Laguna Resorts & Hotels Public Company Limited and its subsidiaries

Condensed notes to interim financial statements

For the three-month period ended 31 March 2025

1. General information

1.1 Corporate information

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

The Group is principally engaged in the hotel business and property development. There are four hotels in Laguna Phuket, namely Angsana Laguna Phuket, Banyan Tree Phuket, Cassia Phuket and Homm Suites Laguna, 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 sales 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.

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

These interim financial statements are prepared in accordance with Thai Accounting Standard No. 34 *Interim Financial Reporting*, with the Company presenting condensed interim financial statements. The Company has presented the statements of financial position, income, comprehensive income, changes in shareholders' equity, and cash flows in the same format as that used for the annual financial statements and has presented notes to the interim financial statements on a condensed basis.

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

The interim financial statements in Thai language are the official statutory financial statements of the Company. The interim financial statements in English language have been translated from the Thai language financial statements.

**1.3 Basis of consolidation**

The interim consolidated financial statements includes the financial statements of Laguna Resorts & Hotels Public Company Limited (“the Company”) and its subsidiary companies (“the subsidiaries”) (collectively as “the Group”) and has been prepared on the same basis as that applied for the consolidated financial statements for the year ended 31 December 2024, with no change in shareholding structure of subsidiaries during the current period, except for the acquisition of Tropical Resorts Limited, resulting in an addition of three subsidiaries as detailed below. Further information is disclosed in Note 7.

|  |  | Country of | Percentage of | |
| --- | --- | --- | --- | --- |
| Company’s name | Nature of business | incorporation | shareholding | |
|  |  |  | 31 March 2025 | 31 December 2024 |
|  |  |  | % | % |
| Subsidiaries held through Laguna Banyan Tree Limited | |  |  |  |
| Tropical Resorts Limited | Holding company | Hong Kong | 65.06 | - |
| Gold Sand Investments Ltd. | Holding company | British Virgin Islands | 65.06 | - |
| Ocean Resorts (Private) Limited | Hospitality industry related activities | Republic of Sri Lanka | 65.06 | - |

**1.4    Accounting policies**

The interim financial statements are prepared using the same accounting policies and methods of computation as were used for the financial statements for the year ended 31 December 2024, except the following transaction.

**Business combination and goodwill**

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, which is measured at the acquisition date fair value, the amount of any non-controlling interests in the acquiree and the acquisition date fair value of the Group’s previously held equity interest in the acquiree, in a business combination achieved in stages.

For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree’s identifiable net assets. Acquisition-related costs are expensed as incurred and included in administrative expenses.

The Group measures the identifiable assets acquired and the liabilities assumed at acquisition date fair value, and classifies and designates them in accordance with the contractual terms, economic circumstances, and pertinent conditions as at the acquisition date.

Any contingent consideration to be transferred by the Group will be recognised at fair value at the acquisition date. A contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. A contingent consideration classified as an asset or liability is measured at fair value, with changes in fair value recognised in profit or loss.

Goodwill is initially recorded at cost, which equals the excess of 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.

**2. Trade and other current receivables**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | | (Unit: Thousand Baht) | |
|  | Consolidated financial statements | | Separate financial statements | |
|  | 31 March 2025 | 31 December 2024 | 31 March 2025 | 31 December 2024 |
|  |  | (Audited) |  | (Audited) |
| Trade accounts receivable - unrelated parties |  |  |  |  |
| Trade accounts receivable - hotel operations | 295,844 | 350,383 | 10,133 | 10,224 |
| Less: Allowance for expected credit losses | (53,833) | (49,032) | (7,021) | (7,191) |
| Trade accounts receivable - hotel operations, net | 242,011 | 301,351 | 3,112 | 3,033 |
| Trade accounts receivable - sales of property |  |  |  |  |
| - installments due | 206,384 | 154,434 | - | - |
| Current portion of long-term trade |  |  |  |  |
| accounts receivable - sales of property | 415,993 | 381,046 | - | - |
| Less: Deferred interest income | (15,620) | (13,913) | - | - |
| Net (Note 6) | 400,373 | 367,133 | - | - |
| Trade accounts receivable - sales of property, net | 606,757 | 521,567 | - | - |
| Trade accounts receivable - sales of holiday club |  |  |  |  |
| memberships and sales and marketing services  for holiday club memberships | 32,845 | 22,893 | - | - |
| Less: Allowance for expected credit losses | (7,743) | (6,830) | - | - |
| Trade accounts receivable - sales of holiday club  memberships and sales and marketing services for  holiday club memberships, net | 25,102 | 16,063 | - | - |
| Total | 873,870 | 838,981 | 3,112 | 3,033 |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | | (Unit: Thousand Baht) | |
|  | Consolidated financial statements | | Separate financial statements | |
|  | 31 March 2025 | 31 December 2024 | 31 March 2025 | 31 December 2024 |
|  |  | (Audited) |  | (Audited) |
| Trade accounts receivable - related person |  |  |  |  |
| Current portion of long-term trade |  |  |  |  |
| accounts receivable - sales of property (Note 3, 6) | 7,976 | 7,834 | - | - |
| Total | 7,976 | 7,834 | - | - |
| Total tra­de accounts receivable, net | 881,846 | 846,815 | 3,112 | 3,033 |
| Other current receivables |  |  |  |  |
| Amounts due from related parties (Note 3) | 183,016 | 170,325 | 52,251 | 43,697 |
| Villa owner receivables | 158,967 | 161,906 | 887 | 660 |
| Accrued rental income | 23,206 | 12,330 | 23,206 | 12,330 |
| Other current receivables | 30,639 | 29,493 | 536 | 407 |
| Total other current receivables | 395,828 | 374,054 | 76,880 | 57,094 |
| Less: Allowance for expected credit losses | (53,596) | (53,390) | - | - |
| Total other current receivables, net | 342,232 | 320,664 | 76,880 | 57,094 |
| Total trade and other current receivables, net | 1,224,078 | 1,167,479 | 79,992 | 60,127 |

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

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated | | Separate | |
|  | financial statements | | financial statements | |
|  | 31 March | 31 December | 31 March | 31 December |
|  | 2025 | 2024 | 2025 | 2024 |
| **Age of receivables** |  | (Audited) |  | (Audited) |
| Not yet due | 70,876 | 110,316 | 965 | 874 |
| Past due |  |  |  |  |
| Up to 30 days | 67,351 | 97,987 | 191 | 280 |
| 31 - 60 days | 33,784 | 37,425 | 21 | 197 |
| 61 - 90 days | 13,439 | 9,722 | 114 | 136 |
| 91 - 120 days | 5,290 | 3,452 | 106 | 108 |
| Over 120 days | 105,104 | 91,481 | 8,736 | 8,629 |
| Total | 295,844 | 350,383 | 10,133 | 10,224 |
| Less: Allowance for expected credit losses | (53,833) | (49,032) | (7,021) | (7,191) |
| Trade accounts receivable - hotel operations, net | 242,011 | 301,351 | 3,112 | 3,033 |

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

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated | | Separate | |
|  | financial statements | | financial statements | |
|  | 31 March | 31 December | 31 March | 31 December |
|  | 2025 | 2024 | 2025 | 2024 |
| **Age of receivables** |  | (Audited) |  | (Audited) |
| Not yet due | 534,303 | 452,133 | - | - |
| Past due |  |  |  |  |
| Up to 30 days | 25,846 | 29,014 | - | - |
| 31 - 60 days | 22,743 | 17,756 | - | - |
| 61 - 90 days | 16,039 | 18,596 | - | - |
| 91 - 120 days | 12,114 | 9,911 | - | - |
| Over 120 days | 19,308 | 15,904 | - | - |
| Total | 630,353 | 543,314 | - | - |
| Less: Deferred interest income | (15,620) | (13,913) | - | - |
| Trade accounts receivable - sales of property, net | 614,733 | 529,401 | - | - |

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

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated | | Separate | |
|  | financial statements | | financial statements | |
|  | 31 March | 31 December | 31 March | 31 December |
|  | 2025 | 2024 | 2025 | 2024 |
| **Age of receivables** |  | (Audited) |  | (Audited) |
| Not yet due | 2,459 | 2,629 | - | - |
| Past due |  |  |  |  |
| Up to 30 days | 1,566 | - | - | - |
| 31 - 60 days | 539 | 716 | - | - |
| 61 - 90 days | 10,927 | 609 | - | - |
| 91 - 120 days | 716 | 1,174 | - | - |
| Over 120 days | 16,638 | 17,765 | - | - |
| Total | 32,845 | 22,893 | - | - |
| Less: Allowance for expected credit losses | (7,743) | (6,830) | - | - |
| Trade accounts receivable - sales of holiday club memberships and sales and marketing services for holiday club memberships, net | 25,102 | 16,063 | - | - |

**3. Related party transactions**

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

Summaries significant business transactions with related parties as follows.

(Unit: Million Baht)

|  | For the three-month periods ended 31 March | | | |
| --- | --- | --- | --- | --- |
|  | Consolidated | | Separate | |
|  | financial statements | | financial statements | |
|  | 2025 | 2024 | 2025 | 2024 |
| Transactions with subsidiaries |  |  |  |  |
| (eliminated from the consolidated financial statements) |  |  |  |  |
| Guarantee fee income | - | - | 4 | - |
| Guarantee fee expenses | - | - | 4 | 4 |
| Interest income | - | - | 15 | 14 |
| Interest expenses | - | - | 4 | 9 |
| Management fee income | - | - | 30 | 35 |
| Reimbursement receipts | - | - | 3 | 6 |
| Reimbursement payments | - | - | 8 | 8 |
| Rental and service income | - | - | 1 | 1 |
| Rental and service expenses | - | - | 1 | 2 |
| Resort service income | - | - | - | 1 |
| Resort service expenses | - | - | 2 | 2 |
| Transactions with associates |  |  |  |  |
| Reimbursement receipts | 2 | 1 | - | - |
| Rental and service income | 4 | 3 | - | - |
| Transactions with related companies |  |  |  |  |
| Inter resort payments | 1 | 1 | - | - |
| Management fee income | 1 | - | 1 | - |
| Management fee expenses | 122 | 112 | - | - |
| Purchase of spa and gallery vouchers | 2 | 2 | - | - |
| Sale of goods | 5 | 11 | - | - |
| Reimbursement receipts | 32 | 41 | 5 | 6 |
| Reimbursement payments | 19 | 28 | 5 | 5 |
| Rental and service income | 1 | - | - | - |
| Rental return on hotel units | 1 | - | - | - |
| Resort service income | 1 | 1 | - | - |
| Training charges | 4 | - | - | - |
| Service fees | 8 | 8 | - | - |

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)

|  |  |  |
| --- | --- | --- |
|  | 31 March 2025 | 31 December 2024 |
|  |  | (Audited) |
| Long-term loan facilities | 1,400 | 1,400 |
| Overdrafts and bank guarantee facilities | 96 | 96 |

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

(Unit: Million Baht)

|  |  |  |
| --- | --- | --- |
|  | 31 March 2025 | 31 December 2024 |
|  |  | (Audited) |
| Short-term loan facilities | 150 | 150 |

As at 31 March 2025 and 31 December 2024, the balances of the accounts between the Group and those related companies are as follows:

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated | | Separate | |
|  | financial statements | | financial statements | |
|  | 31 March | 31 December | 31 March | 31 December |
|  | 2025 | 2024 | 2025 | 2024 |
|  |  | (Audited) |  | (Audited) |
| **Amounts due from related parties** |  |  |  |  |
| Subsidiaries | - | - | 37,711 | 30,411 |
| Associated companies | 4,293 | 4,345 | - | - |
| Related companies (related by |  |  |  |  |
| common shareholders) | 178,723 | 165,980 | 14,540 | 13,286 |
| Total amounts due from related parties (Note 2) | 183,016 | 170,325 | 52,251 | 43,697 |
| Less: Allowance for expected credit losses | (50,337) | (50,770) | - | - |
| Total amounts due from related |  |  |  |  |
| parties, net | 132,679 | 119,555 | 52,251 | 43,697 |
| **Trade accounts receivable - related person** |  |  |  |  |
| Current portion of long-term trade accounts receivable (Note 2, 6) | 7,976 | 7,834 | - | - |
| Long-term trade accounts receivable (Note 6) | 4,165 | 6,207 | - | - |
| Total trade accountsreceivable - related person | 12,141 | 14,041 | - | - |

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated | | Separate | |
|  | financial statements | | financial statements | |
|  | 31 March | 31 December | 31 March | 31 December |
|  | 2025 | 2024 | 2025 | 2024 |
|  |  | (Audited) |  | (Audited) |
| **Amounts due to related parties** |  |  |  |  |
| Subsidiaries | - | - | 7,877 | 6,203 |
| Related companies (related by |  |  |  |  |
| common shareholders) | 186,532 | 157,416 | 7,255 | 2,353 |
| Total amounts due to related parties | 186,532 | 157,416 | 15,132 | 8,556 |
| **Security deposit** |  |  |  |  |
| Related companies (related by |  |  |  |  |
| common shareholders) | 30,000 | 30,000 | - | - |
| Total security deposit(1) | 30,000 | 30,000 | - | - |

(1) This item represents a security deposit provided to the shareholders of a subsidiary company, in accordance with the memorandum of understanding, for the purchase of land within a 10-year period. The shareholders of the subsidiary company have agreed to return the security deposit upon completion of the final installment of the land purchase.

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

As at 31 March 2025 and 31 December 2024, the balance of loans between the Company and those related companies and the movement are as follows:

Long-term loans to subsidiaries

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Separate financial statements | | | |
|  | 31 December 2024 | Addition | Repayment | 31 March 2025 |
|  | (Audited) |  |  |  |
| Laguna Banyan Tree Limited | 445,000 | 40,000 | (223,000) | 262,000 |
| Laguna Holiday Club Limited | 5,000 | 2,000 | - | 7,000 |
| Laguna Lakes Limited | 234,000 | 3,000 | - | 237,000 |
| Laguna (3) Limited | 1,000 | - | - | 1,000 |
| Laguna Grande Limited | 469,000 | 54,000 | (180,000) | 343,000 |
| Total | 1,154,000 | 99,000 | (403,000) | 850,000 |

Long-term loans from subsidiary

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Separate financial statements | | | |
|  | 31 December 2024 | Addition | Repayment | 31 March 2025 |
|  | (Audited) |  |  |  |
| TWR - Holdings Limited | 253,000 | 312,000 | (360,000) | 205,000 |

**Directors and management’s benefits**

During the three-month periods ended 31 March 2025 and 2024, the Group had employee benefit expenses of their directors and management as below.

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | For the three-month periods ended 31 March | | | |
|  | Consolidated  financial statements | | Separate  financial statements | |
|  | 2025 | 2024 | 2025 | 2024 |
| Short-term employee benefits | 52,393 | 44,530 | 29,165 | 21,835 |
| Post-employment benefits | 1,138 | 1,365 | 489 | 551 |
| Other long-term employee benefits | 8 | 11 | 3 | 4 |
| Total | 53,539 | 45,906 | 29,657 | 22,390 |

4. Property development cost

(Unit: Thousand Baht)

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | Consolidated | | Separate | |
|  | financial statements | | financial statements | |
|  | 31 March | 31 December | 31 March | 31 December |
|  | 2025 | 2024 | 2025 | 2024 |
|  |  | (Audited) |  | (Audited) |
| Land | 1,344,571 | 1,344,571 | 111,429 | 111,429 |
| Land and property under construction | 2,632,792 | 2,525,314 | - | - |
| Land and completed buildings | 568,984 | 737,241 | - | - |
| Total | 4,546,347 | 4,607,126 | 111,429 | 111,429 |
| Less: Allowance for diminution in value | (1,900) | (1,900) | - | - |
| Property development cost, net | 4,544,447 | 4,605,226 | 111,429 | 111,429 |

Subsidiaries have mortgaged property development cost amounting to Baht 904 million (31 December 2024: Baht 990 million) as collateral against its credit facilities received from financial institutions.

5. Other non-current financial assets

| (Unit: Thousand Baht) | | |
| --- | --- | --- |
|  | Consolidated financial statements | |
|  | 31 March 2025 | 31 December 2024 |
|  |  | (Audited) |
| Non-listed equity instruments |  |  |
| Bibace Investments Ltd. | - | 524,512 |
| Banyan Tree Indochina Hospitality Fund, L.P. | 342,598 | 333,726 |
| Donvale Limited | 23,969 | - |
| Total other non-current financial assets | 366,567 | 858,238 |

On 14 March 2025, Laguna Banyan Tree Limited (“LBTL”), a wholly owned subsidiary of the Company, has entered into the share purchase agreement to acquire 1,348 ordinary shares of Donvale Limited (“DVL”) representing approximately 13.48 percent of the total issued and paid-up share capital for a consideration of SGD 250,000 from a company, who is not a related person of the Group.

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.

6. Long-term trade accounts receivable

Long-term trade accounts receivable consists of installments receivable from property sales, which bear interest at rates of 0.0% - 7.0% per annum 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 | |
|  | 31 March 2025 | 31 December 2024 |
|  |  | (Audited) |
| Current portion of long-term trade accounts receivable | 408,349 | 374,967 |
| Long-term trade accounts receivable | 812,967 | 678,309 |
| Total | 1,221,316 | 1,053,276 |

|  | (Unit: Thousand Baht) | |
| --- | --- | --- |
|  | Consolidated financial statements | |
|  | 31 March 2025 | 31 December 2024 |
|  |  | (Audited) |
| Long-term trade accounts receivable - unrelated parties |  |  |
| Within 1 year | 415,993 | 381,046 |
| Less: Deferred interest income | (15,620) | (13,913) |
| Current portion of long-term trade |  |  |
| accounts receivable, net (Note 2) | 400,373 | 367,133 |
| Over 1 year to 5 years | 825,915 | 686,182 |
| Less: Deferred interest income | (17,113) | (14,080) |
| Long-term trade accounts receivable, net | 808,802 | 672,102 |
| Total - unrelated parties | 1,209,175 | 1,039,235 |
| Long-term trade accounts receivable - related person |  |  |
| Current portion of long-term trade accounts receivable (Note 2, 3) | 7,976 | 7,834 |
| Over 1 year to 5 years (Note 3) | 4,165 | 6,207 |
| Total - related person | 12,141 | 14,041 |
| Total | 1,221,316 | 1,053,276 |

7. 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 | |
|  | 31 March 2025 | 31 December 2024 | 31 March 2025 | 31 December 2024 | 31 March 2025 | 31 December 2024 |
|  | Million | Million | % | % | Million | Million |
|  | Baht | Baht |  |  | Baht | Baht |
| **Subsidiaries directly held by the Company** |  |  |  |  |  |  |
| Banyan Tree Gallery (Singapore) Pte. Ltd. | SGD 0.43 | SGD 0.43 | 51.0 | 51.0 | 4.0 | 4.0 |
|  | Million | Million |  |  |  |  |
| Banyan Tree Gallery (Thailand) Limited | 7.8 | 7.8 | 51.0 | 51.0 | 4.0 | 4.0 |
| Laguna Banyan Tree Limited(1) | 950.0 | 950.0 | 100.0 | 100.0 | 1,619.1 | 1,619.1 |
| Laguna Holiday Club Limited | 330.0 | 330.0 | 100.0 | 100.0 | 330.0 | 330.0 |
| Laguna Grande Limited(2) | 1,006.7 | 1,006.7 | 100.0 | 100.0 | 958.5 | 958.5 |
| Laguna Lakes Limited | 1.0 | 1.0 | 95.0 | 95.0 | 0.9 | 0.9 |
| Less: Allowance for diminution in value |  |  |  |  | (0.9) | - |
| Laguna Lakes Limited |  |  |  |  | - | 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) | 1,565.1 | 1,565.1 | 100.0 | 100.0 | 1,550.0 | 1,550.0 |
| Vision 9 Farm Limited(5) | 2.0 | 2.0 | 100.0 | 100.0 | - | - |

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
| Company’s name | Paid-up capital | | | Shareholding percentage | | Cost | |
|  | 31 March 2025 | | 31 December 2024 | 31 March 2025 | 31 December 2024 | 31 March 2025 | 31 December 2024 |
|  | Million | | Million | % | % | Million | Million |
|  | Baht | | Baht |  |  | Baht | Baht |
| **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 | | 82.0 | 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 | - | - |
| Laguna Sathorn Tower Co., Ltd. | 1,580.0 | | 1,580.0 | 100.0 | 100.0 | - | - |
| Laguna Sathorn Building Co., Ltd. | 327.0 | | 327.0 | 100.0 | 100.0 | - | - |
| Laguna Sathorn Land Co., Ltd. | 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 | | 2.0 | 100.0 | 100.0 | - | - |
| Laguna Hospitality Limited | 10.0 | | 2.0 | 100.0 | 100.0 | - | - |
| **Subsidiaries held through Laguna Grande Limited** |  | |  |  |  |  |  |
| Bangtao (1) Limited | 14.0 | | 14.0 | 100.0 | 100.0 | - | - |
| Bangtao (2) Limited | 5.0 | | 5.0 | 100.0 | 100.0 | - | - |
| Bangtao Laguna Limited | 80.0 | | 80.0 | 100.0 | 100.0 | - | - |
| Bangtao Grande Limited | 1,020.0 | | 1,020.0 | 100.0 | 100.0 | - | - |
| **Subsidiary held through Laguna Holiday Club Limited** | |  |  |  |  |  |  |
| Cheer Golden Limited | - | | - | 100.0 | 100.0 | - | - |
| **Subsidiaries held through Laguna Banyan Tree Limited** | |  |  |  |  |  |  |
| PT AVC Indonesia | USD 7.0  Million | | USD 7.0  Million | 100.0 | 100.0 | - | - |
| Tropical Resorts Limited | USD 21.0  Million | | - | 65.06 | - | - | - |
| Gold Sand Investments Ltd.(6) | USD 6.8  Million | | - | 65.06 | - | - | - |
| Ocean Resorts (Private) Limited(7) | LKR 10,000 | | - | 65.06 | - | - | - |
| **Total investments in subsidiaries** |  | |  |  |  | 4,535.8 | 4,536.7 |

(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) Gold Sand Investments Ltd. is held 100.0% by Tropical Resorts Limited.

(7) Ocean Resorts (Private) Limited is held 100.0% by Gold Sand Investments Ltd.

During the period, the significant changes in investments in subsidiaries are as follows.

On 14 March 2025, Laguna Banyan Tree Limited (“LBTL”), a wholly owned subsidiary of the Company, has entered into the share purchase agreement to acquire (i) the additional 8,230,645 ordinary shares of Tropical Resorts Limited (“TRL”) representing approximately 39.19 percent of the total issued and paid-up share capital for a consideration of SGD 5,250,000 from a company, who is not a related person of the Group of the Company. Therefore, the investment in TRL has been reclassified from investments in associates to investments in subsidiaries. Furthermore, the Group has incorporated two subsidiaries, Gold Sand Investments Ltd. and Ocean Resorts (Private) Limited, which are wholly owned by TRL, into the Group structure. As a result of the investment acquisition, the Group recognised gain on a bargain purchase of Baht 15 million, which is presented under other income (Note 13) in the income statement.

The fair values of assets acquired and liabilities of Tropical Resorts Limited and its subsidiaries as at the acquisition date are summarised below.

(Unit: Million Baht)

|  |  |
| --- | --- |
| Cash and cash equivalents | 20,080 |
| Trade and other current receivables | 665 |
| Other current assets | 120 |
| Other non-current financial assets | 2,378 |
| Investments in associates | 397,925 |
| Trade and other current payables | (47,729) |
| Income tax payable | (105) |
| Net assets of the subsidiaries | 373,334 |
| Non-controlling interests of the subsidiaries (34.94%) | (129,555) |
| Net assets of the subsidiaries attributable to the Group’s interest (65.06%) | 243,779 |
| Less: The Group’s previously held equity interest | (96,312) |
| Less: Gain on a bargain purchase | (14,960) |
| Cash paid for purchase of the subsidiaries | 132,507 |
| Less: Cash and cash equivalents of the subsidiaries | (20,080) |
| Net cash paid from purchase of the subsidiaries | 112,427 |

8. Investments in associates

8.1 Details of associates

(Unit: Thousand Baht)

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  |  |  | Consolidated financial statements | | | | | |
| Company’s name | Nature of business | Country of incorporation | Shareholding percentage | | Cost | | Carrying amounts based on equity method | |
|  |  |  | 31 March | 31 December | 31 March | 31 December | 31 March | 31 December |
|  |  |  | 2025 | 2024 | 2025 | 2024 | 2025 | 2024 |
|  |  |  |  | (Audited) |  | (Audited) |  | (Audited) |
|  |  |  | (%) | (%) |  |  |  |  |
| Tropical Resorts Limited | Holding company | Hong Kong | - | 25.87 | - | 17,673 | - | - |
| Less: Allowance for impairment of investment | |  |  |  | - | (17,673) | - | - |
|  |  |  |  |  | - | - | - | - |
| Thai Wah Public Company Limited | Manufacture and distribution of vermicelli, tapioca starch and other | Thailand | 10.03 | 10.03 | 777,454 | 777,454 | 739,854 | 736,054 |
|  | food products |  |  |  |  |  |  |  |
| Banyan Tree China Pte. Ltd. | Holding company | Singapore | 10.69 | 10.69 | 173,495 | 173,495 | 330,547 | 330,374 |
| Bibace Investments Ltd. | Holding company | British Virgin Islands | 32.68 | - | 786,513 | - | 786,513 | - |
| Total investments in associates, net | | |  |  | 1,737,462 | 950,949 | 1,856,914 | 1,066,428 |

(Unit: Thousand Baht)

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
|  |  |  | Separate financial statements | | | |
| Company’s name | Nature of business | Country of incorporation | Shareholding percentage | | Cost | |
|  |  |  | 31 March | 31 December | 31 March | 31 December |
|  |  |  | 2025 | 2024 | 2025 | 2024 |
|  |  |  |  | (Audited) |  | (Audited) |
|  |  |  | (%) | (%) |  |  |
| Thai Wah Public Company Limited | Manufacture and distribution of vermicelli, tapioca starch and other food products | Thailand | 10.03 | 10.03 | 777,454 | 777,454 |
| Total |  |  |  |  | 777,454 | 777,454 |

As at 31 March 2025 and 31 December 2024, 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.

As disclosed in Note 7, the acquisition of TRL has resulted in an increase of 12.88% in the Group’s indirect shareholding in Bibace Investment Ltd. (“BI”), when combined with the existing direct shareholding of 19.80%, the total shareholding amounts to 32.68%. Consequently, the investment in BI has been reclassified from other non-current financial assets to investments in associates during the current period.

8.2   Share of comprehensive income (loss)

        During the three-month periods ended 31 March 2025 and 2024, the Group has recognised their share of comprehensive income (loss) from investments in associates in the consolidated financial statements as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  | (Unit: Thousand Baht) | | | |
|  | Consolidated financial statements | | | |
| Company’s name | Share of profit from investments in associates | | Share of other comprehensive income (loss) from investments in associates | |
|  | 2025 | 2024 | 2025 | 2024 |
| Banyan Tree China Pte. Ltd. | 173 | 8,497 | - | - |
| Tropical Resorts Limited | 96,312 | - | - | - |
| Thai Wah Public Company Limited | 9,617 | 6,703 | (5,817) | 6,696 |
| Total | 106,102 | 15,200 | (5,817) | 6,696 |

As mentioned in Note 7 regarding the investment acquisition, there was a change in the classification of the investment from an associate to a subsidiary. This resulted in the remeasurement of the previously held interest in the associate to its fair value. Consequently, the Group recognised an increase in share of profit from investment in associate in the amount of Baht 96 million in the income statement.

8.3 Fair value of investments in a listed associate

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

|  |  |  |
| --- | --- | --- |
|  | (Unit: Million Baht) | |
| Associate | Fair values as at | |
|  | 31 March 2025 | 31 December 2024 |
|  |  | (Audited) |
| Thai Wah Public Company Limited | 210 | 235 |

9. Investment properties

Movements of investment properties for the three-month period ended 31 March 2025 are summaries below:

(Unit: Thousand Baht)

|  |  |  |
| --- | --- | --- |
|  | Consolidated | Separate |
|  | financial statements | financial statements |
| Net book value as at 1 January 2025 | 1,833,953 | 275,216 |
| Additions | 4,400 | 4,400 |
| Transfer from property development cost | 62,706 | - |
| Gain on revaluation of investment properties | 68,644 | - |
| Net book value as at 31 March 2025 | 1,969,703 | 279,616 |

As at 31 March 2025 and 31 December 2024, the subsidiaries have pledged investment properties amounting to approximately Baht 941 million as collateral against credit facilities received from financial institutions.

10. Property, plant and equipment

Movements of property, plant and equipment for the three-month period ended 31 March 2025 are summaries below:

(Unit: Thousand Baht)

|  |  |  |
| --- | --- | --- |
|  | Consolidated | Separate |
|  | financial statements | financial statements |
| **At cost / revaluation value** |  |  |
| Balance as at 31 December 2024 | 22,910,126 | 107,114 |
| Additions | 194,303 | 1,072 |
| Disposals and write off | (5,728) | (266) |
| Translation adjustments | 1,496 | - |
| Balance as at 31 March 2025 | 23,100,197 | 107,920 |
| **Accumulated depreciation** |  |  |
| Balance as at 31 December 2024 | (3,969,335) | (58,592) |
| Depreciation charged for the period | (113,949) | (1,460) |
| Disposals and write off | 5,667 | 206 |
| Translation adjustments | (308) | - |
| Balance as at 31 March 2025 | (4,077,925) | (59,846) |
| **Allowance for impairment loss** |  |  |
| Balance as at 31 December 2024 | (71,861) | (4,789) |
| Translation adjustments | (698) | - |
| Balance as at 31 March 2025 | (72,559) | (4,789) |
| **Net book value** |  |  |
| Balance as at 31 December 2024 | 18,868,930 | 43,733 |
| Balance as at 31 March 2025 | 18,949,713 | 43,285 |

The subsidiaries have mortgaged land and buildings at fair value of Baht 12,598 million (31 December 2024: Baht 12,691 million) as collateral against credit facilities received from financial institutions.

11. Short-term loans from financial institutions

Short-term loans from financial institutions represent promissory notes with maturity dates within 1 to 3 months. Short-term loans from financial institutions carry interest rate of MMR.

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 10 and by the guarantee provided by subsidiaries.

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

Movements in the long-term loans account during the three-month period ended 31 March 2025 are summarised below:

(Unit: Thousand Baht)

|  |  |  |
| --- | --- | --- |
|  | Consolidated | Separate |
|  | financial statements | financial statements |
| Principal as at 31 December 2024 | 4,485,706 | 1,307,750 |
| Add: Draw down | 251,609 | - |
| Less: Repayments | (50,610) | (13,125) |
| Principal as at 31 March 2025 | 4,686,705 | 1,294,625 |
| Less: Deferred financial fees | (10,044) | (3,389) |
| Balance as at 31 March 2025 | 4,676,661 | 1,291,236 |

The loans are secured by mortgage of plots of land and buildings of its subsidiaries, as described in Notes 4, 9 and 10. Certain loans are guaranteed by the Company and the pledge of the 10 million ordinary shares of Thai Wah Public Company Limited, as described in Note 8.1.

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

As of 31 March 2025, the long-term credit facilities of the subsidiaries which have not yet been drawn down, totaling Baht 1,677 million (31 December 2024: Baht 1,679 million).

On 25 April 2025, the subsidiaries received relief measure from a financial institution for 6 quarterly installments grace period on principal repayment of 16 loan agreements, covering the period from the second quarter of 2025 to the third quarter of 2026. The principal repayments which are postponed during the grace period amounting to Baht 270 million.

**13.    Other income**

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | | (Unit: Thousand Baht) | |
|  | For the three-month periods ended 31 March | | | |
|  | Consolidated  financial statements | | Separate  financial statements | |
|  | 2025 | 2024 | 2025 | 2024 |
| Guarantee fee income | - | - | 3,500 | 263 |
| Management fee income | 724 | 405 | 30,905 | 35,458 |
| Gain on revaluation of investment properties (Note 9) | 68,644 | - | - | - |
| Gain on sales of property, plant and equipment | 155 | 90 | 12 | 6 |
| Gain on a bargain purchase (Note 7) | 14,960 | - | - | - |
| Others | 2,330 | 677 | 267 | 222 |
| Total | 86,813 | 1,172 | 34,684 | 35,949 |

**14. Income tax**

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

Income tax expenses for the three-month periods ended 31 March 2025 and 2024 are made up as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
|  |  | | (Unit: Thousand Baht) | |
|  | For the three-month periods ended 31 March | | | |
|  | Consolidated  financial statements | | Separate  financial statements | |
|  | 2025 | 2024 | 2025 | 2024 |
| **Current income tax:** |  |  |  |  |
| Interim corporate income tax charge | 88,307 | 8,863 | - | - |
| **Deferred tax:** |  |  |  |  |
| Relating to origination and reversal of temporary differences | 108,503 | 64,300 | (725) | (836) |
| **Income tax (revenue) expenses reported in the income statement** | 196,810 | 73,163 | (725) | (836) |

**15. Commitments**

Capital commitment

As at 31 March 2025, the Group has capital commitments as follows:

a) The subsidiaries have commitments in respect of constructing new and renovating existing hotel properties amounting to Baht 304 million.

b) The subsidiaries have commitments that relate to projects to develop properties for sale amounting to Baht 2,476 million.

Operating agreements

As at 31 March 2025, the Group has operating agreements as follows:

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

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

As at 31 March 2025, the Group has future minimum payments under service agreement, short-term leases and lease of low-value assets amounting to Baht 58 million (the Company only: Baht 3 million).

Servitude over land

As at 31 March 2025, some subsidiaries have land servitude of approximately 17 rai in Phuket province, which are presented under property development cost and property, plant and equipment.

16. Guarantees

As at 31 March 2025, there were bank guarantees amounting to Baht 53 million (the Company only: Baht 0.5 million) issued to various parties on behalf of the Group, mainly provided for the usage of electricity, other utilities and telecommunication channels.

**17. Segment information**

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

The following tables present revenue and profit information regarding the Group’s operating segments for the three-month periods ended 31 March 2025 and 2024 as follows:

(Unit: Million Baht)

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | For the three-month period ended 31 March 2025 | | | | |
|  | Hotel | Property | Office |  |  |
|  | Business | Development | Rental | Head Office | Total |
| Revenues:  Segment revenues |  |  |  |  |  |
| Total revenues | 1,520 | 1,212 | 15 | - | 2,747 |
| Inter-segment revenues | (91) | (2) | (2) | - | (95) |
| Revenues from external customers | 1,429 | 1,210 | 13 | - | 2,652 |
| Results: |  |  |  |  |  |
| Segment results | 317 | 475 | 2 | (69) | 725 |
| Unallocated income |  |  |  |  | 87 |
| Profit from operations and other income |  |  |  |  | 812 |
| Finance income | - | 19 | - | - | 19 |
| Finance cost | (37) | (1) | - | (18) | (56) |
| Share of profit from investments in associates |  |  |  |  | 106 |
| Profit before income tax expenses |  |  |  |  | 881 |
| Income tax expenses |  |  |  |  | (197) |
| Profit for the period |  |  |  |  | 684 |

(Unit: Million Baht)

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | For the three-month period ended 31 March 2024 | | | | |
|  | Hotel | Property | Office |  |  |
|  | Business | Development | Rental | Head Office | Total |
| Revenues:  Segment revenues |  |  |  |  |  |
| Total revenues | 1,461 | 500 | 10 | - | 1,971 |
| Inter-segment revenues | (73) | (2) | (1) | - | (76) |
| Revenues from external customers | 1,388 | 498 | 9 | - | 1,895 |
| Results: |  |  |  |  |  |
| Segment results | 348 | 103 | (1) | (58) | 392 |
| Unallocated income |  |  |  |  | 1 |
| Profit from operations and other income |  |  |  |  | 393 |
| Finance income | - | 14 | - | - | 14 |
| Finance cost | (38) | (2) | - | (19) | (59) |
| Share of profit from investments in associates |  |  |  |  | 15 |
| Profit before income tax expenses |  |  |  |  | 363 |
| Income tax expenses |  |  |  |  | (73) |
| Profit for the period |  |  |  |  | 290 |

**18. Events after the reporting period**

18.1 On 21 April 2025, the Annual General Meeting of the Company’s shareholders approved the payment of a dividend from the retained earnings as at 31 December 2024 to the Company’s shareholders of Baht 1.40 per share, totaling Baht 233 million.

18.2 On 9 May 2025, the Company's Board of Directors approved the purchase by its subsidiary of 37 Banyan Tree Bintan Villas on Bintan Island in Indonesia from a related company, at market value of approximately USD 10.45 million or Baht 368 million.

**19. Approval of interim financial statements**

These interim financial statements were authorised for issue by the Company’s Board of Directors on 9 May 2025.