internal control, and internal audit systems.

Seeing the long-term benefits to operate business ethically with integrity, and implementing business principles to encounter corruption, the Company has declared an intent to fight corruption by a declaration of intent with Thailand Private Sector Collective Action Coalition Against Corruption (CAC). The Company became a certified member of CAC since February 2019 and has successfully renewed the Certification of the CAC in the early of 2022.

The Company announced the "No Gift Policy" during new year festivals and other occasions in compliance with the Company's good corporate governance framework, Corporate Governance Policy and Anti-Corruption Policy regarding the provision and acceptance of gifts by the employees at all levels. A letter on "No Gift Policy" was distributed to the Company's business partners to ask for their cooperation not to offer any kinds of gifts to the management and employees of the Company. In case it is inconvenient to return the gifts, the Company will consider donating them to charitable entities or social projects as deemed appropriate.

Failure to comply with the Anti-Corruption Policy or any employee who is caught committing corruption shall be disciplined under the Company's policies including termination of employment. A criminal/civil case may also be brought upon such an employee if the act violates the law.

There is no report of wrongful conduct involving fraud and corruption during the past year.

Policy on Whistle Blowing and Complaints

The Company recognizes the importance of compliance with good corporate governance and adheres to the high standards of conduct and responsibility for all stakeholders. The Whistle-Blowing Policy has been established and approved by the Board of Directors and communicated throughout the organization. The policy emphasizes to encourage and enable associates and third parties to raise any serious concerns on wrongdoing, irregularity, or impropriety within the Group. The Head of Group Internal Audit was appointed as the Receiving Officer or a channel for stakeholders to communicate critical corporate issues with the Company, any concerns can be raised either in writing via "ethics@lagunaresorts.com" or directly by hotline number 66 (0) 76 372400 ext. 6636. The Receiving Officer will ensure that the report from the whistleblowers will be professionally and independently addressed, assessed, and investigated. Additionally, the Whistle Blowing Evaluation Team, comprising of members of Audit, Risk and Corporate Governance Committee and Head of Group Internal Audit, was set up to evaluate the reports from whistleblowers to assess and review the nature of the complaints, and set the direction of the investigation, where necessary. An appropriate timeframe to consider the complaints is set and the protection of the genuine whistleblowers from any unfair treatment will be observed. If at the conclusion of an investigation, the Company determines that a violation has occurred or the allegations are substantiated, effective remedial action commensurate with the severity of the offense will be taken. Results and conclusions of the investigation shall be reported to the Board of Directors. However, there is no report of complaints or allegations during the past year.

Policy on Environmental and Social Sustainability

The Company is committed to strive towards achieving environmental and social sustainability. With the participation in the EarthCheck program, which is widely regarded as the world's leading sustainable environmental benchmarking and certification program used by the travel and tourism industry, the Company is committed to continually improve its environmental and social sustainability performance by implementing an environmental management system, identifying environmental risks, recording and monitoring any impact to meet the standard of EarthCheck and will comply with all relevant legislation and regulations, and strive to achieve international best practice. The Company was certified to environmental standards and has been awarded EarthCheck Gold Certification in December 2020. The annual audit to retain the Gold status was conducted in November 2023.

The Company has constantly provided environmental training sessions for employees to raise awareness about environmental sustainability. Environmental issues are included in the training course on the topic of "Our Sustainability Culture", a compulsory training course, that every employee is required to attend and review annually. This course is organized by the Company's training center "Banyan Tree Management Academy" both onsite and online through the E-Learning system. A risk assessment on potential environmental impacts resulting from the Company's business operation has been conducted, and an environmental approach has been established and communicated throughout the organization. The company has disclosed information on environmental management policies and guidelines to stakeholders, both internal and external, as follows:

Internal – such as employees and the management via the internal website "Banyan Tree Connect", public bulletin boards and meetings. The environmental performance and sustainability issues are ones of indicators in the annual employee performance evaluation with a rate of 5% of all other indicators.

External – communication through the Company's website and hotels' websites as well as social media, including finding an opportunity to meet with stakeholders on various occasions in publicizing the Company's environmental and sustainability policies and goals.

Since 2013, the Company together with hotels in Laguna Phuket jointly announced the Environmental & Social Sustainability Policy with the commitment to continually improve their environmental and social sustainability performance and annual Benchmarking as measured by the EarthCheck tool. As a part of the Laguna Phuket Community, they continue to work on environmental and social development projects by safeguarding the natural environment, the cultural heritage, and promoting communal prosperity through participation in Laguna Phuket Community's Corporate Social Responsibility programs such as carbon reduction through tree planting, providing mentoring and scholarships to the youth in the community, cleaning activity, considering special employment, empowering local employees and using local products and services that are environmentally friendly, etc.

Policy on Health, Safety, and Environment

The Company has a concrete policy in regards to health, safety, and the environment which gives top priority to the safety and health of the surrounding community and overall society. Realizing that it is a contributing factor in driving sustainable development of society and the environment, the Company continuously carries out community and social development activities alongside with its business operations with responsibility toward the overall community and society as follows:

(1) Continuously perform business operations in compliance with safety law and other related regulations.

(2) Safety at workplace shall be treated as a top priority and responsibility of every employee.

(3) Every level of managers must be a good role model and be able to lead, train, instruct and motivate other employees to perform duties safely.

(4) All employees must consider their personal safety as well as the safety of their colleagues and properties of the Company as their topmost priority while on duty.

(5) All employees must always maintain cleanliness and order in their workplace.

(6) Supporting safety-related activities to raise safety awareness among employees and promote a safe work environment.

(7) Continuously review, improve and develop the safety management system.

(8) Seeking solutions to minimize environmental impact by constantly checking, monitoring, and controlling the amount of pollutions released including the disposal of hazardous and non-hazardous waste to protect existing natural resources.

(9) Using the available resources and energy in the most efficient manner, including minimising water and air pollutions as well as wastes and other pollutions that arise from the Company's business activities to ensure minimal impact on the environment and surrounding community.

(10) Use products produced from nature, taking into account the safety standards of Banyan Tree essential, these products will be passed on to guests and consumers in many hotels in forms of various room amenities which will be packaged in environmentally and hygienic containers such as using packaging made from recycled materials.

- **First Aid Supporting Team (FAST)**
  The Company has selected potential employees from various departments as well as from hotels to be in the FAST to administer medical help in an emergency. Training curriculum is put together by the Bangkok Phuket Hospital and employees who receive training periodically to maintain the level of competency to help the guests and employees found to have illness or accident in the hotel and workplace.

- **Exercise Tsunami Evacuation in Phuket.**
  The Company has many employees working in offices and hotels in Phuket. Tsunami Evacuation drills are regularly practiced every year. The main objectives are to enhance the knowledge, skills and expertise in evacuating staff and guests, help victims, practice the communication drill, order of command, and the testing of tools and equipment.

- **Fire Extinguishing, Evacuation and Basic Fire Awareness Training**
  The company organizes fire extinguishing and evacuation drill training regularly every year. New employees are required to participate in fire extinguishing and evacuation drill training as part of their orientation process. Additionally, the company provides basic fire awareness training throughout the year to ensure that all employees can participate.

  The company also collects and compiles data on work-related accidents and reports them to relevant authorities. In the past year, the company and its subsidiaries had a total of 15 work-related accidents or illnesses.

Policy on Respecting Human Rights

The Company gives importance to respecting human rights by conducting business in compliance with laws and human rights which are the basic rights ensuring that all human beings are born free and equal in dignity and rights without discrimination against race, nationality, color, gender, religion, age, language, personal status, social value, education or political opinion.
The Company promotes and gives importance to diversity (DEI Culture) and creates understanding of violence in the workplace (workplace violation awareness) through training and also provides equal opportunity to all employees in working under the rules, regulations, notifications, and orders of the Company. The Company treats the employees' personal information confidentially and shall neither send nor distribute such information to any irrelevant person nor disclose personal information without consent of the owner. The Company also supports and respects the protection of human rights by not violating any human rights such as forced labor, unfair dismissal, and the use of child labor. In the past year, there were no complaints regarding human rights violations.

The company supports the employment of disabled people in positions that are appropriate to their abilities. In 2023, 4 people with disabilities were hired and a contribution of 1,077,480 Baht was sent to the Fund for the Promotion and Development of Quality of Life for People with Disabilities.

Policy on Preventing Violation of Intellectual Property or Copyright

The Company has established a policy and practice not to support any violation of intellectual property or copyright, which has been stipulated in the Code of Corporate Conduct such as using licensed computer software, programs authorized by the copyright owners, and restricting computer program installation by authorized person only. The use of computers and information technology will be monitored periodically by the Group Internal Auditor.

Policy to Promote and Support Innovation relating to technological development/ Products/ Services/ Business Model

Policy to Promote and Support Innovation relating to technological development/ Products/Services/Business Model From the period of Covid-19 pandemic to the business recovery, the company has put in place improvement plans organization wide, including centralized system and platform for operational support departments such as accounting, human resources, purchasing, and others. These support departments provide services to the front-end operations department that serves customers in hotels, residences, golf, spa, and retail stores. This centralization of work helps standardize support functions and lead to a better and more efficient way of works of the company.

Particularly, Centralized Purchasing which all the business units within the company with a wide geographical distribution can make purchases through a common purchasing platform, which is beneficial in sourcing the best deals with local vendors for the corresponding location of the company and each property. C-Purchasing plays an important role from sourcing of raw materials or goods, order processing, payment processing and vendor management. It does not only help in avoiding duplicity of orders, but also promotes the economy of scales, lowers transportation cost and improves inventory management. Our C-Purchasing system went live in December 2023, under supervision of the C- Purchasing Execution Committee, with an aim to create effective control of the purchasing operation and generate substantial saving on the unnecessary overhead expenses.

IT Risk Management

The Company is committed to operating its business without disruptions and safeguarding the Company and customer's information. Therefore, information technology is important in managing the following:

- Using the most up to date firewalls to secure the company network
- Locating the server room in a secure place and equipping it with an FM200 fire extinguisher
- Adopting the latest version of IT systems on all computers and servers.

The Company manages IT-related disaster risks by setting up a data backup and recovery system that can reinstall the IT system in a timely manner to ensure continuity of business operations in the event of viruses, trojans, malware, fraudulent email, or hacker attacks.

Each year, the Company reviews and practices its Business Continuity Plan (BCM) and Disaster Recovery Plan (DRP) to prepare the IT system for risks and crises that may occur. In addition, the internal auditor monitors compliance with the risk mitigation measures to ensure that the Company's risk is acceptable and manageable.

IT Governance Policy

IT Governance Policies and Procedures have been developed and communicated to all employees of the Company to comply with the Company's corporate governance regulations. Some of these policies include,

- Use of non-infringement software only.
- The use of computers and the internet must not cause any risk, data corruption and the computer system of the Company.
- Safeguarding the Company and its customers' data to prevent data leakage.
- Computer and internet usage must comply with the Computer-Related Crime Act.
- Data access level control – password and data retention can be verified backward.

Application development and environmental responsibility.

Environmental responsibility is an issue that the Company places great importance on. The Company has developed online application software systems, such as Purchasing Online, Member Online, and Leave online to reduce the amount of paper used in the Company and to also increase efficiency and productivity of our employees.

4. Information Disclosure and Transparency

The Company's emphasis on the disclosure of accurate and complete information in a transparent and timely manner is shown by the following.

4.1 Each of the directors and executives of the Company has filed with the Company a report covering his interest or his related person's interest in relation to the Company or its subsidiaries in accordance with the criteria and procedures as specified in the notification of the Capital Market Supervisory Board, and has updated and filed with the Company within 30 days should there be any change in the report. The report is also included in the agenda of the Board meeting for the Board's acknowledgment once every 3 months.

4.2 In the previous year, the Company disclosed all general and financial information as well as information that may affect the price of the Company's securities correctly, completely, transparently, and in a timely manner, following the rules and regulations of the SEC and the SET. All information is communicated to investors, shareholders, and relevant sectors through the channels of the SET and the Company's website (www.lagunaresorts.com).

4.3 Individual investors, shareholders, stock analysts, and any agencies may contact Mr. Chatchai Chordokrak, the Company's Investor Relations unit, at telephone number 66 (0) 2677 4455 or at "ir@lagunaresorts.com".

4.4 The Company's financial statements contain accurate and complete information and are prepared following generally accepted accounting standards. Also, they are audited/reviewed by auditors from a well-known auditing firm approved by the Securities and Exchange Commission (currently EY Office Limited) and are approved by the Company's Audit, Risk and Corporate Governance Committee and the Board of Directors before being disclosed through the SET. The information relating to the "Board of Directors' Responsibility for the Company's Financial Statements" is available in the Company's 56-1 One Report. In 2023, the Company's quarterly and annual financial statements were unconditionally certified by the auditor.

4.5 The Company wishes to refer the following matters to the disclosure made in other places:

- The name of directors and the scope of the powers, duties, and responsibilities of the Board and other Committees are detailed under the heading "Governance Structure and Key Data on The Board of Directors, Committees, Managements, Employees and Others" in 56-1 One Report.

- The professional experience of the directors, members of other Committees, Head of Group Internal Audit and Company Secretary is detailed in the section of Board Members, Laguna Management Team and Attachment 3 in the Company's 56-1 One Report.

- The number of Board meetings held and the number of Board meetings attended by each director and the remuneration for directors in 2023 are detailed under "Meeting Attendance and Individual Directors' Compensation" hereof.

- The performance of the Audit, Risk and Corporate Governance Committee in the past year are detailed in Attachment 5, under the heading "Report of the Audit, Risk and Corporate Governance Committee" in the Company's 56-1 One Report.

- The performance of the Nomination and Remuneration Committee in the past year are detailed in Attachment 6 or under the heading "Report of the Nomination and Remuneration Committee" in the Company's 56-1 One Report.

- The remuneration for management is detailed under the heading "Governance Structure And Key Data On The Board Of Directors, Committees, Managements, Employees And Others" in the Company's 56-1 One Report.

4.6 In 2023, the Company made full disclosure of information within the timeframe specified in the regulations of the SET and the SEC. In addition, neither the SET nor the SEC challenged that the Company had failed to comply with any disclosure requirement.

5. Board Responsibility

5.1 Board Structure

5.1.1 Members of the Board and Terms of Directorship

The Company's Board of Directors currently comprises 11 members, 5 of whom are Independent Directors namely Mr. Vudhiphol Suriyabhivadh, Dr. Jingjai Hanchanlash, Mr. Thongchai Ananthothai, Ms. Srinthorn Ounayakovit and Mr. Ariel P. Vera, representing more than one-third of the total Board members.

The Board members are selected based on, among other things, knowledge, experience, skill, diversity of expertise, integrity, abilities to make independent analytical inquiries, and their understanding of the Company's business. Currently, the Board comprises business leaders, expert in the Company's relevant businesses and professionals with financial, accounting, legal, business management, and sales & marketing backgrounds.

Directors and senior management of the Company have never been an employee or partner of the current external auditor in the past 2 years.
All independent directors of the Company are independent of management and major/substantial shareholders and meet the Company's definition of Independent Director which also in line with the qualification of Audit Committee in accordance with the notification of the Capital Market Supervisory Board.

The Company's directors are knowledgeable, competent, honest, ethical and provide sufficient time and devote themselves to serve the Company. There are no independent directors of the Company who serve on more than five boards of listed companies and no executive directors who serve on more than three boards of listed companies outside of the Group.

The Company's policy to fix the term of office of directors is under Article 14 of the Company's Articles of Association which stipulates that at each annual general meeting, one-third of directors shall retire from office and that the director who has been longest in the office shall retire. Therefore, the term of office of a director shall be 3 years. Retiring directors would be eligible for re-election.

The independent directors have no affiliations or business relationships with the Company and are not directly associated with a shareholder of the Company, nor having any relationships or circumstances exist which are likely to, or could appear to, interfere with the exercise of their independent business judgment with a view to the best interest of the Company.

5.1.2 Roles of the Chairman of the Board

- Summoning meeting for Board and presiding over the meeting. In making a decision, the Chairman has a deciding or casting vote in the event of tied votes.

- Setting Board meeting agenda in consultation with the Chief Executive Officer / Managing Director, Chairman of the Audit, Risk and Corporate Governance Committee and Chairman of the Nomination and Remuneration Committee and ensuring that Board members receive accurate, complete, timely, and clear information prior to the meeting to assist their decision-making process.

- Conducting the Board meeting according to the agenda, relevant laws, and good corporate governance, allocating sufficient time and encouraging all directors to participate in the discussion, exercise their discretion prudently, and express their opinions freely.

- Overseeing and ensuring that the Board of Directors and the Sub-Committees effectively carry out their duties to achieve the Company's objectives.

- Promoting constructive relations between the executive and non-executive directors, and between the Board and the management.

- Ensure that all directors contribute to the Company's ethical culture and good corporate governance.

5.1.3 Duties and Responsibilities of the Chief Executive Officer / Managing Director

- To be in charge of the daily business operations of the Company, supervise and manage the works and operations of the Company for complying with the policy, vision, mission, values, strategy, and goals, both in terms of financial and non-financial, as well as to drive the business plan to achieve the financial budget as approved by the Board of Directors;

- To employ, appoint, transfer, dismiss, and terminate employees in all levels, except the appointment, transfer, and dismissal of the Head of Group Internal Audit, which shall also be approved by the Audit, Risk and Corporate Governance Committee;

- To determine the salary and remuneration, adjust the salary, bonus, reward, and welfare of all employees of the Company, including the senior management in correspondence with the remuneration mechanism and welfare as approved by the Nomination and Remuneration Committee;

- To issue internal orders, policies, announcements, and memos to ensure that the operations of the Company comply with the policy and the interest of the Company, including the maintenance of organizational discipline;

- To perform other tasks as assigned by the Board of Directors and to perform any other acts as stipulated by laws and regulations of the authorities.

5.1.4 Aggregation or Separation of Positions – Chairman of the Board and Chief Executive Officer

Currently, Mr. Ho KwonPing is the Chairman of the Board and the Board of Directors, upon recommendation of the Nomination and Remuneration Committee, considered appointing Mr. Eddy See Hock Lye to be the Chief Executive Officer of the Company since 2022. The current board structure maintains an appropriate check and balance system because half of the Board members are non-executive directors.

To support the balance of power between the Board of Directors and the Management, prior to the Board of Directors' meeting, the Audit, Risk and Corporate Governance Committee Chairman and the Nomination and Remuneration Committee Chairman, who are the independent directors, has participated in determining the agenda of the Board of Directors' meeting.

5.1.5 Separation of Power, Duties, and Responsibilities of the Board of Directors and the Management

The Company has a management structure that clearly defines the separation of power, duties, and responsibilities of the Board of Directors and the Management. The Board of Directors, as the policy supervisor, has the duties to define the Company's vision, mission, values, strategies, and long-term goals, including overseeing, monitoring, and evaluating the performance of the Management. Management, as the executives, has the duties to perform day-to-day operations to be efficient, effective and in compliance with the defined policies, vision, mission, values, strategy, and long-term goals and report its performance to the Board of Directors regularly.

The delegation of authority by the Board of Directors to the management is clear. All major investments, acquisition of assets, and loans made by the Company and/or its subsidiaries require approvals from the Board of Directors as follows:

- New investments and acquisition of assets with the value from 1.5 percent of the Company's total assets and
- New loans with the value from 5 percent of the Company's shareholders' equity.

The approval to enter into a significant transaction by the Company's Board of Directors and/or shareholders' meeting as well as all information disclosure must comply with rules and regulations of the Stock Exchange of Thailand and/or the Capital Market Supervisory Board.

Duties and responsibilities of the Board have been disclosed under the heading "Governance Structure And Key Data On The Board Of Directors, Committees, Managements, Employees And Others" in 56-1 One Report.

5.2 Sub-Committees

The Board approved the establishment of two Sub-Committees comprising all Independent Directors, which are Audit, Risk and Corporate Governance Committee and Nomination and Remuneration Committee, to assist the Board to screen details to achieve operational efficiency. Additionally, in late 2023 the Board of Directors approved the establishment of one Sub-Committee having one director as chairman of the committee, which is Sustainability Committee. However, to perform their duties transparently and independently, the Chairman of the Board is neither a Chairman nor a member of such committees as follows:

5.2.1 Audit, Risk and Corporate Governance Committee

The Audit, Risk and Corporate Governance Committee comprise three independent directors, one of whom has adequate expertise and experience to review the creditability of the financial reports by reviewing the financial reports of some listed companies in the Stock Exchange of Thailand. The members and the scope of duties and responsibilities of the Audit, Risk and Corporate Governance Committee have been disclosed under the heading "Governance Structure And Key Data On The Board Of Directors, Committees, Managements, Employees And Others" in the Company's 56-1 One Report.

5.2.2 Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises three independent directors, thus forming a strong and independent element that will enable decisions on nomination and remuneration to be made independently and transparently. Members and the scope of duties and responsibilities of the Nomination and Remuneration Committee have been disclosed under the heading "Governance Structure And Key Data On The Board Of Directors, Committees, Managements, Employees And Others" in the Company's 56-1 One Report.

5.2.3 Sustainability Committee

The Sustainability Committee comprised at least three members, having one director as the chairperson of this committee. This committee will oversee the sustainability framework of the Company and to perform the duties of considering and determining the scope of policies and procedures for the development of business responsibility for society, including operation and development regarding sustainability, in order to operate the business of the Company with the aim of sustainable supporting the Company's business.

5.3 Role, Duty, and Responsibility of the Board

5.3.1 Corporate Governance Policy

The Company is committed to maintaining high standards of good corporate governance within the Company. The Company has adopted and is continuously developing a set of good corporate governance structure, framework, policies, and practices that are modeled on the Corporate Governance Code for listed companies 2017 advocated by the SEC. The Company has established and continues to apply the Corporate Governance Policy and Code of Corporate Conduct approved by the Board of Directors and communicated throughout the organization. The Standard Operating Procedures have also been documented and applied by the Company. In addition, new internal rules and regulations to continuously improve the good corporate governance of the Company are approved and announced from time to time.

In the past year, no director resigned due to the issue of corporate governance of the Company and no conduct causing a negative reputation of the Company due to the failure of the Board of Director's supervisory performance.

5.3.2 Company Strategic Planning and Implementation

The Board of Directors sets aside sufficient time each year to review the budget of the coming year and the five-year strategic plan. During each year, the Board is periodically updated on the

implementation of the plan and if there is any deviation from the plan, a new course of action would be discussed after taking into account the prevailing economic, financial, and market situation.

5.3.3 Leadership and Vision

The Board's primary functions are to set and annually review vision, mission, corporate policy, and overall long-term and short-term strategy for the Company and to provide effective oversight of the management of the Company's business and affairs.

5.3.4 Conflict of Interest

Transactions between the Company and its related parties which may cause conflict of interest are scrutinized by the Audit, Risk and Corporate Governance Committee and if necessary, the approval to enter into such transactions is sought from the Board of Directors and/or shareholders following relevant rules and regulations. Any director or management who has an interest in, or is related to, such transaction will not participate in the decision-making process.

Such transactions are made on terms and pricing that have been negotiated on an arm's length basis. If the price is unavailable, the Company will then rely on the report of an independent appraiser appointed by the Company to value important related party transactions to arrive at a pricing that is competitive and fair to both the Company and the related party.
All related party transactions are disclosed clearly and accurately. Details are further described under the heading "Related Party Transactions" in the Company's 56-1 One Report.

5.3.5 Internal Audit and Control

The Company realizes the significance of an effective system of control, such as Standard Operating Procedures, particularly in management and operations. Hence, the duties and responsibilities of the employees and the management are clearly defined. The Company has put in place policies to safeguard the Company's assets and duties between the operators and the appraiser which are separated for effective checks and balances. Furthermore, the Company has also implemented an internal audit of the financial and information technology systems.

Internal Audit

Internal audit is an independent function within the Company that reports directly to the Audit, Risk and Corporate Governance Committee on audit matters and the Chief Executive Officer/ Managing Director on administrative matters. Internal audits are performed to assist the Board and Management in the discharge of their corporate governance responsibilities and to improve and promote effective and efficient business processes within the Group. The internal auditor plans its internal audit schedules annually in consultation with, but independent of, the Management, and its plans are submitted to and approved by the Audit, Risk and Corporate Governance Committee. The Audit, Risk and Corporate Governance Committee reviews the activities of the internal auditors every quarter to ensure it is adequately resourced and has appropriate standing within the Company to perform its role effectively.

Enterprise Risk Management

The Company has a Risk Management Framework for the identification of key risks within the business known as the Committee of Sponsoring Organisations of the Treadway Commission

Internal Control – Integrated Framework (COSO Framework) for assessing the adequacy and effectiveness of LRH's internal control systems. The Risk Management framework covers all aspects of the Company's operations to enable significant business risks within the Group's current business environment to be identified, assessed, monitored, managed, and evaluated. As part of the on-going risk management process, the Company's Group Risk Committee annually conducts a risk assessment and considers the adoption of an adequate and cost-effective system of internal controls to mitigate significant business risks. Significant risks are to be managed through regular reviews by the Company's Group Risk Committee and the Audit, Risk and Corporate Governance Committee. The Audit, Risk and Corporate Governance Committee has reviewed the Group's risk management processes and procedures and is satisfied that there are adequate internal controls in place to manage the significant risks identified.

5.3.6 Board of Directors' Report

1. Financial Report

The Board of Directors is accountable to its shareholders for the Company's financial statements as well as the financial information as shown in the annual disclosure. The Board of Directors is satisfied that the Company's financial statements are prudently prepared in accordance with generally accepted accounting principles and are independently reviewed by the external auditors every quarter with a full audit performed at year-end. Additionally, the Audit, Risk and Corporate Governance Committee has been tasked to independently review the Company's financial report and internal control practices directly with the auditors. All pertinent information relating to the financial statements is clearly and completely disclosed in the accompanying notes.

Details are described under the heading "Internal Control" and under the heading "Opinion of the Board of Directors on the Company's Internal Control" and the "Board of Directors' Responsibility for the Company's Financial Statements" in the Company's 56-1 One Report.

2. Minutes of Meetings

The minutes of the meetings of the Board and other Committees are accurately and completely recorded in all material aspects addressed at each meeting, including the questions, opinions, recommendations and clarifications. The Company has a safe and secure filing system in place to keep the minutes of meetings and other supporting documents.

Code of Conduct

The Board of Directors has approved the Code of Corporate Conduct (the "Code") to set the framework for its officers, executive directors, associates, and agents to act in business matters solely for the benefit of the Company and not enter into any business or other transactions which cause or appear to cause a conflict of interest between him/her and a hotel within the group, the Company/subsidiary, owning company or any other related parties. The Code of Corporate Conduct was distributed and communicated to all relevant persons to understand and to strictly adhere to the Code. The Code was drafted based on the highest level of business ethics and law compliance. To promote compliance with the Code of Corporate Conduct, all employees are required to sign for the acknowledgement and compliance with the Company's Code of Corporate Conduct on an annual basis.

More information on the Company's good corporate governance and the Code of Corporate Conduct, please visit the Company's website (www.lagunaresorts.com/corporate-governance).

Compliance with Good Corporate Governance Guidelines

The Company gets a "Excellent" level for the Corporate Governance Rating score for the year 2023, by the Institute of Thai Directors (IOD), from total number of more than 780 listed companies participated in the campaign. The consideration of this campaign is based on the public disclosure made by the Company. In addition, the Company has complied with the good corporate governance practices as follows:

- The board of directors has been taking the matter of check and balance very seriously as previously the Company is having the same person as the Chairman of the Board and the Chief Executive Officer. The Company has put in place a measure of having the Chairman of the Audit, Risk, and Corporate Governance Committee (ARCG) to oversee the proposed agenda for the board of directors' meetings, and the ARCG is the key committee empowered to consider and make recommendation on the related transaction and any transactions with potential conflicts of interest, for consideration of the board of directors. The objective of these measures is meant for the best interest of the Company and relevant stakeholders.

However, for the fiscal year 2023, the Company has not adopted and implemented the corporate governance guideline as follows:

- **Cumulative Voting**

  According to the Company's articles of association, it is stated that the voted of director should be casted with majority vote, and each of the shareholder should have their votes equal to the number of shares each shareholder is holding (Article no. 13). The Company has always given opportunity for the shareholders to propose agenda to be considered at the Annual General Meeting of Shareholders (AGM meeting) (Article no. 1, the Right of Shareholders of the CG policy). However, there was no proposal made by any of the shareholders to propose agenda to be consider at the 2023 AGM meeting.

Moreover, the Company has adopted other good corporate governance guidelines as follows:

The Company strictly follows the good guidelines for corporate governance for listed company to ensure efficient, transparent and verifiable management and control system, and to gain trust and confidence from all shareholders, investors, stakeholders, and to create value added and sustainable growth of the Company.

The board of directors has put in place a process to review at least once a year and make sure the Company complies with good corporate governance principles and structure in accordance with the Corporate Governance Code for listed company B.E. 2560, to ensure that the objectives, strategies, business plan support the Company's primary business targets. The board of directors also give importance in appropriately utilizing new technology and innovation to safeguard relevant database of all stakeholders.

The board of directors at all time places utmost significance in transparent processes for director nomination andselection, as well as in maintaining independency of the board of directors so as each of the director will be independently express their opinion on all matters considering at the board of directors. During the year 2023, the Company has implemented the followings:

- **Strengthen Board Effectiveness**
  The Company views the structure and composition of the board of directors as the topmost importance, particularly the board diversity by genders and skill sets, which would be crucial factor for strategic planning and business operations of the Company. The Company as well trust in the independent directors of the Company to independently express their opinion on all subject matters proposed and recommended to the board of directors to assure equality of treatment to all stakeholders of the Company especially our minority shareholders.

- **Nomination and Reelection of Director**
  The Nomination and Remuneration Committee (NRC) is as a significant role in director nomination processes. The NRC considers the appropriateness, qualifications, education background, experience, expertise and diversification of the board members, without any limitation on age, gender, religion, and race. The NRC normally makes recommendations to the board of directors for consideration and the board of directors to further propose to the shareholders' meeting for approval accordingly.

There are 11 members of the board of directors and each of the director is possessing diversified qualifications, expertise, business and industry knowledge pertinent to the Company's business strategies, objectives and targets. The Company has 5 independent directors from total number of 11 directors, or approximately 45 percent. There are some independent directors who have been serving the Company for more than 9 consecutive years, however, each of the independent director still maintains his/her independency in performing their duties.

For additional information, please go to "Governance Structure And Key Data On The Board Of Directors, Committees, Managements, Employees And Others" and "Report On Key Operating Results On Corporate Governance" in 56-1 One Report.

In the year 2023, the board of directors arranged to have performance self-assessment of the board of directors, sub-committees and the director on an individual basis. The results of the self-assessment will be summarized and proposed to the board of directors for consideration and improvement of their duties. The performance assessments are prepared in 3 categories, assessment form for the board of directors (as a whole), for each sub-committee (as a whole), and for each of the director (on individual basis). There are 4 criteria in the performance assessment form, which are (1) Structure and qualification of the board of directors, (2) Conducting of its meeting, (3) Roles and responsibilities, and (4) Other (i.e. relationship with the management), these forms are in line with the self-assessment forms provided by the Stock Exchange of Thailand. For the performance assessment of the sub-committee and the directors on his/her individual basis, there are 3 criteria, being (1) Structure andqualification of the board of directors/sub-committee, (2) Conducting of its meeting, and (3) Roles and responsibilities.

The Company arranged for the directors and members of each sub-committee of the board to conduct their performance self-assessment during December to January, and the company secretary will collect the self-assessment forms filled out by each director or committee member, summarize assessment results, suggestions, and propose them to the board of directors meeting with the lower and higher score analysis against the previous year results.

Corporate Governance Policy and Guidelines

Please see the full policy at the Company's website at https://www.lagunaresorts.com/corporate-governance

Banyan Tree Grand Residences

Lagoon Pool Villa



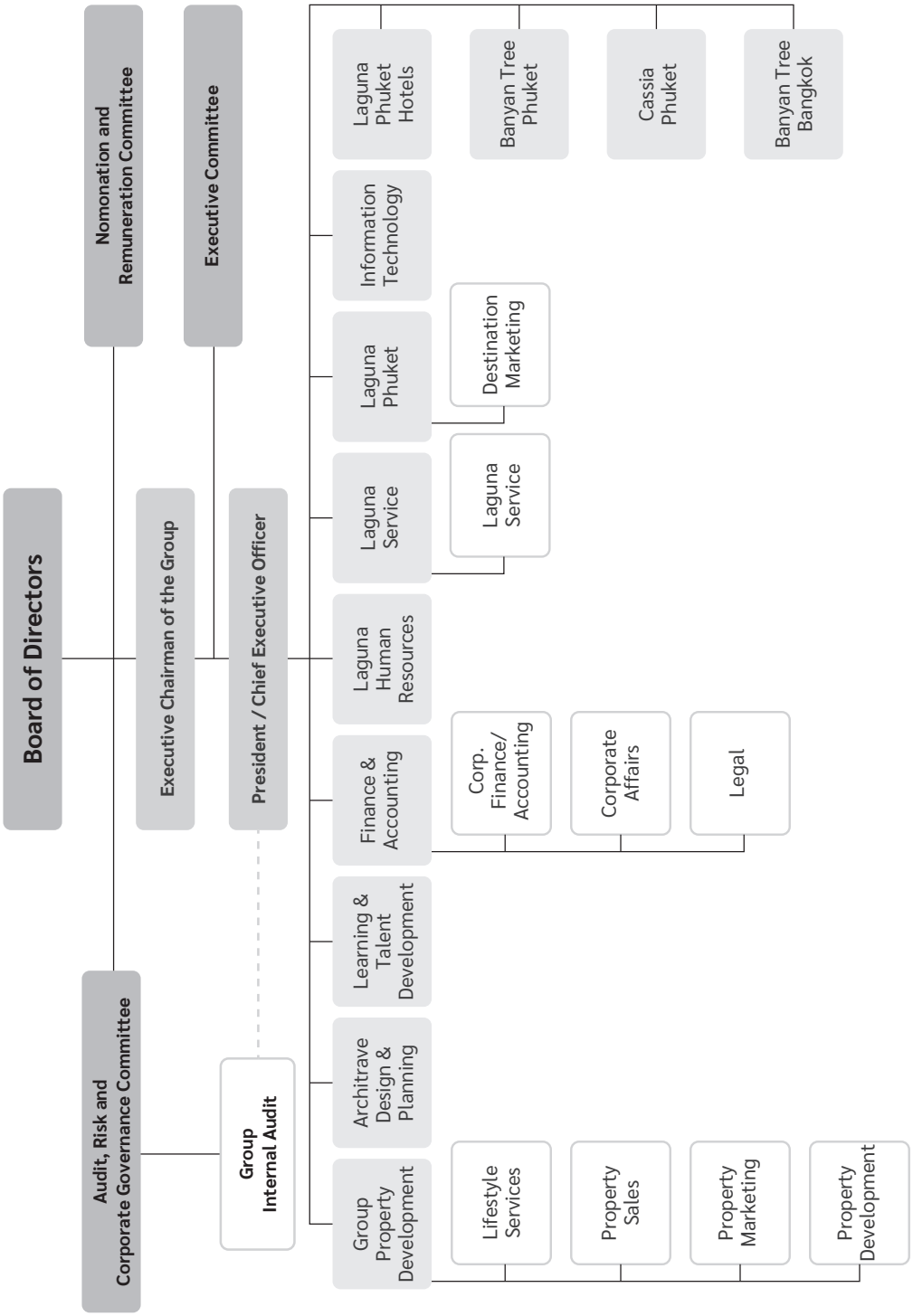
Governance Structure

Governance Structure and Key Data on the Board of Directors, Committees, Managements, Employees and Others

1 Governance Structure

The Board structure is comprised of the Board of Directors (the "Board") and 2 Sub-Committees: (1) Board of Directors, (2) Audit, Risk and Corporate Governance Committee, and (3) Nomination and Remuneration Committee.

Organisation Chart



2 Board of Directors

The Board of Directors of the Company comprises 11 Directors, 5 of whom are Independent Directors representing more than one-third of total Board members as follows:

Name	Position
1. Mr. Ho KwonPing	• Chairman of the Board
2. Mr. Vudhiphol Suriyabhivadh	• Independent Director* Audit, Risk and Corporate Governance Committee Chairman Nomination and Remuneration Committee Member
3. Dr. Jingjai Hanchanlash	• Independent Director* Nomination and Remuneration Committee Chairman Audit, Risk and Corporate Governance Committee Member
4. Mr. Thongchai Ananthothai	• Independent Director* Audit, Risk and Corporate Governance Committee Member Nomination and Remuneration Committee Member
5. Ms. Srinthorn Ounayakovit	• Independent Director*
6. Mr. Ariel P. Vera	• Independent Director*
7. Mr. Ho KwonCjan	• Director
8. Mr. Eddy See Hock Lye	• Director
9. Mr. Ho Ren Hua	• Director
10. Mr. Stuart David Reading	• Director
11. Ms. Ho Ren Yung	• Non-Executive Director

* The definition of "Independent Director" is disclosed under the section of "Report On Key Operating Results On Corporate Governance ".
- Qualification and profile of the directors are shown in the section of Board Members.

Authorised Signatory

The Company's authorized signatories are "Two directors from the following five directors namely Mr. Ho KwonPing, Mr. Ho KwonCjan, Mr. Stuart David Reading, Mr. Ho Ren Hua, and Mr. Eddy See Hock Lye can jointly sign with the seal of the Company affixed".

Duties and Responsibilities of the Company's Board of Directors

The Board's primary functions are to set the Company's policy and overall strategy for the Group and to provide effective oversight on the management of the Group's business and affairs. Apart from its statutory duties, the responsibilities of the Board include:

1. Overseeing the Company in managing the business for the benefits of shareholders by observing the following four practices:

   1.1 Performing its duties with responsibility and all due circumspection and caution (Duty of Care).
   1.2 Performing its duties with faithfulness and honesty (Duty of Loyalty).
   1.3 Performing its duties in compliance with laws, objectives, Articles of Association, the resolutions of the Board of Directors, and the resolutions of Shareholders' Meetings (Duty of Obedience).
   1.4 Disclosing information to shareholders accurately, completely, and transparently with verification and timeliness (Duty of Disclosure).

2. Defining objectives that promote sustainable value creation and governance outcomes as a framework for the operations of the Company.

3. Formulating and approving the Company's vision, mission, broad policies, strategies, and financial objectives for business operation and reviewing them to be consistent with any change in a business situation.

4. Monitoring and approving the Company's key operational initiatives, annual budget, major investment, and funding decisions.

5. Determining and reviewing the board structure, in terms of size, composition, and the proper proportion of independent directors so as to ensure its leadership role in achieving the Company's objectives.

6. Ensuring that the policy and procedures for the nomination and selection of directors are clear and transparent resulting in the desired composition of the board.

7. Ensuring that there should not be lesser than two-thirds of total number of directors present at the board of directors and sub-committee meeting at the time the meeting is resolving each agenda item.

8. Ensuring that all directors are properly accountable for their duties and responsibilities, and allocate sufficient time to discharge their duties and responsibilities effectively.

9. Ensuring that directors understand the roles and responsibilities, the nature of the business, the Company's operations, relevant laws and are consistently given support to enhance their skills and knowledge necessary to carry out their roles on the board and board committees.

10. Ensuring that an appropriate director compensation structure and performance evaluation are in place.

11. Considering the appointment of the Chief Executive Officer as proposed by the Nomination and Remuneration Committee, and to carry out performance assessment of and to determine remuneration for the Chief Executive Officer

12. Ensuring that the Company has effective human resources management and development programs to ensure that the Company has adequate staffing and appropriately knowledgeable, skilled, and experienced employees and staff.

13. Prioritizing and promoting innovation that creates value for business together with benefits for its customers, other stakeholders, society and the environment in support of sustainable growth of the Company.

14. Encouraging management to adopt responsible operations towards society and the environment and incorporate them into the Company's operational plan in order to ensure that every department and function in the Company adopts the Company's objectives, goals, and strategies, applying high ethical, environmental and social standards.

15. Establishing a framework for the governance of enterprise IT that is aligned with the Company's business needs and priorities, stimulates business opportunities and performance, strengthens risk management, and supports the Company's objectives.

16. Ensuring that the Company has effective and appropriate risk management and internal control systems that are aligned with the Company's objectives, goals, and strategies and comply with applicable laws and standards.

17. Monitoring and managing conflicts of interest that might occur between the Company, management, directors, and shareholders. The board should also prevent the inappropriate use of corporate assets, information, and opportunities, including preventing inappropriate transactions with related parties.

18. Establishing a clear anti-corruption policy and practices and disseminating to the Company's stakeholders for proper implementations.

19. Establishing a mechanism for handling complaints and whistleblowing.

20. Prioritizing and ensuring the integrity of the Company's financial reporting system and that timely and accurate disclosure of all material information regarding the Company is made consistent with applicable requirements.

21. Monitoring the financial liquidity and solvency of the Company and ensuring that risks to the financial position of the Company or financial difficulties are promptly identified, managed and mitigated and that the Company's governance framework provides for the consideration of stakeholder rights.

These functions are either carried out directly by the Board or through Sub-Committees established by the Board, principally the Audit, Risk and Corporate Governance Committee and Nomination and Remuneration Committee. The delegation of authority by the Board to Sub-Committees enables the Board to achieve operational efficiency by empowering these Sub-Committees to decide on matters within certain limits of authority and yet maintain control over major policies and decisions.

The Term of Office

The term of office of a director of the Board shall be 3 years. A director of the Board who vacates his/her office by rotation may be re-appointed.

3 Sub-Committee of the Board

(1) Audit, Risk and Corporate Governance Committee

The Audit, Risk and Corporate Governance Committee comprises 3 Independent Directors of the Company as follows:

Name	Position
Mr. Vudhiphol Suriyabhivadh	Chairman
Dr. Jingjai Hanchanlash	Member
Mr. Thongchai Ananthothai	Member

Mr. Vudhiphol Suriyabhivadh, the Chairman of the Audit, Risk and Corporate Governance Committee, has adequate expertise and experience to review financial reports. Mr. Vudhiphol's formal education as a trained accountant and his former employment as the Financial Director of East Asiatic (Thailand) Public Company Limited has given him ample experience in reviewing the creditability of the financial reports.

Duties and Responsibilities of the Audit, Risk and Corporate Governance Committee

1. To review the accuracy and adequacy of financial reporting of the Company.

2. To review the adequacy and effectiveness of internal control and internal audit systems of the Company as well as to determine the independence of the internal audit unit, and to approve the appointment, transfer, and termination of employment of the chief of the internal audit unit.

3. To consider, select, nominate and terminate an independent person to be the external auditor of the Company and propose fees for such person, as well as to attend a non-management meeting with the external auditor at least once a year.

4. To review the Company's compliance with the law on securities and exchange, regulations of the Stock Exchange of Thailand and the laws relating to the business of the Company.

5. To review the connected transactions or the transactions that may lead to conflicts of interests to ensure that they are in compliance with the laws, regulations of the Stock Exchange of Thailand, and are reasonable and for the highest benefit of the Company.

6. To report the activities of the Audit, Risk and Corporate Governance Committee to the Board.

7. To prepare and to disclose a report of the Audit, Risk and Corporate Governance Committee in the Company's Annual Report. The report must be signed by the Chairman of the Audit, Risk and Corporate Governance Committee, comprising at least the following information.
   a. an opinion on the accuracy, completeness, and creditability of the Company's financial report,
   b. an opinion on the adequacy of the Company's internal control system,
   c. an opinion on the compliance with the law on securities and exchange, the Stock Exchange of Thailand's regulations, or the laws related to the business of the Company,
   d. an opinion on the suitability of an auditor,
   e. an opinion on the transactions that may lead to conflicts of interests,
   f. the number of the Audit, Risk and Corporate Governance Committee meetings, and the attendance of such meetings by each committee member,
   g. an opinion or overview comment received by the Audit, Risk and Corporate Governance Committee from its performance of duties in accordance with the charter, and
   h. other transactions which, according to the Audit, Risk and Corporate Governance Committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Board.

8. To review and encourage the Company to enforce and comply with an appropriate and efficient risk management policy, as well as to oversee and monitor the Group Risk Committee.

9. In performing the duty of the Audit, Risk and Corporate Governance Committee, if there is a transaction or any of the following acts which may materially affect the Company's financial condition and operating results:
   a. a transaction which causes a conflict of interest,
   b. any fraud, irregularity, or material defect in an internal control system, or
   c. an infringement of the law on securities and exchange, regulation of the Stock Exchange of Thailand, or the law relating to the business of the Company.

The Audit, Risk and Corporate Governance Committee shall report such transactions or acts to the Board for rectification within the period of time that the Audit, Risk and Corporate Governance Committee thinks fit. If the Board or management fails to make rectification within such period of time, Audit, Risk and Corporate Governance Committee members may report on such transaction or act to the Office of the Securities and Exchange Commission or the Stock Exchange of Thailand.

10. To investigate and report the preliminary result to the Office of the Securities and Exchange Commission and the external auditor within thirty days upon receipt of the fact from the external auditor in relation to any suspicious circumstance that the director, manager, or any person responsible for the operation of the Company commits an offense under the law on Securities and Exchange.

11. To implement and oversee the annual self-performance evaluations including reviewing the evaluation results and reporting the results to the Board on an annual basis.

12. To supervise the performance of management to strictly comply with the Company's good corporate governance policy.

13. To review the Corporate Governance Policy and Code of Corporate Conduct of the Company at least once a year.

14. To oversee the anti-corruption policy to ensure it is sufficient and appropriate for the Company's business.

15. To supervise and offer advice related to the operation concerning the Company's sustainable development.

16. To review and assess the adequacy of the Charter of the Audit, Risk and Corporate Governance Committee annually and recommend modification to the Board as needed, and

17. To perform any other acts as assigned by the Board and accepted by the Audit, Risk and Corporate Governance Committee.

In order that the duties and responsibilities of the Audit, Risk and Corporate Governance Committee can be fulfilled, the Audit, Risk and Corporate Governance Committee shall have the power to investigate related persons and matters within the scope of the authority and duty of the Audit, Risk and Corporate Governance Committee and, with the approval of the Board of Directors, shall have the power to employ or ask a specialist to provide advice and opinions as deemed appropriate by the Audit, Risk and Corporate Governance Committee.

The Term of Office

The term of office of a member of the Audit, Risk and Corporate Governance Committee shall be 2 years. A member of the Audit, Risk and Corporate Governance Committee who vacates his/her office by rotation may be re-appointed.

(2) Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises 3 Independent Directors of the Company as follows:

Name	Position
Dr. Jingjai Hanchanlash	Chairman
Mr. Vudhiphol Suriyabhivadh	Member
Mr. Thongchai Ananthothai	Member

Duties and Responsibilities of the Nomination and Remuneration Committee

1. To propose guidelines and make broad recommendations for the annual salary increment and bonus policies for the Company.
2. To review and award the bonus, salary increment, and incentives of the Company Chairman and his relatives who are employees of the Company.
3. To review and approve the expenses claims of the Company Chairman.
4. To review and if necessary, propose changes to the remuneration of the Company's directors serving on the Board of Directors, Audit, Risk and Corporate Governance Committee, and Nomination and Remuneration Committee.
5. To review and if necessary, propose changes or additions to senior management welfare, benefits (such as employee stock options and other employee welfare allowances, subsidies and schemes), salary increment, and bonus policies. The emoluments of individual employees shall be determined by the management of the Company.
6. To establish criteria for Board membership.
7. To formulate a standard and transparent process for the selection of directors.
8. To propose and/or evaluate directorial candidates and Board committee members for consideration by the Board when there is a vacancy.
9. To assess independent directors to identify if the independence of any is compromised and if new independent directors are required under the Board's policy.
10. To inform the Board of the names of directors and Board committee members who are retiring by rotation and make recommendations to the Board as to whether the Board should support the re-nomination of those retiring directors and committee members.
11. To review the Committee Charter at least once a year and recommend modifications to the Board of Directors as needed, and
12. To report to the Board of Directors on the Committee's activities and findings.

To assist the Nomination and Remuneration Committee in achieving its objectives, the Nomination and Remuneration Committee shall have the discretion to appoint appropriate third-party consultants to review

existing employee-related policies, propose new employee benefit and welfare programs, and/or undertake other HR-related research and studies.

The Term of Office

The term of office of a member of the Nomination and Remuneration Committee shall be 2 years. A member of the Nomination and Remuneration Committee who vacates his/her office by rotation may be re-appointed.

4 Management

Management of the Company, as of 31 December 2023, comprised of the following members:

Name			Position
1.	Mr. Eddy	See Hock Lye	Chief Executive Officer
2.	Mr. Chatchai	Chordokrak	Chief Financial Officer, Assistant Vice President, Head of Finance and Corporate Affairs and Company Secretary
3.	Ms. Areewan	Sriwichupong	Chief Accountant and Assistant Vice President, Finance
4.	Ms. Ungkhana	Tosilanon	Senior Assistant Vice President, Head of Laguna HR Centralized
5.	Mr. Kontee	Warapitayut	Senior Manager, Legal
6.	Ms. Duangporn	Kijlertbunjong	Senior Manager, Corporate Affairs

Remuneration Policy

Managements' Remuneration

The remuneration for the Group's senior management and senior executives aims to motivate them to achieve the Group's annual and long-term goals to ensure that they are aligned with shareholders' interests. Performance-related elements, therefore, form a part of senior management and senior executives' total remuneration.

The Group's approach to rewarding employees not only helps to attract, retain and motivate talented employees but also fosters a performance-oriented culture across the organization that will help attaining the Group's financial objectives.

Monetary Remuneration

Monetary remuneration for the top 6 management in 2023 amounted to Baht 26,906,329 consisting of salaries, bonus, housing allowance, social security payment, provident fund payment, tax paid by the Company, children education subsidy, medical expenses, etc.

Non-Monetary Remuneration

Employee benefits such as personal accident and health insurance and complimentary vouchers, etc., for the top 6 management in 2023 were in the total amount of Baht 1,741,950.

5 Employees

The number of employees of the Company (excluding those in the subsidiaries) as at 31 December 2023 was 84 employees as detailed below:

Department	No. of Employees
Administration & General	8
CR & CSR	4
Centralized Human Resources	10
Legal	1
Management Office	4
Corporate Community Relations	5
Laguna Job	1
Group Control Service	4
Internal Audit	2
Accounting	20
Centralized Engineering	10
Centralized Purchasing	3
Canal Village	3
Corporate Affairs	2
Budget & Planning	1
Design & Planning	4
SILK	2
Total	**84**

Remuneration Policy

Employees' Remuneration

The Group's remuneration policy is built on a transparent appraisal system and formulated to drive the performance of its employees, who are its most important asset.

The objective of the Group's remuneration policy is to attract, motivate, reward, and retain quality staff. The typical compensation package for employees comprises basic salary, variable performance bonus, allowances, as well as benefits. In determining the composition of the package, the nature of the role performed and market practice are taken into consideration. To ensure that its remuneration package is competitive with the industry's benchmark, the Group periodically reviews its base salary ranges and benefits package with comparative groups in the hospitality sector.

Total remuneration and benefits paid to employees (such as salary, bonus, car allowance, social security payment, provident fund payment, medical, accident & health insurance, complimentary vouchers, etc.) during the 12 months ended 31 December 2023 amounted to Baht 147,716,627.

The ratio of compensation for female employees to male employees is compensation for female employees equal to 38.85% and compensation for male employees equal to 61.15%.

The company discloses information on salary increases and communicates to employees to understand the criteria for salary increases that are consistent with their work performance. Reports on compensation paid to employees are disclosed to relevant departments, and the Company arranges for annual measurement of differences in compensation for female and male employees.

The company provides savings promotion for employees in the form of provident funds and savings cooperatives. The total number of employees who are members of the provident fund is 1,248 people, accounting for 45.12%. The total number of employees who are members of savings cooperatives is 871 people, accounting for 31.49%.

The company has an annual employee satisfaction survey once a year and has an employee well-being survey once a year as well. From the survey results, the Human Resources Department works with each department to create plans to develop employee satisfaction and well-being by organizing activities to promote relationships such as the annual party, outing, and long service award for those employees working for 5 years of service and above. In terms of well-being, the company organizes activities to enhance employees' well-being in terms of financial, emotional, and physical aspects.
Current employee turnover rate is 2.81%.
Latest employee satisfaction survey results: 90%

6 Other Related Information

Company Secretary

Mr. Chatchai Chordokrak was appointed as the Company Secretary of the Company effective from 8 November 2022. The Company Secretary is responsible for preparing and maintaining the register of directors, notice and minutes of the Board of Directors' meeting, annual report, notice and minutes of the shareholders meeting, maintaining directors and management's report on interests, and performing other duties as required by the Capital Market Supervisory Board and as assigned by the Board of Directors of the Company. (Qualification and profile of the Company Secretary is shown in the section of Laguna Management Team)

Head of Group Internal Audit

Ms. Yvonne Lim was appointed as Head of Group Internal Audit on 1 November 2021.

Ms. Yvonne Lim graduated from the Nanyang Technological University of Singapore with a Bachelor of Business degree. She has over 20 years of internal auditing experience that includes the real estate industry and covering the Hospitality, Retail, Commercial and Residential business sectors. The Company views that based on her experiences and knowledge, she meets the qualifications to head the internal audit function. (Qualification and profile of the Head of Group Internal Audit is shown in Attachment 3)

The Audit, Risk and Corporate Governance Committee is empowered to approve the appointment, termination and transfer of employment of the Head of the Internal Audit unit as prescribed in its Charter described in section under heading "Information of Sub-Committee".

Corporate Governance Report

1. Performance of the Board of Directors for the year 2023

1.1 Nomination, Development and Performance Assessment of the Board

(1) Independent Directors

Definition of "Independent Director"

"Independent Directors" means the persons who have all the necessary qualifications and independence which is in line and more stringent than the criteria set by the Capital Market Supervisory Board. At present, the said criteria prescribe that the qualifications of an Independent Director are as follows:

(a) holding not exceeding 0.75 percent of the total voting shares of the Company, its parent company, subsidiary, associate company, major shareholder or controlling person, including shares held by the connected persons of such independent director;

(b) neither being nor having been an executive director, employee, staff, advisor who receives a salary or the controlling person of the Company, its parent company, subsidiary, associate company, same-level subsidiary, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the date of appointment. Such prohibited characteristics shall exclude the case where an independent director used to be a government official or advisor of a governmental agency, which is a major shareholder or the controlling person of the Company;

(c) not being a person who is related by blood or registration under laws, such as father, mother, spouse, sibling and child, including the spouse of a child, other directors, executives, major shareholders, controlling person or person to be nominated as director, executive or controlling person of the Company or its subsidiary;

(d) not having or having had a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder, or controlling person in a manner that may interfere with his/her independent judgment, and neither being nor having been a significant shareholder or the controlling person of any person having a business relationship with the Company, its parent company, subsidiary, associate company, major shareholder or controlling person, unless the foregoing relationships have ended not less than two years prior to the date of appointment.

The term 'business relationship' aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transactions relating to assets or services or grant or receipt of financial assistance through receiving or extending loan, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or his/her counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million baht or more, whichever amount is lower. The amount of such indebtedness shall be in accordance with the method for calculating the value of connected party transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The combination of such indebtedness shall include the indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences;

(e) neither being nor having been an auditor of the Company, its parent company, subsidiary, associate company, major shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of the audit firm which employs the auditor of the Company, its parent company, subsidiary, associate company, major shareholder, or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of appointment;

(f) neither being nor having been any professional advisor including the legal advisor or financial advisor being paid with a service fee of more than two million baht per year by the Company, its parent company, subsidiary, associated company, majority shareholder, or controlling person, and not being a significant shareholder, controlling person, or partner of the professional advisor, unless the foregoing relationship has ended for not less than two years prior to the date of the appointment;

(g) not being a director who is appointed as the representative of the Company's directors, major shareholder, or shareholder who is a connected person of the Company's major shareholder;

(h) not operate any business which has the same nature as and is in significant competition with the business of the Company or its subsidiary, or not being a principal partner in any partnership, or not being an executive director, employee, staff, advisor earning a regular monthly salary, or not holding shares exceeding one percent of the total number of voting rights of any other company operating business which has the same nature as and is in significant competition with the business of the Company or its subsidiary;

(i) not having any other characteristics which make him/her incapable of expressing independent opinions with regard to the Company's business affairs.

After having been appointed as an independent director with qualifications complying with the criteria under (a) to (i) of the first paragraph, the independent director may be assigned by the board of directors to take part in the business decision of the Company, its parent company, subsidiary, associate company, same-level subsidiary, major shareholder or controlling person, providing that such decision shall be in the form of collective decision.

All independent directors of the Company are independent of management and major/substantial shareholders and meet the Company's definition of Independent Director which also in line with the qualification of Audit Committee in accordance with the notification of the Capital Market Supervisory Board.

The independent directors have no affiliations or business relationships with the Company and are not directly associated with a shareholder of the Company, nor having any relationships or circumstances exist which are likely to, or could appear to, interfere with the exercise of their independent business judgment with a view to the best interest of the Company.

Consecutive Terms of Office of an Independent Director

When independent directors are due to retire by rotation, the Board of Directors may nominate their names to be re-elected at the Annual General Meeting of Shareholders as deemed appropriate.

The Company has yet stipulated a limitation on the consecutive directorship terms of office for independent directors, as the Company's independent directors are qualified according to the definition specified by the SEC and the Company. They also have the knowledge and good understanding of the Company's business and are able to provide opinions independently in Board of Directors' meetings and Sub-Committees' meetings.

(2) Nomination of Board members

Nomination of Board members

The Nomination and Remuneration Committee is responsible for the nomination of new directors. The following matters will be taken into consideration as part of the selection criteria, such as:

- Structure of the Board of Directors, which shall consist of members in the number that is suitable for the size and business strategy of the Company.
- Diversity in the structure and skills of the Board of Directors (Board Diversity), including but not limited to, race, religion, national origin and gender.
- Qualifications and skills of the director(s) that are necessary but lacking among the existing Board of Directors, and appropriate to drive the Company's business strategy and target.
- The Board Skill Matrix will be used to identify the required qualifications.

Nomination Procedures

The Nomination and Remuneration Committee will search for potential candidates for the position of director(s) from various souces such as recommendation of other directors, nomination by the shareholders of the Company, including but not limited to the service of external professional serch firms or the director pool or other nomination procedures as the Nomination and Remuneration Committee considers appropriate, and propose the most qualified candidate(s) to the Board of Directors or the shareholders' meeting (as the case may be) for consideration and appointment.

Succession Plan

The Board of Directors places importance on having an effective and efficient management as well as the continuance of its business operations, which are essential factors to the sustainable growth of the organization. Thus, the Company is required to prepare a succession plan for the positions of the Chief Executive Officer, Managing Director, and other senior executive positions, and to review every 3 years to ensure that there will be competent senior executives suitable for the succession of these key positions.

Development of Directors and Management

The Company's directors, management, and employees are constantly encouraged to develop their skills by attending various seminars and training courses organized by various organizations, e.g. the Thai Institute of Directors Association, the SET and the SEC, etc. Seminars and training courses are periodically forwarded to them. Furthermore, the relevant information is regularly provided to the directors so that they are kept abreast of the latest developments thus enabling them to make informed decisions. In 2023, Mr. Vudhiphol Suriyabhivadh and Dr. Jingjai Hanchanlash, Independent Directors attended the seminar for the audit committee on the topic of "Decorating financial statements to commit corruption in the Thai capital market and sustainability under the economic recession and measures to reduce global warming.", organised by EY Office Co., Ltd.

Details of the training previously undertaken by each director are set out the section of Board Members in the Company's 56-1 One Report.

Orientation for New Director

The Company recognizes the importance of supporting new directors in performing their duties. The Company has provided the information on its business and other information related to the operations of the Company to new directors such as the Company's relevant charter, policies, procedures, annual information disclosure, and relevant laws and regulations so that they are adequately informed of the rules and regulations and business of the Company prior to performing their duties.

External Directorship Policy

The Board of Directors has set a policy to limit the number of listed companies in which each director may hold a directorship. This policy aims to protect the Company's best interests because it helps to ensure that directors have sufficient time to handle their duties efficiently. The Board of Directors has agreed to set the policy prescribing that each director should hold directorship of a maximum of 5 other listed companies.

In addition, the Chief Executive Officer shall obtain prior approval for any external directorship from the Board of Directors. While all other executive officers shall obtain prior approval for any external directorship from his/her superior holding the rank of Senior Vice President or higher relevant to the executive officer's business unit. Where the approval as described was obtained but a material change in circumstances renders it inappropriate for the executive officer to continue his/her external directorship, it is a conflict of interest unless a fresh approval is obtained by the executive officer in accordance with the requirements set out.

Performance Evaluation of the Board

Based on the principles of good corporate governance, the Board of Directors and Sub-Committees conduct a self-evaluation at least once a year so that they could review and improve their performance. The evaluation is based on the self-assessment form developed by the Stock Exchange of Thailand, which is adapted to suit the Company's business nature and to cover the performance of the Board which consists of the following:

1. Self-assessment form of the Board of Directors to evaluate the performance of the entire Board as a whole and on an individual basis of each board member.
2. Self-assessment form of the Sub-Committees
   2.1 The Audit, Risk and Corporate Committee
   2.2 The Nomination and Remuneration Committee

At the end of every year, the Company Secretary will send a self-assessment form to each member of the Board of Directors and Sub-Committees to appraise the annual performance, collect the completed forms, conclude and report the performance evaluation results to the Board of Directors and/or each Sub-Committee for acknowledgement.

The self-assessment form of the Board of Directors and Sub-Committees consists of the following main topics for performance rating including

- Board structure and qualifications
- Roles, duties, and responsibilities of the Board
- Board meeting
- Board performance
- Relationship with management
- Director's self-improvement and management development

The assessment forms follow the levels of performance in accordance with the scores achieved as shown below:

From 85% = Excellent
From 75% = Very good
From 65% = Good
From 50% = Fair
Below 50% = Need improvement

The assessment result in 2023 of the Board of Directors and each Sub-Committee are as follows:

1. The Board of Directors as a whole achieved an average score of 91.4 percent which is in the Excellent category and the Board of Directors on an individual basis achieved an average score of 86.6 percent which is in the Excellent category.
2. The Audit, Risk and Corporate Governance Committee achieved an average score of 98.8 percent which is in the Excellent category.
3. The Nomination and Remuneration Committee achieved an average score of 96.2 percent which is in the Excellent category.

1.2 Meeting Attendance and Individual Directors' Compensation

(1) Board of Directors

The Company conducts Board of Directors meetings every quarter at least 4 times a year which are planned, formally agreed upon in advance and communicated to all directors before the start of the new financial year. The meeting documents shall be sent out to the directors in advance at least 5 days prior to the meeting date. Additional meetings are convened as and when circumstances warrant. In 2023, the Company conducted 4 Board meetings and the attendance of all directors is shown shown below:

Name	Position	Number of Meeting Attendance during 2023 / Total	
		BOD	AGM
1. Mr. Ho KwonPing	• Chairman of the Board	4/4	1/1
2. Mr. Vudhiphol Suriyabhivadh	• Independent Director Audit, Risk and Corporate Governance Committee Chairman Nomination and Remuneration Committee Member	4/4	1/1
3. Dr. Jingjai Hanchanlash	• Independent Director Nomination and Remuneration Committee Chairman Audit, Risk and Corporate Governance Committee Member	4/4	1/1
4. Mr. Thongchai Ananthothai	• Independent Director Audit, Risk and Corporate Governance Committee Member Nomination and Remuneration Committee Member	4/4	1/1
5. Ms. Srinthorn Ounayakovit	• Independent Director	4/4	1/1
6. Mr. Ariel P. Vera	• Independent Director	4/4	1/1
7. Mr. Ho KwonCjan	• Director	4/4	1/1
8. Mr. Eddy See Hock Lye	• Director	4/4	1/1
9. Mr. Ho Ren Hua	• Director	4/4	1/1
10. Mr. Stuart David Reading	• Director	4/4	1/1
11. Ms. Ho Ren Yung	• Non-Executive Director	3/4	-/1

The Board is of the view that the contribution of each director should not be focused only on his or her attendance at Board and/or Committee meetings. A director's contribution may also extend beyond the confines of the formal environment of Board meetings, through the sharing of views, advice, experience, and strategic networking relationships which would further the interests of the Company.

(2) Remuneration of Directors

The fees for Independent Directors, Non-Executive Directors, and Directors reflect the scope and extent of a director's responsibilities and obligations. They are measured against industry benchmarks and are competitive. Directors' fees are subject to shareholders' approval at the Annual General Meeting. In addition to directors' fees, Independent Directors and Non-Executive Directors also receive compensation in kind in terms of goods and services provided at hotels operated by the Group.

Monetary Remuneration

The remuneration fees of the year 2023 were equivalent to the fee in 2022 for all members of the Board of Directors, the Audit, Risk and Corporate Governance Committee (ARCG) and Nomination and Remuneration Committee (NRC) and will continue to be in effect for each subsequent year, unless or until resolved otherwise by a general meeting of the shareholders of the Company.

Non-Monetary Remuneration

Benefits in the form of spa and gallery vouchers are given to independent directors and non-executive director for spa services and for purchases at Banyan Tree Gallery shops. In 2023 AGM, the spa and gallery vouchers for independent directors and non-executive director was adjusted to be the same amount as the senior executive of the Company.

Details of the remuneration are shown in the following table.

Boards of Directors

Position	Remuneration / Meeting / Person (Baht)	Spa & Gallery Vouchers / Year / Person
Chairman of the Board	262,000	-
Independent Director	175,000	USD 10,500 (Approximately Baht 336,000)
Non-Executive Director	175,000	USD 10,500 (Approximately Baht 336,000)
Director	115,000	-

Audit, Risk and Corporate Governance Committee and Nomination and Remuneration Committee

Position	Remuneration / Meeting / Person (Baht)
Chairman	87,000
Member	45,000

Remuneration and Other Benefits of the Directors during the Year 2023

	Name		Position	Remuneration/Other Benefits (Baht/Year)		
				The Board	Audit, Risk and Corporate Governance Committee	Nomination and Remuneration Committee
1	Mr. Ho	Kwon Ping	Chairman of the Board and Executive Chairman of the Group	1,048,000 / -	-	-
2	Mr. Vudhiphol	Suriyabhivadh	Independent Director, Audit, Risk and Corporate Governance Committee Chairman and Nomination and Remuneration Committee Member	700,000 / 336,000 [1]	348,000	90,000 [2]
3	Dr. Jingjai	Hanchanlash	Independent Director, Audit, Risk and Corporate Governance Committee Member and Nomination and Remuneration Committee Chairman	700,000 / 336,000 [1]	180,000	174,000 [2]
4	Mr. Thongchai	Ananthothai	Independent Director, Audit, Risk and Corporate Governance Committee Member and Nomination and Remuneration Committee Member	700,000 / 336,000 [1]	180,000	90,000 [2]
5	Ms. Srinthorn	Ounayakovit	Independent Director	700,000 / 336,000 [1]	-	-
6	Mr. Ariel P.	Vera	Independent Director	700,000 / 336,000 [1]	-	-
7	Mr. Ho	KwonCjan	Director	460,000 / -	-	-
8	Mr. Eddy	See Hock Lye	Director	460,000 / -	-	-
9	Mr. Ho	Ren Hua	Director	460,000 / -	-	-
10	Mr. Stuart	David Reading	Director	460,000 / -	-	-
11	Ms. Ho	Ren Yung	Non-Executive Director	700,000 / - [3]	-	-

Remark:
1 Spa and Gallery Voucher amounting to USD 10,500 (approximately Baht 336,000 per person)
2 There was 1 special NRC meeting that the NRC Committee voluntarily attended the meeting without receiving meeting allowance.
3 Ms. Ho Ren Yung, Non-Executive Director, did not take spa and gallery vouchers.

Monetary remuneration for the Directors and Sub-Committee Members in 2023 was in the total amount of Baht 8,150,000. Directors of LRH are not paid director fees by any of LRH's subsidiary companies.

Benefits in the form of spa and gallery vouchers for the Independent Directors and Non-Executive Director in 2023 were in the total amount of Baht 1,680,000.

1.3 Governance over Operations of Subsidiary / Associated Companies

In monitoring the business operations of subsidiaries and associated companies, the Company will assign its directors or managements to act as directors in subsidiary and associated companies according to the proportion of shareholding. They act as the representatives on behalf of the Company to set policies and conduct the business of subsidiaries and associated companies consistently with the Company's main policy. The assignment of the Company's representatives to be directors or managements in subsidiary and associated companies is in the scope of authority of the management. The directors or managements who represent the Company will

perform their duties within the scope of their roles and responsibilities in order to maintain the maximum benefit of the Company and report directly to the management. All transactions in any subsidiaries and associated companies, which may significantly affect the business operation or financial position of the Company, must be considered and approved by the Board of Directors of the Company.

The Company encourages and monitors the subsidiaries and associated companies to operate their business in compliance with the good corporate governance policy and the rules and regulations of relevant authorities including business transactions such as the acquisition and disposition of assets and connected transaction of the Company and its subsidiaries and associated companies, to maintain accurate accounting records and financial reports according to accounting standards and to be audited by the Company's Internal Audit to ensure that there is a sufficient and effective internal control system.

1.4 Corporate Governance Policy and Guideline Compliance Control

Supervision on the Use of Inside Information

To prevent the misuse of confidential and price-sensitive undisclosed corporate information, the Board of Directors of the Company approved the policy on dealing in securities of the Company which prohibits any directors, management, and employees, regardless of rank, from disclosing or using such confidential and price-sensitive corporate information. Employees are prohibited to trade in the Company's shares for personal gain or any other reason not in the Company's interest or dealing in the Company's securities while in possession of unpublished confidential and price-sensitive information during the "embargo period" which is defined as 1 month before and up to the date of announcement of the Company's financial results for each quarter. The policy and reminder of the embargo periods are communicated to directors, management, and employees on an annual and quarterly basis to strictly comply with this policy. Confidential and price-sensitive information is also restricted to only directors, management, and those officers who have direct responsibility over such matters. Any violation of this policy shall be subject to disciplinary actions under the working regulation. Additionally, the Company monitors the trading of the Company's securities by its directors and senior management who are required to report to the Board of Directors on a quarterly basis on the holding of the Company's securities and in accordance with the rules of the Securities and Exchange Commission.

In addition, the Board of Directors shall monitor all required actions in accordance with relevant measures. Any change of securities and derivatives holding of directors and management shall be reported in the Board of Drectors' Meeting and disclosed in the one report. The Board of Directors shall be notified with one day-advance notice prior to buying and/or selling of the Company's securities by directors and management.

2. Performance of the Audit, Risk and Corporate Governance Committee for the year 2023

2.1 Total number of meetings and the attendance of each member

The Company conducts regular scheduled Audit, Risk and Corporate Governance Committee meetings on a quarterly basis at least 4 times a year, prior to the Board meeting, which is planned and formally agreed upon in advance in the fourth quarter before the start of the new financial year. Additional meetings are convened as and when circumstances warrant. In 2023, the Company conducted 4 Audit, Risk and Corporate Governance Committee meetings. Each of the Audit, Risk and Corporate Governance Committee members attended the meetings as follows:

Name	Number of Attendances / Total
Mr. Vudhiphol Suriyabhivadh	4/4
Dr. Jingjai Hanchanlash	4/4
Mr. Thongchai Ananthothai	4/4

The Non-Management Meeting

The Company encourages non-executive directors to hold meetings with the external auditor as necessary without the presence of executive directors and management attendance to review and discuss freely on any business issues that are of interest. In 2023, there was one non-management meeting held in November.

2.2 Report of Audit, Risk and Corporate Governance Committee

Please see details in the attachment 5

3 Performance of the Nomination and Remuneration Committee for the year 2023

3.1 Total number of meetings and the attendance of each member

The Company conducts the Nomination and Remuneration Committee meetings as deemed appropriate. The meetings are planned and formally agreed upon in advance in the fourth quarter before the start of the new financial year. Additional meetings are convened as and when circumstances warrant. In 2023, the Company conducted 3 Nomination and Remuneration Committee meetings. Each of the Nomination and Remuneration Committee members attended the meetings as follows:

Name	Number of Attendances / Total
Dr. Jingjai Hanchanlash	3/3
Mr. Vudhiphol Suriyabhivadh	3/3
Mr. Thongchai Ananthothai	3/3

3.2 Report of Nomination and Remuneration Committee

Please see details in the attachment 6

Internal Control and Related Party Transaction

Internal Control

Opinion of the Audit, Risk and Corporate Governance Committee on the Company's Internal Control

To: The Board of Directors,
Laguna Resorts & Hotels Public Company Limited

The Audit, Risk and Corporate Governance ("ARCG") Committee met four times in 2023 to perform its duties in accordance with the charter. Amongst other activities, the ARCG Committee reviewed the work of both the Company's internal and external auditors. These reviews were based upon a structured yearly work plan which the ARCG Committee approved annually in advance and it also takes on additional reviews when it is deemed appropriate.

Throughout 2023, risk management was rigorously reviewed, implemented and enforced across all companies under Laguna Resorts & Hotels Public Company Limited. In this regard, controls that mitigate risks to an acceptable level were identified, updated in risk registers, and periodically reviewed. Additionally, the internal controls were also examined and results documented to ensure that the Company has sufficient procedures and controls in place.

Based upon these reviews, the ARCG Committee is satisfied that the Group's internal controls are suitable and sufficient to support its operations and to enable the external auditors to express the opinion that the Company's financial statements are presented fairly in all material respects.



Mr. Vudhiphol Suriyabhivadh
Audit, Risk and Corporate Governance Committee Chairman

Opinion of the Board of Directors on the Company's Internal Control

Based upon the reports of work carried out by the external auditors, the Board of Directors is of the opinion that the Company's internal accounting controls are adequate and have enabled the external auditors to opine that the financial statements for the year ended 2023 are presented fairly. The Board of Directors has also taken note of and accepted the Audit, Risk and Corporate Governance Committee's report on the internal control system and therefore concludes that there are no material weaknesses in the Company's internal control system.



Mr. Ho KwonPing
Chairman of the Board

Related Party Transaction

In 2023 the Company and its subsidiaries had a significant number of business transactions with related parties (related by way of shareholding, common shareholders, directors, and/or management) but all of which are conducted as part of the Company's normal course of business.

The Company by the nature of its product and its complex group structure has a large number of related party transactions. Laguna Phuket is an integrated resort with a number of hotels and associated resort services being incorporated in different companies within the group. This in itself results in a significant number of related party transactions which are considered to be necessary and reasonable for the operation of Laguna Phuket. The nature, pricing, and agreements of these transactions are summarised below:

Inter-Resort Charges and Credit Card Commission

- These charges relate to goods and services that are consumed by customers in one part of Laguna Phuket but are billed centrally to the customer at the hotel at which the customer is staying. Such charges relate to meals at restaurants, golf fees, treatments at the spas, and goods purchased at shops in the resort. On receiving the funds centrally from the customer, the hotel reimburses the company in which the goods and services are consumed. Actual receipts are paid and credit card commission is charged ranging from 2 percent to 5 percent of the revenue and are based on the commissions charged by the credit card companies. Such inter resort charges are also incurred at the Banyan Tree Bangkok and Laguna Golf Bintan primarily for treatments at the spas and goods purchased at the shops and golf fees at the golf course.

- These transactions provide the convenience of guest's payment and promote resort integration.

Management Fees

- Royalty fee paid for the use of "Banyan Tree", "Angsana" and "Cassia" trademarks, and all other proprietary rights associated with it.

  (i) Banyan Tree Phuket (LBTL), Cassia Phuket (PGR), Angsana Villas Resort Phuket (BGL), and Homm Suites Laguna (formerly know as Laguna Holiday Club Phuket Resort) (BGL) pay a royalty fee of 2 percent of total revenue.

  (ii) Banyan Tree Bangkok (TWPL) and Angsana Laguna Phuket (BGL) pay a royalty fee of 3 percent of total revenue.

  (iii) BTG(T) pay a royalty fee of 1 percent of total revenue.

- Hotel management and technical assistance fees.

  (iv) The Technical Assistance Agreement of the Banyan Tree Phuket pays a technical fee of 7.5 percent of gross operating profit.

  (v) The Hotel Management Agreement of the Banyan Tree Bangkok and the Angsana Laguna Phuket pay a hotel management fee of 10 percent of gross operating profit. Cassia Phuket, Angsana Villas Resort Phuket, and Homm Suites Laguna pay a hotel management fee of 7.5 percent of gross operating profit.

(vi) In addition, under the hotel management and technical assistance agreements, expenses relating to the sharing of group marketing costs such as promotional campaigns and advertisements, sales staff salaries, central reservations, and international sales offices incurred by Banyan Tree and/or Angsana and/or Cassia corporate head office are charged as follows:

- Group marketing services shared on a group basis are based on 2 percent of total actual hotel revenues.
- Reservation service fees are 1 percent of room revenue plus USD 12 per booking sourced through third-party channels.

- All management fees are consistent with industry practice and the sharing of group marketing costs incurred by Banyan Tree Phuket, Banyan Tree Bangkok, Angsana Laguna Phuket, Angsana Villas Resort Phuket, Cassia Phuket, and Homm Suites Laguna are the reimbursement of costs benefiting each of the hotels. As a result, these transactions are on normal commercial terms and conditions.

Management Fee – Project Service, Architectural and Interior Design Service

- The fees for project service, architectural, and interior design services are based on a 10 percent markup of actual working hours in providing the service and included all costs. The fees are consistent with industry practice. Therefore, these transactions are on normal commercial terms and conditions.

Management Fee – Providing Operational, Visual, and Product Training Service

- This relates to the management fee charged to related companies for providing operational, visual, and product training services. The fee is an annual fee at SGD according to each agreement plus 15 percent of gross operating profit.

Management Income

- The Company charges a management fee to its subsidiaries for providing centralised duties and services for each operation in the group. The monthly fixed rate is charged dependent on the department serviced, except the internal audit service is charged by working hours.

- The management fee is charged to BTRS(T) for providing administration services of information technology and human resources. The monthly fee is charged at cost plus a certain margin.

Sale and Purchase of Goods

- Purchase of goods for their sales & marketing gifts and guest supplies for the hotel and spa relates to:

(i) Sale of goods from Gallery operations to related companies is priced at a 15 percent to 30 percent discount to the retail price depending on the volume purchased.

(ii) Sale of guest and spa supplies of high volume purchases from companies that operate galleries to related companies is priced at cost plus up to 30 percent and 40 percent margin.

Sale and Purchase of Spa and Gallery Vouchers

- Banyan Tree Spa and Banyan Tree Gallery vouchers are purchased for distribution to management to provide an additional benefit scheme. The vouchers are issued yearly to qualifying executives and are valid only within the year of the issue. The voucher is priced at the face value of the voucher.

Reimbursement of Costs

- Costs are often incurred within the group which is reimbursed by the company to which the expense relates. Actual costs are reimbursed.

- These transactions are made for the convenience of payment.

- The centralised service fee charges by BTRS(T) in respect of providing centralised service relating to accounting, purchasing, human resources, learning & development, reservation and information technology. These charges are based on a 5 percent markup on actual cost and the same is applied to all hotels and business operations concerned.

Rent and Service income

- These transactions relate to rent paid for premises and land. The rental periods are not over three years.

  (i) Rental and service income for space in Banyan Tree Phuket for Banyan Tree Spa office and store is at Baht 1,207 per square meter per month.

  (ii) Rental of space and service in Canal Village. The charges include rental and related service fees which are at market rate.

  (iii) Rental and service income earned by TWPL for renting the office space at Thai Wah Tower I and Banyan Tree Bangkok. Rental and service fees charged include rental and related service fees which are at market rate.

  (iv) Service income from the rental of Banyan Tree Management Academy is at Baht 136,591 per month.

Rental Return on Hotel Units

- This relates to a Management Agreement to manage the hotel units of CGL in the Angsana Resort & Spa on Bintan Island, Indonesia under which CGL receives a return of 15 percent per annum on the investment of the leasehold rights

Resort Service Charges

- Resort service charged to BTRS(T) relates to revenue of LSC which provides centralised services to operations in the group located at Laguna Phuket at the following rates:
  - Water supply : at the determined price and actual usage
  - Laundry charge : at the price based on cost plus a certain margin
  - Common area service, transportation charges : based on actual cost
  - Staff buses : at the price based on cost plus a certain margin

- Marketing fee : at the rate of 0.75 percent of the operations' actual revenue
- Community service : based on actual cost
- Other services : at the determined price and actual usage

- LSC centralises certain facilities and services for operations in Laguna Phuket to avoid duplication in investment and operating expenses. Where the charge is based on a standard or fixed rate, the same is applied to all hotels and business operations concerned.

Training Charges

- Training charges by BTHR(T) in respect of providing centralised training facilities and courses for staff. The training costs are allocated to each operation based on the actual cost.

Procedures for Approving Related Party Transactions

It is the Group's policy to ensure that there is no conflict of interest when related party transactions are executed. All existing related party transactions are communicated by each of the operations on a quarterly basis and reviewed by management. New proposed related party transactions are identified by and/or communicated to higher-level management and the transactions are approved by either senior management, Board of Directors, or the shareholders in accordance with the requirements of the SET and SEC. All new significant related party transactions are presented to the Audit, Risk and Corporate Governance Committee for an opinion that includes demonstrating that the transaction is on commercial terms and on an arm's length basis. Once recommended by the Audit, Risk and Corporate Governance Committee the transaction will be proposed to the Board of Directors or the Board of Directors and shareholders for approval. Interested directors do not take part in approving the transaction.

Future Policy or Tendency of Related Party Transactions

It is the intention of the Company to minimise the incidence of related party transactions wherever practicable. However, given the nature of the Group structure and the Group's business, it is not possible to cease many of the current transactions. As a result, the Group's future policy is geared towards ensuring that all current and future transactions are necessary and are on commercial terms and an arm's length basis.

The reason for having persons with mutual interest holding (both directly and indirectly) more than 10 percent of the shares in the subsidiaries and associate in lieu of the Company

The person who may have a mutual interest and holds (both directly and indirectly) more than 10 percent of the shares in the subsidiaries and associates of the Company is BTH, who is also a major shareholder of the Company. The subsidiaries and associates whose shares are held by BTH engage in hotel and property development as well as souvenir retail in the hotels managed by BTH. With BTH's expertise and experience of international hotel development and management of award-winning hotels under the trademarks of "Banyan Tree", "Angsana", and "Cassia", the joint investment with BTH will result in the said subsidiaries and associate benefitting from the use of trademarks, reputation and managerial assistance of BTH.

Related party transactions, which have been concluded on the terms and basis determined by the Company, its subsidiaries, and related parties, or in accordance with the agreement, are detailed below. Significant transactions greater than Baht 1 million are disclosed separately and non-significant transactions have been grouped.


Laguna Lakeside

Persons with Mutual Interest and Connected Transactions

Transactions between the Company and its subsidiaries with related parties including the amounts paid and received, and the terms of the transactions are included in note 8 to the financial statements. Such transactions are disclosed and grouped by type of transaction.

Additional information relating to the significant transactions which are greater than Baht 1 million are the name of the persons with mutual interest and the necessity and reasonableness of the transactions. This is disclosed as follows:

Transactions between the Group (The Company and its Subsidiaries) and Related Parties in Year 2023

(Unit : Million Baht)

	Payee	Payer	Transactions in 2023	Person(s) with Mutual Interest	Nature of Relationship	Directors with Common Interest	Necessity/ Reasonableness
Transactions with associate							
Reimbursement receipts	TWPL	TWPC	5	-	-	-	Convenience of payment
Rent and service income	TWPL	TWPC	18	-	-	-	Rental of the corporate head office - The building is well located and has good amenities.
Transactions with related companies							
Inter resort payments	BTRS(T)	BGL	0	BTRS(T)	B	CC, ESHL, ET, KCH, KW	Convenience of guest's payment to promote Laguna Phuket resort integration
	BTRS(T)	LBTL	0	BTRS(T)	B	CC, ESHL, ET, KCH, KW	
	BTRS(T)	PGR	0	BTRS(T)	B	CC, ESHL, ET, KCH, KW	
	BTRS(T)	TWPL	2	BTRS(T)	B	CC, ESHL, ET, KW	Convenience of guest's payment
Management fee income	LRH	BTRS(T)	3	BTRS(T)	A	ESHL, KCH	Technical Assistance for providing management services for Information Technology, Human Resource, and maid services

Transactions between the Group (The Company and its Subsidiaries) and Related Parties in Year 2023 (Con't)

(Unit : Million Baht)

	Payee	Payer	Transactions in 2023	Person(s) with Mutual Interest	Nature of Relationship	Directors with Common Interest	Necessity/ Reasonableness
Management fees expenses	BTHR	BGL	21	BTH	B	ESHL, ET	For the use of "Banyan Tree" and "Angsana" trademarks and all proprietary rights associated with them
	BTHR	LBTL	23	BTH	B	ESHL, ET	For the use of "Banyan Tree" trademark and all proprietary rights associated with it For project services and design services
	BTHR	PGR	5	BTH	B	ESHL, ET	For the use of "Cassia" trademark and all proprietary rights associated with it For project services and design services
	BTHR	TWPL	30	BTH	B	ESHL, ET	For the use of "Banyan Tree" trademark and all proprietary rights associated with it For project services and design services
	BTHR(T)	BGL	21	BTRS(T)	B	ESHL, ET	Expertise in managing hotels - Management fees are in line with industry standards.
	BTHR(T)	LBTL	44	BTRS(T)	B	ESHL, ET	
	BTHR(T)	PGR	7	BTRS(T)	B	ESHL, ET	
	BTHR(T)	TWPL	39	BTRS(T)	B	ESHL, ET, UT	
	BTMG	BGL	13	BTH	B	ESHL, ET	Centralised marketing to promote "Angsana"brand
	BTMG	LBTL	23	BTH	B	ESHL, ET	Centralised marketing to promote "Banyan Tree" brand
	BTMG	PGR	5	BTH	B	ESHL, ET	Centralised marketing to promote "Cassia" brand.
	BTMG	TWPL	20	BTH	B	ESHL, ET	Centralised marketing to promote "Banyan Tree" brand.
Purchase of spa and gallery vouchers	BTS	BGL	0	BTH	B	ESHL, ET	Vouchers to use spa service at the Banyan Tree Spa and Angsana Spa or to buy goods from the Banyan Tree Gallery and Angsana Gallery provided to management as a benefit
	BTS	LBTL	2	BTH	B	ESHL, ET	
	BTS	PGR	0	BTH	B	ESHL, ET	
	BTS	TWPL	0	BTH	B	ESHL, ET	
	BTS	LRH	1	BTH	A	ESHL	

Transactions between the Group (The Company and its Subsidiaries) and Related Parties in Year 2023 (Con't)

(Unit : Million Baht)

	Payee	Payer	Transactions in 2023	Person(s) with Mutual Interest	Nature of Relationship	Directors with Common Interest	Necessity/ Reasonableness
Sale of goods	BTG(T)	HSSA	0	BTH	A, B	ESHL	Purchase of supplies for the spa operation and outlets
	BTG(T)	LVCL	5	BTH	A, B	ESHL	Purchase of guest supplies for the hotel
	BTG(T)	MAPL	0	BTH	A, B	ESHL, ET	
	BTG(T)	MBPL	1	BTH	A, B	ESHL, ET	
	BTG(T)	PTBH	2	TRL	C	KCH	
	BTG(T)	VM	8	BTH	A, B	ESHL, ET	
Reimbursement receipts	AVCI	PTBH	0	TRL	C	-	Convenience of payment
	BGL	BTHR(T)	0	BTRS(T)	B	ESHL, ET	
	BGL	BTS	0	BTH	B	ESHL, ET	
	BTG(T)	BTS	1	BTH	A, B	ESHL, ET	
	LBTL	BTHR	2	BTH	B	ESHL, ET	
	LBTL	BTHR(T)	20	BTRS(T)	B	ESHL, ET	
	LBTL	BTMG	1	BTH	B	ESHL, ET	
	LBTL	BTRS(T)	3	BTRS(T)	B	CC, ESHL, ET KCH, KW	
	LBTL	BTS	7	BTH	B	ESHL, ET	
	LGL	BTS	1	BTH	B	ESHL, ET	
	LRH	BTH	1	BTH	A	KPH, RHH	
	LRH	BTHR	11	BTH	A	ESHL	
	LRH	BTHR(T)	0	BTRS(T)	A	ESHL	
	LRH	BTRS(T)	0	BTRS(T)	A	ESHL, KCH	
	PGR	BTHR	1	BTH	B	ESHL, ET	
	PGR	BTHR(T)	1	BTRS(T)	B	ESHL, ET	
	PGR	BTMG	0	BTH	B	ESHL, ET	
	PGR	BTRS(T)	0	BTRS(T)	B	CC, ESHL, ET, KCH, KW	
	TWPL	BTHR	3	BTH	B	ESHL, ET	
	TWPL	BTHR(T)	0	BTRS(T)	B	ESHL, ET, UT	
	TWPL	BTRS(T)	2	BTRS(T)	B	CC, ESHL, ET, KW	

Transactions between the Group (The Company and its Subsidiaries) and Related Parties in Year 2023 (Con't)

(Unit : Million Baht)

	Payee	Payer	Transactions in 2023	Person(s) with Mutual Interest	Nature of Relationship	Directors with Common Interest	Necessity/ Reasonableness
Reimbursement payments	BTH	LRH	2	BTH	A	KPH, RHH	Convenience of payment
	BTHR	BGL	3	BTH	B	ESHL, ET	
	BTHR	LBTL	5	BTH	B	ESHL, ET	
	BTHR	LRH	1	BTH	A	ESHL	
	BTHR	PGR	1	BTH	B	ESHL, ET	
	BTHR	TWPL	6	BTH	B	ESHL, ET	
	BTI	LBTL	23	BTH	B	ESHL, ET	
	BTMG	PGR	0	BTH	B	ESHL, ET	
	BTRS(T)	BTG(T)	1	BTRS(T)	B	CC, ESHL, ET, KCH, KW	
	BTRS(T)	LRH	4	BTRS(T)	A	ESHL, KCH	
	BTS	BTG(T)	0	BTH	A, B	ESHL, ET	
	PTBH	AVCI	0	TRL	C	-	
	RYS	LBTL	38	BTH	B	ESHL	
Service Fee	BTRS(T)	BGL	2	BTRS(T)	B	CC, ESHL, ET, KCH, KW	For centralised services relating to Accounting, Purchasing, Human Resources, Learning & Development, Reservation and Information Technology.
	BTRS(T)	LBTL	7	BTRS(T)	B	CC, ESHL, ET, KCH, KW	
	BTRS(T)	LEL	0	BTRS(T)	B	CC, ET, KW	
	BTRS(T)	LGL	1	BTRS(T)	B	CC, ESHL, ET, KW	
	BTRS(T)	LHC	11	BTRS(T)	B	CC, ESHL, ET, KW	
	BTRS(T)	LRH	0	BTRS(T)	A	ESHL, KCH	
	BTRS(T)	LSC	1	BTRS(T)	B	CC, ESHL, ET, KW	
	BTRS(T)	PGR	2	BTRS(T)	B	CC, ESHL, ET, KCH, KW	
Rent and service income	BGL	BTRS(T)	0	BTRS(T)	B	CC, ESHL, ET, KCH, KW	Angsana Spa is a recognised spa brand name which enhances image of hotel and helps in its marketing.
	LBTL	BTRS(T)	1	BTRS(T)	B	CC, ESHL, ET, KCH, KW	Banyan Tree Spa is a recognised spa brand name which enhances image of hotel and helps in its marketing.
	TWPL	BTRS(T)	0	BTRS(T)	B	CC, ESHL, ET, KW	

Transactions between the Group (The Company and its Subsidiaries) and Related Parties in Year 2023 (Con't)

(Unit : Million Baht)

	Payee	Payer	Transactions in 2023	Person(s) with Mutual Interest	Nature of Relationship	Directors with Common Interest	Necessity/ Reasonableness
Rental return on hotel units	CGL	PTBH	0	TRL	C	-	Purchase of units to set up a Holiday Club operation in the Angsana Resort & Spa Bintan. A very good rental return is being received from the hotel prior to the units being required for the operation.
Training charges	BTHR(T)	BGL	1	BTRS(T)	B	ESHL, ET	Centralized training for Laguna Phuket staff of all operations and allocated based on actual cost
	BTHR(T)	LBTL	2	BTRS(T)	B	ESHL, ET	
	BTHR(T)	LGL	1	BTRS(T)	B	ESHL, ET	
	BTHR(T)	LSC	1	BTRS(T)	B	ESHL, ET, UT	
	BTHR(T)	TWPL	1	BTRS(T)	B	ESHL, ET, UT	
Transaction with directors and management	KPH	LBTL	47	KPH	Director LRH		Sales of property
	KPH	LRH	0	KPH	Director LRH	-	Rental return on hotel units
	CSN	LRH	0	CSN	Spouse KPH	-	

Transactions within the Group and a Company Which is Owned by Persons with a Mutual of Interest More Than 10 percent in Year 2023

(Unit : Million Baht)

	Payee	Payer	Transactions in 2023	Person(s) with Mutual Interest	Nature of Relationship	Directors with Common Interest	Necessity/ Reasonableness
Inter resort charges	BTG(T)	BGL	0	BTH	A, B	AS, CC, ESHL, ET, KCH, KW, SDR	Convenience of guest's payment to promote Laguna Phuket resort integration
	BTG(T)	LBTL	0	BTH	A, B	AS, CC, ESHL, ET, KCH, KW, SDR	
	BTG(T)	TWPL	0	BTH	A, B	AS, CC, ESHL, ET, KW, SDR	Convenience of guest's payment
Purchase of goods	BTG(T)	BTG(S)	0	BTH	A, B	CSN, ESHL, ET, SDR	Central purchasing to facilitate bulk purchasing for competitive pricing
	BTG(T)	BGL	11	BTH	A, B	AS, CC, ESHL, ET, KCH, KW, SDR	Purchase of guests supplies for the hotel
	BTG(T)	LBTL	42	BTH	A, B	AS, CC, ESHL, ET, KCH, KW, SDR	
	BTG(T)	LGL	0	BTH	A, B	AS, CC, ESHL, ET,KW, SDR	
	BTG(T)	PGR	2	BTH	A, B	AS, CC, ESHL, ET, KCH, KW, SDR	
	BTG(T)	TWPL	26	BTH	A, B	AS, CC, ESHL, ET, KW, SDR	
Reimbursement receipts	BTG(S)	BTG(T)	0	BTH	A, B	CSN, ESHL, ET, SDR	Convenience of payment
	LBTL	BTG(T)	0	BTH	A, B	AS, CC, ESHL, ET, KCH, KW, SDR	
	TWPL	BTG(T)	1	BTH	A, B	AS, CC, ESHL, ET, KW, SDR	
Rent and service	LBTL	BTG(T)	0	BTH	A, B	AS, CC, ESHL, ET, KCH, KW, SDR	Providing the hotel facility of a high class retail outlet
	TWPL	BTG(T)	0	BTH	A, B	AS, CC, ESHL, ET, KW, SDR	

Remarks:
A Major shareholder
B Major shareholder of the parent company (LRH)
C The company in which the major shareholder of LRH is its major shareholder

Abbreviations

AVCI	PT. AVC Indonesia
BGL	Bangtao Grande Limited
BTG(S)	Banyan Tree Gallery (Singapore) Pte Ltd.
BTG(T)	Banyan Tree Gallery (Thailand) Limited
BTH	Banyan Tree Holdings Limited
BTHR	Banyan Tree Hotels & Resorts Pte. Ltd.
BTHR(T)	Banyan Tree Hotels & Resorts (Thailand) Limited
BTI	Banyan Tree Investments Pte. Ltd.
BTMG	Banyan Tree Marketing Group Pte. Ltd.
BTRS(T)	Banyan Tree Resorts & Spas (Thailand) Company Limited
BTS	Banyan Tree Spas Pte. Ltd.
CGL	Cheer Golden Limited
HSSA	Heritage Spas South Africa (Pty) Ltd.
LBTL	Laguna Banyan Tree Limited
LEL	Laguna Excursions Limited
LGL	Laguna Grande Limited
LHC	Laguna Holiday Club Limited
LRH	Laguna Resorts & Hotels Public Company Limited
LSC	Laguna Service Company Limited
LVCL	Laguna (Vietnam) Company Limited
MAPL	Maldives Angsana Pvt Ltd.
MBPL	Maldives Bay Pvt Ltd.
PGR	Phuket Grande Resort Limited
PTBH	PT Bintan Hotels
RYS	Rong Yuan (Shanghai) Business Management Company Limited
TRL	Tropical Resorts Limited
TWPC	Thai Wah Public Company Limited
TWPL	Thai Wah Plaza Limited
VM	Vabbinvest Maldives Pvt. Ltd.

Initials

AS	Ms. Areewan Sriwichupong
CC	Mr. Chatchai Chordokrak
CSN	Ms. Chiang See Ngoh Claire
ESHL	Mr. Eddy See Hock Lye
ET	Mr. Edmund Tan Min Hai
KCH	Mr. Ho KwonCjan
KPH	Mr. Ho KwonPing
KW	Mr. Kontee Warapitayut
RHH	Mr. Ho Ren Hua
SDR	Mr. Stuart David Reading
UT	Ms. Ungkhana Tosilanon

Reference for Valuation Price / Rental Fee Compared to 3rd Parties

Transaction Type	Justification for Transactions
Retail Rental	- Rental rate set on a square metre basis is in line with market rate. - The majority of the rental of Banyan Tree Gallery, Spa and restaurants are contracted on a percentage of revenue basis and have been separately negotiated with the management of each hotel operation. - Spa contracts being negotiated with other unrelated hotel operators are also structured on a percentage of revenue basis i.e. this is the general rental policy applied by the Banyan Tree Group.
Office Rental	- Rental rate is in line with market rate. Generally, in the upper range if compared to the same type of building in a similar location. - Terms and conditions in the agreement are similar to other customers and the market. - Service fee has been separated from rental for tax reasons.
Land Rental	- Land lease rates are very different in the market depending on the location and type of land. - Net present value calculation of rent charged has been compared to valuations as performed by an independent property valuer.



FINANCIAL REPORTS



Laguna Lakelands*
Lakeview Recidences Rooftop

Financial Statements

Board of Directors' Responsibility for the Company's Financial Statements

The Board of Directors is responsible for the Company's financial statements including the notes to the financial statements.

The Board of Directors has relied upon the reports and work performed by the Company's external auditor, EY Office Limited, and the report of the Company's Audit, Risk and Corporate Governance Committee which has carried out extensive discussions with management of the Company in reviewing and finalising the Company's financial statements. The Board has satisfied that there are no material weaknesses in the Company's internal accounting controls, internal control system and standard operating procedures.

The Board of Directors is therefore able to conclude that the financial statements for the year ended 2023 have been prudently prepared in accordance with generally accepted accounting standards and principles to give a correct and complete presentation, in all material aspects, the financial position of the Company and its subsidiaries.



Mr. Ho KwonPing
Chairman of the Board

Independent Auditor's Report

To the Shareholders of Laguna Resorts & Hotels Public Company Limited

Opinion

I have audited the accompanying consolidated financial statements of Laguna Resorts & Hotels Public Company Limited and its subsidiaries ("the Group"), which comprise the consolidated statement of financial position as at 31 December 2023, and the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, and have also audited the separate financial statements of Laguna Resorts & Hotels Public Company Limited for the same period.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Laguna Resorts & Hotels Public Company Limited and its subsidiaries and of Laguna Resorts & Hotels Public Company Limited as at 31 December 2023, and their financial performance and cash flows for the year then ended in accordance with Thai Financial Reporting Standards.

Basis for Opinion

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

Key Audit Matters

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

I have fulfilled the responsibilities described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of my report, including in relation to these matters. Accordingly, my audit included the performance of procedures designed to respond to my assessment of the risks of material misstatement of the financial statements. The results of my audit procedures, including the procedures performed to address the matters below, provide the basis for my audit opinion on the accompanying financial statements as a whole.

Key audit matters and how audit procedures respond to each matter are described below.

Revenue recognition of hotel and property development

Revenue from hotel and property development is the most significant amount in the consolidated income statement and it is one of key performance indication to which the management and users of the financial statements pay particular attention. There are therefore risks with respect to the occurrence of revenue recognition.

I have examined the revenue recognition of the Group by

- Assessing and testing the Group's IT system and its internal controls related to the revenue cycle by making enquiry of responsible executives, gaining an understanding of the controls and selecting samples to test the operation of the designed controls which respond to the above risks.
- Applying a sampling method to select agreements related to revenue recognition to assess whether revenue recognition was consistent with the conditions of the relevant agreement, and whether it was in compliance with the Group's policy.
- On a sampling basis, examining supporting documents for actual revenue transactions occurring during the year and near the end of the accounting period.
- Reviewing credit notes and reversals of revenue transactions after the period-end.
- Performing analytical procedures on disaggregated data to detect possible irregularities in sales transactions throughout the period, particularly for accounting entries made through journal vouchers.

Fair value measurement of land, buildings and investment properties

Land and buildings are stated at revalued amount and investment properties are stated at fair value. The management arranged for an independent valuer to appraise their fair value. The measurement of fair value is identified as a key audit matter because land, buildings and investment properties are the most significant amounts in the consolidated statement of financial position. In addition, the assessment of fair value required the management to exercise judgement in respect of the key assumptions and estimates, as described in Notes 17 and 18 to the consolidated financial statements. There are therefore risks with respect to the value of land, buildings and investment properties.

I assessed the management's determination of the fair value by performing the following procedures:

- Gaining an understanding of internal controls of the Group relevant to the measurement of fair value of land, buildings and investment properties.
- Evaluating the independence and competence of the independent valuer, together with the scope and objectives of the engagement of the independent valuer.
- Having discussions with the management and independent valuer to understand and assess the model or valuation methodologies and key assumptions applied in determination of fair value, as well as obtaining market insights where the properties are located, by involving an internal expert to compare the information with information from external sources based on the expert's knowledge and past experience.
- Comparing the consistency of valuation model or method used and key assumptions with those used in the prior year.
- Reviewing the completeness and correctness of data on a sampling basis prepared by management which were used in determination of fair value.
- Reviewing the disclosures related to land, buildings and investment properties in notes to the consolidated financial statements.

Other Information

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

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

In connection with my audit of the financial statements, my responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or my knowledge obtained in the audits, or otherwise appears to be materially misstated.

When I read the annual report of the Group, if I conclude that there is a material misstatement therein, I am required to communicate the matter to those charged with governance for correction of the misstatement.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Group'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 management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the 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 Thai Standards on Auditing 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 financial statements.

As part of an audit in accordance with Thai Standards on Auditing, I exercise professional judgement and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the 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 internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's 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 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 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 to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the 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 those charged with governance 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 those charged with governance 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 those charged with governance, I determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

I am responsible for the audit resulting in this independent auditor's report.



Nummon Kerdmongkhonchai
Certified Public Accountant (Thailand) No. 8368

EY Office Limited
Bangkok: 21 February 2024

Statement of Financial Position

As at 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
Assets					
Current assets					
Cash and cash equivalents	*6*	1,453,363,415	1,178,455,101	419,478,252	45,351,036
Trade and other receivables	*7*	1,004,807,523	901,674,139	163,339,756	281,071,385
Inventories	*9*	160,081,492	69,883,601	-	-
Property development cost	*10*	3,536,578,590	3,657,996,712	111,429,000	111,429,000
Cost to obtain contracts with customers	*11*	318,326,691	185,667,433	-	-
Other current financial assets	*12*	16,767,997	16,685,254	2,385,698	2,373,947
Other current assets	*13*	377,613,848	158,961,690	20,652,249	10,511,337
Total current assets		6,867,539,556	6,169,323,930	717,284,955	450,736,705
Non-current assets					
Other non-current financial assets	*12*	867,136,662	865,168,194	-	-
Long-term trade accounts receivable	*14*	499,313,266	420,722,133	-	-
Investments in subsidiaries	*15*	-	-	4,242,655,372	4,242,655,372
Investments in associates	*16*	1,076,642,845	991,141,335	777,454,049	777,454,049
Long-term loans to subsidiaries	*8*	-	-	1,335,000,000	1,467,550,000
Investment properties	*17*	1,624,202,480	1,416,981,060	226,595,300	194,498,210
Property, plant and equipment	*18*	18,596,447,093	12,250,505,682	31,743,953	33,224,265
Right-of-use assets	*19*	34,275,261	44,680,216	12,029,460	4,024,903
Deferred tax assets	*32*	16,478,494	69,284,925	-	-
Goodwill	*15*	407,903,881	407,903,881	-	-
Other non-current assets		60,637,403	47,601,188	15,064,950	10,879,792
Total non-current assets		23,183,037,385	16,513,988,614	6,640,543,084	6,730,286,591
Total assets		30,050,576,941	22,683,312,544	7,357,828,039	7,181,023,296

The accompanying notes are an integral part of the financial statements.

Statement of Financial Position (Continued)

As at 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
Liabilities and shareholders' equity					
Current liabilities					
Short-term loans from financial institutions	*20*	610,000,000	1,080,000,000	510,000,000	650,000,000
Trade and other payables	*21*	1,512,269,126	1,321,269,958	82,909,476	120,749,729
Current portion of long-term loans from financial institutions	*23*	481,405,918	296,628,539	60,000,000	1,500,000
Current portion of lease liabilities	*19*	43,261,655	59,317,287	5,059,209	5,390,080
Income tax payable		51,545,111	16,471,201	-	-
Advance received from customers		2,623,475,720	1,648,296,851	-	-
Other current liabilities	*22*	361,402,322	296,419,135	15,652,564	22,976,047
Total current liabilities		5,683,359,852	4,718,402,971	673,621,249	800,615,856
Non-current liabilities					
Long-term loans from subsidiaries	*8*	-	-	755,000,000	478,500,000
Long-term loan from related company	*8*	-	6,000,000	-	-
Long-term loans from financial institutions, net of current portion	*23*	4,143,678,169	4,521,995,500	1,314,284,134	1,373,838,131
Provision for long-term employee benefits	*24*	151,892,753	106,714,420	37,510,945	12,436,438
Deferred tax liabilities	*32*	4,150,161,482	2,862,276,097	113,100,613	115,549,415
Lease liabilities, net of current portion	*19*	18,905,608	35,292,929	4,338,891	2,265,006
Other non-current liabilities		674,418,190	584,152,875	145,093,477	113,807,835
Total non-current liabilities		9,139,056,202	8,116,431,821	2,369,328,060	2,096,396,825
Total liabilities		14,822,416,054	12,834,834,792	3,042,949,309	2,897,012,681

The accompanying notes are an integral part of the financial statements.

Statement of Financial Position (Continued)

As at 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
Shareholders' equity					
Share capital					
Registered					
211,675,358 ordinary shares of Baht 10 each		2,116,753,580	2,116,753,580	2,116,753,580	2,116,753,580
Issued and fully paid-up					
166,682,701 ordinary shares of Baht 10 each		1,666,827,010	1,666,827,010	1,666,827,010	1,666,827,010
Share premium		2,062,460,582	2,062,460,582	2,062,460,582	2,062,460,582
Share discount from change in proportion of investment in subsidiary		(7,372,391)	(7,372,391)	-	-
Capital reserve	*25*	568,130,588	568,130,588	-	-
Retained earnings					
Appropriated - statutory reserve	*27*	211,675,358	211,675,358	211,675,358	211,675,358
Unappropriated		(105,060,332)	(493,903,003)	229,864,351	201,734,273
Other components of shareholders' equity		10,698,370,628	5,715,775,515	144,051,429	141,313,392
Equity attributable to owner of the Company		15,095,031,443	9,723,593,659	4,314,878,730	4,284,010,615
Equity attributable to non-controlling interests of the subsidiaries		133,129,444	124,884,093	-	-
Total shareholders' equity		15,228,160,887	9,848,477,752	4,314,878,730	4,284,010,615
Total liabilities and shareholders' equity		30,050,576,941	22,683,312,544	7,357,828,039	7,181,023,296

The accompanying notes are an integral part of the financial statements.

Income Statement

For the year ended 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
Revenues	*28*				
Revenue from hotel operations		3,700,579,453	2,397,982,387	42,470,160	30,167,291
Revenue from property development operations		2,263,034,611	2,314,067,434	-	-
Revenue from office rental operations		35,056,276	35,801,267	12,113,318	11,501,384
Other income	*29*	117,900,772	48,818,357	302,140,021	113,883,959
Total revenues		6,116,571,112	4,796,669,445	356,723,499	155,552,634
Expenses					
Cost of hotel operations		2,320,296,024	1,581,799,275	24,154,471	16,652,489
Cost of property development operations		1,160,393,034	1,322,326,909	-	-
Cost of office rental operations		32,018,773	25,544,012	5,155,316	4,748,173
Selling expenses		694,641,763	479,555,173	288,478	194,475
Administrative expenses		1,191,050,396	1,263,241,169	226,632,627	199,242,031
Total expenses		5,398,399,990	4,672,466,538	256,230,892	220,837,168
Operating profit (loss)		718,171,122	124,202,907	100,492,607	(65,284,534)
Share of profit from investments in associates	*16*	9,707,176	28,529,666	-	-
Finance income		45,849,700	40,919,275	57,526,989	46,761,266
Finance cost	*30*	(209,398,793)	(201,884,032)	(109,623,464)	(77,818,371)
Profit (loss) before income tax expenses		564,329,205	(8,232,184)	48,396,132	(96,341,639)
Income tax (expenses) revenue	*32*	(188,675,148)	13,504,746	(1,546,562)	723,988
Profit (loss) for the year		375,654,057	5,272,562	46,849,570	(95,617,651)
Profit (loss) attributable to:					
Equity holders of the Company		367,638,850	7,106,270	46,849,570	(95,617,651)
Non-controlling interests of the subsidiaries		8,015,207	(1,833,708)		
		375,654,057	5,272,562		
Earnings per share	*33*				
Basic earnings per share					
Profit (loss) attributable to equity holders of the Company		2.21	0.04	0.28	(0.57)

The accompanying notes are an integral part of the financial statements.

Statement of Comprehensive Income

For the year ended 31 December 2023

(Unit: Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
Profit (loss) for the year		375,654,057	5,272,562	46,849,570	(95,617,651)
Other comprehensive income (loss) :					
Other comprehensive income (loss) to be reclassified					
to profit or loss in subsequent periods					
Exchange differences on translation of financial statements					
in foreign currency		(5,126,875)	10,237,281	-	-
Share of other comprehensive income (loss) from associates	*16*	(3,127,703)	(11,022,337)	-	-
Other comprehensive income (loss) to be reclassified					
to profit or loss in subsequent periods, net of income tax		(8,254,578)	(785,056)	-	-
Other comprehensive income (loss) not to be reclassified					
to profit or loss in subsequent periods					
Actuarial loss, net of income tax		(32,218,539)	-	(18,719,492)	-
Change in revaluation of assets, net of income tax		4,944,939,490	-	2,738,037	-
Gain on changes in value of equity investments designated					
at fair value through other comprehensive income,					
net of income tax		1,574,774	15,117,318	-	-
Share of other comprehensive income from associates	*16*	97,987,931	7,089,652	-	-
Other comprehensive income (loss) not to be reclassified					
to profit or loss in subsequent periods, net of income tax		5,012,283,656	22,206,970	(15,981,455)	-
Other comprehensive income (loss) for the year		5,004,029,078	21,421,914	(15,981,455)	-
Total comprehensive income (loss) for the year		5,379,683,135	26,694,476	30,868,115	(95,617,651)
Total comprehensive income (loss) attributable to:					
Equity holders of the Company		5,371,437,784	27,320,167	30,868,115	(95,617,651)
Non-controlling interests of the subsidiaries		8,245,351	(625,691)		
		5,379,683,135	26,694,476		

The accompanying notes are an integral part of the financial statements.

Statement of Changes in Shareholders'Equity

For the year ended 31 December 2023

(Unit: Baht)

	Consolidated financial statements													
	Equity attributable to the owners of the Company													
							Other components of shareholders' equity							
							Other comprehensive income							
	Issued and fully paid-up share capital	Share premium	Share discount from change in proportion of investment in subsidiary	Capital reserve	Retained earnings: Appropriated - statutory reserve	Retained earnings: Unappropriated	Exchange differences on translation of financial statements in foreign currency	Revaluation surplus on assets	Gains on investments in equity designated at fair value through other comprehensive income	Share of other comprehensive income (loss) from associates	Total other components of shareholders' equity	Total equity attributable to shareholders of the Company	Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity
Balance as at 1 January 2022	1,666,827,010	2,062,460,582	-	568,130,588	211,675,358	(556,050,684)	115,240,224	5,450,230,273	191,925,561	(6,793,029)	5,750,603,029	9,703,645,883	118,137,393	9,821,783,276
Profit (loss) for the year	-	-	-	-	-	7,106,270	-	-	-	-	-	7,106,270	(1,833,708)	5,272,562
Other comprehensive income (loss) for the year	-	-	-	-	-	-	9,029,264	-	15,117,318	(3,932,685)	20,213,897	20,213,897	1,208,017	21,421,914
Total comprehensive income (loss) for the year	-	-	-	-	-	7,106,270	9,029,264	-	15,117,318	(3,932,685)	20,213,897	27,320,167	(625,691)	26,694,476
Share discount from change in proportion of investment in subsidiary	-	-	(7,372,391)	-	-	-	-	-	-	-	-	(7,372,391)	7,372,391	-
Reversal of revaluation surplus on disposal of assets (Note 26)	-	-	-	-	-	55,041,411	-	(55,041,411)	-	-	(55,041,411)	-	-	-
Balance as at 31 December 2022	1,666,827,010	2,062,460,582	(7,372,391)	568,130,588	211,675,358	(493,903,003)	124,269,488	5,395,188,862	207,042,879	(10,725,714)	5,715,775,515	9,723,593,659	124,884,093	9,848,477,752
Balance as at 1 January 2023	1,666,827,010	2,062,460,582	(7,372,391)	568,130,588	211,675,358	(493,903,003)	124,269,488	5,395,188,862	207,042,879	(10,725,714)	5,715,775,515	9,723,593,659	124,884,093	9,848,477,752
Profit for the year	-	-	-	-	-	367,638,850	-	-	-	-	-	367,638,850	8,015,207	375,654,057
Other comprehensive income (loss) for the year	-	-	-	-	-	(32,218,539)	(5,357,019)	4,944,939,490	1,574,774	94,860,228	5,036,017,473	5,003,798,934	230,144	5,004,029,078
Total comprehensive income (loss) for the year	-	-	-	-	-	335,420,311	(5,357,019)	4,944,939,490	1,574,774	94,860,228	5,036,017,473	5,371,437,784	8,245,351	5,379,683,135
Reversal of revaluation surplus on disposal of assets (Note 26)	-	-	-	-	-	53,422,360	-	(53,422,360)	-	-	(53,422,360)	-	-	-
Balance as at 31 December 2023	1,666,827,010	2,062,460,582	(7,372,391)	568,130,588	211,675,358	(105,060,332)	118,912,469	10,286,705,992	208,617,653	84,134,514	10,698,370,628	15,095,031,443	133,129,444	15,228,160,887

The accompanying notes are an integral part of the financial statements.

Statement of Changes in Shareholders'Equity (Continued)

For the year ended 31 December 2023

(Unit: Baht)

	Separate financial statements						
					Other components of shareholders' equity		
			Retained earnings		Other comprehensive income	Total other components of	
	Issued and fully paid-up share capital	Share premium	Appropriated - statutory reserve	Unappropriated	Revaluation surplus on assets	shareholders' equity	Total shareholders' equity
Balance as at 1 January 2022	1,666,827,010	2,062,460,582	211,675,358	297,351,924	141,313,392	141,313,392	4,379,628,266
Loss for the year	-	-	-	(95,617,651)	-	-	(95,617,651)
Other comprehensive income for the year	-	-	-	-	-	-	-
Total comprehensive income (loss) for the year	-	-	-	(95,617,651)	-	-	(95,617,651)
Balance as at 31 December 2022	1,666,827,010	2,062,460,582	211,675,358	201,734,273	141,313,392	141,313,392	4,284,010,615
Balance as at 1 January 2023	1,666,827,010	2,062,460,582	211,675,358	201,734,273	141,313,392	141,313,392	4,284,010,615
Profit for the year	-	-	-	46,849,570	-	-	46,849,570
Other comprehensive income (loss) for the year	-	-	-	(18,719,492)	2,738,037	2,738,037	(15,981,455)
Total comprehensive income (loss) for the year	-	-	-	28,130,078	2,738,037	2,738,037	30,868,115
Balance as at 31 December 2023	1,666,827,010	2,062,460,582	211,675,358	229,864,351	144,051,429	144,051,429	4,314,878,730

The accompanying notes are an integral part of the financial statements.

Cash Flow Statement

For the year ended 31 December 2023

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Cash flows from operating activities				
Profit (loss) before income tax expenses	564,329,205	(8,232,184)	48,396,132	(96,341,639)
Adjustments to reconcile profit (loss) before income tax expenses				
to net cash provided by (paid from) operating activities:				
Depreciation	399,869,016	412,536,768	6,061,891	5,223,480
Allowance for expected credit losses (reversal)	49,891,196	(187,297)	806,180	(289,628)
Reduction of inventory to net realisable value	310,626	1,648,899	-	-
Reduction of property development cost				
to net realisable value	23,714,606	597,453	-	-
Bad debt expenses	12,064,169	-	-	-
Dividend income from investment in subsidiaries	-	-	(174,414,600)	-
Dividend income from investment in associate	-	-	(19,065,894)	(19,074,128)
Provision for fixed guaranteed returns	26,988,800	-	-	-
Provision for timeshare memberships	3,159,558	-	-	-
Share of profit from investments in associates	(9,707,176)	(28,529,666)	-	-
Gain on revaluation of investment properties	(100,413,856)	(34,757,718)	(20,249,526)	(12,896,010)
(Gain) loss on sales of property, plant and equipment	(12,310,180)	1,882,814	(28,192)	(218,586)
Write off property development cost	38,694,238	-	-	-
Write off property, plant and equipment	476,679	8,546,996	9	5,705,001
Impairment of property, plant and equipment (reversal)	(87,760,953)	-	1,869,770	-
Reversal of impairment of right-of-use assets	-	(2,095,244)	-	-
Deferred gain on right-of-use assets	2,167,814	21,551,139	-	-
Provision for long-term employee benefits	11,539,092	14,769,572	2,150,172	1,370,885
Provision for legal case	6,720,509	-	-	-
Finance income	(45,849,700)	(40,919,275)	(57,526,989)	(46,761,266)
Finance cost	209,398,793	201,884,032	109,623,464	77,818,371
Profit (loss) from operating activities before changes in				
operating assets and liabilities	1,093,282,436	548,696,289	(102,377,583)	(85,463,520)
Operating assets (increase) decrease				
Trade and other receivables	(165,088,749)	(221,996,278)	(18,460,192)	19,622,980
Inventories	(90,508,517)	(11,382,048)	-	-
Property development cost	43,164,418	489,613,742	-	-
Cost to obtain contracts with customers	(132,659,258)	(34,041,006)	-	-
Other current assets	(205,760,593)	(40,394,734)	(5,147,989)	(2,487,846)
Long-term trade accounts receivable	(78,591,133)	50,425,239	-	-
Other non-current assets	(2,227,787)	1,039,542	(322,503)	(180,000)
Operating liabilities increase (decrease)				
Trade and other payables	214,039,875	298,347,689	3,036,762	16,404,021
Advance received from customers	975,178,869	429,398,658	-	-
Other current liabilities	35,537,899	73,570,413	(55,955)	8,388,867
Cash paid for long-term employee benefits	(6,633,933)	(14,856,919)	(475,032)	(3,275,160)
Cash paid for legal case	(6,720,509)	-	-	-
Other non-current liabilities	6,298,572	19,665,766	(3,414,368)	(123,182)
Cash flows from (used in) operating activities	1,679,311,590	1,588,086,353	(127,216,860)	(47,113,840)
Cash received from interest income	45,849,700	40,919,275	192,912,630	20,361,536
Cash received from income tax refund	8,967,220	6,977,505	-	-
Cash paid for interest expenses	(152,513,335)	(78,134,094)	(115,354,466)	(21,246,045)
Cash paid for income tax	(78,103,798)	(48,478,489)	(8,855,578)	(3,859,277)
Net cash flows from (used in) operating activities	1,503,511,377	1,509,370,550	(58,514,274)	(51,857,626)

The accompanying notes are an integral part of the financial statements.

Cash Flow Statement (Continued)

For the year ended 31 December 2023

(Unit: Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Cash flows from investing activities				
Decrease in long-term restricted deposits at financial institutions	-	23,783,022	-	-
Increase in fixed deposit	(82,743)	-	(11,751)	(7,030)
Cash received from long-term loans to subsidiaries	-	-	501,550,000	138,000,000
Cash paid for long-term loans to subsidiaries	-	-	(369,000,000)	(319,000,000)
Dividend received from investments in subsidiaries	-	-	174,414,600	-
Dividend received from investment in associate	19,065,894	19,074,128	19,065,894	19,074,128
Cash paid for acquisition of investment properties	(11,847,564)	-	(11,847,564)	-
Cash received from sales of property, plant and equipment	58,781,735	3,238,556	28,235	4,800,768
Cash paid for acquisition of property, plant and equipment	(569,067,564)	(293,040,604)	(7,462,361)	(11,071,934)
Net cash flows from (used in) investing activities	(503,150,242)	(246,944,898)	306,737,053	(168,204,068)
Cash flows from financing activities				
Decrease in bank overdrafts and short-term loans from financial institutions	(470,000,000)	(101,162,030)	(140,000,000)	-
Draw down of long-term loans from subsidiaries	-	-	1,670,000,000	1,032,000,000
Repayment of long-term loans from subsidiaries	-	-	(1,393,500,000)	(782,000,000)
Draw down of long-term loans from financial institutions	125,115,000	150,735,000	-	-
Repayment of long-term loans from financial institutions	(320,473,396)	(688,897,170)	(1,500,000)	-
Repayment of long-term loans from related company	(6,000,000)	(16,950,000)	-	-
Payment of lease liabilities	(52,805,472)	(35,089,789)	(9,095,563)	(3,240,027)
Dividend paid	-	(130,048,103)	-	(130,048,103)
Net cash flows from (used in) financing activities	(724,163,868)	(821,412,092)	125,904,437	116,711,870
Net exchange differences on translation of financial statements in foreign currency	(1,288,953)	5,512,550	-	-
Net increase (decrease) in cash and cash equivalents	274,908,314	446,526,110	374,127,216	(103,349,824)
Cash and cash equivalents at beginning of year	1,178,455,101	731,928,991	45,351,036	148,700,860
Cash and cash equivalents at end of year (Note 6)	1,453,363,415	1,178,455,101	419,478,252	45,351,036
	-	-	-	-
Supplemental cash flows information				
Non-cash items				
Share of other comprehensive income (loss) from associates	94,860,228	(3,932,685)	-	-
Addition revaluation surplus set up during the year	6,181,174,362	-	3,422,548	-
Reversal of revaluation surplus on disposal of assets	53,422,360	55,041,411	-	-
Interest recorded as property development cost	9,416,025	4,530,345	-	-
Addition of right-of-use assets and lease liabilities	16,805,511	52,662,784	10,838,577	4,765,192
Transfer of property development cost to property, plant and equipment	22,005,000	89,865,224	-	-
Transfer of property, plant and equipment to property development cost	54,744,115	60,893,623	-	-
Transfer of property, plant and equipment to investment properties	36,960,000	-	-	-
Transfer of property development cost to investment properties	58,000,000	-	-	-
Reclassify long-term restricted deposits at financial institutions to other current financial assets	-	14,318,337	-	-

The accompanying notes are an integral part of the financial statements.

1. General 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 four hotels in Laguna Phuket, namely Angsana Laguna Phuket, Banyan Tree Phuket, Cassia Phuket and Homm Suites Laguna (formerly known as "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 21/9, 21/31 and 21/33, Thai Wah Tower 1, 5th and 12th floor, South Sathorn Road, Tungmahamek, Sathorn, Bangkok.

2. Basis of preparation

2.1 The financial statements have been prepared in accordance with Thai Financial Reporting Standards enunciated under the Accounting Profession Act B.E. 2547. Their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

2.2 Basis of consolidation

(a) The consolidated financial statements include the financial statements of Laguna Resorts & Hotels Public Company Limited ("the Company") and the following subsidiary companies ("the subsidiaries") (collectively as "the Group"):

Company's name	Nature of business	Country of incorporation	Percentage of shareholding	
			2023	2022
			%	%
Subsidiaries directly held by the Company				
Banyan Tree Gallery (Singapore) Pte. Limited	Sale of merchandise	Singapore	51.0	51.0
Banyan Tree Gallery (Thailand) Limited	Sale of merchandise	Thailand	51.0	51.0
Laguna Banyan Tree Limited	Hotel operations, property development sales and marketing service for holiday club membership	Thailand	100.0	100.0
Laguna Holiday Club Limited	Holiday club membership	Thailand	100.0	100.0
Laguna Grande Limited	Operating a golf club and property development	Thailand	100.0	100.0
Laguna Lakes Limited	Property development	Thailand	95.0	95.0
Laguna Service Company Limited	Provide utilities and other services	Thailand	72.9	72.9
Laguna (3) Limited	Owns land on which a hotel is situated	Thailand	100.0	100.0
TWR - Holdings Limited	Investment holding and property development	Thailand	100.0	100.0
Vision 9 Farm Limited	Farming and restaurant	Thailand	100.0	100.0
Subsidiaries held through TWR - Holdings Limited				
Laguna Excursions Limited	Travel operations	Thailand	49.0	49.0
Laguna Jobs Recruitment Co., Ltd.	Employment services	Thailand	100.0	100.0
Mae Chan Property Company Limited	Holds land plots for future development	Thailand	100.0	100.0
Pai Samart Development Company Limited	Holds land plots for future development	Thailand	100.0	100.0
Phuket Grande Resort Limited	Property development and hotel operations	Thailand	100.0	100.0
Talang Development Company Limited	Holds land plots for future development	Thailand	50.0	50.0
Thai Wah Plaza Limited	Hotel operations, lease of office building space and property development	Thailand	100.0	100.0
Thai Wah Tower Company Limited	Lease of office building space	Thailand	100.0	100.0
Thai Wah Tower (2) Company Limited	Owns land on which a hotel is situated	Thailand	100.0	100.0
Twin Waters Limited	Property development	Thailand	100.0	100.0
Laguna Global Intertrade Limited	Trading company	Thailand	100.0	-
Laguna Hospitality Limited	Laundry services	Thailand	100.0	-
Subsidiaries held through Laguna Grande Limited				
Bangtao (1) Limited	Owns land on which the golf course is situated	Thailand	100.0	100.0
Bangtao (2) Limited	Owns land on which the golf course is situated	Thailand	100.0	100.0
Bangtao (3) Limited	Property development	Thailand	-	100.0
Bangtao Laguna Limited	Owns land on which a hotel is situated and property development	Thailand	100.0	100.0
Bangtao Grande Limited	Hotel operations and property development	Thailand	100.0	100.0
Subsidiary held through Laguna Holiday Club Limited				
Cheer Golden Limited	Investment holding	Hong Kong	100.0	100.0
Subsidiary held through Laguna Banyan Tree Limited				
PT AVC Indonesia	Holiday club membership and operating a golf club	Indonesia	100.0	100.0

A subsidiary has a 49% shareholding in Laguna Excursions Limited. However, the subsidiary has recognised its share of the income of this subsidiary at 100% after deducting the cumulative preferential annual dividend of 15% of the par value of the preference shares, in accordance with the income sharing percentage in the Articles of Association.

(b) The Company is deemed to have control over an investee or subsidiaries if it has rights, or is exposed, to variable returns from its involvement with the investee, and it has the ability to direct the activities that affect the amount of its returns.

(c) Subsidiaries are fully consolidated, being the date on which the Company obtains control, and continue to be consolidated until the date when such control ceases.

(d) The financial statements of the subsidiaries are prepared using the same significant accounting policies as the Company.

(e) The assets and liabilities in the financial statements of overseas subsidiaries are translated to Baht using the exchange rate prevailing on the end of reporting period, and revenues and expenses translated using monthly average exchange rates. The resulting differences are shown under the caption of "Exchange differences on translation of financial statements in foreign currency" in the statements of changes in shareholders' equity.

(f) Material balances and transactions between the Group have been eliminated from the consolidated financial statements.

(g) Non-controlling interests represent the portion of profit or loss and net assets of the subsidiaries that are not held by the Company and are presented separately in the consolidated income statement, statement of comprehensive income and within equity in the consolidated statement of financial position.

2.3 The separate financial statements present investments in subsidiaries and associates under the cost method.

3. New financial reporting standards

3.1 Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised financial reporting standards which are effective for fiscal years beginning on or after 1 January 2023. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements.

3.2 Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2024

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are

effective for fiscal years beginning on or after 1 January 2024. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The management of the Group believes that adoption of these amendments will not have any significant impact on the Group's financial statements.

4. Significant accounting policies

4.1 Revenue and expense recognition

(a) Revenue from hotel operations

- Revenue from hotel operations, mainly comprises room revenues, food and beverage sales and revenue from auxiliary activities. Room revenues are recognised over time as the services are provided when the rooms are occupied. Food and beverage sales and revenue from auxiliary activities are recognised at a point in time when food and beverages are sold and the services are rendered. Sales are the invoiced value, excluding value added tax, of goods supplied and services rendered after deducting discounts.

- Revenue from sales of merchandise (Gallery operation) is recognised at the point in time when control of the asset is transferred to the customer, generally upon delivery of the goods. Revenue is measured at the amount of consideration received or receivable, excluding value added tax, of goods supplied after deducting returns, discounts, allowances and price promotions to customers.

(b) Revenue from property development operations

- Revenue from the real estate sales

  Revenue from sales of real estate is recognised at the point in time when control of the asset is transferred to the buyer, and the Group retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the real estate sold. In addition, the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the Group and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

  Where properties are sold to non-Thais, the land is sold under a long-term lease agreement comprising an initial term of thirty years with an option to extend for two or three successive periods of thirty years each, without any additional consideration to be paid in addition to the sum of the rental paid for the initial lease term. These long-term lease agreements also contain a further option that provides if Thai law permits non-Thais to own land on a freehold basis, the lessor shall consent to sell the land to the lessee in return for a token payment. Consequently, long-term leases are recognised as sales of land for accounting purposes in accordance with the principle of applying substance over form.

- Revenue from services

  Service revenue is recognised over time when services have been rendered taking into account the stage of completion.

(c) Revenue from rental and services

Rental income is recognised over the lease period. Service revenue is recognised over time when services have been rendered taking into account the stage of completion.

(d) Interest income

Interest income is calculated using the effective interest method and recognised on an accrual basis. The effective interest rate is applied to the gross carrying amount of a financial asset, unless the financial assets subsequently become credit-impaired when it is applied to the net carrying amount of the financial asset (net of the expected credit loss allowance).

(e) Dividends income

Dividends are recognised as income when the right to receive the dividends is established.

(f) Finance cost

Interest expense from financial liabilities at amortised cost is calculated using the effective interest method and recognised on an accrual basis.

4.2 Cost of property development

In determining the cost of property development sold, the anticipated total development cost (after recognising the cost incurred to date) are attributed to units on the basis of the salesable area and then recognised as cost in profit or loss.

4.3 Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

4.4 Inventories

Inventories are valued at the lower of cost and net realisable value, cost being determined on either the first-in, first-out or the weighted average basis.

4.5 Property development cost

Property development cost is valued at the lower of cost and net realisable value. Cost comprises cost of land, design fee, infrastructure, construction and related interest.

4.6 Cost to obtain contracts with customers

The Group recognises commission paid to obtain a customer contract as an asset and amortises to expenses on a systematic basis that is consistent with the pattern of revenue recognition. An impairment loss is recognised to the extent that the carrying amount of an asset recognised exceeds the remaining amount of consideration that the entity expects to receive less direct costs.

4.7 Investments in subsidiaries and associates

Investments in associates are accounted for in the consolidated financial statements using the equity method.

Investments in subsidiaries and associates are accounted for in the separate financial statements using the cost method.

4.8 Investment properties

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value. Any gains or losses arising from changes in the value of investment properties are recognised in profit or loss when incurred.

On disposal of investment properties, the difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period when the asset is derecognised.

4.9 Property, plant and equipment/Depreciation

Land is stated at its revalued amount. Buildings and equipment are stated at cost or revalued amount less accumulated depreciation and allowance for loss on impairment of assets (if any).

Land and buildings are initially recorded at cost on the acquisition date, and subsequently revalued by an independent professional appraiser to their fair values. As a policy, the revaluation will be performed every three years. If within that period, there are factors which may cause significant changes in the value of assets, the revaluation will be performed in that year to ensure that the carrying amount does not differ materially from fair value at the end of reporting period.

Differences arising from the revaluation are dealt with in the financial statements as follows:

- When an asset's carrying amount is increased as a result of the revaluation of the Group's assets, the increase is credited directly to the other comprehensive income and the cumulative increase is recognised in equity under the heading of "Revaluation surplus on assets". However, a revaluation increase is recognised as income to the extent that it reverses a revaluation decrease in respect of the same asset previously recognised as an expense.
- When an asset's carrying amount is decreased as a result of a revaluation of the Group's assets, the decrease is recognised in profit or loss. However, the revaluation decrease is charged to the other comprehensive income to the extent that it does not exceed an amount already held in "Revaluation surplus on assets" in respect of the same asset.

Depreciation of plant and equipment is calculated by reference to their costs or the revalued amounts on the straight-line basis over the following estimated useful lives:

Building and building improvement	10 - 50	years
Machinery and equipment	5 - 15	years
Furniture, fixtures and motor vehicles	5	years
Operating and office equipment	3 - 5	years
Golf course, land improvement and external work	5 - 50	years

Depreciation is included in determining income.

No depreciation is provided on land and construction in progress.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on disposal of an asset is included in profit or loss when the asset is derecognised. The revaluation surplus presented in other components of shareholders' equity has been directly transferred to retained earnings on retirement or disposal of the assets.

4.10 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the respective assets. All other borrowing costs are expensed in the period they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

Capitalisation rates are calculated based on the weighted average of the interest expenses incurring during the year on loans for development of projects.

4.11 Goodwill

Goodwill is initially recorded at cost, which equals to the excess of cost of business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of business combination, the excess is immediately recognised as gain in profit or loss.

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Group’s cash generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Group estimates the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

4.12 Leases

At inception of contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group as a lessee

The Group applied a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. At the commencement date of the lease (i.e. the date the underlying asset is available for use), the Group recognises right-of-use assets representing the right to use underlying assets and lease liabilities based on lease payments.

Right-of-use assets

Right-of-use assets are measured at cost, less accumulated depreciation, any accumulated impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities initially recognised, initial direct costs incurred, and lease payments made at or before the commencement date of the lease less any lease incentives received.

Depreciation of right-of-use assets are calculated by reference to their costs, on the straight-line basis over the shorter of their estimated useful lives and the lease term.

Land	3 years
Buildings and building improvement	5 years
Machinery and equipment	4 - 5 years
Vehicles	5 years
Pier	3 years

If ownership of the leased asset is transferred to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Lease liabilities

Lease liabilities are measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be payable under residual value guarantees. Moreover, the lease payments include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

The Group discounted the present value of the lease payments by the interest rate implicit in the lease or the Group's incremental borrowing rate. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset.

Short-term leases and leases of low-value assets

A lease that has a lease term less than or equal to 12 months from commencement date or a lease of low-value assets is recognised as expenses on a straight-line basis over the lease term.

The Group as a lessor

A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset to a lessee. Lease receivables from operating leases is recognised as income in profit or loss 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 assets and recognised as an expense over the lease term on the same basis as the lease income.

4.13 Deferred financial fees

Financial expenses related to borrowings that are typically incurred on or before signing facility agreements and before actual draw down of the loans are recorded as deferred financial fees. A portion of deferred financial fees proportionate to the amount of the loan facility already drawn is presented as a deduction against the related loan account and amortised using the effective interest rate method over the term of the loans.

The amortisation of deferred financial fees is included in profit or loss.

4.14 Related party transactions

Related parties comprise individuals or enterprises that control, or are controlled by, the Company, whether directly or indirectly, or which are under common control with the Company.

They also include associates, and individuals or enterprises which directly or indirectly own a voting interest in the Company that gives them significant influence over the Company, key management personnel, directors and officers with authority in the planning and direction of the Company's operations.

4.15 Foreign currencies

The consolidated and separate financial statements are presented in Baht, which is also the Company's functional currency. Items on each entity included in the consolidated financial statements are measured using the functional currency of that entity.

Transactions in foreign currencies are translated into Baht at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rates ruling at the end of reporting period.

Gains and losses on exchange are included in determining income.

4.16 Impairment of non-financial assets

At the end of each reporting period, the Group performs impairment reviews in respect of the property, plant and equipment, right-of-use assets and investment properties whenever events or changes in circumstances indicate that an asset may be impaired. The Group also carries out annual impairment reviews in respect of goodwill. An impairment loss is recognised when the recoverable amount of an asset, which is the higher of the asset's fair value less costs to sell and its value in use, is less than the carrying amount. In determining value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by a valuation model that, based on information available, reflects the amount that the Group could obtain from the disposal of the asset in an arm's length transaction between knowledgeable, willing parties, after deducting the costs of disposal.

An impairment loss is recognised in profit or loss. However, in cases where property, plant and equipment was previously revalued and the revaluation was taken to equity, a part of such impairment is recognised in equity up to the amount of the previous revaluation.

In the assessment of asset impairment, if there is any indication that previously recognised impairment losses may no longer exist or may have decreased, the Group estimates the asset's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The increased carrying amount of the asset attributable to a reversal of an impairment loss shall not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal, which exceeds the carrying amount that would have been determined, is treated as a revaluation increase.

4.17 Employee benefits

Short-term employee benefits

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses when incurred.

Post-employment benefits and other long-term employee benefits

Defined contribution plans

The Group and their employees have jointly established a provident fund. The fund is monthly contributed by employees and by the Group. The fund's assets are held in a separate trust fund and the Group's contributions are recognised as expenses when incurred.

Defined benefit plans and other long-term employee benefits

The Group has obligations in respect of the severance payments they must make to employees upon retirement under labor law and other employee benefit plans. The Group treats these severance payment obligations as a defined benefit plan. In addition, the Group provides other long-term employee benefits plans, namely long service awards.

The obligation under the defined benefit plan and other long-term employee benefit plans is determined by a professionally qualified independent actuary based on actuarial techniques, using the projected unit credit method.

Actuarial gains and losses arising from defined benefit plans are recognised immediately in other comprehensive income.

Actuarial gains and losses arising from other long-term benefits are recognised immediately in profit and loss.

Past service costs are recognised in profit or loss on the earlier of the date of the plan amendment or curtailment and the date that the Group recognises restructuring-related costs.

4.18 Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

4.19 Income tax

Income tax expense represents the sum of corporate income tax currently payable and deferred tax.

Current tax

Current income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

Deferred tax

Deferred income tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts at the end of each reporting period, using the tax rates enacted at the end of the reporting period.

The Group recognises deferred tax liabilities for all taxable temporary differences while they recognise deferred tax assets for all deductible temporary differences and tax losses carried forward to the extent that it is probable that future taxable profit will be available against which such deductible temporary differences and tax losses carried forward can be utilised.

At each reporting date, the Group reviews and reduces the carrying amount of deferred tax assets to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

The Group records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

4.20 Financial instruments

The Group initially measures financial assets at its fair value plus, in the case of financial assets that are not measured at fair value through profit or loss, transaction costs. However, trade receivables, that do not contain a significant financing component are measured at the transaction price as disclosed in the accounting policy relating to revenue recognition.

Classification and measurement of financial assets

Financial assets are classified, at initial recognition, as to be subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI"), or fair value through profit or loss ("FVTPL"). The classification of financial assets at initial recognition is driven by the Group's business model for managing the financial assets and the contractual cash flows characteristics of the financial assets.

Financial assets at amortised cost

The Group measures financial assets at amortised cost if the financial asset is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the effective interest rate ("EIR") method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Financial assets designated at FVOCI (equity instruments)

Upon initial recognition, the Group can elect to irrevocably classify its equity investments which are not held for trading as equity instruments designated at FVOCI. The classification is determined on an instrument-by-instrument basis.

Gains and losses recognised in other comprehensive income on these financial assets are never recycled to profit or loss.

Dividends are recognised as other income in profit or loss, except when the dividends clearly represent a recovery of part of the cost of the financial asset, in which case, the gains are recognised in other comprehensive income.

Equity instruments designated at FVOCI are not subject to impairment assessment.

Classification and measurement of financial liabilities

Except for derivative liabilities, at initial recognition, the Group's financial liabilities are recognised at fair value net of transaction costs and classified as liabilities to be subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process. In determining amortised cost, the Group takes into account any discounts or premiums on acquisition fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance costs in profit or loss.

Derecognition of financial instruments

A financial asset is primarily derecognised when the rights to receive cash flows from the asset have expired or have been transferred and either the Group has transferred substantially all the risks and rewards of the asset, or the Group has transferred control of the asset.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate.

For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure (a lifetime ECL).

The Group considers a significant increase in credit risk to have occurred when contractual payments are more than 30 days past due and considers a financial asset as credit impaired or default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to have a significant increase in credit risk and to be in default using other internal or external information, such as credit rating of issuers.

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

ECLs are calculated based on its historical credit loss experience and adjusted for forward-looking factors specific to the debtors and the economic environment.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

4.21 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between buyer and seller (market participants) at the measurement date. The Group applies a quoted market price in an active market to measure their assets and liabilities that are required to be measured at fair value by relevant financial reporting standards. Except in case of no active market of an identical asset or liability or when a quoted market price is not available, the Group measures fair value using valuation technique that are appropriate in the circumstances and maximises the use of relevant observable inputs related to assets and liabilities that are required to be measured at fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy into three levels based on categorise of input to be used in fair value measurement as follows:

Level 1 - Use of quoted market prices in an observable active market for such assets or liabilities

Level 2 - Use of other observable inputs for such assets or liabilities, whether directly or indirectly

Level 3 - Use of unobservable inputs such as estimates of future cash flows

At the end of each reporting period, the Group determines whether transfers have occurred between levels within the fair value hierarchy for assets and liabilities held at the end of the reporting period that are measured at fair value on a recurring basis.

5. Significant accounting judgements and estimates

The preparation of financial statements in conformity with financial reporting standards at times requires management to make subjective judgements and estimates regarding matters that are inherently uncertain. These judgements and estimates affect reported amounts and disclosures; and actual results could differ from these estimates. Significant judgements and estimates are as follows:

Investment properties

The Group presents investment properties at the fair value estimated by an independent appraiser, and recognises changes in the fair value in profit or loss. The independent appraiser valued the investment properties using the market approach. The key assumptions used in estimating the fair value are described in Note 17.

Property, plant and equipment/Depreciation

In determining depreciation of plant and equipment, the management is required to make estimates of the useful lives and residual values of the plant and equipment and to review estimated useful lives and residual values when there are any changes.

The Group measures land and buildings at revalued amounts. Such amounts are determined by independent valuer using the market approach for land, the replacement cost approach for buildings. The valuation involves certain assumptions and estimates as described in Note 18.

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

Goodwill

The initial recognition and measurement of goodwill, and subsequent impairment testing, require management to make estimates of cash flows to be generated by the asset or the cash generating units and to choose a suitable discount rate in order to calculate the present value of those cash flows.

6. Cash and cash equivalents

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Cash	12,774	8,132	148	148
Bank deposits	1,440,589	1,170,323	419,330	45,203
Total	1,453,363	1,178,455	419,478	45,351

As at 31 December 2023, bank deposits in saving accounts and fixed deposits carried interest rates between 0.35% and 0.95% per annum (2022: between 0.15% and 0.35% per annum).

7. Trade and other receivables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Trade accounts receivable				
Trade accounts receivable - hotel operations	360,499	310,699	10,636	9,280
Less: Allowance for expected credit losses	(43,348)	(38,216)	(7,327)	(6,521)
Trade accounts receivable - hotel operations, net	317,151	272,483	3,309	2,759
Trade accounts receivable - sales of property				
- installments due	134,302	94,211	-	-
Current portion of long-term trade				
accounts receivable	295,820	295,607	-	-
Less: Deferred interest income	(14,844)	(11,061)	-	-
Current portion of long-term trade accounts receivable, net				
(Note 14)	280,976	284,546	-	-
Trade accounts receivable - sales of property, net	415,278	378,757	-	-

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Trade accounts receivable - sales of holiday club memberships and sales and marketing services for holiday club memberships	30,390	44,651	-	-
Less: Allowance for expected credit losses	(16,572)	(26,393)	-	-
Trade accounts receivable - sales of holiday club memberships and sales and marketing services for holiday club memberships, net	13,818	18,258	-	-
Total trade accounts receivable, net	746,247	669,498	3,309	2,759
Other receivables				
Amounts due from related parties (Note 8)	173,645	126,788	139,789	255,722
Villa owner receivables	100,102	90,042	2,194	4,657
Accrued rental income	17,692	16,461	17,692	16,461
Other receivables	24,441	24,642	356	1,472
Total other receivables	315,880	257,933	160,031	278,312
Less: Allowance for expected credit losses	(57,319)	(25,757)	-	-
Total other receivables, net	258,561	232,176	160,031	278,312
Total trade and other receivables, net	1,004,808	901,674	163,340	281,071

The balances of trade accounts receivable - hotel operations as at 31 December 2023 and 2022, aged on the basis of due dates, are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Age of receivables				
Not yet due	99,588	110,087	588	255
Past due				
Up to 30 days	109,326	73,108	676	540
31 - 60 days	34,627	27,241	430	413
61 - 90 days	15,192	9,945	1,209	279
91 - 120 days	7,350	6,286	305	185
Over 120 days	94,416	84,032	7,428	7,608
Total	360,499	310,699	10,636	9,280
Less: Allowance for expected credit losses	(43,348)	(38,216)	(7,327)	(6,521)
Trade accounts receivable - hotel operations, net	317,151	272,483	3,309	2,759

The normal credit term of trade accounts receivable - hotel operations is 30 days.

Set out below is the movement in the allowance for expected credit losses of trade receivable - hotel operations:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Balance at beginning of year	38,216	45,681	6,521	6,810
Additions (reversal)	5,132	(7,465)	806	(289)
Balance at end of year	43,348	38,216	7,327	6,521

The balances of trade accounts receivable - sales of property as at 31 December 2023 and 2022, aged on the basis of due dates, are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Age of receivables				
Not yet due	370,798	308,393	-	-
Past due				
Up to 30 days	27,859	23,045	-	-
31 - 60 days	12,134	14,728	-	-
61 - 90 days	5,380	6,391	-	-
91 - 120 days	3,600	6,109	-	-
Over 120 days	10,351	31,152	-	-
Total	430,122	389,818	-	-
Less: Deferred interest income	(14,844)	(11,061)	-	-
Trade accounts receivable - sales of property, net	415,278	378,757	-	-

The normal credit term of trade accounts receivable - sales of property is 30 days.

The balances of trade accounts receivable - sales of holiday club memberships and sales and marketing service for holiday club memberships as at 31 December 2023 and 2022, aged on the basis of due dates, are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Age of receivables				
Not yet due	3,115	1,775	-	-
Past due				
Up to 30 days	366	1,268	-	-
31 - 60 days	818	531	-	-
61 - 90 days	383	1,060	-	-
91 - 120 days	1,479	651	-	-
Over 120 days	24,229	39,366	-	-
Total	30,390	44,651	-	-
Less: Allowance for expected credit losses	(16,572)	(26,393)	-	-
Trade accounts receivable - sales of holiday club memberships and sales and marketing service for holiday club memberships, net	13,818	18,258	-	-

The normal credit term of trade accounts receivable - sales of holiday club memberships and sales and marketing service for holiday club memberships is 30 days.

Set out below is the movement in the allowance for expected credit losses of trade receivable - sales of holiday club memberships and sale and marketing services for holiday club memberships:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Balance at beginning of year	26,393	48,360	-	-
Additions (reversal)	1,563	(797)	-	-
Write-off	(11,384)	(21,170)	-	-
Balance at end of year	16,572	26,393	-	-

8. Related party transactions

During the year, the Group had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon basis between the Company, its subsidiaries and those related parties.

(Unit: Million Baht)

	Consolidated financial statements		Separate financial statements		Transfer pricing policy
	2023	2022	2023	2022	
Transactions with subsidiaries					
(eliminated from the consolidated financial statements)					
Inter resort payments	-	-	-	2	(1) agreed basis
Guarantee fee income	-	-	1	1	(2) agreed basis
Guarantee fee expenses	-	-	19	19	(2) agreed basis
Interest income	-	-	57	47	(4) agreement
Interest expenses	-	-	36	12	(4) agreement
Management fee income	-	-	84	76	(3), (15) agreed basis
Reimbursement receipts	-	-	15	21	(9) agreed basis
Reimbursement payments	-	-	22	26	(9) agreed basis
Rental and service income	-	-	2	2	(10)(ii) agreement
Rental and service expenses	-	-	5	8	(10)(ii), (iii) agreement
Resort service expenses	-	-	6	4	(12) agreed basis
Dividend income	-	-	174	-	As declared
Transactions with associates					
Reimbursement receipts	5	7	-	-	(9) agreed basis
Rental and service income	18	17	-	-	(10)(iii) agreement
Dividend income	-	-	19	19	As declared
Transactions with related companies					
Inter resort payments	2	3	-	-	(1) agreed basis
Management fee income	3	2	1	3	(13), (14) agreement
Management fee expenses	252	147	-	-	(5) agreement
Purchase of spa and gallery vouchers	3	4	1	1	(16) agreed basis
Sale of goods	16	13	-	-	(7) agreed basis
Reimbursement receipts	65	74	12	30	(9) agreed basis
Reimbursement payments	86	54	7	9	(9) agreed basis
Rental and service income	1	11	-	-	(10)(i), (ii), (iv) agreement
Rental return on hotel units	-	4	-	-	(11) agreement
Training charges	6	6	-	-	(8) agreed basis
Service fees	24	26	-	-	(6), (15) agreed basis
Transaction with director					
Sales of property	47	152	-	-	As a normal selling price
Rental return on hotel units	-	1	-	1	As actual

The nature, pricing policy and agreements relating to the above transactions are summarised below:

(1) These charges relate to goods and services that are consumed by customers in one part of Laguna Phuket but are billed centrally to the customer at the hotel in which the customer is staying. Such charges relate to meals at restaurants, golf fees, treatments at the spa and goods purchased at shops in the resort. On receiving the funds centrally from the customer, the hotel reimburses the company in which the goods and services are consumed. Actual receipts are paid and credit card commission is charged ranging from 2% to 5% of the revenue based on the commission rate charged by the credit card companies. Such inter resort charges are also incurred at Banyan Tree Bangkok and Laguna Golf Bintan primarily for treatments at the spa, goods purchased at the shops and golf fees at golf course.

(2) Guarantee fee among group companies for permitting their assets to be pledged as collateral for other related companies' bank loans by charging on 1% of proportion of value of pledged assets to total loan facilities.

(3) The Company charges a management fee to its subsidiaries for providing centralised duties and services for each operation in the group. The monthly fixed rate is charged dependent on the department serviced, except the internal audit service is charged by working hours.

(4) Loans between group companies are unsecured and are denominated in Thai Baht. The loans carry interest at a rate equal to the lenders' borrowing costs per annum (based upon commercial bank's interest rates) plus a margin of 1.1%. The loans are repayable on demand, however it is expected that those loans would not be called for repayment in the short-term. Therefore, such loans are recorded as non-current assets/liabilities in the statements of financial position.

(5) The terms of the operating agreements are disclosed in Note 35 and consist of a royalty agreement, hotel management agreement and technical assistance agreement. The payment terms of the contracts are as follows:

Royalty fee paid for the use of "Banyan Tree", "Angsana" and "Cassia" trademarks and all other proprietary rights associated with it.

(i) Banyan Tree Phuket (Laguna Banyan Tree Limited), Cassia Phuket (Phuket Grande Resort Limited), Angsana Villas Resort Phuket (Bangtao Grande Limited) and Homm Suites Laguna (formerly known as "Laguna Holiday Club Phuket Resort") (Bangtao Grande Limited) pay a royalty fee of 2% of total revenue.

(ii) Banyan Tree Bangkok (Thai Wah Plaza Limited) and Angsana Laguna Phuket (Bangtao Grande Limited) pay a royalty fee of 3% of total revenue.

(iii) Banyan Tree Gallery (Thailand) Limited pay a royalty fee of 1% of total revenue.

Hotel management and technical assistance fees.

(iv) The Technical Assistance Agreement of Banyan Tree Phuket pay a technical fee of 7.5% of gross operating profit.

(v) The Hotel Management Agreement of Banyan Tree Bangkok and Angsana Laguna Phuket pay a hotel management fee of 10% of gross operating profit. Cassia Phuket, Angsana Villas Resort Phuket and Homm Suites Laguna (formerly known as "Laguna Holiday Club Phuket Resort") pay a hotel management fee of 7.5% of gross operating profit.

(vi) In addition, pursuant to the hotel management and technical assistance agreements, expenses relating to the sharing of group marketing costs such as promotional campaigns and adverts, sales staff salaries, central reservations and international sales offices incurred by Banyan Tree and/or Angsana and/or Cassia corporate head office shall be charged as follows:

- Group marketing services shared on a group basis are based on 2% of total actual hotel revenue.
- Reservation service fees are 1% of room revenue plus USD 12 per booking sourced through third party channels.

All management fees are consistent with industry practice and the sharing of group marketing costs incurred by Banyan Tree Phuket, Banyan Tree Bangkok, Angsana Laguna Phuket, Angsana Villas Resort Phuket, Cassia Phuket and Homm Suites Laguna (formerly known as "Laguna Holiday Club Phuket Resort") are the reimbursement of costs benefiting each of the hotels. As a result, these transactions are on normal commercial terms and conditions.

(6) The centralised service fee charges by Banyan Tree Resorts & Spas (Thailand) Company Limited in respect of providing centralised services related to accounting, purchasing, human resources, learning & development, reservation and information technology. Where the charges is based on 5% markup of actual cost, the same is applied to all hotels and business operations concerned.

(7) These transactions relate to:

(i) Sale of goods from Banyan Tree Gallery (Thailand) Limited to related companies is priced at a 15% to 30% discount to the retail price depending on the volume purchased.

(ii) Sale of guest and spa supplies of high volume purchases from companies which operate galleries to related companies is priced at cost plus up to 30% and 40% margin.

(8) Training charges by Banyan Tree Hotels & Resorts (Thailand) Limited in respect of providing centralised training facilities and courses for staff. The training costs are allocated to each operation based on actual cost.

(9) Costs are often incurred within the group which is reimbursed by the company to which the expense relates. Actual costs are reimbursed.

(10) Rental paid for premises and land. The rental periods are not over three years.

(i) Rental and service income for space in Banyan Tree Phuket for Banyan Tree Spa office and store is at Baht 1,207 per square metre per month.

(ii) Rental of space and service in Canal Village. The charges include rental and related service fees which are at market rate.

(iii) Rental and service income earned by Thai Wah Plaza Limited for renting the office space at Thai Wah Tower I and Banyan Tree Bangkok. The charges include rental and related service fees which are at market rate.

(iv) Service income from rental of Banyan Tree Management Academy is at Baht 136,591 per month.

(11) This relates to a Management Agreement to manage the hotel units of Cheer Golden Limited in the Angsana Resort & Spa on Bintan Island, Indonesia under which Cheer Golden Limited receives a return of 15% per annum on the investment of the leasehold rights.

(12) Resort service charged to the operations relates to revenue of Laguna Service Company Limited which provides centralised services to each operation in the group located at Laguna Phuket at the following rates:

-	Water supply	:	at the determined price and actual usage
-	Laundry charge	:	at the price based on cost plus a certain margin
-	Common area services, transportation charges	:	based on actual cost
-	Staff buses	:	at the price based on cost plus a certain margin
-	Marketing fee	:	at the rate of 0.75% of the operations' actual revenue
-	Community service	:	based on actual cost
-	Other services	:	at the determined price and actual usage

(13) The Company charges a management fee to Banyan Tree Resorts & Spas (Thailand) Company Limited for providing administration services of information technology and human resources.

(14) This relates to management fee charge to related companies for providing operational, visual and product training services. The fee are annual fee at SGD according to each agreement plus 15% of gross operating profit.

(15) This relates to project management services which the fees are based on 10% mark up of actual working hours in providing the service and included all cost.

(16) Purchase of Banyan Tree Spa and Banyan Tree Gallery vouchers for distribution to management to provide an additional benefit scheme. The vouchers are issued yearly to qualifying executives and are valid only within the year of issue. The voucher is priced at the face value of the voucher.

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)

	2023	2022
Long-term loan facilities	750	300
Overdrafts and bank guarantee facilities	105	105

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

(Unit: Million Baht)

	2023	2022
Short-term loan facilities	150	150

As at 31 December 2023 and 2022, the balances of the accounts between the Company and related companies are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Amounts due from related parties				
Subsidiaries	-	-	87,956	236,285
Associated companies	3,790	4,608	-	-
Related companies (related by common shareholders)	169,855	122,180	51,833	19,437
Total amounts due from related parties (Note 7)	173,645	126,788	139,789	255,722
Amounts due to related parties				
Subsidiaries	-	-	14,777	48,409
Related companies (related by common shareholders)	201,159	164,014	20,707	7,761
Total amounts due to related parties (Note 21)	201,159	164,014	35,484	56,170

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

As at 31 December 2023 and 2022, the balance of loans between the Company and related companies and the movement in loans are as follows:

Long-term loans to subsidiaries

(Unit: Thousand Baht)

	Separate financial statements			
	1 January 2023	Addition	Repayment	31 December 2023
Laguna Banyan Tree Limited	989,000	211,000	(217,000)	983,000
Laguna Holiday Club Limited	170,500	123,500	(182,000)	112,000
Laguna Lakes Limited	285,000	26,000	(98,000)	213,000
Banyan Tree Gallery (Thailand) Limited	23,050	3,500	(4,550)	22,000
Laguna (3) Limited	-	5,000	-	5,000
Total	1,467,550	369,000	(501,550)	1,335,000

Long-term loans from subsidiaries

(Unit: Thousand Baht)

	Separate financial statements			
	1 January 2023	Addition	Repayment	31 December 2023
Laguna (3) Limited	14,500	-	(14,500)	-
TWR - Holdings Limited	255,000	765,000	(265,000)	755,000
Laguna Grande Limited	209,000	905,000	(1,114,000)	-
Total	478,500	1,670,000	(1,393,500)	755,000

Long-term loan from related company

(Unit: Thousand Baht)

	Consolidated financial statements			
	1 January 2023	Addition	Repayment	31 December 2023
Banyan Tree Hotels & Resorts (Thailand) Limited	6,000	-	(6,000)	-
Total	6,000	-	(6,000)	-

Directors and management's benefits

During the years ended 31 December 2023 and 2022, the Group had employee benefit expenses of their directors and management as below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Short-term employee benefits	135,871	106,158	62,873	66,785
Post-employment benefits	3,812	8,910	1,564	7,116
Other long-term employee benefits	26	29	4	10
Total	139,709	115,097	64,441	73,911

9. Inventories

(Unit: Thousand Baht)

	Consolidated financial statements					
	Cost		Reduce cost to net realisable value		Inventories-net	
	2023	2022	2023	2022	2023	2022
Food and beverage	22,768	19,200	-	-	22,768	19,200
Finished goods and supplies	140,190	53,251	(2,877)	(2,567)	137,313	50,684
Total	162,958	72,451	(2,877)	(2,567)	160,081	69,884

10. Property development cost

(Unit: Thousand Baht)

	Consolidated financial statements					
	Cost		Reduce cost to net realisable value		Property development cost - net	
	2023	2022	2023	2022	2023	2022
Land	1,267,890	1,330,804	-	-	1,267,890	1,330,804
Land and property under construction	1,592,433	1,611,642	-	-	1,592,433	1,611,642
Land and completed buildings	705,243	740,776	(28,987)	(25,225)	676,256	715,551
Total	3,565,566	3,683,222	(28,987)	(25,225)	3,536,579	3,657,997

(Unit: Thousand Baht)

	Separate financial statements					
	Cost		Reduce cost to net realisable value		Property development cost - net	
	2023	2022	2023	2022	2023	2022
Land	111,429	111,429	-	-	111,429	111,429
Total	111,429	111,429	-	-	111,429	111,429

Subsidiaries have mortgaged property development cost amounting to Baht 1,020 million (2022: Baht 1,022 million) as collateral against its credit facilities received from financial institutions.

Certain property development cost has been financed with a loan from a financial institution. For the year ended 31 December 2023, the Group included borrowing costs of Baht 9 million as property development costs (2022: Baht 5 million) comprising borrowing costs from specific purpose and general loan with the interest rate of 3.29% - 5.42% (2022: 1.40% - 4.25%).

11. Costs to obtain contracts with customers

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Balance at beginning of year	185,667	151,626	-	-
Addition during the year	236,954	151,926	-	-
Amortisation as selling expenses	(104,294)	(117,885)	-	-
Balance at end of year	318,327	185,667	-	-

12. Other financial assets

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Debt instrument at amortised cost				
Fixed deposits	16,768	16,685	2,386	2,374
Total debt instrument at amortised cost	16,768	16,685	2,386	2,374
Equity instruments designated at FVOCI				
Non-listed equity instruments				
Bibace Investments Ltd.	531,013	498,788	-	-
Banyan Tree Indochina Hospitality Fund, L.P.	336,124	366,380	-	-
Total equity instruments designated at FVOCI	867,137	865,168	-	-
Total other financial assets	883,905	881,853	2,386	2,374
Current	16,768	16,685	2,386	2,374
Non-current	867,137	865,168	-	-
	883,905	881,853	2,386	2,374

The Group has elected to measure these equity securities at fair value through other comprehensive income due to the Group's intention to hold these equity instruments for long-term appreciation.

13. Other current assets

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Value added tax	86,949	69,243	3,229	2,795
Prepaid expenses and withholding tax deducted at source	69,000	46,532	9,361	5,001
Advances to suppliers and staff	74,399	43,187	8,062	2,715
Deposit for purchase of land (Note 35)	147,266	-	-	-
Total	377,614	158,962	20,652	10,511

14. Long-term trade accounts receivable

Installments receivable from property sales which bear interest at rates of 0.0% - 7.0% per annum and installments are repaid over a period of 3 to 5 years.

Long-term trade accounts receivable are due as follows:

(Unit: Thousand Baht)

	Consolidated financial statements	
	2023	2022
Sales of property		
Within 1 year	295,820	295,607
Less: Deferred interest income	(14,844)	(11,061)
Current portion of long-term trade accounts receivable, net (Note 7)	280,976	284,546
Over 1 year to 5 years	516,476	435,941
Less: Deferred interest income	(17,163)	(15,219)
Long-term trade accounts receivable, net	499,313	420,722
Total	780,289	705,268

15. Investments in subsidiaries

Details of investments in subsidiaries as presented in separate financial statements are as follows:

Company's name	Paid-up capital		Shareholding percentage		Cost	
	2023	2022	2023	2022	2023	2022
	Million Baht	Million Baht	%	%	Million Baht	Million Baht
Subsidiaries held by the Company						
Banyan Tree Gallery (Singapore) Pte. Ltd.	SGD 0.43 Million	SGD 0.43 Million	51.0	51.0	4.0	4.0
Banyan Tree Gallery (Thailand) Limited	7.8	7.8	51.0	51.0	4.0	4.0
Laguna Banyan Tree Limited(1)	1,500.0	1,500.0	100.0	100.0	1,325.1	1,325.1
Laguna Holiday Club Limited	330.0	330.0	100.0	100.0	330.0	330.0
Laguna Grande Limited(2)	1,000.0	1,000.0	100.0	100.0	958.5	958.5
Laguna Lakes Limited	1.0	1.0	95.0	95.0	0.9	0.9
Laguna Service Company Limited(3)	90.5	90.5	72.9	72.9	22.4	22.4
Laguna (3) Limited	0.1	0.1	100.0	100.0	47.8	47.8
TWR-Holdings Limited(4)	1,550.0	1,550.0	100.0	100.0	1,550.0	1,550.0
Vision 9 Farm Limited(5)	2.0	2.0	100.0	100.0	-	-
Subsidiaries held through TWR-Holdings Limited						
Laguna Excursions Limited	8.0	8.0	49.0	49.0	-	-
Laguna Jobs Recruitment Co., Ltd.	179.0	179.0	100.0	100.0	-	-
Mae Chan Property Company Limited	82.0	232.3	100.0	100.0	-	-
Pai Samart Development Company Limited	28.4	28.4	100.0	100.0	-	-
Phuket Grande Resort Limited	100.0	100.0	100.0	100.0	-	-
Talang Development Company Limited	251.0	251.0	50.0	50.0	-	-
Thai Wah Plaza Limited	2,250.0	2,250.0	100.0	100.0	-	-
Thai Wah Tower Company Limited	327.0	455.0	100.0	100.0	-	-
Thai Wah Tower (2) Company Limited	21.0	21.0	100.0	100.0	-	-
Twin Waters Limited	214.4	214.4	100.0	100.0	-	-
Laguna Global Intertrade Limited	2.0	-	100.0	-	-	-
Laguna Hospitality Limited	2.0	-	100.0	-	-	-
Subsidiaries held through Laguna Grande Limited						
Bangtao (1) Limited	14.0	20.9	100.0	100.0	-	-
Bangtao (2) Limited	5.0	19.1	100.0	100.0	-	-
Bangtao (3) Limited(6)	-	7.8	-	100.0	-	-
Bangtao Laguna Limited	80.0	80.0	100.0	100.0	-	-
Bangtao Grande Limited	1,546.0	1,546.0	100.0	100.0	-	-
Subsidiary held through Laguna Holiday Club Limited						
Cheer Golden Limited	-	-	100.0	100.0	-	-
Subsidiary held through Laguna Banyan Tree Limited						
PT AVC Indonesia	USD 7.0 Million	USD 7.0 Million	100.0	100.0	-	-
Total investments in subsidiaries					4,242.7	4,242.7

(1) Laguna Banyan Tree Limited is held 49.0% by the Company and 51.0% through Bangtao Grande Limited.

(2) Laguna Grande Limited is held 84.9% by the Company and 15.1% through Laguna Holiday Club Limited and Mae Chan Property Company Limited.

(3) Laguna Service Company Limited is held 24.7% by the Company and 48.2% through Bangtao Grande Limited and Laguna Banyan Tree Limited.

(4) TWR - Holdings Limited is held 99.0% by the Company and 1.0% through Laguna Grande Limited.

(5) Vision 9 Farm Limited is held 40.0% by the Company and 60.0% through Laguna Grande Limited.

(6) Bangtao (3) Limited has registered the dissolution with the Ministry of Commerce during the year 2023.

During the year, the significant changes in investments in subsidiaries are as follows.

1) On 12 June 2023, the Board of Directors' Meeting of TWR Holdings Limited passed a resolution approving TWR Holdings Limited's investment in the establishment of two new companies, namely Laguna Hospitality Limited and Laguna Global Intertrade Limited. The purpose of the investment is to support future business expansion. As a result of the establishment, TWR Holdings Limited holds 100 percent of the registered capital for both companies. The incorporation of both companies was registered in Thailand on 28 June 2023, with each company having a registered capital of Baht 2.0 million. The full payment for the shares has already been made.

2) The Extraordinary General Meeting of Shareholders of Bangtao (3) Limited ("the subsidiary") passed a resolution approving the dissolution of the subsidiary. The subsidiary registered its dissolution with the Ministry of Commerce on 30 August 2023.

3) The Extraordinary General Meetings of Shareholders of four subsidiaries passed resolutions to decrease their registered share capital as follows. The subsidiaries made payments for the capital reduction to the shareholders and registered the decrease of their capital during the period. On 29 August 2023, the subsidiaries registered these aforementioned changes with the Department of Business Development, Ministry of Commerce.

   - Bangtao (1) Limited decreased its registered share capital from Baht 20.9 million to Baht 14.0 million.
   - Bangtao (2) Limited decreased its registered share capital from Baht 19.1 million to Baht 5.0 million.
   - Thai Wah Tower Company Limited decreased its registered share capital from Baht 455.0 million to Baht 327.0 million.
   - Mae Chan Property Company Limited decreased its registered share capital from Baht 232.3 million to Baht 82.0 million.

During the years, the Company received dividend income from its subsidiaries as detailed below.

(Unit: Thousand Baht)

	Separate financial statements	
Company's name	2023	2022
Laguna Grande Limited	153,756	-
Laguna (3) Limited	20,658	-
Total	174,414	-

A subsidiary has a 49% shareholding in Laguna Excursions Limited. However, the subsidiary has recognised its share of the profits of this subsidiary at 100% after deducting the cumulative preferential annual dividend of 15% of the par value of the preference shares, in accordance with the income sharing percentage in the Articles of Association.

The Company has goodwill from purchase of shares in subsidiaries as follows:

(Unit: Thousand Baht)

	Consolidated financial statements	
	2023	2022
Thai Wah Plaza Limited	56,976	56,976
Laguna Banyan Tree Limited	350,928	350,928
Total	407,904	407,904

Goodwill acquired through business combination was related to Thai Wah Plaza Limited and Laguna Banyan Tree Limited. Each entity has been identified as the single cash-generating unit ("CGU") for impairment testing.

The recoverable amount of the CGU is determined based on value in use calculations. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period.

Key assumptions used for value in use calculations are as below:

	Thai Wah Plaza Limited		Laguna Banyan Tree Limited	
	2023	2022	2023	2022
Growth rate (% per annum)	6.06	3.05	5.07	5.82
Discount rate (% per annum)	6.42	7.47	6.64	7.05

Management determined the budgeted growth rate based on past performance and its expectation for market development. The discount rate represents the current market assessment of the risks specific to the CGU, regarding the time value of money and individual risks of the underlying assets.

With regards to the assessment of value in use, management believes that goodwill is not impaired.

Management believes that any reasonably possible change in the key assumptions on which the units' recoverable amount are based would not cause the units' carrying amount to exceed its recoverable amount.

16. Investments in associates

16.1 Details of associates

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Consolidated financial statements					
			Shareholding percentage		Cost		Carrying amounts based on equity method	
			2023	2022	2023	2022	2023	2022
			(%)	(%)				
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 food products	Thailand	10.03	10.03	777,454	777,454	754,177	773,807
Banyan Tree China Pte. Ltd.	Holding company	Singapore	10.69	10.69	173,495	173,495	322,466	217,334
Total investments in associates - net					950,949	950,949	1,076,643	991,141

(Unit: Thousand Baht)

Company's name	Nature of business	Country of incorporation	Separate financial statements			
			Shareholding percentage		Cost	
			2023	2022	2023	2022
			(%)	(%)		
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

Banyan Tree China Pte. Ltd., held by Laguna Banyan Tree Limited, was incorporated in Singapore and is engaged in investment holding.

Tropical Resorts Ltd., held by Laguna Banyan Tree Limited, was incorporated in Hong Kong and is engaged in investment holding.

As at 31 December 2023 and 2022, 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.

16.2 Share of comprehensive income (loss) and dividend received

During the years, the Group and the Company have recognised their share of comprehensive income (loss) from investments in associates in the consolidated financial statements and dividend income in the separate financial statements as follows:

(Unit: Thousand Baht)

Company's name	Consolidated financial statements			
	Share of profit from investments in associates during the years		Share of other comprehensive income (loss) from investments in associates during the years	
	2023	2022	2023	2022
Banyan Tree China Pte. Ltd.	5,569	796	99,563	(715)
Thai Wah Public Company Limited	4,138	27,734	(4,703)	(3,218)
Total	9,707	28,530	94,860	(3,933)

(Unit: Thousand Baht)

Company's name	Separate financial statements	
	Dividend received	
	2023	2022
Thai Wah Public Company Limited	19,065	19,074
Total	19,065	19,074

16.3 Fair value 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 calculated based on its closed price as at 31 December is as follows:

(Unit: Million Baht)

Associate	Fair values as at 31 December	
	2023	2022
Thai Wah Public Company Limited	352	459

16.4 Summarised financial information about material associates

Summarised information about financial position

(Unit: Million Baht)

	Thai Wah Public Company Limited		Banyan Tree China Pte. Ltd.	
	2023	2022	2023	2022
Current assets	4,583	4,104	-	-
Non-current assets	4,836	4,603	3,687	2,797
Current liabilities	(2,586)	(1,609)	-	-
Non-current liabilities	(1,440)	(1,502)	-	-
Non-controlling interests	(347)	(370)	-	-
Net assets	5,046	5,226	3,687	2,797
Shareholding percentage (%)	10.03	10.03	10.69	10.69
Share of net assets	506	524	394	299
Difference in share of net assets and net book value of investment	-	-	(72)	(82)
Difference in fair value of identifiable assets	150	152	-	-
Goodwill	98	98	-	-
Carrying amounts of associates based an equity method	754	774	322	217

Summarised information about comprehensive income

(Unit: Million Baht)

	Thai Wah Public Company Limited		Banyan Tree China Pte. Ltd.	
	2023	2022	2023	2022
Revenue	10,332	10,474	-	-
Profit	46	286	52	7
Other comprehensive income (loss)	(80)	(32)	932	(7)
Total comprehensive income (loss)	(34)	254	984	-

16.5 Summarised financial information of other associate

(Unit: Million Baht)

	For the year ended 31 December	
	Tropical Resorts Ltd.	
	2023	2022
Profit (loss)	46	(110)
Other comprehensive income (loss)	8	(72)
Total comprehensive income (loss)	54	(182)

16.6 Investment in associate with capital deficit

The subsidiary recognised share of profit (losses) from investment in Tropical Resorts Ltd., until the value of the investment approached zero. Subsequent losses incurred by this associate has not been recognised in the subsidiary's accounts since the subsidiary has no obligations, whether legal or constructive, to make any payments on behalf of those associates. The amount of such unrecognised share of losses is set out below.

(Unit: Million Baht)

Company's name	Unrecognised share of profit (losses)			
	Share of profit (losses) during the years		Cumulative share of losses up to 31 December	
	2023	2022	2023	2022
Tropical Resorts Ltd.	14	(47)	(480)	(494)

17. Investment properties

(Unit: Thousand Baht)

	Consolidated financial statements			Separate financial statements		
	Land awaiting development / sales	Units in office building and shops for rent (including land)	Total	Land awaiting development / sales	Units in office building and shops for rent (including land)	Total
Balance as at 1 January 2022	174,363	1,207,860	1,382,223	74,771	106,831	181,602
Profit on revaluation of investment properties	8,568	26,190	34,758	12,896	-	12,896
Balance as at 31 December 2022	182,931	1,234,050	1,416,981	87,667	106,831	194,498
Addition	-	11,847	11,847	-	11,847	11,847
Transfer from property, plant and equipment	-	36,960	36,960	-	-	-
Transfer from property development cost	-	58,000	58,000	-	-	-
Profit on revaluation of investment properties	26,501	85,760	112,261	25,342	6,755	32,097
Impairment loss recognised	-	(11,847)	(11,847)	-	(11,847)	(11,847)
Balance as at 31 December 2023	209,432	1,414,770	1,624,202	113,009	113,586	226,595

As at 31 December 2023 and 2022, the fair value of the investment properties has been determined based on valuation performed by an independent valuer, using the Market Approach.

Key assumptions used in the valuation are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements		Result to fair value where as an increase in assumption value
	2023	2022	2023	2022	
Price per rai	130 - 18,000	120 - 16,000	230 - 18,000	180 - 16,000	Increase in fair value
Price per sq.m.	37 - 120	35 - 113	-	-	Increase in fair value
Price per sq.w.	167 - 736	149	-	-	Increase in fair value

As at 31 December 2023, the subsidiaries have mortgaged the investment properties at fair value of Baht 868 million (2022: Baht 821 million) as collateral against credit facilities received from financial institutions.

18. Property, plant and equipment

(Unit: Thousand Baht)

	Consolidated financial statements									
	Revaluation basis		Cost basis							
	Land and land improvement	Buildings	Golf course	Machinery and equipment	Furniture and fixtures	Operating and office equipment	External work	Motor vehicles	Construction in progress	Total Total
Cost / Revalued amount:										
1 January 2022	7,627,964	6,171,941	141,722	1,968,430	1,281,312	590,901	45,074	221,546	111,902	18,160,792
Additions	45,107	120,555	3,971	38,365	18,459	18,499	2,715	2,166	43,203	293,040
Disposals and write-off	-	(998)	-	(38,442)	(20,247)	(19,879)	(582)	(44,227)	-	(124,375)
Transfers in/out	-	(265)	-	11,077	(7,091)	(2,419)	5,347	-	(6,649)	-
Transfer to property development cost	(60,894)	-	-	-	-	-	-	-	-	(60,894)
Transfer from property development cost	17,115	72,750	-	-	-	-	-	-	-	89,865
Adjustments	-	(974)	(2,183)	(755)	974	134	-	153	-	(2,651)
31 December 2022	7,629,292	6,363,009	143,510	1,978,675	1,273,407	587,236	52,554	179,638	148,456	18,355,777
Additions	18,739	48,822	193	85,449	40,849	80,988	1,015	8,875	284,138	569,068
Disposals and write-off	(23,560)	(22,751)	-	(5,072)	(26,731)	(12,472)	-	(3,092)	-	(93,678)
Transfers in/out	-	42,354	-	6,800	5,164	7,161	17,095	904	(79,478)	-
Transfer to property development cost	(54,744)	-	-	-	-	-	-	-	-	(54,744)
Transfer to investment property	-	(36,960)	-	-	-	-	-	-	-	(36,960)
Transfer from property development cost	22,005	-	-	-	-	-	-	-	-	22,005
Revaluation surplus	5,261,144	920,031	-	-	-	-	-	-	-	6,181,175
Elimination of accumulated depreciation on revaluation	-	(2,697,420)	-	-	-	-	-	-	-	(2,697,420)
Adjustments	-	-	690	224	28	(80)	-	64	(1,285)	(359)
31 December 2023	12,852,876	4,617,085	144,393	2,066,076	1,292,717	662,833	70,664	186,389	351,831	22,244,864
Accumulated depreciation:										
1 January 2022	(388)	(2,343,945)	(81,757)	(1,501,615)	(1,075,002)	(467,206)	(37,100)	(162,826)	-	(5,669,839)
Depreciation charged for the year	(61)	(180,317)	(11,406)	(86,460)	(59,800)	(36,313)	(3,170)	(8,658)	-	(386,185)
Disposals and write-off	-	830	-	25,806	20,031	19,592	582	43,866	-	110,707
Transfer in/out	-	104	-	(5,671)	6,130	1,427	(1,990)	-	-	-
Adjustments	-	92	170	265	(1,038)	(179)	(33)	(153)	-	(876)
31 December 2022	(449)	(2,523,236)	(92,993)	(1,567,675)	(1,109,679)	(482,679)	(41,711)	(127,771)	-	(5,946,193)
Depreciation charged for the year	(60)	(179,879)	(11,813)	(81,016)	(51,952)	(36,270)	(4,823)	(8,882)	-	(374,695)
Disposals and write-off	-	5,505	-	4,996	21,510	12,151	-	3,045	-	47,207
Elimination of accumulated depreciation on revaluation	-	2,697,420	-	-	-	-	-	-	-	2,697,420
Adjustments	-	190	(55)	(104)	40	(21)	-	(65)	-	(15)
31 December 2023	(509)	-	(104,861)	(1,643,799)	(1,140,081)	(506,819)	(46,534)	(133,673)	-	(3,576,276)
Allowance for impairment loss:										
1 January 2022	(39,225)	(96,294)	(26,173)	-	-	-	-	-	-	(161,692)
Adjustments	-	601	2,013	-	-	-	-	-	-	2,614
31 December 2022	(39,225)	(95,693)	(24,160)	-	-	-	-	-	-	(159,078)
Reversal	39,225	48,538	-	-	-	-	-	-	-	87,763
Adjustments	-	(190)	(636)	-	-	-	-	-	-	(826)
31 December 2023	-	(47,345)	(24,796)	-	-	-	-	-	-	(72,141)
Net book value:										
31 December 2022	7,589,618	3,744,080	26,357	411,000	163,728	104,557	10,843	51,867	148,456	12,250,506
31 December 2023	12,852,367	4,569,740	14,736	422,277	152,636	156,014	24,130	52,716	351,831	18,596,447
Depreciation for the year										
2022										386,185
2023										374,695

(Unit: Thousand Baht)

	Separate financial statements								
	Revaluation basis		Cost basis						
	Land and land Improvement	Buildings	Machinery and equipment	Furniture and fixtures	Operating and office equipment	External work	Motor vehicles	Construction in progress	Total
Cost / Revalued amount:									
1 January 2022	4,437	52,255	18,079	15,838	38,309	1,594	7,908	4,584	143,004
Additions	-	-	-	16	1,582	1,262	-	8,212	11,072
Disposals and write-off	-	(200)	(16,195)	(65)	(4,337)	-	(3,890)	-	(24,687)
Adjustments	-	-	-	-	-	-	-	(4,582)	(4,582)
31 December 2022	4,437	52,055	1,884	15,789	35,554	2,856	4,018	8,214	124,807
Additions	-	-	-	211	1,836	514	65	4,836	7,462
Disposals and write-off	-	-	-	(341)	(711)	-	-	-	(1,052)
Transfer in/out	-	-	1,863	(4,113)	-	2,250	-	-	-
Revaluation surplus	2,348	1,075	-	-	-	-	-	-	3,423
Elimination of accumulated depreciation on revaluation	-	(35,738)	-	-	-	-	-	-	(35,738)
Adjustments	-	-	-	-	(107)	-	-	(7,161)	(7,268)
31 December 2023	6,785	17,392	3,747	11,546	36,572	5,620	4,083	5,889	91,634
Accumulated depreciation:									
1 January 2022	-	(33,737)	(10,248)	(14,954)	(35,337)	(1,524)	(7,908)	-	(103,708)
Depreciation charged for the year	-	(1,068)	(1,269)	(114)	(1,098)	(388)	-	-	(3,937)
Disposals and write-off	-	119	10,571	65	4,337	-	3,890	-	18,982
31 December 2022	-	(34,686)	(946)	(15,003)	(32,098)	(1,912)	(4,018)	-	(88,663)
Depreciation charged for the year	-	(1,052)	(496)	(91)	(1,418)	(168)	(3)	-	(3,228)
Disposals and write-off	-	-	-	341	711	-	-	-	1,052
Transfer in/out	-	-	(1,550)	3,436	-	(1,886)	-	-	-
Elimination of accumulated depreciation on revaluation	-	35,738	-	-	-	-	-	-	35,738
31 December 2023	-	-	(2,992)	(11,317)	(32,805)	(3,966)	(4,021)	-	(55,101)
Allowance for impairment loss:									
1 January 2022	-	(2,920)	-	-	-	-	-	-	(2,920)
31 December 2022	-	(2,920)	-	-	-	-	-	-	(2,920)
Increase during the year	-	(1,869)	-	-	-	-	-	-	(1,869)
31 December 2023	-	(4,789)	-	-	-	-	-	-	(4,789)
Net book value:									
31 December 2022	4,437	14,449	938	786	3,456	944	-	8,214	33,224
31 December 2023	6,785	12,603	755	229	3,767	1,654	62	5,889	31,744
Depreciation for the year									3,937
2022									3,228
2023									

The Group arranged for an independent professional valuer to re-appraise the value of certain assets in the report dated 28 December 2023 on an asset-by-asset basis. The basis of the revaluation was as follows:

- Land was revalued using the Market Approach.
- Buildings were revalued using the Replacement Cost Approach.

Key assumptions used in the valuation are summarised below:

	Consolidated financial statements		Separate financial statements		Result to fair value whereas an increase in assumption value
	2023	2022	2023	2022	
Building - price per square metre (Baht)	1,000 - 80,000	1,000 - 78,000	1,500 - 17,500	1,000 - 16,000	Increase in fair value
Land - price per rai (Million Baht)	0.2 - 800.0	2.0 - 400.0	30.0	18.0	Increase in fair value

A significant increase in land prices in areas of Laguna Phuket and the vicinity of Banyan Tree Hotel in Bangkok is due to the high demand from investors seeking to purchase land in Phuket and Bangkok, particularly Padang Beach, Chengtalay, Bang Tao in Phuket, and Sathorn Road in Bangkok. The substantial investments in various real estate development projects within these locations, leading to a surge in overall land prices during 2023. This increase also includes the land prices of Laguna Phuket and Banyan Tree Bangkok, in response to the heightened market demand.

Had the land and buildings been carried in the financial statements on a historical cost basis, their net book value as of 31 December 2023 and 2022 would have been as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Land	1,652,464	1,598,203	189	189
Buildings	3,623,510	3,696,374	7,494	10,288

As at 31 December 2023, certain buildings and equipment of the Group have been fully depreciated but are still in use. The gross carrying amount, before deducting accumulated depreciation and allowance for impairment loss, of those assets amounted to Baht 2,569 million (2022: Baht 2,288 million) (the Company only: Baht 61 million, 2022: Baht 60 million).

The subsidiaries have mortgaged land and buildings at fair value of Baht 12,718 million (2022: Baht 8,634 million) as collateral against credit facilities received from financial institutions.

19. Leases

19.1 The Group as a lessee

The Group has entered into lease agreements to lease villa/unit and various items of machinery and equipment for use in their hotel operations. The term of agreements are generally between 1 - 3 years.

a) Right-of-use assets

Movement of right-of-use assets for the year ended 31 December 2023 and 2022 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements					
	Land	Buildings	Machinery and equipment	Motor vehicles	Pier	Total
1 January 2022	112	24,776	4,206	8,821	553	38,468
Additions	726	28,135	154	-	2,097	31,112
Depreciation for the year	(243)	(19,907)	(2,230)	(3,152)	(699)	(26,231)
Reversal of impairment	-	2,095	-	-	-	2,095
Decrease from lease termination	-	(122)	-	-	-	(122)
Translation adjustment	-	36	-	(678)	-	(642)
31 December 2022	595	35,013	2,130	4,991	1,951	44,680
Additions	-	13,619	1,018	-	-	14,637
Depreciation for the year	(241)	(19,113)	(1,885)	(3,235)	(699)	(25,173)
Translation adjustment	-	-	-	131	-	131
31 December 2023	354	29,519	1,263	1,887	1,252	34,275

(Unit: Thousand Baht)

	Separate financial statements					
	Land	Buildings	Machinery and equipment	Motor vehicles	Pier	Total
1 January 2022	-	1,292	-	-	-	1,292
Additions	-	4,765	-	-	-	4,765
Depreciation for the year	-	(1,286)	-	-	-	(1,286)
Decrease from lease termination	-	(746)	-	-	-	(746)
31 December 2022	-	4,025	-	-	-	4,025
Additions	-	10,838	-	-	-	10,838
Depreciation for the year	-	(2,834)	-	-	-	(2,834)
31 December 2023	-	12,029	-	-	-	12,029

b) Lease liabilities

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Lease payments	65,215	99,923	9,834	7,876
Less: Deferred interest expenses	(3,047)	(5,313)	(436)	(221)
Total	62,168	94,610	9,398	7,655
Less: Portion due within one year	(43,262)	(59,317)	(5,059)	(5,390)
Lease liabilities - net of current portion	18,906	35,293	4,339	2,265

A maturity analysis of lease payments is disclosed in Note 39 under the liquidity risk.

c) Expenses relating to leases that are recognised in profit or loss

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Depreciation expense of right-of-use assets	25,173	26,231	2,834	1,286
Interest expense on lease liabilities	3,371	4,776	225	103
Expense relating to short-term leases	987	3,411	-	-
Expense relating to leases of low-value assets	3,000	612	-	325
Expense relating to variable lease payments that do not depend on an index or a rate	232,831	140,041	24,154	16,553

The Group has lease agreements in respect of cash rewards options for villa/unit rental scheme agreements. The cash reward options are included fixed return or variable return based on actual hotel revenue or hotel profit. The term of the agreements are generally 3 - 5 years.

d) Others

The Group had total cash outflows for leases for the year ended 31 December 2023 of Baht 226 million (2022: Baht 166 million) (the Company only: Baht 24 million, 2022: Baht 16 million), including the cash outflow related to short-term leases, leases of low-value assets and variable lease payments that do not depend on an index or a rate. The future cash outflows relating to leases that have not yet commenced are disclosed in Note 35.

19.2 Group as a lessor

The Group has entered into operating leases for its investment property portfolio consisting of office and building of the lease terms are 1 - 3 years.

The Group has future minimum rentals receivable under non-cancellable operating leases as at 31 December 2023 and 2022 as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Within 1 year	25,808	22,543	10,308	5,669
Over 1 and up to 5 years	14,950	28,380	7,514	4,357
Total	40,758	50,923	17,822	10,026

20. Short-term loans from financial institutions

(Unit: Thousand Baht)

	Interest rate (percent per annum)	Consolidated financial statements		Separate financial statements	
		2023	2022	2023	2022
Short-term loans from financial institutions	MMR	610,000	1,080,000	510,000	650,000
Total		610,000	1,080,000	510,000	650,000

MMR: Money Market Rate

These short-term loans from financial institutions are secured by the mortgage of plots of land and buildings of its subsidiaries, as described in Note 18 and by the guarantee provided by subsidiaries.

21. Trade and other payables

(Unit: Thousand Baht)

	Consolidated financial statements		Separate Financial statements	
	2023	2022	2023	2022
Trade accounts payable	422,593	398,857	2,751	5,536
Accrued construction	8,475	7,055	-	-
Amounts due to related parties (Note 8)	201,159	164,014	35,484	56,170
Accrued expenses	391,840	324,721	32,132	46,049
Other payables	311,905	317,525	2,831	2,121
Service charge payable to hotel staff	40,866	37,310	-	-
Accrued rental to villa owners	135,431	71,788	9,711	10,874
Total	1,512,269	1,321,270	82,909	120,750

22. Other current liabilities

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Value added tax payable	122,435	108,281	9,452	16,493
Unearned income	12,178	19,148	-	-
Specific business tax payable	172,377	152,030	3,016	3,950
Other tax payable	22,538	16,960	3,185	2,533
Short-term provisions	31,874	-	-	-
Total	361,402	296,419	15,653	22,976

23. Long-term loans from financial institutions

(Unit: Thousand Baht)

No.	Facility	Repayment	Repayment period	Interest rate	Consolidated financial statements		Separate financial statements	
					2023	2022	2023	2022
	(Million Baht)			(% per annum)				
The Company								
1	75	Quarterly	April 2017 to October 2031	2.00 and MLR less 0.75 - 1.75	67,250	67,750	67,250	67,750
2	1,300	Quarterly	February 2020 to October 2036	2.00 and MLR less 0.75 - 2.00	1,291,000	1,292,000	1,291,000	1,292,000
3	20	Half-yearly	March 2024 to March 2025	MMR	20,000	20,000	20,000	20,000
Subsidiaries								
4	450	Quarterly	August 2017 to October 2038	2.00 and MLR less 0.50 - 2.00	304,625	305,000	-	-
5	335	Quarterly	November 2019 to October 2038	2.00 and MLR less 0.75 - 2.00	250,740	295,733	-	-
6	800	Quarterly	March 2013 to October 2038	2.00 and MLR less 0.50 - 2.00	239,500	240,000	-	-
7	400	Quarterly	February 2020 to October 2038	2.00 and MLR less 0.75 - 2.00	398,250	398,750	-	-
8	52	Quarterly	October 2023 to October 2030[a]	2.00 and MLR less 1.25 - 2.00	51,500	52,000	-	-
9	5	Monthly	May 2023 to April 2025	2.00 and MLR	-	5,000	-	-
10	1,000	Quarterly	October 2009 to October 2038[a]	2.00, MLR and MLR less 0.50 - 1.50	250,395	251,395	-	-
11	75	Quarterly	July 2019 to October 2038	2.00 and MLR less 0.75 - 2.00	72,500	73,500	-	-
12	800	Quarterly	February 2019 to October 2038	2.00 and MLR less 0.75 - 2.00	798,438	798,750	-	-
13	175	Quarterly	January 2017 to October 2038	2.00 and MLR less 0.50 - 2.00	152,500	153,500	-	-

(Unit: Thousand Baht)

No.	Facility	Repayment	Repayment period	Interest rate	Consolidated financial statements		Separate financial statements	
					2023	2022	2023	2022
	(Million Baht)			(% per annum)				
Subsidiaries (continued)								
14	200	Quarterly	October 2023 to October 2030	MLR less 1.25 - 1.50	198,000	200,000	-	-
15	298	Quarterly	June 2014 to October 2030[a]	2.00 and MLR less 1.00 - 2.00	72,766	73,729	-	-
16	135	Annually	July 2020 to December 2024[a]	MLR less 1.25 - 1.50	-	38,005	-	-
17	100	Quarterly	December 2016 to October 2030	2.00 and MLR less 1.00 - 2.00	47,000	48,000	-	-
18	300	Quarterly	May 2020 to October 2038[a]	2.00 and MLR less 0.75 - 2.00	26,008	76,619	-	-
19	400	Annually	December 2020 to December 2023[a]	MLR less 1.25 - 1.50	-	89,291	-	-
20	480	Annually	December 2022 to September 2023[a]	MLR less 1.25 - 1.50	-	11,923	-	-
21	130	Quarterly	April 2023 to January 2028	2.00 and MLR less 1.50	110,500	130,000	-	-
22	20	Annually	December 2023 to December 2024	MMR	-	20,000	-	-
23	45.5	Half-yearly	March 2024 to September 2024	MMR	10,000	35,000	-	-
24	40	Half-yearly	September 2023 to March 2025	MMR	35,500	40,000	-	-
25	300	Quarterly	August 2024 to May 2028[a]	MLR less 1.25 - 1.50	216,866	113,411	-	-
26	100	Half-yearly	December 2023 to December 2026	MLR less 1.50	20,660	-	-	-
Total long-term loans from financial institutions					4,633,998	4,829,356	1378,250	1,379,750
Less: Deferred financial fees					(8,914)	(10,731)	(3,966)	(4,412)
Long-term loans from financial institutions, net					4,625,084	4,818,625	1,374,284	1,375,338
Less: Current portion					(481,406)	(296,629)	(60,000)	(1,500)
Long-term loans from financial institutions, net of current portion					4,143,678	4,521,996	1,314,284	1,373,838

MMR: Money Market Rate

MLR: Minimum Loan Rate

(a) Also subject to mandatory prepayment in order and/or inverse order of maturity upon the ownership transfer of property sales units and/or when has received the deposits, down payment, the rental or purchase price.

Movement of the long-term loan account during the year ended 31 December 2023 and 2022 are summarised below:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Balance at beginning of year	4,829,356	5,367,518	1,379,750	1,379,750
Add: Draw down	125,115	150,735	-	-
Less: Repayments	(320,473)	(688,897)	(1,500)	-
Balance at ending of year	4,633,998	4,829,356	1,378,250	1,379,750

The additional borrowings during the year are for the property development projects and working capital of hotel operations.

The loans are secured by mortgage of plots of land and buildings of its subsidiaries, as described in Notes 10, 17, 18. The loan in (1) above is guaranteed by the pledge of 10 million ordinary shares of Thai Wah Public Company Limited.

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 2023, the long-term credit facilities of the subsidiaries which have not yet been drawn down amounted to Baht 641 million (2022: Baht 323 million).

24. Provision for long-term employee benefits

Provision for long-term employee benefits, which represents compensation payable to employees after they retire from the Company and other employee benefits plan, was as follows:

(Unit: Thousand Baht)

	Consolidated financial statements					
	2023			2022		
	Post-employment benefits	Other long-term benefits	Total	Post-employment benefits	Other long-term benefits	Total
Balance at beginning of year	77,710	29,004	106,714	73,963	32,839	106,802
Included in profit or loss:						
Current service cost	6,048	2,005	8,053	5,447	2,256	7,703
Interest cost	1,258	350	1,608	997	370	1,367
Gains on settlement	-	-	-	4,232	1,467	5,699
Actuarial (gain) loss arising from						
Demographic assumptions changes	-	(58)	(58)	-	-	-
Financial assumptions changes	-	(1,638)	(1,638)	-	-	-
Experience adjustments	-	3,575	3,575	-	-	-
Included in other comprehensive income:						
Actuarial (gain) loss arising from						
Demographic assumptions changes	(533)	-	(533)	-	-	-
Financial assumptions changes	(9,384)	-	(9,384)	-	-	-
Experience adjustments	50,190	-	50,190	-	-	-
Benefits paid during the year	(2,301)	(4,333)	(6,634)	(6,929)	(7,928)	(14,857)
Balance at end of year	122,988	28,905	151,893	77,710	29,004	106,714

(Unit: Thousand Baht)

	Separate financial statements					
	2023			2022		
	Post-employment benefits	Other long-term benefits	Total	Post-employment benefits	Other long-term benefits	Total
Balance at beginning of year	10,548	1,888	12,436	12,084	2,257	14,341
Included in profit or loss:						
Current service cost	581	101	682	581	110	691
Interest cost	145	24	169	137	25	162
Gains on settlement	-	-	-	322	195	517
Actuarial (gain) loss arising from						
Demographic assumptions changes	-	(3)	(3)	-	-	-
Financial assumptions changes	-	(78)	(78)	-	-	-
Experience adjustments	-	1,380	1,380	-	-	-
Included in other comprehensive income:						
Actuarial (gain) loss arising from						
Demographic assumptions changes	(75)	-	(75)	-	-	-
Financial assumptions changes	(1,453)	-	(1,453)	-	-	-
Experience adjustments	24,928	-	24,928	-	-	-
Benefits paid during the year	-	(475)	(475)	(2,576)	(699)	(3,275)
Balance at end of year	34,674	2,837	37,511	10,548	1,888	12,436

The Group expects to pay Baht 53 million of long-term employee benefits during the next year (the Company only: Baht 27 million) (2022: Baht 9 million, the Company only: Baht 0.4 million).

As at 31 December 2023, the weighted average duration of the liabilities for long-term employee benefit is 7 - 8 years (the Company only: 7 - 8 years) (2022: 10 years, the Company only: 10 years).

Significant actuarial assumptions are summarised below:

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Discount rate (% per annum)	3.12 - 3.21	1.40	3.12 - 3.21	1.40
Salary increase rate (% per annum)	2.00	2.00	2.00	2.00
Turnover rate (% per annum)	7.00 - 29.00	7.00 - 29.00	7.00 - 29.00	7.00 - 29.00

The result of sensitivity analysis for significant assumptions that affect the present value of the long-term employee benefit obligation as at 31 December 2023 and 2022 are summarised below:

(Unit: Thousand Baht)

	2023			
	Consolidated financial statements		Separate financial statements	
	Increase	Decrease	Increase	Decrease
Discount rate (+/- 0.50%)	(3,521)	3,721	(447)	471
Salary increase rate (+/-1.00%)	6,021	(5,462)	838	(763)

(Unit: Thousand Baht)

	2022			
	Consolidated financial statements		Separate financial statements	
	Increase	Decrease	Increase	Decrease
Discount rate (+/- 0.50%)	(2,705)	2,865	(150)	158
Salary increase rate (+/-1.00%)	5,208	(4,711)	363	(338)

25. Capital reserve

The capital reserve relates to the accounting of assets in subsidiaries at their fair values as at the acquisition date and cannot be used for dividend payments.

26. Revaluation surplus

This represents surplus arising from revaluation of property, plant and equipment.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Balance at beginning of year	5,395,189	5,450,230	141,313	141,313
Addition of revaluation surplus on assets	4,944,939	-	2,738	-
Reversal of revaluation surplus on disposal of assets	(53,422)	(55,041)	-	-
Balance at end of year	10,286,706	5,395,189	144,051	141,313

The revaluation surplus can neither be offset against deficit nor used for dividend payment.

27. Statutory reserve

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, the Company is required to set aside to a statutory reserve at least 5% of its net profit after deducting accumulated deficit brought forward (if any), until the reserve reaches 10% of the registered capital. The statutory reserve is not available for dividend distribution. At present, the statutory reserve has fully been set aside.

28. Revenue from contracts with customers

28.1 Disaggregated revenue information

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Revenue from contracts with customers:				
Revenue from hotel operations	3,700,579	2,397,982	42,470	30,167
Revenue from property development operations	2,263,035	2,314,067	-	-
Revenue from office rental operations - service income	7,950	7,948	1,912	1,753
Management fee income	1,478	2,267	85,781	78,455
Total revenue from contracts with customers	5,973,042	4,722,264	130,163	110,375
Revenue from office rental operations - rental income	27,106	27,854	10,201	9,749
Dividend income	-	-	193,479	19,074
Gain on revaluation of investment properties (Note 17)	100,414	34,758	20,250	12,896
Others	16,009	11,793	2,631	3,459
Total revenue	6,116,571	4,796,669	356,724	155,553
Timing of revenue recognition:				
Revenue recognised at a point in time	3,981,332	3,514,390	-	-
Revenue recognised over time	1,991,710	1,207,874	130,163	110,375
Total revenue from contracts with customers	5,973,042	4,722,264	130,163	110,375

Set out below is a reconciliation of the revenue from contracts with customers with the amounts disclosed in Note 37 relating to the segment information:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Revenue from external customers	5,910,767	4,688,026	45,847	34,052
Intersegment revenues	453,846	299,702	84,316	76,323
	6,364,613	4,987,728	130,163	110,375
Adjustments and eliminations	(391,571)	(265,464)	-	-
Total revenue from contracts with customers	5,973,042	4,722,264	130,163	110,375

28.2 Revenue recognised in relation to contract balances

As at 31 December 2023 and 2022, the Group had significant revenue recognised in relation to contract balance from hotel and property development operations, which are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Revenue recognised that was included in contract liabilities at the beginning of year	1,003,679	998,386	-	-

28.3 Revenue to be recognised for the remaining performance obligations

As at 31 December 2023, the Group has revenue from property development operations of Baht 9,944 million which is expected to be recognised as revenue over the next 3 years (2022: Baht 5,963 million which is expected to be recognised as revenue over the next 3 years) as construction of development properties progress.

29. Other income

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Dividend income	-	-	193,479	19,074
Management fee income	1,478	2,267	85,781	78,455
Gain on revaluation of investment properties (Note 17)	100,414	34,758	20,250	12,896
Gain on sales of property, plant and equipment	12,310	-	28	219
Others	3,699	11,793	2,603	3,240
Total	117,901	48,818	302,141	113,884

30. Finance cost

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Interest expense under effective interest method	206,028	197,108	109,398	77,715
Interest expense on lease liabilities	3,371	4,776	225	103
Total	209,399	201,884	109,623	77,818

31. Expenses by nature

Significant expenses classified by nature are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Salaries, wages and other employee benefits	1,219,648	913,992	185,792	129,418
Depreciation	399,869	412,537	6,062	5,223
Rental expenses from lease agreements	236,818	144,064	24,154	16,879
Repairs and maintenance	181,148	166,126	2,315	1,669
Water and electricity	266,321	210,726	4,106	3,414
Management fee, incentive fee and royalty fees	217,918	152,146	-	-
Commission	303,503	217,020	-	-
Sales and marketing expenses	367,343	141,958	155	70
Food and beverage cost	350,061	250,689	-	-
Increase in land and construction during the year	1,038,975	808,272	-	-
Change in property development cost	121,418	514,055	-	-

32. Income tax

Income tax expenses for the years ended 31 December 2023 and 2022 are made up as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Current income tax:				
Current income tax charge	79,751	29,976	-	-
Adjustment in respect of income tax of previous year	845	(115)	-	-
Write off prepaid withholding tax	86	295	-	-
Deferred tax:				
Relating to origination and reversal of temporary differences	107,993	(43,661)	1,547	(724)
Income tax expenses (revenue) reported in the income statement	188,675	(13,505)	1,547	(724)

The amounts of income tax relating to each component of other comprehensive income for the years ended 31 December 2023 and 2022 are as follows:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Deferred tax relating to revaluation surplus on assets	1,236,235	-	685	-
Deferred tax relating to gain on change in value of equity instruments designated at FVOCI	394	3,779	-	-
Deferred tax relating to actuarial loss	(8,055)	-	(4,680)	-

The reconciliation between accounting profit (loss) and income tax expense is shown below.

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Accounting profit (loss) before income tax	564,329	(8,232)	48,396	(96,342)
Applicable tax rate	0% - 20%	0% - 20%	20%	20%
Accounting profit (loss) before tax multiplied by income tax rate	113,544	(1,856)	9,679	(19,268)
Adjustment in respect of income tax of previous year	845	(115)	-	-
Write off prepaid withholding tax	86	295	-	-
Unused tax losses	70,380	96,926	20,695	20,135
Utilise of tax losses	(37,505)	(44,234)	-	-
Set up deferred tax assets for previously unrecognised tax losses	(26,215)	(87,115)	-	-
Set up (reversal) deferred tax liabilities as previously recorded	7,261	(14,283)	(620)	-
Reversal deferred tax assets as previously recorded	17,178	6,973	-	-
Effects of:				
Write off property development cost and property, plant and equipment	5,922	1,142	-	1,141
Exempt dividend income	-	-	(38,696)	(3,815)
Revenue treated under the Revenue code	-	9,135	-	-
Non-taxable expenses	37,179	19,627	10,489	1,083
Total	43,101	29,904	(28,207)	(1,591)
Income tax expenses (revenue) reported in the income statement	188,675	(13,505)	1,547	(724)

The components of deferred tax assets and deferred tax liabilities are as follows:

(Unit: Thousand Baht)

	Statements of financial position	
	Consolidated financial statements	
	2023	2022
Deferred tax assets (liabilities)		
Unutilised tax losses	101,001	117,904
Provision for long-term employee benefits	28,980	21,343
Intercompany charges to property development cost and property, plant and equipment	3,615	11,646
Other items of deferred tax assets	58,005	34,035
Revaluation surplus on assets	(2,952,837)	(1,718,460)
Temporary differences arising from revenue and cost recognition	(1,088,825)	(999,243)
Gain on revaluation of investment properties	(233,071)	(208,455)
Gain on change in value of equity instruments designated at FVOCI	(52,154)	(51,761)
Leases	1,603	-
Net deferred tax liabilities	(4,133,683)	(2,792,991)
Reflected in the statements of financial position as follows:		
Deferred tax assets	16,478	69,285
Deferred tax liabilities	(4,150,161)	(2,862,276)
Net deferred tax liabilities	(4,133,683)	(2,792,991)

(Unit: Thousand Baht)

	Statements of financial position	
	Separated financial statements	
	2023	2022
Deferred tax assets (liabilities)		
Provision for long-term employee benefits	7,502	2,487
Other items of deferred tax assets	803	990
Revaluation surplus on assets	(21,180)	(21,109)
Temporary differences arising from revenue recognition	(64,320)	(68,806)
Gain on revaluation of investment properties	(35,906)	(29,111)
Net deferred tax liabilities	(113,101)	(115,549)

As at 31 December 2023, the Group has tax losses of Baht 2,249 million (2022: Baht 2,171 million) (the Company only: Baht 274 million, 2022: Baht 170 million) that are available for offset against future taxable profits of the companies in which the losses arose, for which no deferred tax asset is recognised due to uncertainty of its recoverability. These tax losses are subject to the agreement of the taxation authorities and compliance with certain provisions of the tax legislation of the respective countries in which the companies operate. Details of expiry date of unused tax losses are summarised as below:

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Year of expiry:				
Within 1 year	68,468	124,685	-	-
Over 1 year to 5 years	2,180,460	2,046,799	273,642	170,167
Total	2,248,928	2,171,484	273,642	170,167

33. Earnings per share

Basic earnings per share is calculated by dividing the profit (loss) for the year attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the year.

	For the years ended 31 December			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Profit (loss) attributable to equity holders of the Company (Thousand Baht)	367,639	7,106	46,850	(95,618)
Weighted average number of ordinary shares (Thousand shares)	166,683	166,683	166,683	166,683
Profit (loss) per share (Baht/share)	2.21	0.04	0.28	(0.57)

34. Provident fund

The Group and their employees have jointly established a provident fund in accordance with the Provident Fund Act B.E. 2530. Contributions are made to the fund by both employees and the Group and will be paid to employees upon termination in accordance with the fund rules of the Group's provident fund.

During the years, the contributions were recognised as expenses as following details:

(Unit: Million Baht)

	Fund Manager		Company's contribution in	
Company	Operation staffs	Office staffs	2023	2022
Laguna Resorts & Hotels Public Company Limited	MFC Asset Management Plc.	MFC Asset Management Plc.	3.8	2.7
Laguna Grande Limited	MFC Asset Management Plc.	MFC Asset Management Plc.	1.3	1.0
Bangtao Grande Limited	SCB Asset Management Company Limited	-	3.5	2.6
Laguna Banyan Tree Limited	MFC Asset Management Plc.	MFC Asset Management Plc.	5.9	4.7
Banyan Tree Gallery (Thailand) Limited	-	MFC Asset Management Plc.	0.3	0.3
Laguna Service Company Limited	-	MFC Asset Management Plc.	1.7	1.5
Laguna Holiday Club Limited	-	MFC Asset Management Plc.	0.2	0.2
Thai Wah Plaza Limited	TISCO Assets Management Company Limited	MFC Asset Management Plc.	3.8	2.8
Laguna Excursions Limited	-	MFC Asset Management Plc.	-	0.1
Phuket Grande Resort Limited	MFC Asset Management Plc.	MFC Asset Management Plc.	0.7	0.6

35. Commitments

Capital commitment

As at 31 December 2023, the Group has capital commitments as follows:

a) The subsidiaries have commitments in respect of constructing new and renovating existing hotel properties and office rental amounting to Baht 78 million (2022: Baht 81 million).

b) The subsidiaries have commitments that relate to projects to develop properties for sale amounting to Baht 1,637 million (2022: Baht 1,309 million).

c) A subsidiary entered into sales and purchase agreements for land with unrelated persons. The subsidiary paid the deposit of Baht 144 million and the remaining Baht 144 million shall be paid in within 12 April 2024.

d) A subsidiary entered into an agreement to purchase and sale of land, having a total land area of 1 rai 54.25 square wah, with a company which has a mutual director with other subsidiary in the Group (the mutual director is an unauthorised signatory director of such subsidiary). The subsidiary paid the deposit of Baht 3 million and the remaining Baht 32 million shall be paid in within 28 March 2024.

Operating agreements

As at 31 December 2023, the Group has operating agreements as follows:

a) 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. These agreements are summarised below:

Company	Business unit	Operator	Contract period	Fees
Bangtao Grande Limited	Angsana Laguna Phuket	Banyan Tree Hotels & Resorts Pte. Limited	1.7.2012 - 30.11.2031 **(b)**	- Royalty fee: 3% of total revenue
		Banyan Tree Hotels & Resorts (Thailand) Limited	1.7.2012 - 30.11.2031 **(b)**	- Management fee: 10% of gross operating profit
		Banyan Tree Marketing Group Pte. Ltd.	1.7.2012 - 30.11.2031 **(b)**	- Group Marketing service fee: 2% of total actual hotel revenue*
	Homm Suites Laguna (formerly known as "Laguna Holiday Club Phuket Resort")	Banyan Tree Hotels & Resorts Pte. Limited	19.10.2015 - 18.10.2035 **(a)**	- Royalty fee: 2% of total revenue
		Banyan Tree Hotels & Resorts (Thailand) Limited	19.10.2015 - 18.10.2035 **(a)**	- Management fee: 7.5% of gross operating profit
Laguna Banyan Tree Limited	Banyan Tree Phuket	Banyan Tree Hotels & Resorts Pte. Limited	1.1.2016 - 31.12.2025 **(a)**	- Royalty fee: 2% of total revenue
		Banyan Tree Hotels & Resorts (Thailand) Limited	1.1.2016 - 31.12.2025 **(a)**	- Technical fee: 7.5% of gross operating profit
		Banyan Tree Marketing Group Pte. Ltd.	1.1.2016 - 31.12.2025 **(a)**	- Group Marketing service fee: 2% of total actual hotel revenue*
Thai Wah Plaza Limited	Banyan Tree Bangkok	Banyan Tree Hotels & Resorts Pte. Limited	1.1.2022 - 31.12.2041	- Royalty fee: 3% of total revenue
		Banyan Tree Hotels & Resorts (Thailand) Limited	1.1.2022 - 31.12.2041	- Management fee: 10% of gross operating profit
		Banyan Tree Marketing Group Pte. Ltd.	1.1.2022 - 31.12.2041	- Group Marketing service fee: 2% of total actual hotel revenue*
Phuket Grande Resort Limited	Casa Phuket	Banyan Tree Hotels & Resorts Pte. Limited	20.10.2015 - 19.10.2040 **(c)**	- Royalty fee: 2% of total revenue
		Banyan Tree Hotels & Resorts (Thailand) Limited	20.10.2015 - 19.10.2040 **(c)**	- Management fee: 7.5% of gross operating profit
		Banyan Tree Marketing Group Pte. Ltd.	20.10.2015 - 19.10.2040 **(c)**	- Group Marketing service fee: 2% of total actual hotel revenue*
Banyan Tree Gallery (Thailand) Limited	Gallery	Banyan Tree Hotels & Resorts Pte. Limited	1.1.2009 onwards	- Royalty fee: 1% of total revenue

(a) Operator has option to extend for 1 additional period of 10 years

(b) Operator has option to extend for 1 additional period of 20 years

(c) Either party may extend the contract period for another 20 years with indefinite number of extension.

* The rate has been applied since 1 July 2016.

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 31 December 2023, the Group has future minimum payments under service agreement, short-term leases and lease of low-value assets amounting to Baht 30 million (2022: Baht 23 million) (the Company only: Baht 1 million, 2022: Baht 1 million).

c) As at 31 December 2023 and 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 financial statements		Separate financial statements	
	2023	2022	2023	2022
Payable within:				
In up to 1 year	-	1	-	-
In over 1 and up to 5 years	1	2	-	-

Servitude over land

As at 31 December 2023, some subsidiaries have land servitudes of approximately 11 rai (2022: 13 rai) in Phuket province, which are presented under property development cost and property, plant and equipment.

36. Guarantees

As at 31 December 2023 and 2022, there were bank guarantees amounting to Baht 50 million (the Company only: Baht 0.4 million) issued to various parties on behalf of the Group, mainly provided for the usage of electricity, other utilities and telecommunication channels.

37. Segment information

Operating segment information is reported in a manner consistent with the internal reports that are regularly reviewed by the chief operating decision maker in order to make decisions about the allocation of resources to the segment and assess its performance.

For management purposes, the Group is organised into business units based on its products and services and have the reportable segments as follows:

- Hotel business segment relates to hotel and restaurant operations including other relating businesses such as golf club and sales of merchandise.
- Property development segment relates to property sales and sale of holiday club memberships.
- Office rental segment relates to rental and service from land and buildings which managements manage for lease.
- Head office segment relates to expenses incurred by corporate office and is not allocated to other operating segments.

No operating segments have been aggregated to form the above reportable operating segments.

The chief operating decision maker monitors the operating results of the business units separately for the purpose of making decisions about resource allocation and assessing performance. Segment performance is measured based on operating profit or loss and on a basis consistent with that used to measure operating profit or loss in the financial statements.

The basis of accounting for any transactions between reportable segments is consistent with that for third party transactions.

The following tables present revenue and profit (loss) information regarding the Group's operating segments for the years ended 31 December 2023 and 2022, respectively.

Intersegment revenues are eliminated on consolidation.

(Unit: Million Baht)

	For the year ended 31 December 2023				
	Hotel Business	Property Development	Office Rental	Head Office	Total
Revenue:					
Segment revenue					
Total revenues	3,966	2,293	40	-	6,299
Intersegment revenues	(265)	(30)	(5)	-	(300)
Revenue from external customers	3,701	2,263	35	-	5,999
Results:					
Segment results	181	537	(4)	(114)	600
Unallocated income					118
Profit from operations and other income					718
Finance income	2	44	-	-	46
Finance cost	(123)	(13)	-	(73)	(209)
Share of profit from investments in associates					10
Profit before income tax expenses					565
Income tax revenue (expenses)	(76)	(120)	3	4	(189)
Profit for the year					376
Other segment information					
Depreciation of property, plant and equipment	350	16	2	7	375
Depreciation of right-of-use assets	1	24	-	-	25

(Unit: Million Baht)

	For the year ended 31 December 2022				
	Hotel Business	Property Development	Office Rental	Head Office	Total
Revenue:					
Segment revenue					
Total revenues	2,571	2,320	44	-	4,935
Intersegment revenues	(173)	(6)	(8)	-	(187)
Revenue from external customers	2,398	2,314	36	-	4,748
Results:					
Segment results	(260)	510	1	(176)	75
Unallocated income					49
Profit from operations and other income					124
Finance income	-	41	-	-	41
Finance cost	(110)	(26)	-	(66)	(202)
Share of profit from investments in associates					29
Loss before income tax expenses					(8)
Income tax revenue (expenses)	130	(148)	-	31	13
Profit for the year					5
Other segment information					
Depreciation of property, plant and equipment	356	23	2	5	386
Depreciation of right-of-use assets	8	18	-	-	26

Revenue from external customers attributed to the Company's country of domicile and other countries.

(Unit: Million Baht)

	2023	2022
Revenue from external customers		
Thailand	5,973	4,726
Others	26	22
Total	5,999	4,748
Non-current assets other than financial instruments and deferred tax assets		
Thailand	22,292	14,212
Others	7	11
Total	22,299	14,223

For the years 2023 and 2022, the Group has no major customer with revenue of 10 percent or more of an entity's revenues.

38. Fair value hierarchy

As at 31 December 2023 and 2022, the Group had the assets and liabilities that were measured or disclosed at fair value using different levels of inputs as follows:

(Unit: Million Baht)

	Consolidated financial statements			
	31 December 2023			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Investment properties	-	-	1,624	1,624
Property, plant and equipment - land and buildings	-	-	17,422	17,422
Non-listed equity investments	-	-	867	867
Assets disclosed at fair values				
Investment in associate - Thai Wah Plc.	352	-	-	352

(Unit: Million Baht)

	Consolidated financial statements			
	31 December 2022			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Investment properties	-	-	1,417	1,417
Property, plant and equipment - land and buildings	-	-	11,334	11,334
Non-listed equity investments	-	-	865	865
Assets disclosed at fair values				
Investment in associate - Thai Wah Plc.	459	-	-	459

(Unit: Million Baht)

	Separate financial statements			
	31 December 2023			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Investment properties	-	-	227	227
Property, plant and equipment - land and buildings	-	-	19	19
Assets disclosed at fair values				
Investment in associate - Thai Wah Plc.	352	-	-	352

(Unit: Million Baht)

	Separate financial statements			
	31 December 2022			
	Level 1	Level 2	Level 3	Total
Assets measured at fair value				
Investment properties	-	-	194	194
Property, plant and equipment - land and buildings	-	-	19	19
Assets disclosed at fair values				
Investment in associate - Thai Wah Plc.	459	-	-	459

39. Financial instruments

39.1 Financial risk management objectives and policies

The Group's financial instruments principally comprise cash and cash at banks, trade and other receivables, trade and other payables, investments, loans to and loans from. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk

The Group is exposed to credit risk primarily with respect to trade accounts receivable from the hotel, space rental, and property development businesses. For the maximum exposure to credit risk is limited to the carrying amounts as stated in the statement of financial position.

Trade accounts receivable

The Group manages the risk by adopting appropriate credit control policies and procedures and therefore does not expect to incur material financial losses. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance obtained from reputable banks and other financial institutions. In addition, the Group does not have high concentrations of credit risk since it has a large and unrelated customer base.

An impairment analysis is performed at each reporting date to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar credit risks. The Group classifies customer segments by geographical region, product type, customer type and rating. The Group does not hold collateral as security. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are provision for doubtful debts if past due for more than one year and are not subject to enforcement activity.

Financial instruments and cash deposits

The Group manages the credit risk from balances with banks and financial institutions by making investments only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Group's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Group's Executive Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments.

The credit risk on debt instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

Foreign currency risk

The Group's exposure to the risk of changes in foreign exchange rates relates primarily to trading transactions and borrowings that are denominated in foreign currencies.

As at 31 December 2023 and 2022, the balances of the Group's financial assets and liabilities denominated in foreign currencies are summarised below.

	Consolidated financial statements				Separate financial statements					
	Financial assets as at 31 December		Financial liabilities as at 31 December		Financial assets as at 31 December		Financial liabilities as at 31 December		Average exchange rate as at 31 December	
Foreign currency	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
	(Million)	(Million)	(Million)	(Million)	(Million)	(Million)	(Million)	(Million)	(Baht per 1 foreign currency unit)	
US Dollar	1	1	3	1	-	-	-	-	34.1781	34.5141
SGD	-	-	1	-	-	-	-	-	25.9378	25.6818

Interest rate risk

The Group's exposure to interest rate risk relates primarily to their deposits with financial institutions, trade accounts receivable, long-term trade accounts receivable, trade accounts payables, bank overdrafts and loans. Most of the Group's financial assets and liabilities have floating interest rates or fixed interest rates which are close to the market interest rates. The Group does not use derivative financial instruments to hedge such risk.

As at 31 December 2023 and 2022, significant financial assets and liabilities classified by type of interest rate are summarised in the table below, with those financial assets and liabilities that carry fixed interest rates further classified based on the maturity date, or the repricing date if this occurs before the maturity date.

(Unit: Million Baht)

	Consolidated financial statements					
	As at 31 December 2023					
	Fixed interest rates					
	Within 1 year	Over 1 year to 5 years	Floating interest rate	Non-Interest bearing	Total	Interest rate (% per annum)
Financial assets						
Cash and cash equivalents	24	-	1,417	12	1,453	0.35 - 0.95
Trade and other receivables	281	-	-	724	1,005	0.00 - 7.00
Other current financial assets	17	-	-	-	17	0.90 - 1.00
Long-term trade accounts receivable	-	499	-	-	499	0.00 - 7.00
Financial liabilities						
Trade and other payables	-	-	-	1,512	1,512	-
Short-term loans from financial institutions	-	-	610	-	610	4.70 - 5.65
Long-term loans from financial institutions	-	-	4,625	-	4,625	2.00 - 5.50

(Unit: Million Baht)

	Consolidated financial statements					
	As at 31 December 2022					
	Fixed interest rates					
	Within 1 year	Over 1 year to 5 years	Floating interest rate	Non-Interest bearing	Total	Interest rate (% per annum)
Financial assets						
Cash and cash equivalents	24	-	1,146	8	1,178	0.15 - 0.35
Trade and other receivables	285	-	-	617	902	0.00 -7.00
Other current financial asset	17	-	-	-	17	0.30 - 0.50
Long-term trade accounts receivable	-	421	-	-	421	0.00 - 7.00
Financial liabilities						
Trade and other payables	-	-	-	1,321	1,321	-
Short-term loans from financial institutions	-	-	1,080	-	1,080	3.25 - 4.13
Long-term loans from financial institutions	-	-	4,819	-	4,819	2.00 - 4.25
Long-term loan from related company	-	6	-	-	6	1.50

(Unit: Million Baht)

	Separate financial statements					
	As at 31 December 2023					
	Fixed interest rates					
	Within 1 year	Over 1 year to 5 years	Floating interest rate	Non-Interest bearing	Total	Interest rate (% per annum)
Financial assets						
Cash and cash equivalents	-	-	419	-	419	0.35 - 0.60
Trade and other receivables	-	-	-	163	163	-
Other current financial asset	2	-	-	-	2	0.90
Long-term loans to subsidiaries	-	-	1,335	-	1,335	4.09
Financial liabilities						
Trade and other payables	-	-	-	83	83	-
Short-term loans from financial institutions	-	-	510	-	510	4.70 - 5.65
Long-term loans from subsidiaries	-	-	755	-	755	3.87 - 4.15
Long-term loans from financial institution	-	-	1,374	-	1,374	2.00 - 4.75

(Unit: Million Baht)

	Separate financial statements					
	As at 31 December 2022					
	Fixed interest rates					
	Within 1 year	Over 1 year to 5 years	Floating interest rate	Non-interest bearing	Total	Interest rate (% per annum)
Financial assets						
Cash and cash equivalents	-	-	45	-	45	0.15 - 0.35
Trade and other receivables	-	-	-	281	281	-
Other current financial asset	2	-	-	-	2	0.50
Long-term loans to subsidiaries	-	-	1,468	-	1,468	3.58
Financial liabilities						
Trade and other payables	-	-	-	121	121	-
Short-term loans from financial institutions	-	-	650	-	650	3.25 - 4.13
Long-term loans from subsidiaries	-	-	479	-	479	1.25 - 4.53
Long-term loans from financial institution	-	-	1,375	-	1,375	2.00 - 2.95

Interest rate sensitivity

As at 31 December 2023, a possible change in floating interest rates of loans from financial institutions from by 1% may affect the Group's profit (loss) before tax by Baht 37 million (2022: Baht 49 million).

The above analysis has been prepared assuming that the amounts of the floating rate loans from financial institutions, and all other variables remain constant over one year. Moreover, the floating legs of these loans from financial institutions are assumed to not yet have set interest rates. As a result, a change in interest rates affects interest receivable/payable for the full 12-month period of the sensitivity calculation.

Liquidity risk

The Group monitors the risk of a shortage of liquidity through the use of bank overdrafts, trade accounts payable, bank loans and lease contracts. As at 31 December 2023, approximately 38% of the Group's debt will mature in less than one year (2022: 37%) (the Company only: 22%, 2022: 28%) based on the carrying value of borrowings reflected in the financial statements. The Group has assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Group has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

The table below summarises the maturity profile of the Group's non-derivative financial liabilities as at 31 December 2023 and 2022 based on contractual undiscounted cash flows:

(Unit: Thousand Baht)

	Consolidated financial statements				
	As at 31 December 2023				
	On demand	Less than 1 year	1 to 5 Years	Over 5 years	Total
Short-term loans from financial institutions	-	610,000	-	-	610,000
Trade and other payables	-	1,512,269	-	-	1,512,269
Long-term loans	-	481,406	1,056,172	3,096,420	4,633,998
Lease liabilities	-	45,039	20,176	-	65,215
Total	-	2,648,714	1,076,348	3,096,420	6,821,482

(Unit: Thousand Baht)

	Consolidated financial statements				
	As at 31 December 2022				
	On Demand	Less than 1 year	1 to 5 years	Over 5 years	Total
Short-term loans from financial institutions	-	1,080,000	-	-	1,080,000
Trade and other payables	-	1,321,270	-	-	1,321,270
Long-term loans	-	296,629	1,071,884	3,460,843	4,829,356
Lease liabilities	-	62,363	37,560	-	99,923
Total	-	2,760,262	1,109,444	3,460,843	7,330,549

(Unit: Thousand Baht)

	Separate financial statements				
	As at 31 December 2023				
	On Demand	Less than 1 year	1 to 5 years	Over 5 years	Total
Short-term loans from financial institutions	-	510,000	-	-	510,000
Trade and other payables	-	82,909	-	-	82,909
Long-term loans	-	60,000	335,650	982,600	1,378,250
Lease liabilities	-	5,286	4,548	-	9,834
Total	-	658,195	340,198	982,600	1,980,993

(Unit: Thousand Baht)

	Separate financial statements				
	As at 31 December 2022				
	On demand	Less than 1 year	1 to 5 years	Over 5 years	Total
Short-term loans from financial institutions	-	650,000	-	-	650,000
Trade and other payables	-	120,750	-	-	120,750
Long-term loans	-	1,500	297,650	1,080,600	1,379,750
Lease liabilities	-	5,526	2,350	-	7,876
Total	-	777,776	300,000	1,080,600	2,158,376

39.2 Fair value of financial instruments

The methods and assumptions used by the Group in estimating the fair value of financial instruments are as follows:

a) For financial assets and liabilities which have short-term maturities, including cash and cash at banks, accounts receivable and accounts payable, their carrying amounts in the statement of financial position approximate their fair value.

b) The fair value of equity securities is generally derived from quoted market prices, or based on generally accepted pricing models when no market price is available.

c) The carrying amounts of short-term and long-term loans carrying interest at rates approximating the market rate, in the statement of financial position approximates their fair value.

During the current year, there were no transfers within the fair value hierarchy.

39.3 Reconciliation of recurring fair value measurements of financial assets categorised within Level 3 of the fair value hierarchy

(Unit: Thousand Baht)

	Consolidated financial statement	
	2023	2022
Non-listed equity investments		
Balance at beginning of year	865,168	846,271
Net gain recognised into other comprehensive income	1,969	18,897
Balance at end of year	867,137	865,168

40. Capital management

The primary objective of the Company's capital management is to ensure that it has appropriate financial structure and preserves the ability to continue its business as a going concern and it meets financial covenants attached to the loan agreements. The Group has complied with these covenants throughout the reporting periods.

According to the statement of financial position as at 31 December 2023, the Group's debt-to-equity ratio was 0.97:1 (2022: 1.30:1) and the Company's was 0.71:1 (2022: 0.68:1).

41. Litigations

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.

On 17 October 2022, the subsidiary submitted the counter appeal statement to the Appeal Court.

On 17 March 2023, the Appeal Court reversed the Phuket Provincial Court's judgement and ordered the subsidiary to return of Baht 17.2 million plus interest at 7.5% from the date of the plaint to 10 April 2021 and interest at 5% from 11 April 2021 until the payment has been paid in full.

On 20 April 2023, the subsidiary submitted the appeal statement to the Supreme Court.

As at 30 September 2023, the subsidiary set up provision of Baht 6.7 million for such interest. The principal amount of Baht 17.2 million was previously recorded in advance received from customers account, however; it was reclassified to other payable during the period.

On 27 December 2023, the Supreme Court made an appointment to certify a settlement agreement to settle the outstanding disputes in relation to this case. Moreover, the subsidiary placed Baht 24.4 million to the Supreme Court as a part of such agreement. The Supreme Court postponed the certification to 16 January 2024.

On 16 January 2024, both parties have settled this case at the Supreme Court. The subsidiary agreed to return Baht 24.4 million to the plaintiff and the plaintiff accepted the payment and agreed not to proceed any legal cases against the subsidiary. Therefore, this case has been final.

42. Event after reporting period

On 21 February 2024, the meeting of the Company's Board of Directors passed the resolution to propose to Annual General Meeting of the Company's shareholders for approval of dividend payment from the retained earnings as at 31 December 2023. The dividend will be paid by cash at the rate of Baht 1.35 per share. The payment of the final dividend is dependent on approval being granted by the shareholders.

43. Approval of financial statements

These financial statements were authorised for issue by the Company's Board of Directors on 21 February 2024.

Management's Discussion and Analysis

Management's Discussion and Analysis (MD&A)

1 Analysis of Operating Results and Financial Position

For the year ended 31st December 2023, Thailand's hospitality sector experienced a post-pandemic tourism thrive which driven the overall hotel performance to surpass pre-pandemic level, together with a continued demand for property sales in Phuket. As a result, the performance of Laguna Resorts & Hotels Public Company Limited ("the Company:") is better than last year. The Company reported a net profit of 368 million this year, compared to a net profit of Baht 7 million last year.

Total revenue for the year increased by Baht 1,320 million as compared to last year due to the followings:

- The overall revenue from hotel operations which comprises hotel, golf, and retail operations increased by Baht 1,303 million. Since Thailand's hospitality businesses are continuously rebounding, both from local and foreign travelers, and the government also encourages and promotes tourism, as a result, the revenue in the current period has already exceeded the revenue in pre-COVID19. As a result, the occupancy rates, average daily rates (ADR), and revenue per available room (RevPAR) of hotels were significantly improved.

- Revenue from property development operations which comprises property sales and the sale of holiday club memberships decreased by Baht 51 million. The variance is largely attributed to the revenue recognition of property sales projects from last year, namely Skypark, Angsana Beachfront Residence, Banyan Tree Grand Residence projects, which has been reduced this year. The main property project was recognised for the property sales in this year, namely Angsana Oceanview project. At the time of this report, there was a total of Baht 9,944 million in the property sales backlog which will be recognised in the future.

- Other income increased by Baht 69 million mainly due to gain on revaluation of investment properties, and gain on sales of assets.

Total expenses increased by Baht 726 million as compared to last year which is generally attributed to the followings:

- The cost of hotel operations increased by Baht 738 million in line with an increase in the hotel revenue.

- The cost of property development operations decreased by Baht 162 million as a result of lower revenue recognition of property sales during this year.

- Selling expenses increased by Baht 215 million as a result of significantly higher commission expenses from travel agents from hotel operations, which ascended in line with the hotel revenue. Moreover, the Group held more property exhibitions in Russia this year to promote new property projects. In addition, Specific Business Tax rose in line with revenue recognition for property units during the year.

- Administrative expenses dropped by Baht 72 million mostly due to reversal of impairment on land and buildings this year. The primary reason for the reversal is the high demand from investors seeking to purchase land in Phuket and Bangkok. The substantial investments in various real estate development projects within these locations, leading to a surge in overall land prices during 2023.

Share of profit from investment in associates decreased by Baht 19 million due to decrease in profits from Thai Wah Plc during this period, mainly from Starch and food business as the increase in raw material cost was higher than the increase in selling price.
Finance costs increased by Baht 8 million, the key reason was because the Bank of Thailand announced continuing interest rate rises during the year. Even if the Group's loan amount declined, its interest cost calculated using the effective interest rate method has increased.

Income tax expenses rose by Baht 202 million mainly due to an increase in deferred tax liabilities, which the Group set up deferred tax liabilities related to revenue recognition of property projects namely Skypark and Angsana Oceanview projects this year. Furthermore, the current corporate income tax charge increased from the revenue recognition of the Skypark project, for which the developer of this project has fully utilized tax loss carry forward this year.

Profit attributable to the non-controlling interest of the subsidiaries increased by Baht 10 million, mostly due to good performance from the gallery business during this year.

For the reasons stated above, the Group's profit is higher as compared to the last year.

Hotel Operations

(Unit: Million Baht)

	2023	%	2022	%	2021	%
Revenues	3,701	100	2,398	100	688	100
Expenses	2,320	63	1,582	66	865	126
Gross Operating Profit	1,381	37	816	34	(177)	(26)

- Majority of countries such as Russia, Europe, Korea, Middle East and India have outperformed revenue from Pre-Covid by 30%, with India the strongest growth with more than double, mainly attributed to the wedding market. The only 2 countries that have underperformed were Japan and China. With Japan stagnating due to the conservative nature of the market, and China still undergoing macro economical struggles.

- The highest value source of reservations is Hotel Direct, mainly from email/phone, GDS, CRO and other at 58% of room revenue and 73% of room nights booked. Brand website bookings decreased from 11% of room revenue in 2022, to 7% in 2023 as the return of other segments such as wholesale, weddings and OTAs had a delayed ramping up of business in 2022 compared to hotel direct bookings.

Property Sales and Holiday Club Membership Operations

(Unit: Million Baht)

	2023	%	2022	%	2021	%
Revenues	2,263	100	2,314	100	742	100
Expenses	1,160	51	1,322	57	403	54
Gross Operating Profit	1,103	49	992	43	339	46

- Revenues and expenses for year 2023 were Baht 2,263 million and Baht 1,160 million, respectively, lower than last year. The variance was largely attributed to the lower revenue recognition of Skypark Aurora – Building C compared to last year Skypark Aurora – Building A&B. The operating margin of 49% was higher than the years 2022 and 2021 which were 43% and 4%, respectively.

- The remaining sold units totaling Baht 9,944 million will be recognized in the future barring any cancellations.

Balance Sheet

The main balance sheet items at 31 December 2023 and 2022 are as follows:

(Unit: Million Baht)

	Note	31 December 2023	31 December 2022
Cash and cash equivalents	1	1,453	1,178
Trade and other receivables	2	1,504	1,322
Property development cost	3	3,537	3,658
Investment in associates	4	1,077	991
Investment properties	5	1,624	1,417
Property, plant, equipment and land	6	18,596	12,251
Loans from banks	7	5,235	5,899
Deferred tax liabilities	8	4,150	2,862
Shareholders' equity	9	15,228	9,848

The main points regarding the Balance Sheet movements in the year ended 31 December 2023 are:

1. The main movements of cash and cash equivalents are explained in the commentary on Cash Flows below.

2. Trade accounts receivable and other account receivable balances are higher than last year due to the increase in receivables from hotel and property development operations of Baht 76 million along with higher amounts due from related parties and long-term trade accounts receivable of Baht 47 million and Baht 79 million, respectively. However, other receivables decreased by Baht 20 million resulting to total varience of Baht 182 million.

3. Property development cost decreased by Baht 121 million from last year as 157 units of Skypark project and 22 units of Angsana Oceanview project were recognised during the year.

4. The increase in investment in associates is attributed to share of profit from Thai Wah Public Company Limited.

5. The investment property increased from the prior year due to fair value adjustments recognised in December 2023.

6. The increase in property, plant, equipment and land is mainly due to lands and buildings revaluation during the year.

7. Loans from banks mainly decreased due to long-term loan repayments of Baht 320 million and lower balances of bank overdrafts and short-term loans of Baht 470 million offset by long-term loan draw drawn of Baht 125 million.

8. Deferred tax liabilities comprised of revaluation surplus on assets of Baht 2,961 million, gain on revaluation of investment properties of Baht 233 million, unearned income of Baht 1,477 million, and other temporary differences of Baht 154 million. The deferred tax liabilities were offset with Baht 675 million of deferred tax assets resulting to the balance of Baht 4,150 million.

9. The increase in shareholders' equity is due to Baht 376 million of net profit and Baht 5,004 million of other comprehensive income for the year 2023.

Cash Flows

The cash and cash equivalents of Baht 1,453 million as at 31 December 2023 is Baht 275 million increased from 31 December 2022. The main component of cash inflow during the year was the net cash flow from operations amounting to Baht 1,504 million. This was largely a function of advance received from customers during the year.

The drawdown of long-term loans from financial institutions of Baht 125 million, cash received from sales of fixed assets of Baht 59 million, and dividend received from investment in associate of Baht 19 million also contributed to the cash inflow in 2023.

Cash outflow comprised mainly of financing activities including long-term loan repayments of Baht 327 million, decrease in bank overdrafts and short-term loans of Baht 470 million, lease liabilities payment of Baht 53million, and cash paid for acquisition of investment properties of Baht 12 million.

The Group also invested in fixed assets of Baht 569 million which largely relates to hotel capital expenditures and the renovations of Banyan Tree Bangkok, Banyan Tree Phuket, and Angsana Phuket.

Cash Inflow	Million Baht
Long-term loan drawdown	125
Cash received from sales of fixed asset	59
Dividend received from investment in associate	19
Cash flow from operations	1,504
Total	1,707

Cash Outflow	Million Baht
Cash paid for acquisition of fixed assets	569
Decrease in bank overdrafts and short-term loans	470
Long-term loan repayment	327
Payment of lease liabilities	53
Cash paid for acquisition of investment properties	12
Net exchange differences on translation	1
Total	1,432

Commentary on Consolidated Financial Ratios

Liquidity ratios

- Current ratio – This is lower than the prior-year due to an increase in current liabilities which are largely a function of advance receipts from customers.
- Quick ratio – This is the same as the prior-year as cash and cash equivalents, and trade accounts receivable increased in similar proportion with current liabilities.
- Cash flow from operating activities ratio – This is lower than the prior-year due to an increase in current liabilities while cash flow from operations is slightly lower than the prior-year.
- Receivable turnover – This is higher than the prior-year due to a significant increase in revenue from hotel operations.
- Inventory turnover – This is lower than the prior-year due to an increase in finished goods of Banyan Tree Gallery and guest supplies reserving for hotel customers.
- Inventory turnover period – This is higher than the prior-year as the inventory turnover is low.
- Accounts payable turnover – This is higher than the prior-year due to an increase in direct hotel operations expenses.
- Payment period – This is lower than the prior-year as the accounts payable turnover is high.
- Cash cycle – This is higher than the prior-year due to an increase in inventory turnover period.

Profitability ratios

- Gross profit margin – This is higher than the prior-year due to an increase in revenues from hotel operations.
- Profit margin from operations – This is higher than the prior year due to an increase in profit from hotel and property development operations.
- Net profit margin from operations and return on equity – These are higher than the prior year due to an increase in gross profit from hotel and property development operations, an increase in other income from gain on changing fair value of lands and buildings, and a decrease in depreciation expenses.

Efficiency ratios

- Return on total assets and return on fixed assets – These are higher than the prior year due to an increase in revenue from hotel operations and gain on changing fair value of lands and buildings.

Financial policy ratios

- Debt to equity – This is lower than the prior-year due to an increase in shareholders' equity which is largely a function of revaluation surplus on assets.
- Interest coverage and Pay-out ratio (cash) – These are higher than the prior-year due to an increase in payment of interest and corporate income tax.
- Dividend payout ratio – This is based on the dividend policy which is subject to the Board of Directors' discretion on the availability of cash after taking into account major capital expenditure and debt repayment obligations.

2 Factors or Events Probably affecting Financial Position or Future Operation

Please see section of Income Structure and Types of Business that identifies the factors or events probably affecting Financial Position and future peration.

Please see section 3 - Financial Highlights that identify the accounting standards that will become effective in the future. However, The Company's management believes that these accounting standards, financial reporting standards, accounting standard interpretations, and financial reporting standards interpretations will not have any significant impact on the financial statements for the year when they are initially applied.

significant impact on the financial statements for the year when they are initially applied.

3 Financial Highlights

3.1 Summary of Financial Position and Operating Results for the past 3 years

Summary of Auditors' Findings and Significant Accounting Policies

Conclusion of the Auditor's Report

For the year ended 31 December 2023

The name of the Company's and its subsidiaries' auditor for the 2023 Financial Statements is Mrs. Nummon Kerdmongkhonchai, Certified Public Accountant (Thailand) No. 8368 of EY Office Limited.

In summary, a clean audit report was issued.

The financial statements were audited in accordance with Thai Standards on auditing which included compliance with ethical requirements and plan and performing the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

The auditor issued a clean audit opinion on the financial statements for the year ended 31 December 2023 and stated that the financial statements are presented fairly in all material respects. The financial position, financial performance and cash flows for the year then ended of the Company and its subsidiaries have been prepared in accordance with Thai Financial Reporting Standards.

For the year ended 31 December 2022

The name of the Company's and its subsidiaries' auditor for the 2022 Financial Statements is Ms. Pimjai Manitkajohnkit, Certified Public Accountant (Thailand) No. 4521 of EY Office Limited.

In summary, unqualifiedopinion with an emphasis of matters.

The financial statements were audited in accordance with Thai Standards on auditing which included compliance with ethical requirements and plan and performing the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

The auditor issued a clean audit opinion with an emphasis of matters on the financial statements for the year ended 31 December 2022 and stated that the financial statements are presented fairly in all material respects. The financial position, financial performance and cash flows for the year then ended of the Company and its subsidiaries have been prepared in accordance with Thai Financial Reporting Standards.

For the year ended 31 December 2021

The name of the Company's and its subsidiaries' auditor for the 2021 Financial Statements is Ms. Pimjai Manitkajohnkit, Certified Public Accountant (Thailand) No. 4521 of EY Office Limited.

In summary, unqualifiedopinion with an emphasis of matters.

The financial statements were audited in accordance with Thai Standards on auditing which included compliance with ethical requirements and plan and performing the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

The auditor issued a clean audit opinion with an emphasis of matters on the financial statements for the year ended 31 December 2021 and stated that the financial statements are presented fairly in all material respects. The financial position, financial performance and cash flows for the year then ended of the Company and its subsidiaries have been prepared in accordance with Thai Financial Reporting Standards.

New financial reporting standards

(a) Financial reporting standards that became effective in the current year

During the year, the Group has adopted the revised financial reporting standards which are effective for fiscal years beginning on or after 1 January 2023. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and providing accounting guidance for users of the standards.

The adoption of these financial reporting standards does not have any significant impact on the Group's financial statements.

(b) Financial reporting standards that will become effective for fiscal years beginning on or after 1 January 2024

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after 1 January 2024. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes directed towards clarifying accounting treatment and, for some standards, providing temporary reliefs or temporary exemptions for users.

The management of the Group believes that adoption of these amendments will not have any significant impact on the Group's financial statements.

3.2 Summary of Financial Statements

Consolidated Income Statement

(Unit : Baht)

	Consolidated		
	2023	2022	2021
Revenues			
Revenue from hotel operations	3,700,579,453	2,397,982,387	688,006,154
Revenue from property development operations	2,263,034,611	2,314,067,434	741,762,370
Revenue from office rental operations	35,056,276	35,801,267	27,201,935
Other income	117,900,772	48,818,357	31,930,043
Total revenues	**6,116,571,112**	**4,796,669,445**	**1,488,900,502**
Expenses			
Cost of hotel operations	2,320,296,024	1,581,799,275	864,704,677
Cost of property development operations	1,160,393,034	1,322,326,909	403,447,404
Cost of office rental operations	32,018,773	25,544,012	19,786,476
Selling expenses	694,641,763	479,555,173	140,417,665
Administrative expenses	1,191,050,396	1,263,241,169	863,444,259
Total expenses	**5,398,399,990**	**4,672,466,538**	**2,291,800,481**
Profit (loss) before share of profit from investment in associate, finance cost and income tax expenses	**718,171,122**	**124,202,907**	**(802,899,979)**
Share of profit from investments in associates	9,707,176	28,529,666	31,668,870
Profit (loss) before finance cost and income tax expense	**727,878,298**	**152,732,573**	**(771,231,109)**
Finance income	45,849,700	40,919,275	47,643,592
Finance cost	(209,398,793)	(201,884,032)	(233,775,187)
Profit (loss) before income tax expenses	**564,329,205**	**(8,232,184)**	**(957,362,704)**
Income tax (expenses) revenue	(188,675,148)	13,504,746	(73,351,136)
Profit (loss) for the year	**375,654,057**	**5,272,562**	**(1,030,713,840)**
Profit (loss) attributable to:			
Equity holders of the Company	367,638,850	7,106,270	(1,031,757,438)
Non-controlling interests of the subsidiaries	8,015,207	(1,833,708)	1,043,598
	375,654,057	**5,272,562**	**(1,030,713,840)**
Basic earnings per share			
Profit (loss) attributable to equity holders of the Company	2.21	0.04	(6.19)

Consolidated Statement of Comprehensive Income

(Unit : Baht)

	Consolidated		
	2023	2022	2021
Profit (loss) for the year	**375,654,057**	**5,272,562**	**(1,030,713,840)**
Other comprehensive income (loss):			
Exchange differences on translation of financial statements in foreign currency	(5,126,875)	10,237,281	(9,234,718)
Actuarial loss of post-employment benefits, net of income tax	(32,218,539)	-	-
Share of other comprehensive income (loss) from associate	94,860,228	(3,932,685)	5,414,288
Loss on changes in value of equity investments designated at fair value through other comprehensive income	1,574,774	15,117,318	106,472,478
Addition of revaluation surplus on assets, net of income tax	4,944,939,490	-	-
Other comprehensive income (loss) for the year	**5,004,029,078**	**21,421,914**	**102,652,048**
Total comprehensive income (loss) for the year	**5,379,683,135**	**26,694,476**	**(928,061,792)**
Total comprehensive income (loss) attributable to:			
Equity holders of the Company	5,371,437,784	27,320,167	(928,929,741)
Non-controlling interests of the subsidiaries	8,245,351	(625,691)	867,949
	5,379,683,135	**26,694,476**	**(928,061,792)**

Consolidated Statement of Financial Position

(Unit : Baht)

	Consolidated		
	31 December 2023	31 December 2022	31 December 2021
Assets			
Current assets			
Cash and cash equivalents	1,453,363,415	1,178,455,101	731,928,991
Trade and other receivables	1,004,807,523	901,674,139	679,490,563
Inventories	160,081,492	69,883,601	60,150,452
Property development cost	3,536,578,590	3,657,996,712	4,172,649,163
Cost to obtain contracts with customers	318,326,691	185,667,433	151,626,427
Other current financial assets	16,767,997	16,685,254	2,366,917
Other current assets	377,613,848	158,961,690	109,394,606
Total current assets	**6,867,539,556**	**6,169,323,930**	**5,907,607,119**
Non-current assets			
Long-term restricted deposits at financial institution	-	-	38,101,359
Other non-current financial assets	867,136,662	865,168,194	846,271,547
Long-term trade accounts receivable	499,313,266	420,722,133	471,147,372
Investments in associates	1,076,642,845	991,141,335	985,618,483
Investment properties	1,624,202,480	1,416,981,060	1,382,223,342
Property, plant and equipment	18,596,447,093	12,250,505,682	12,329,261,455
Right-of-use assets	34,275,261	44,680,216	38,467,763
Deferred tax assets	16,478,494	69,284,925	35,446,865
Goodwill	407,903,881	407,903,881	407,903,881
Other non-current assets	60,637,403	47,601,188	45,721,906
Total non-current assets	**23,183,037,385**	**16,513,988,614**	**16,580,163,973**
Total Assets	**30,050,576,941**	**22,683,312,544**	**22,487,771,092**

Consolidated Statement of Financial Position (continued)

(Unit : Baht)

	Consolidated		
	31 December 2023	31 December 2022	31 December 2021
Liabilities and Shareholders' Equity			
Current liabilities			
Bank overdraft and short-term loans from financial institutions	610,000,000	1,080,000,000	1,181,162,030
Trade and other payables	1,512,269,126	1,321,269,958	1,131,976,898
Current portion of long-term loans from financial institutions	481,405,918	296,628,539	540,074,719
Current portion of lease liabilities	43,261,655	59,317,287	48,032,696
Income tax payable	51,545,111	16,471,201	15,724,553
Advance received from customers	2,623,475,720	1,648,296,851	1,218,898,193
Other current liabilities	361,402,322	296,419,135	223,188,079
Total current liabilities	**5,683,359,852**	**4,718,402,971**	**4,359,057,168**
Non-current liabilities			
Long-term loans from financial institutions – net of current portion	4,143,678,169	4,521,995,500	4,815,629,379
Long-term loan from related company	-	6,000,000	22,950,000
Provision for long-term employee benefits	151,892,753	106,714,420	106,801,767
Deferred tax liabilities	4,150,161,482	2,862,276,097	2,868,319,912
Lease liabilities, net of current portion	18,905,608	35,292,929	30,171,568
Other non-current liabilities	674,418,190	584,152,875	463,058,022
Total non-current liabilities	**9,139,056,202**	**8,116,431,821**	**8,306,930,648**
Total liabilities	**14,822,416,054**	**12,834,834,792**	**12,665,987,816**
Shareholders' equity			
Share capital			
Registered			
211,675,358 ordinary shares of Baht 10 each	2,116,753,580	2,116,753,580	2,116,753,580
Issued and fully paid-up			
166,682,701 ordinary shares of Baht 10 each	1,666,827,010	1,666,827,010	1,666,827,010
Share premium	2,062,460,582	2,062,460,582	2,062,460,582
Share discount from change in proportion of investment in subsidiary	(7,372,391)	(7,372,391)	-
Capital reserve	568,130,588	568,130,588	568,130,588
Retained earnings			
Appropriated – statutory reserve	211,675,358	211,675,358	211,675,358
Unappropriated	(105,060,332)	(493,903,003)	(556,050,684)
Other components of shareholders' equity	10,698,370,628	5,715,775,515	5,750,603,029
Equity attributable to owner of the Company	15,095,031,443	9,723,593,659	9,703,645,883
Equity attributable to non-controlling interests of the subsidiaries	133,129,444	124,884,093	118,137,393
Total shareholders' equity	**15,228,160,887**	**9,848,477,752**	**9,821,783,276**
Total Liability and Shareholders' equity	**30,050,576,941**	**22,683,312,544**	**22,487,771,092**

Consolidated Cash Flow Statement

(Unit : Baht)

	Consolidated		
	2023	2022	2021
Cash flows from (used in) operating activities			
Net cash inflows (outflows) from operating activities	1,503,511,377	1,509,370,550	116,678,844
Cash flows from (used in) investing activities			
Net cash inflows (outflows) from investing activities	(503,150,242)	(246,944,898)	(51,797,937)
Cash flows from (used in) financing activities			
Net cash inflows (outflows) from financing activities	(724,163,868)	(821,412,092)	109,599,512
Net exchange differences on transaction of financial statements in foreign currency	(1,288,953)	5,512,550	(11,286,774)
Net increase in cash and cash equivalents	**274,908,314**	**446,526,110**	**163,193,645**
Cash and cash equivalents at beginning of year	**1,178,455,101**	**731,928,991**	**568,735,346**
Cash and cash equivalents at end of year	**1,453,363,415**	**1,178,455,101**	**731,928,991**

Separate Income Statement

(Unit : Baht)

	Separate		
	2023	2022	2021
Revenues			
Revenue from hotel operations	42,470,160	30,167,291	-
Revenue from office rental operations	12,113,318	11,501,384	4,040,997
Other income	302,140,021	113,883,959	76,509,986
Total revenues	**356,723,499**	**155,552,634**	**80,550,983**
Expenses			
Cost of hotel operations	24,154,471	16,652,489	-
Cost of office rental operations	5,155,316	4,748,173	4,376,781
Selling expenses	288,478	194,475	207,402
Administrative expenses	226,632,627	199,242,031	126,129,429
Total expenses	**256,230,892**	**220,837,168**	**130,713,612**
Profit (loss) before finance cost and income tax expenses	**100,492,607**	**(65,284,534)**	**(50,162,629)**
Finance income	57,526,989	46,761,266	57,018,505
Finance cost	(109,623,464)	(77,818,371)	(76,352,049)
Profit (loss) before income tax expenses	**48,396,132**	**(96,341,639)**	**(69,496,173)**
Income tax (expenses) revenue	(1,546,562)	723,988	(169,580)
Profit (loss) for the year	**46,849,570**	**(95,617,651)**	**(69,665,753)**
Profit (loss) attributable to:			
Equity holders of the Company	46,849,570	(95,617,651)	(69,665,753)
Basic earnings per share			
Profit (loss) attributable to equity holders of the Company	0.28	(0.57)	(0.42)

Separate Statement of Comprehensive Income

(Unit : Baht)

	Separate		
	2023	2022	2021
Profit (loss) for the year	**46,849,570**	**(95,617,651)**	**(69,665,753)**
Other comprehensive loss:			
Actuarial loss of post-employment benefits, net of income tax	(18,719,492)	-	-
Addition of revaluation surplus on assets, net of income tax	2,738,037	-	-
Other comprehensive loss for the year	**(15,981,455)**	**-**	**-**
Total comprehensive income (loss) for the year	**30,868,115**	**(95,617,651)**	**(69,665,753)**
Total comprehensive income (loss) attributable to:			
Equity holders of the Company	30,868,115	(95,617,651)	(69,665,753)

Separate Statement of Financial Position

(Unit : Baht)

	Separate		
	31 December 2023	31 December 2022	31 December 2021
Assets			
Current Assets			
Cash and cash equivalents	419,478,252	45,351,036	148,700,860
Trade and other receivables	163,339,756	281,071,385	274,005,008
Property development cost	111,429,000	111,429,000	111,429,000
Other current financial assets	2,385,698	2,373,947	2,366,917
Other current assets	20,652,249	10,511,337	5,425,898
Total current assets	**717,284,955**	**450,736,705**	**541,927,683**
Non- current assets			
Investments in subsidiaries	4,242,655,372	4,242,655,372	4,242,655,371
Investments in associates	777,454,049	777,454,049	777,454,049
Long-term loans to subsidiaries	1,335,000,000	1,467,550,000	1,286,550,000
Investment properties	226,595,300	194,498,210	181,602,200
Property, plant and equipment	31,743,953	33,224,265	36,375,900
Right-of-use assets	12,029,460	4,024,903	1,292,455
Other non-current assets	15,064,950	10,879,792	9,438,108
Total non-current assets	**6,640,543,084**	**6,730,286,591**	**6,535,368,083**
Total Assets	**7,357,828,039**	**7,181,023,296**	**7,077,295,766**

Separate Statements of Financial Position (continued)

(Unit : Baht)

	Separate		
	31 December 2023	31 December 2022	31 December 2021
Liabilities and Shareholder' Equity			
Current liabilities			
Bank overdrafts and short-term loans from financial institutions	510,000,000	650,000,000	650,000,000
Trade and other payables	82,909,476	120,749,729	200,481,203
Current portion of long-term loans from financial institutions	60,000,000	1,500,000	-
Current portion of lease liabilities	5,059,209	5,390,080	5,996,204
Other current liabilities	15,652,564	22,976,046	14,587,180
Total current liabilities	**673,621,249**	**800,615,856**	**871,064,587**
Non- current liabilities			
Long-term loans from subsidiaries	755,000,000	478,500,000	228,500,000
Long-term loans from financial institutions – net of current portion	1,314,284,134	1,373,838,131	1,374,899,977
Provision for long-term employee benefits	37,510,945	12,436,438	14,340,713
Deferred tax liabilities	113,100,613	115,549,415	116,273,403
Lease liabilities, net of current portion	4,338,891	2,265,006	620,413
Other non-current liabilities	145,093,477	113,807,835	91,968,407
Total non-current liabilities	**2,369,328,060**	**2,096,396,825**	**1,826,602,913**
Total liabilities	**3,042,949,309**	**2,897,012,681**	**2,697,667,500**
Shareholders' equity			
Share capital			
Registered			
211,675,358 ordinary shares of Baht 10 each	2,116,753,580	2,116,753,580	2,116,753,580
Issued and fully paid-up			
166,682,701 ordinary shares of Baht 10 each	1,666,827,010	1,666,827,010	1,666,827,010
Share premium	2,062,460,582	2,062,460,582	2,062,460,582
Retained earnings			
Appropriated – statutory reserve	211,675,358	211,675,358	211,675,358
Unappropriated	229,864,351	201,734,273	297,351,924
Other components of shareholders' equity	144,051,429	141,313,392	141,313,392
Total shareholders' equity	**4,314,878,730**	**4,284,010,615**	**4,379,628,266**
Total Liabilities and Shareholder' Equity	**7,357,828,039**	**7,181,023,296**	**7,077,295,766**

Separate Cash Flow Statement

(Unit : Baht)

	Separate		
	2023	2022	2021
Cash flows from (used in) operating activities			
Net cash inflows (outflows) from operating activities	(58,514,274)	(51,857,626)	(73,130,340)
Cash flows from (used in) investing activities			
Net cash inflows (outflows) from investing activities	306,737,053	(168,204,068)	(19,437,664)
Cash flows from (used in) financing activities			
Net cash inflows (outflows) from financing activities	125,904,437	116,711,870	94,588,171
Net increase (decrease) in cash and cash equivalents	**374,127,216**	**(103,349,824)**	**2,020,167**
Cash and cash equivalents at beginning of year	**45,351,036**	**148,700,860**	**146,680,693**
Cash and cash equivalents at end of year	**419,478,252**	**45,351,036**	**148,700,860**

3.3 Financial ratios of the Company and its subsidiaries

Consolidated Financial Ratios

		Consolidated		
		2023	2022	2021
Liquidity Ratios				
Current Ratio	Times	1.21	1.31	1.35
Quick Ratio	Times	0.39	0.39	0.29
Cash Flow From Operating Activities Ratio	Times	0.29	0.33	0.03
Receivables Turnover	Times	7.79	7.08	2.33
Collection Period	Days	46.21	50.85	154.51
Inventory Turnover	Times	20.18	24.33	13.01
Inventory Turnover Period	Days	17.84	14.80	27.67
Accounts Payable Turnover	Times	5.65	4.05	1.76
Payment Period	Days	63.72	88.89	204.55
Cash Cycle	Days	0.33	(23.25)	(22.37)
Profitability Ratios				
Gross Profit Margin	%	41.44	38.29	11.60
Profit Margin from Operations	%	11.97	2.62	(55.11)
Net Profit Margin	%	5.97	0.15	(67.15)
Return On Equity	%	2.93	0.07	(10.03)
Efficiency Ratios				
Return On Total Assets	%	1.39	0.03	(4.55)
Return On Fixed Assets	%	4.52	3.04	(4.22)
Asset Turnover	Times	0.23	0.21	0.07
Financial Policy Ratios				
Debt To Equity	Times	0.97	1.30	1.29
Interest Coverage	Times	8.28	8.10	0.99
Payout Ratio (Cash Basis)	Times	1.06	1.19	0.27
Dividend Payout Ratio	%	-	-	-
Share value				
Book Value Per Share	Baht	91.36	59.09	58.93
Earnings Per Share	Baht	2.21	0.04	(6.19)
Dividend Per Share	Baht	-	-	-
Growth rate				
Total Assets	%	31.59	0.87	(1.68)
Total Liabilities	%	15.49	1.33	4.51
Total Revenues	%	27.39	214.84	(46.76)
Total Expenses	%	15.54	103.88	(33.66)
Net Income (Loss)	%	5,073.45	100.69	8.92

Separate Financial Ratios

(Unit : Baht)

		Separate		
		2023	2022	2021
Liquidity Ratios				
Current Ratio	Times	1.06	0.56	0.62
Quick Ratio	Times	0.63	0.06	0.17
Cash Flow From Operating Activities Ratio	Times	(0.08)	(0.06)	(0.08)
Receivables Turnover	Times	5.48	4.95	0.54
Collection Period	Days	65.69	72.73	666.67
Inventory Turnover	Times	-	-	-
Inventory Turnover Period	Days	-	-	-
Accounts Payable Turnover	Times	7.07	2.82	0.63
Payment Period	Days	50.92	127.66	571.43
Cash Cycle	Days	14.77	(54.93)	95.24
Profitability Ratios				
Gross Profit Margin	%	46.30	48.64	(8.27)
Profit Margin from Operations	%	140.95	(239.05)	(1,836.30)
Net Profit Margin	%	11.31	(47.26)	(50.64)
Return On Equity	%	1.09	(2.21)	(1.58)
Efficiency Ratios				
Return On Total Assets	%	0.64	(1.34)	(0.99)
Return On Fixed Assets	%	21.08	(40.08)	(27.41)
Asset Turnover	Times	0.06	0.03	0.02
Financial Policy Ratios				
Debt To Equity	Times	0.71	0.68	0.62
Interest Coverage	Times	(0.75)	(0.34)	(0.70)
Payout Ratio (Cash Basis)	Times	(0.03)	(0.04)	(0.09)
Dividend Payout Ratio	%	-	-	-
Share value				
Book Value Per Share	Baht	25.89	25.70	26.28
Earnings Per Share	Baht	0.28	(0.57)	(0.42)
Dividend Per Share	Baht	-	-	-
Growth rate				
Total Assets	%	2.43	1.47	1.22
Total Liabilities	%	5.04	7.39	6.08
Total Revenues	%	104.76	47.06	(35.54)
Total Expenses	%	16.03	68.95	(11.25)
Net Income (Loss)	%	149.00	(37.25)	(140.89)



Laguna Park



General Information

General Information

The Issuing Company	:	Laguna Resorts & Hotels Public Company Limited (the "Company" or "LRH")
Type of Businesses	:	Major businesses are hotel business and property development. The subsidiaries also engage in operating golf clubs, sales of merchandise, office and resort rental and holiday club membership service.
Corporate Registration Number	:	0107535000371
Registered Capital	:	Baht 2,116,753,580
Issued and Paid-up Capital	:	Baht 1,666,827,010
Head Office	:	Thai Wah Tower I, 5th and 12th floor, 21/9, 21/31 and 21/33 South Sathorn Road, Tungmahamek, Sathorn, Bangkok 10120, Thailand
Branch	:	390/1 Moo 1, Srisoontorn Road, Cherngtalay, Thalang, Phuket 83110, Thailand
Homepages	:	www.lagunaresorts.com (Corporate Website) www.lagunaphuket.com (Marketing Website)
Telephones	:	Bangkok Head Office 66 (0) 2677 4455 Laguna Phuket Office 66 (0) 7636 2300
Facsimiles	:	Bangkok Head Office 66 (0) 2285 0733 Laguna Phuket Office 66 (0) 7632 4061

Skypark Celeste Phuket



References

- **Regulator for Issuing Company:**
  The Securities and Exchange Commission (SEC)
  333/3 Vibhavadi Rangsit Road,
  Chomphon, Chatuchak, Bangkok 10900, Thailand
  Telephone 66 (0) 2033 9999
  Help Center 1207
  Email info@sec.or.th
  Homepage www.sec.or.th

- **Regulator for Listed Company:**
  The Stock Exchange of Thailand (SET)
  The Stock Exchange of Thailand Building
  93 Ratchadapisek Road, Dindaeng,
  Bangkok 10400, Thailand
  Telephone 66 (0) 2009 9999
  Facsimile 66 (0) 2009 9991
  Email SETContactCenter@set.or.th
  Homepage www.set.or.th

- **Registrar:**
  Thailand Securities Depository Company Limited (TSD)
  The Stock Exchange of Thailand Building,
  93 Ratchadapisek Road, Dindaeng,
  Bangkok 10400, Thailand
  Telephone 66 (0) 2009 9999
  Facsimile 66 (0) 2009 9991
  Email SETContactCenter@set.or.th
  Homepage www.set.or.th/tsd

- **Auditor:**
  EY Office Limited by
  Ms. Pimjai Manitkajohnkit, C.P.A No. 4521 and/or
  Ms. Sumana Punpongsanon, C.P.A No. 5872 and/or
  Mr. Chayapol Suppasedtanon, C.P.A No. 3972 and/or
  Ms. Orawan Techawatanasirikul, C.P.A No. 4807 and/or
  Ms. Kirdsiri Kanjanaprakasit, C.P.A No. 6014 and/or
  Mrs. Gingkarn Atsawarangsalit, C.P.A No. 4496 and/or
  Mrs. Nummon Kerdmongkhonchai, C.P.A No. 8368
  Lake Rajada Office Complex, 33rd floor,
  193/136-137 Ratchadapisek Road, Klongtoey,
  Bangkok 10110, Thailand
  Telephone 66 (0) 2264 9090
  Facsimile 66 (0) 2264 0789-90

  SD Audit and Consultancy Limited by
  Mr. Somsak Dhanapaisarnsakul, C.P.A. No. 5794 and/or
  Ms. Pannipa Ratanacharoen, C.P.A. No. 8462
  33/68 Putthamonthon Sai 1 Soi 4, Klongkwang
  Phasicharoen, Bangkok 10160, Thailand
  Telephone 66 (0) 2867 3568

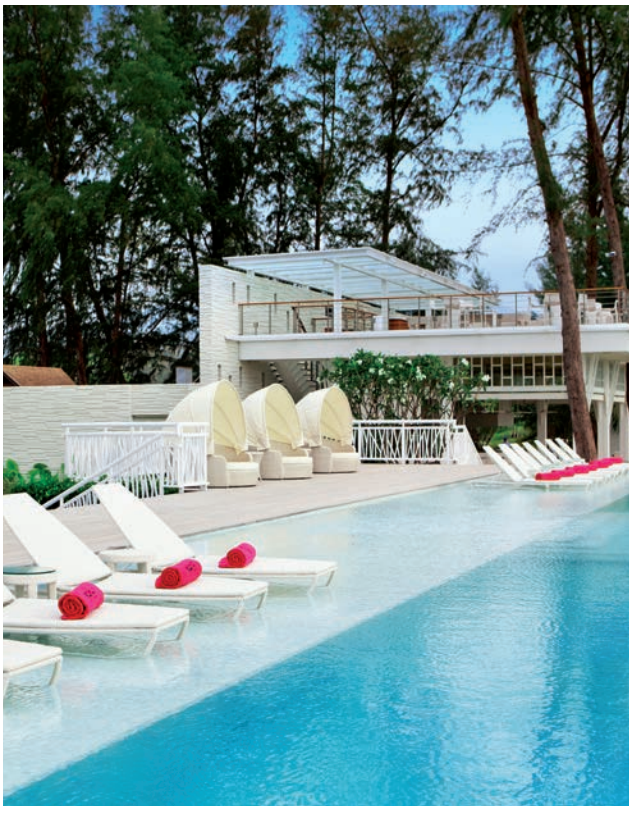
- **Legal Counselors:**
  Baker & McKenzie Limited
  Abdulrahim Place, 25th floor,
  990 Rama IV Road, Silom, Bangrak,
  Bangkok 10500, Thailand
  Telephone 66 (0) 2636 2000
  Facsimile 66 (0) 2636 2111

  Dharmniti Law Office Company Limited
  Bhakdee Building, 2nd floor,
  2/2 Wireless Road, Lumpini, Patumwan,
  Bangkok 10330, Thailand
  Telephone 66 (0) 2680 9777
  Facsimile 66 (0) 2680 9711

  Jakkrapong Law Office Company Limited
  195 Soi Sannibatthetsaban, Ratchadapisek Road,
  Chandrakasem, Chatuchak, Bangkok 10900, Thailand
  Telephone 66 (0) 2930 0123
  Facsimile 66 (0) 2513 6011

- **Financial Advisor:**
  None

Xana Beach Club



Other Material Information

Companies in which the Company's Shareholding Exceeds 10 percent

The following is a list of companies in which the Company made investments, in the form of shareholding of 10 percent or more of the total number of shares issued as of 31 December 2023.

Company (Abbreviations)	Type of Business	Head Office	Registered Capital (Baht)	Par Value (Baht/Share)	Paid-Up Capital (Baht)	Shareholding Proportion (Direct+Indirect*) (%)	Telephone
AVCI	Holiday club membership and golf club operations	Bintan	USD7,000,000	USD10.00	USD6,599,350	100.00	(62) 770 693 402
BGL	Hotel operations and property development	Phuket	1,546,000,000	100.00	1,546,000,000	100.00	66 (0) 7632 4101-7
BI	Investment holdings	British Virgin Islands	USD50,000	USD0.01	USD10,100	19.80	(65) 6849 5888
BT1	Owns land on which the golf course is situated	Phuket	14,000,000	100.00	14,000,000	100.00	66 (0) 7636 2300
BT2	Owns land on which the golf course is situated	Phuket	5,000,000	100.00	5,000,000	100.00	66 (0) 7636 2300
BTC	Investment holdings	Singapore	-**	-**	SGD235,435,987	10.69	(65) 6849 5888
BTG(S)	Sale of merchandise	Singapore	-**	-**	SGD432,000	51.00	(65) 6849 5888
BTG(T)	Sale of merchandise	Bangkok	7,750,000	100.00	7,750,000	51.00	66 (0) 2677 3100
BTL	Owns land on which a hotel is situated and property development	Phuket	80,000,000	100.00	80,000,000	100.00	66 (0) 7636 2300
CGL	Investment holding	Hong Kong	-***	-***	HKD2	100.00	(852) 2598 5234
HHBR	Dormant	Bangkok	10,000,000	10.00	10,000,000	10.00	66 (0) 2454 0037
L3	Owns land on which a hotel is situated	Phuket	100,000	100.00	100,000	100.00	66 (0) 7636 2300
LBTL	Hotel operations, property development and sales and marketing service for holiday club membership	Phuket	1,500,000,000	100.00	1,500,000,000	100.00	66 (0) 7632 4374
LEL	Travel operations	Phuket	8,000,000	100.00	8,000,000	49.00	66 (0) 7636 2300
LGI	Trading company	Phuket	2,000,000	100.00	2,000,000	100.00	66 (0) 7636 2300
LGL	Golf club operations and property development	Phuket	1,006,690,000	100.00	1,006,690,000	100.00	66 (0) 7636 2300

Companies in which the Company's Shareholding Exceeds 10 percent (con't)

Company (Abbreviations)	Type of Business	Head Office	Registered Capital (Baht)	Par Value (Baht/Share)	Paid-Up Capital (Baht)	Shareholding Proportion (Direct+Indirect*) (%)	Telephone
LHC	Holiday club membership	Phuket	330,000,000	100.00	330,000,000	100.00	66 (0) 7636 2400
LHL	Laundry sevices	Phuket	2,000,000	100.00	2,000,000	100.00	66 (0) 7636 2300
LJL	Employment service	Phuket	179,000,000	100.00	179,000,000	100.00	66 (0) 7636 2300
LLL	Property development	Phuket	1,000,000	100.00	1,000,000	95.00	66 (0) 7636 2300
LSC	Provide utilities and other services	Phuket	90,500,000	100.00	90,500,000	72.90	66 (0) 7630 5639
MCP	Holds land plots for future development	Bangkok	82,000,000	100.00	82,000,000	100.00	66 (0) 2677 4455
PGR	Property development and hotel operations	Phuket	100,000,000	100.00	100,000,000	100.00	66 (0) 7636 2300
PSD	Holds land plots for future development	Bangkok	28,400,000	100.00	28,400,000	100.00	66 (0) 2677 4455
TDCL	Holds land plots for future development	Bangkok	251,000,000	1,000.00	251,000,000	50.00	66 (0) 2677 4455
TRL	Resort investment and development	Hong Kong	-***	-***	USD21,000,000	25.87	(852) 2869 7333
TWL	Property development	Phuket	214,370,000	100.00	214,370,000	100.00	66 (0) 7636 2300
TWPC	Manufacture and distribution tapioca starch products and starch-related products such as vermicelli, noodles and sago	Bangkok	880,420,930	1.00	880,420,930	10.03	66 (0) 2285 0040
TWPL	Hotel operations, lease of office building space and property development	Bangkok	2,250,000,000	100.00	2,250,000,000	100.00	66 (0) 2677 4455
TWRH	Investment holding and property development	Bangkok	1,565,085,000	100.00	1,565,085,000	100.00	66 (0) 2677 4455
TWT	Lease of office building space	Bangkok	327,000,000	100.00	327,000,000	100.00	66 (0) 2677 4455
TWT2	Owns land on which a hotel is situated	Bangkok	21,000,000	100.00	21,000,000	100.00	66 (0) 2677 4455
V9F	Farming and restaurant	Chiang Mai	2,000,000	100.00	2,000,000	100.00	66 (0) 7636 2300

Remarks:

* Indirect takes into account only those companies in which the Company has shareholding through a subsidiary(ies) (exceeding 50 percent)
** With effect from 30 January 2006, the concepts of authorized / registered capital and par value have been abolished by law in respect of all Singapore companies.
*** With effect from 3 March 2014, the concepts of authorized / registered capital and par value have been abolished by law in respect of all Hong Kong companies.

- Full Company name as shown in the section of "Abbreviations"

Legal Disputes

As of the date in preparing this report, the litigations in which the Company or its subsidiaries are parties to are minor legal disputes with no material impact on the Company's business operations.

For those minor legal disputes, please refer to clause 41 of the Company's notes to consolidated financial statements.

Secondary Market

-None-

Regularly Contacted Financial Institutions

- Siam Commercial Bank Public Company Limited, Head Office
- Siam Commercial Bank Public Company Limited, Thanon Sathon Branch
- Siam Commercial Bank Public Company Limited, Phuket Branch
- Kasikorn Bank Public Company Limited, Head Office
- Kasikorn Bank Public Company Limited, Silom Main Branch
- Bangkok Bank Public Company Limited, Head Office
- Bangkok Bank Public Company Limited, Silom Branch

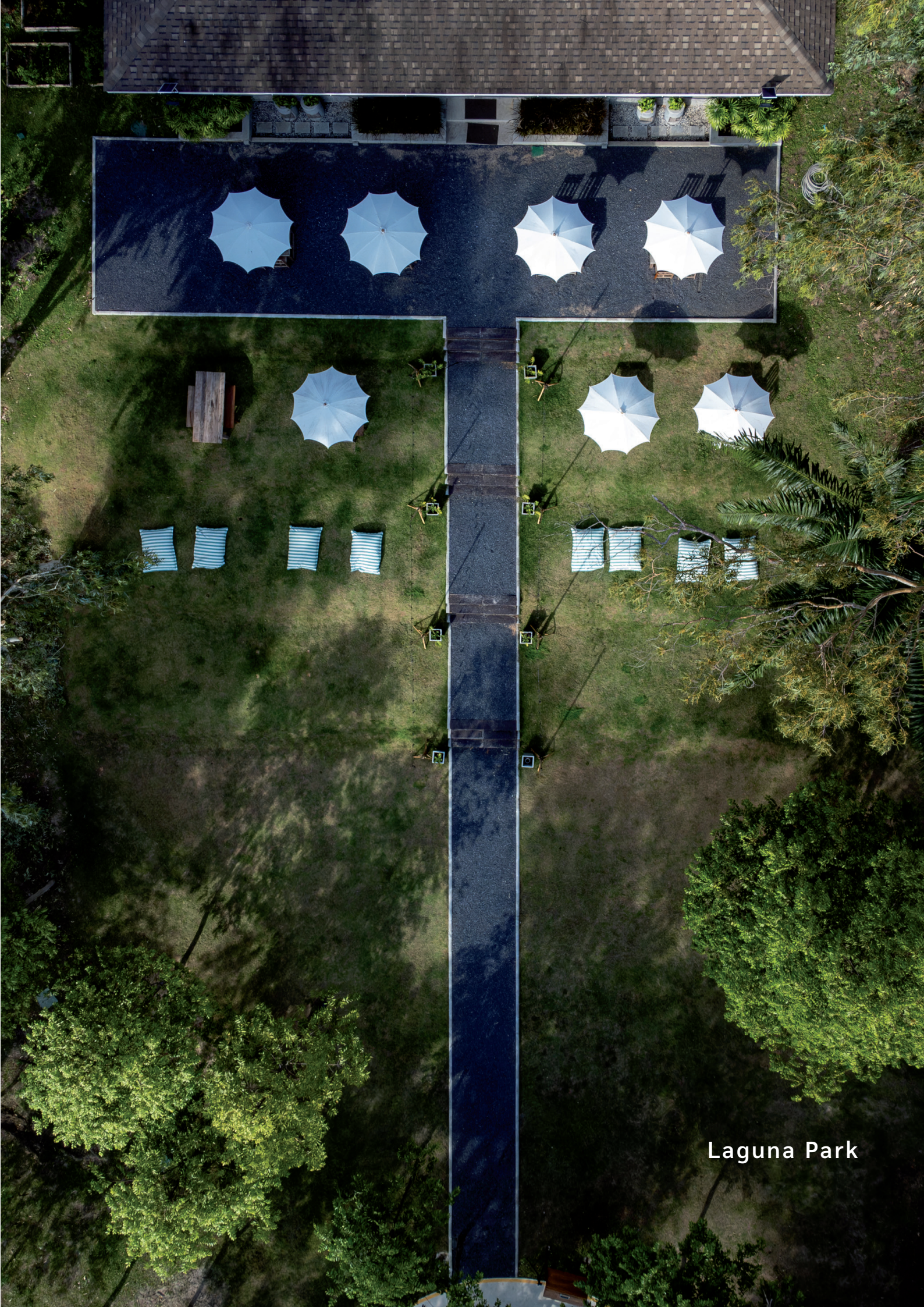
Auditor's Remuneration (for the fiscal year ended 31 December 2023)

1. **Audit Fees**

   The Company and subsidiaries paid audit fees for the fiscal year to an audit firm which amounted to Baht 6,400,000 and subsidiaries paid audit fees to other audit firms which amounted to Baht 701,053. This amount does not include the audit fees paid by associated companies.

2. **Non-Audit Fees**

   There are no non-audit fees for agreed-upon procedures of net sales and other consultant fees for the fiscal year paid to other audit firms by the Company and subsidiaries. There is no outstanding commitment to pay any fees in the future for uncompleted engagements relating to the year 2023.


Laguna Park

Attachment 1
Board / Management

Details of Positions of Directors and Management as at 31 December 2023

No.	Name list		LRH	Subsidiaries											
				AVCI	BGL	BT1	BT2	BTL	BTG(S)	BTG(T)	CGL	L3	LBTL	LEL	LGI
1	Mr. Ho	KwonPing	BoDC	-	-	-	-	-	-	-	-	-	-	-	-
2	Mr.Vudhiphol	Suriyabhivadh	ID, ARCGC, NRC	-	-	-	-	-	-	-	-	-	-	-	-
3	Dr. Jingjai	Hanchanlash	ID, ARCG, NRCC	-	-	-	-	-	-	-	-	-	-	-	-
4	Mr. Thongchai	Ananthothai	ID, ARCG, NRC	-	-	-	-	-	-	-	-	-	-	-	-
5	Ms. Srinthorn	Ounayakovit	ID	-	-	-	-	-	-	-	-	-	-	-	-
6	Mr. Ariel	P. Vera	ID	-	-	-	-	-	-	-	-	-	-	-	-
7	Mr. Ho	KwonCjan	/	-	/	/	/	/	-	/	-	/	/	-	-
8	Mr. Eddy	See Hock Lye	/, CEO, M	PC	/	/	/	/	/	/	/	/	/	-	-
9	Mr. Ho	Ren Hua	/	-	-	-	-	-	-	-	-	-	-	-	-
10	Mr. Stuart	David Reading	/	PD	/	/	/	/	/	/	-	/	/	/	-
11	Ms. Ho	Ren Yung	NED	-	-	-	-	-	-	-	-	-	-	-	-
12	Ms. Areewan	Sriwichupong	M	-	/	/	/	/	-	/	/	/	/	/	/
13	Ms. Unkhana	Tosilanon	M	-	-	-	-	-	-	-	-	-	-	/	/
14	Mr. Chatchai	Chordokrak	M	-	/	/	/	/	-	/	-	/	/	/	/
15	Mr. Kontee	Warapitayut	M	-	/	/	/	/	-	/	-	/	/	/	/
16	Ms. Duangporn	Kijlertbunjong	M	-	-	-	-	-	-	-	-	-	-	-	-

Remark

BoDC = Board of Directors Chairman
ID = Independent Director
PC = President Commissioner
ARCG = Audit, Risk and Corporate Governance Committee Member
NRC = Nomination and Remuneration Committee Member
/ = Director
M = Management according to the definition of the Securities and Exchange Commission
CEO = Chief Executive Officer
PD = President Director
ARCGC = Audit, Risk and Corporate Governance Committee Chairman
NRCC = Nomination and Remuneration Committee Chairman
NED = Non-Executive Director,
- = None

Full Company name as shown in the section of “Abbreviations”

Subsidiaries																Associated Companies		Related Companies		
LGL	LHC	LHL	LJL	LLL	LSC	MCP	PGR	PSD	TDCL	TWL	TWPL	TWRH	TWT	TWT2	V9F	BTC	TRL	BI	HHBR	TWPC
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	BoDC	/	-	BoDC
-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	ID
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Attachment 2
Directors of Subsidiaries

Information on the Directors of Subsidiaries as at 31 December 2023

No.	Name list		Subsidiaries									
			AVCI	BGL	BT1	BT2	BTL	BTG(S)	BTG(T)	CGL	L3	LBTL
1	Mr. Ho	KwonCjan	-	/	/	/	/	-	/	-	/	/
2	Ms. Claire	Chiang See Ngoh	-	-	-	-	-	/	/	-	-	-
3	Mr. Eddy	See Hock Lye	PC	/	/	/	/	/	/	/	/	/
4	Mr. Stuart	David Reading	PD	/	/	/	/	/	/	-	/	/
5	Mr. Edmund	Tan Min Hai	/	/	/	/	/	/	/	/	/	/
6	Ms. Areewan	Sriwichupong	-	/	/	/	/	-	/	/	/	/
7	Mr. Chatchai	Chordokrak	-	/	/	/	/	-	/	-	/	/
8	Ms. Ungkhana	Tosilanon	-	-	-	-	-	-	-	-	-	-
9	Mr. Kontee	Warapitayut	-	/	/	/	/	-	/	-	/	/
10	Mr. Amnuay	Navachotechaiyakul	-	-	-	-	-	-	-	-	-	-
11	Ms. Berty Maydiana	Santy	/	-	-	-	-	-	-	-	-	-
12	Mr. Paul Anthony	Wilson	/	-	-	-	-	-	-	-	-	-
13	Ms. Somchit	Saeton	-	-	-	-	-	-	-	-	-	-
14	Mr. Phitak	Boonpojanasoontorn	-	-	-	-	-	-	-	-	-	-
15	Mr. Boon	Yongsakul	-	-	-	-	-	-	-	-	-	-
16	Ms. Sriya	Yongsakul	-	-	-	-	-	-	-	-	-	-
17	Mr. Jesada	Chokchawwat	-	-	-	-	-	-	/	-	-	-
18	Ms. Artitanan	Vattanapattaraset	-	-	-	-	-	-	/	-	-	-

Remark
PC = President Commissioner
PD = President Director
/ = Director
- = None

Full Company name as shown in the section of "Abbreviations"

Subsidiaries																	
LEL	LGI	LGL	LHC	LHL	LJL	LLL	LSC	MCP	PGR	PSD	TDCL	TWL	TWPL	TWRH	TWT	TWT2	V9F
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Attachment 3
Head of Group Internal Audit

Ms. Yvonne Lim

Head of Group Internal Audit
(Age 49 Years)

Highest Educational Background and Director Certificate Program:
- Bachelor of Business, Nanyang Technological University, Singapore
- Certified Internal Auditor (CIA),
- Certified Fraud Examiner (CFE),
- Certified Information Systems Auditor (CISA)

Percentage of Shareholding in the Company:
None (No movement during the year)

Family Relation between Management:
No relation

Working Experiences for the Past 5 Years:

In Listed Companies

Present
- Head of Group Internal Audit, Laguna Resorts & Hotels Public Company Limited
- Head of Group Internal Audit, Banyan Tree Holdings Limited

2015-2021
- Senior Manager, Internal Audit/ Change Management, SATS Ltd

In Non-Listed Companies
None





Banyan Tree Grand Residences
Oceanfront

Operating assets of the Company and its subsidiaries

(A) As at 31 December 2023, the principal assets of the Company and its subsidiaries that are used in the business operations are as follows:

Company's Name	Type of asset	Location	Size	Type of Ownership	Possesion Objective	Book Value (Million Baht)			Contingency
						Building	Furniture, fixtures and equipment	Total	
Laguna Banyan Tree Limited	1. Banyan Tree Phuket	Phuket	141 rooms	Owner	Hotel	1,708	367	2,075	(1) Mortgaged for 1,442 MB loans
Bangtao Grande Limited	2. Angsana Laguna Phuket	Phuket	327 rooms	Owner	Hotel	812	215	1,027	(2) Mortgaged for 2,186 MB loans
Thai Wah Plaza Limited	3. Banyan Tree Bangkok	Bangkok	299 rooms	Owner	Hotel	1,221	285	1,506	(3) Mortgaged for 2,955 MB loans
Phuket Grande Resort Limited	4. Cassia Phuket	Phuket	62 rooms	Owner	Hotel	205	12	217	(4) Mortgaged for 120 MB loan
Laguna Holiday Club Limited	5. Homm Suite Laguna	Phuket	77 rooms	Owner	Hotel	233	41	274	(5) Mortgaged for 565 MB loans
Laguna Grande Limited	6. Laguna Phuket Golf Club	Phuket	18 holes	Owner	Golf course	51	21	72	None
Laguna Service Company Limited	7. Laguna Service	Phuket	7 Rai	Owner	Utilities and resort support services provider	44	81	125	(7) Mortgaged for 70 MB loans
The Company and its subsidiaries and equipment	8. Building, furniture, fixtures	Phuket/ Bangkok	-	Owner	For operations	295	153	448	(7) Mortgaged for 308 MB loan
						Land		Total	
Subsidiary companies	9. Land	Bangkok	2 Rai	Owner	Hotel location	1,984		1,984	As per (3)
The Company and its subsidiaries	10. Land	Phuket	921	Owner	Laguna Phuket location	10,868		10,868	As per (1), (2), (4), (5), (6), (7), and (8) Mortgaged for 150 MB loan
						Total		**18,596**	

As a policy, land and building revaluation by an independent appraiser will be made every 3 years. The buildings were revalued using the "Replacement Cost Approach" or "Income Approach" and land was revalued using the "Market Approach" by Simon Lim & Partners Co., Ltd. dated 28 December 2023. The appraiser's names are Miss Navaporn Wongurai – Authorized Valuer No. 012 or Mr. Surasit Phanthanakong – Authorized Valuer No. 013

(B) As at 31 December 2023, investment properties of the Company and its subsidiaries are as follows

Company's Name	Type of asset	Location	Size	Type of Ownership	Possesion Objective	Fair Value (Million Baht)			Contingency
						Land awaiting for development /sales	Building office units and shops for rent	Total	
Laguna Resorts & Hotels Public Company Limited	1. Canal Village Laguna	Phuket	10 Rai	Owner	Retail shops rental	185	-	185	None
Laguna Resorts & Hotels Public Company Limited	2. Land	Phuket	17 Rai	Owner	Land awaiting for development/sales	153	-	153	None
Subsidiary companies	3. Office space in Thai Wah Tower1	Bangkok	16,113 Sq.m.	Owner	Office premises for lease	-	963	963	As per (3)
Subsidiary companies	4. Townhome unit	Phuket	431 Sq.m.	Owner	Residence rental	-	19	19	None
Subsidiary companies	5. Allamanda	Phuket	361 Sq.m.	Owner	Residence rental	-	37	37	None
Subsidiary companies	6. Dusit	Phuket	516 Sq.m.	Owner	Residence rental	-	58	58	None
Subsidiary companies	7. Land	Chiang Mai Chiang Rai Mae Hong Son	1,251 Rai 2 Sq.w	Owner	Land awaiting for development/sales	209	-	209	None
					Total	**547**	**1,077**	**1,624**	

As a policy, investment property revaluation by an independent appraiser will be made every year. Units in the office building, shops for rent and land/ land awaiting for development/sales were revalued using the "Market Approach" by Simon Lim & Partners Co., Ltd. dated 28 December 2023. The appraiser's names are Miss Navaporn Wongurai – Authorized Valuer No. 012 or Mr. Surasit Phanthanakong – Authorized Valuer No. 013.

Property development projects for sale

As at 31 December 2023, the property development projects for sale of the Company and its subsidiaries are as follows:

Company's Name	Project	Project Location	Type of Ownership	Available units	Book Value (Million Baht)	Compleated Project Date	Contingency
Laguna Holiday Club Limited	1. Laguna Holiday Club	Phuket / Chiang Mai/ Hua Hin / Pattaya	Owner	35	163	November 2008	None
Phuket Grande Resort Limited	2. Cassia Phuket Phase 1	Phuket	Owner	21	78	November 2015	None
Phuket Grande Resort Limited	3. Cassia Phuket Phase 2	Phuket	Owner	41	171	May 2018	None
Phuket Grande Resort Limited	4. Cassia Phuket Phase 4	Phuket	Owner	-	34	Under development	None
Laguna Grande Limited	5. Laguna Park 2	Phuket	Owner	9	109	November 2019	None
Laguna Banyan Tree Limited	6. Banyan Tree Grand Residence	Phuket	Owner	77	260	June 2020	None
TWR-Holdings Limited	7. Laguna Village Residences 8	Phuket	Owner	2	36	August 2020	None
TWR-Holdings Limited	8. Sky Park 1	Phuket	Owner	9	18	April 2022	(9) Mortgage for 300 MB loan
TWR-Holdings Limited	9. Sky Park 2	Phuket	Owner	398	191	Under construction	None
Bangtao Laguna Limited	10. Angsana Beach Front	Phuket	Owner	2	82	October 2020	None
Bangtao Grande Limited	11. Angsana Ocean View	Phuket	Owner	31	167	December 2023	(10) Mortgage for 52 MB loan
Laguna Grande Limited	12. Laguna Lakeside	Phuket	Owner	114	430	December 2023	None
Laguna Grande Limited	13. Laguna Beachside	Phuket	Owner	184	267	Under construction	(11) Mortgage for 450 MB loan
Laguna Grande Limited	14. Laguna Lakeland	Phuket	Owner	124	198	Presales	None
Subsidiary companies	15. Land awaiting for future development	Phuket	Owner	-	1,268	-	None
Subsidiary companies	16. Others	Phuket	Owner	49	65	-	None
			Total	**1,108**	**3,537**		

Intangible Assets

The intangible assets of the Company and its subsidiaries comprise of goodwill amounting to Baht 57 million from the acquisition of 100 percent of Thai Wah Plaza Limited in 2005 and goodwill amounting to Baht 351 million from the acquisition of 49 percent of Laguna Banyan Tree Limited in 2002.

Goodwill is initially recorded at cost, which equals to the excess of the cost of the business combination over the fair value of the net assets acquired. If the fair value of the net assets acquired exceeds the cost of the business combination. The excess is immediately recognised as a gain in profit or loss.

Goodwill is carried at cost less any accumulated impairment losses. Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the Company's cash-generating units (or group of cash-generating units) that are expected to benefit from the synergies of the combination. The Company estimates the recoverable amount of each cash-generating units (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses relating to goodwill cannot be reversed in future periods.

Investment policy in subsidiary and associated companies

The Company has a policy of investing in subsidiary and associated companies which possess the same business activity and potential growth prospects. The appropriate return on capital is considered when making the investments. Such investments are made only after due consideration and approval either by the Board of Directors or Management depending on the size of investment as follows:

- Investments more than US$ 10 million to be approved by the Board.
- Investments between US$ 5 - 10 million to be jointly approved by the Chief Executive Officer and any 1 director.
- Investments less than US$ 5 million to be approved by the Chief Executive Officer.

For subsidiary companies, the directors are appointed by the Company based on its controlling ownership interest. The directors are assigned the task of making significant policies, managing and controlling the subsidiary's operation consistent with the Company's policies, thereby ensuring a sufficient return on investment to it as well as the shareholders.

For associated companies, the directors are appointed by the Company based on the percentage of ownership. However, the Company has no significant influence over the management of the associates.

The current intention of management in regards to its investment policy is to pursue any investment opportunities both within and outside Laguna Phuket that provides the shareholders with a sufficient return on investment.

Asset Revaluation

As a policy, land and building revaluation by an independent appraiser will be made every 3 years. The buildings were revalued using the "Replacement Cost Approach" and land was revalued using the "Market Approach". Investment property revaluation by an independent appraiser will be made every year. Units in the office building, shops for rent and land awaiting for development/ sales were revalued using the "Market Approach".

Land and building of the Company were re-appraised in December 2023 to ensure that the assets were stated at fair value.

The detail of types of asset revaluation, the purpose of revaluation, name of the appraiser, and the date of revaluation is shown under the heading "Operating assets of the Company and its subsidiaries"

Attachment 5
Report of the ARCGC

Report of the Audit, Risk and Corporate Governance Committee

The Audit, Risk and Corporate Governance ("ARCG") Committee of Laguna Resorts & Hotels Public Company Limited comprises 3 independent directors, chaired by Mr. Vudhiphol Suriyabhivadh. The Committee conducted and performed relevant duties and key activities independently and in accordance with the Committee's charter and as assigned by the Board of Directors. The qualification of all three members of the Audit, Risk and Corporate Governance Committee are in accordance with the regulations of the SEC and the SET. All members are knowledgeable, competent, and experienced in accounting and finance, corporate risk management and overall business operations.

In 2023 the Audit, Risk and Corporate Governance Committee ("ARCG" or "Committee") convened 4 meetings with the Company's external auditors, internal auditors, and the Management to review operational results and financial reports of Laguna Resorts and Hotels Public Company Limited (the "Company") and its subsidiaries, its compliance with accounting standards and internal controls before approving the quarterly and annual financial statements. These meetings also included discussions with the Company's internal audit team to review findings, provide guidance, and follow up on matters arising from the work plan that the ARCG Committee has approved for 2023.

Apart from this, the ARCG Committee attended an exclusive non-management meeting with the Company's external auditor to exchange opinions and/or suggestions regarding cooperation with the management, deliberation on accounting approaches and in preparing of the Company's financial reports, audit plans for the current and next fiscal year, and to look into any other support the external auditor might acquire from the Company and to assure the external auditor could independently perform their duties.

Each of the ARCG Committee members attended all meetings convened in the year 2023. And the Committee has independently performed its duties and responsibilities stipulated in the Charter of the Audit, Risk and Corporate Governance Committee which comply with the good corporate conducts and guideline for the Audit Committee announced by the Stock Exchange of Thailand and Good Corporate Governance guidelines announced by the Securities and Exchange Commission. For the year 2023, the ARCG Committee has performed their duties with following activities as follows:

Financial Reports

The ARCG provided oversight of the financial reports and review of the quarter and annual financial statements of the Company and its subsidiaries for the year 2023. The financial statements were prepared in accordance with the Thai Financial Reporting Standards as disclosed in the audit report and the note to financial statements as of December 31, 2023.

The Committee reviewed the scope and audit plan, and obtained information on important matters relating to the financial statements preparation such as Key Audit Matters (KAMs), connected transaction, transaction with potential conflict of interest at each quarter meeting with the external auditor and head of the accounting department, before proposing them to the Board of Directors. Despite the complexity of the Group's structure primarily due to the integration of several resorts at Laguna Phuket, the ARCG Committee is satisfied that all connected transactions in 2023 were conducted on a fair, reasonable and based on an arms-length basis.

In 2023, the external auditor issued an unqualified opinion on the audited financial reports without material issues or observation.

The Audit, Risk and Corporate Governance Committee concluded that the financial reports preparation was appropriate.

Internal Control

The ARCG Committee oversees the internal audit functions by reviewing and approving annual audit plans and its amendment (if any), risk assessment process and internal control systems implemented with the Company's operations of each business unit. The Committee has provided constructive recommendations to internal audit functions and the implementation of corrective actions.

The Audit, Risk and Corporate Governance Committee is satisfied with the Group's internal controls' sufficiency and effectiveness in supporting the Company's operations and enabling the external auditors to express their opinion on the financial statements that they are presented fairly in all material respects. Some internal control weaknesses have been detected during the ARCG Committee's reviews, however they are not considered material and, in all cases, management has been alerted and put in place appropriate corrective action on timely basis, followed by ongoing proactive measures for potential risk exposures.

The Audit, Risk and Corporate Governance Committee concluded that the Company's risk management policies and processes, mitigation measures and works undertaken by the Company's Group Risk Committee, are adequate and effective.

Internal Audit Activity and Compliance with Code of Conduct

The ARCG Committee gives importance to the conduct of the auditing activities and compliance with the Code of Conduct by overseeing the internal control system, compliance with the laws, relevant rules and regulations, and the code of conduct. The Committee reviewed and approved an annual audit plan based on key risks of the Company. The internal audit activities were carried out on the assessment of key risk control points and/or processes to provide assurance on the efficiency and effectiveness of the internal control system for the Company's business operations and to prevent potential fraud, as well as to support the Company's sustainable growth.

The Audit, Risk and Corporate Governance Committee concluded that the audit activities were carried out appropriately, sufficiently and effectively according to the annual audit plan and aligned with the Company's goal, and the Company's business activities complied with the Code of Conduct.

Compliance with Securities and Exchange Commission Laws, the Stock Exchange of Thailand's requirements, applicable laws and regulations

The ARCG Committee is satisfied that the Company duly complies with relevant rules and regulations enforced by The Office of the Securities and Exchange Commission (SEC) and The Stock Exchange of Thailand (SET), and relevant laws which has enhanced the Company to develop its framework and practical guidelines for good corporate governance. As a pledge of the Company's ongoing commitment to operate its business ethically and to avoid any corruptive practices. Upon recommendation of the ARCG Committee, after the Company joint the Thailand Private Sector Collective Action Coalition Against Corruption (CAC), an Anti-Corruption Policy has been established and adopted. The Company has promoted anti-bribery and anti-corruption practices as clear guidelines for Directors, Executives, Employees, and related persons to comply with and in conducting the Company's businesses. The Company became a certified member of CAC in February 2019 and has successfully renewed the Certification of the CAC since early 2022.

Risk Management

The ARCG Committee reviewed the risk registers of the Company's major business units reported by the Company's Group Risk Committee. The Committee made recommendations and suggestion on the mitigation measures for identified risks and any potential risks to ensure the thorough completeness of the auditing tasks.

Audit, Risk and Corporate Governance Committee Charter

The ARCG Committee reviewed the charter of the Audit, Risk and Corporate Governance Committee annually to ensure the roles and responsibilities of the Committee comply with the regulations of the SEC and SET.

The Audit, Risk and Corporate Governance Committee concluded that the roles and responsibilities are in accordance with the Audit, Risk and Corporate Governance Committee Charter.

Corporate Governance Policy

The ARCG Committee annually reviewed relevant policies to ensure these policies are up-to-date and effective. For the year 2023, the ARCG consider amending the Corporate Governance Policy to align with the Corporate Governance Code and with the practicalities of the Company.

The Audit, Risk and Corporate Governance Committee concluded that amendments of the Corporate Governance Policy, and proposed to the Board of Directors to approve accordingly.

Sustainability Committee and its Charter

The management proposed to the ARCG Committee that under the framework of the Corporate Governance, it deems appropriate for the Company to establish the Sustainability Committee. The management proposed the Sustainability Committee composition and charter for the ARCG to review.

The Audit, Risk and Corporate Governance Committee concluded to agree with the establishment of the Sustainability Committee and its charter, and recommended to the Board of Directors to appoint the Sustainability Committee and approve the charter.

Selection and Appointment of External Auditor

The ARCG Committee has recommended the Board to appoint 1) Mrs. Nummon Kerdmongkhonchai, Certified Public Accountant No. 8368 and/or 2) Ms. Pimjai Manitkajohnkit, Certified Public Accountant No. 4521 and/or 3) Ms. Orawan Techawatanasirikul, Certified Public Accountant No. 4807 and/or 4) Ms. Kirdsiri Kanjanaprakasit, Certified Public Accountant No. 6014, of EY Office Limited to be the Company's auditors for the fiscal year 2024 with a recommended audit fee for LRH Group of Baht 8,580,000. The appointment of the auditors and the auditing fee would be subject to the approval at the Annual General Meeting of Shareholders.



Mr. Vudhiphol Suriyabhivadh
Audit, Risk and Corporate Governance Committee Chairman
16 February 2024

Attachment 6
Report of the NRC

Report of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee ("NRC") of Laguna Resorts & Hotels Public Company Limited comprises three independent directors, chaired by Dr. Jingjai Hanchanlash, having convened 3 meetings during the year 2023. The Committee conducted and executed the duties assigned by the Board of Directors and relevant duties in relation to the Committee's mandate and objectives with due prudence, transparency, and fairness, and continuously report its activities and recommendations to the Board of Directors.

In 2023 the NRC has convened 3 meetings to consider the following activities and to make recommendation to the Board of Directors as follows:

1. Reviewed the report of the Nomination and Remuneration Committee to be disclosed in the 56-1 One Report of the year 2023.
2. Reviewed, considered and made recommendations to the Board regarding:
   a) the NRC Charter and Nomination and Remuneration Policy and concluded that the charter and policies are suitable, adequate and in compliance with the good corporate governance code and relevant regulations and applicable to current business framework of the Company, therefore, revision or amendment is not required,
   b) the nominated directors to replace those who were due to retire by rotation and proposed re-nomination of those retiring directors by rotation in accordance with the Company's Articles of Association, laws, regulations, the Company's charters, as well as diversification and skill mix of the directors of the Company to assure the best interest of the Company and its minority shareholders and stakeholders. The recommendation made to the Board of Directors was further to the Annual General Meeting of Shareholders for approval accordingly,
   c) the nominated director for specific committee or newly established committee by taken into consideration the composition, qualifications, competencies, and suitability. The nomination of specific committee is considered in line with the Company's vision, strategy and sustainability goals.
   d) the remuneration for the directors and sub-committee members for the year 2023 by taking into consideration that the Company was in a recovery phase after Covid-19 pandemic, duties, responsibilities and contribution of the directors and sub-committee members, in comparison with the industry and economic trend,
   e) the recommendation on the annual bonus and salary increment policy for the Company's employees in order to make a good balance between the Company's business and welfare of the employees and to retain competent and potential employees of the Company, as well as to attract potential new joiners to the Company,



Dr. Jingjai Hanchanlash
Nomination and Remuneration Committee Chairman
19 January 2024

Laguna Resorts and Hotels

Abbreviations of Company, Subsidiaries, Associated Companies and Related Companies

Abbreviations	Company Name in Full
AVCI	PT. AVC Indonesia
BGL	Bangtao Grande Limited
BI	Bibace Investments Ltd
BT1	Bangtao (1) Limited
BT2	Bangtao (2) Limited
BTC	Banyan Tree China Pte. Ltd.
BTL	Bangtao Laguna Limited
BTG(S)	Banyan Tree Gallery (Singapore) Pte. Ltd.
BTG(T)	Banyan Tree Gallery (Thailand) Limited
CGL	Cheer Golden Limited
HHBR	Hua Hin Beach Resorts Company Limited
L3	Laguna (3) Limited
LBTL	Laguna Banyan Tree Limited
LEL	Laguna Excursions Limited
LGI	Laguna Global Intertrade Limited
LGL	Laguna Grande Limited
LHC	Laguna Holiday Club Limited
LHL	Laguna Hospitality Limited
LJL	Laguna Jobs Recruitment Company Limited
LLL	Laguna Lakes Limited
LRH	Laguna Resorts & Hotels Public Company Limited
LSC	Laguna Service Company Limited
MCP	Mae Chan Property Company Limited
PGR	Phuket Grande Resort Limited
PSD	Pai Samart Development Company Limited
TDCL	Talang Development Company Limited
TRL	Tropical Resorts Limited
TWL	Twin Waters Limited
TWPC	Thai Wah Public Company Limited
TWPL	Thai Wah Plaza Limited
TWRH	TWR-Holdings Limited
TWT	Thai Wah Tower Company Limited
TWT2	Thai Wah Tower (2) Company Limited
V9F	Vision 9 Farm Limited

ANNUAL REPORT 2023

Form 56-1 One Report



laguna
RESORTS & HOTELS

Laguna Resorts & Hotels Public Company Limited