

ONE REPORT

ASIA HOTEL GROUP



2023



ASIA HOTEL GROUP

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Definition

ASIA	means	Asia Hotel Public Company Limited
AP	”	Asia Pattaya Hotel Co., Ltd.
AA	”	Asia Airport Hotel Co., Ltd.
ZP	”	Zeer Property Public Company Limited
ZA	”	Zeer Asset Co., Ltd.
ZO	”	Zeer Oversea LLC.
ZLB	”	Zeer Long Beach LLC.
SPA	”	Spa Hotel Co., Ltd.
ABK	”	A.B.K. Enterprise Co., Ltd.
DM	”	Don Muang Grand Plaza Co., Ltd.

Message from Chairman

In 2023, there began a recovery in global tourism after several years of hiatus due to the COVID-19 pandemic. Many countries anticipated increased revenue from tourism to stabilize their economies. Thailand received recognition from The Telegraph, ranking it 6th in the "Top Places to Visit in 2024" globally and the only Asian country on the list. Additionally, the Thai government implemented policies to support domestic tourism and attract international tourists. In the past year, there has been an influx of tourists, primarily from within Asia, including Malaysia, China, South Korea, India, and Russia. The number of Chinese tourists is expected to increase in the second quarter of 2024, as the government has announced significant support measures, such as exempting visa requirements for tourists from March 1, 2024 onward

For the performance of the Asia Hotel Group in 2023, the operations of the 7 hotels generated total revenue of 748.04 million baht, an increase of 260.39 million baht or 53% from the previous year. The gross profit was 311.95 million baht, up from 135.63 million baht in the previous year, or 77% higher. The occupancy rate and average room rate were higher than the previous year, and the revenue from the rental and services business amounted to 440.44 million baht, slightly higher than the previous year. However, the overall performance of both business groups resulted in a net loss of 60.57 million baht, a loss decrease of 51.70 million baht from the previous year or 46.05%. The financial statements of the year 2023 included a special item, namely a loss on fixed assets revaluation amounting to 52.05 million baht, under accounting standards affecting the consolidated financial statements of both the parent company and its subsidiaries only for the year 2023.

In 2024, Asia Hotel Bangkok completed the renovation of the Rajthevee Ballroom and the King Petch Room. Currently, they are in the process of renovating the lobby area and the first-floor restaurant, which is expected to be open for service in the second quarter. Additionally, Asia Hotel Pattaya has undergone a landscape renovation and opened a restaurant and beverage outlet called "Sunny Beach House" on the seaside, offering beautiful sea views. The establishment has received positive feedback from customers. For the performance in 2024, the company anticipates that the hotel business group will achieve better results than the previous year. This is expected due to the modern and attractive new image, as well as the rental and service business. The company has organized various activities and opened new businesses to enhance the competitiveness of the shopping center, promoting greater diversity and supporting customer groups. Additionally, with the expansion of additional business lines, the company is confident that its performance will improve compared to the previous year.

As a representative of the company's board of directors and management team of the Asia Hotel Group and Zeer Rangsit Shopping Center, I am committed to nurturing the growth and sustainability of our hotel and rental and service businesses. We adhere to anti-corruption policies, considering the interests of all stakeholders. We promote community, social, and environmental activities to propel our organization forward. Finally, I would like to express my gratitude to our customers for their patronage, to all levels of staff for their collective excellent service, and to our shareholders for their unwavering confidence in the company's operations throughout.



Suwat Dusitrojjanawongse
Chairman

BOARD OF DIRECTOR



นายสุวัฒน์ ดุสิตโรจนวงศ์

Mr. Suwat Dusitrojjanawong

ประธานกรรมการ
กรรมการอิสระ, กรรมการตรวจสอบ

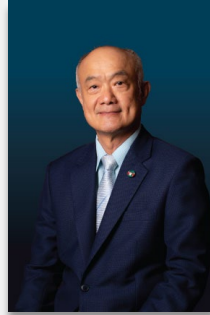
Chairman, Independent Director, Audit Committee



นายสุรพล เตชะหริวจิตร

Mr. Surapol Techaruvichit

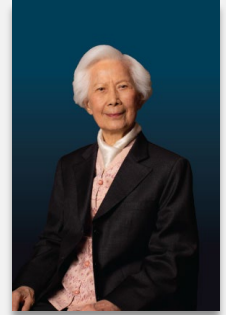
ประธานเจ้าหน้าที่บริหาร, กรรมการ
Chief Executive Officer, Director



นายสุรพงษ์ เตชะหริวจิตร

Mr. Surapong Techaruvichit

กรรมการผู้จัดการ, กรรมการ
Managing Director, Director



นางสุวิมล เตชะหริวจิตร

Mrs. Suvimol Techaruvichit

กรรมการ
Director



นางพรพรรณ ตันอริยกุล

Mrs. Pompun Tanariyakul

กรรมการรองผู้จัดการ
Deputy Managing Director



นางอ้อยทิพย์ เหรานบัตย์

Mrs. Oyetip Hayrabut

กรรมการรองผู้จัดการ
Deputy Managing Director



นางบุษกร สิริโยธิน

Mrs. Ruchokorn Siriyodhin

กรรมการอิสระ, ประธานกรรมการตรวจสอบ
Independent Director, Audit Committee Chairman



ดร.โชติมา พัวศิริ

Dr. Chotima Puasiri

กรรมการอิสระ, กรรมการตรวจสอบ
Independent Director, Audit Committee



นางสาวกศริน พุฒิพัฒน์ศิรัญกุล

Miss Kesarin Pupiphathirunkul

กรรมการอิสระ, กรรมการตรวจสอบ
Independent Director, Audit Committee



นายพลภัทร์ เตชะหริวจิตร

Mr. Polpat Techaruvichit

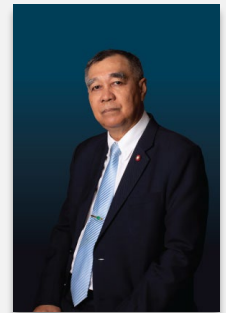
กรรมการ
Director



นางสาวกัษเฐา เตชะหริวจิตร

Miss Patcha Techaruvichit

กรรมการ
Director



พลเอกชานชัย ยศสุนทร

Gen. Chanchai Yossundara

กรรมการอิสระ
Independent Director

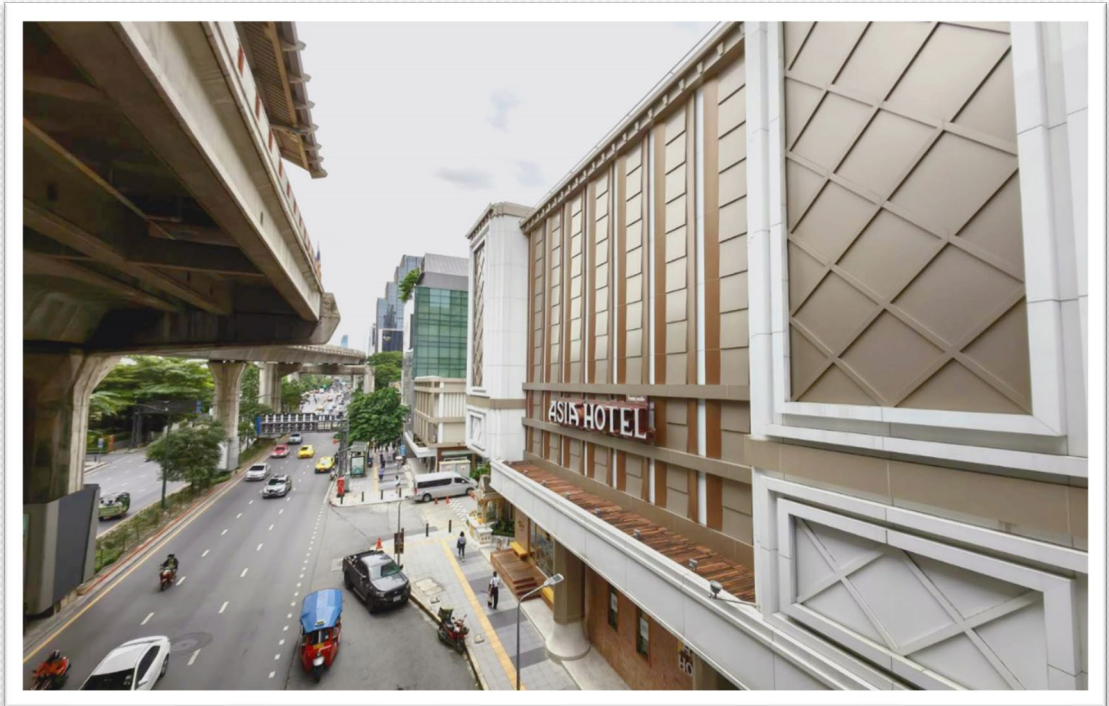


นายดุสิต เสนาภูพิทักษ์
Mr. Dusit Senapoopitak

กรรมการอิสระ
Independent Director



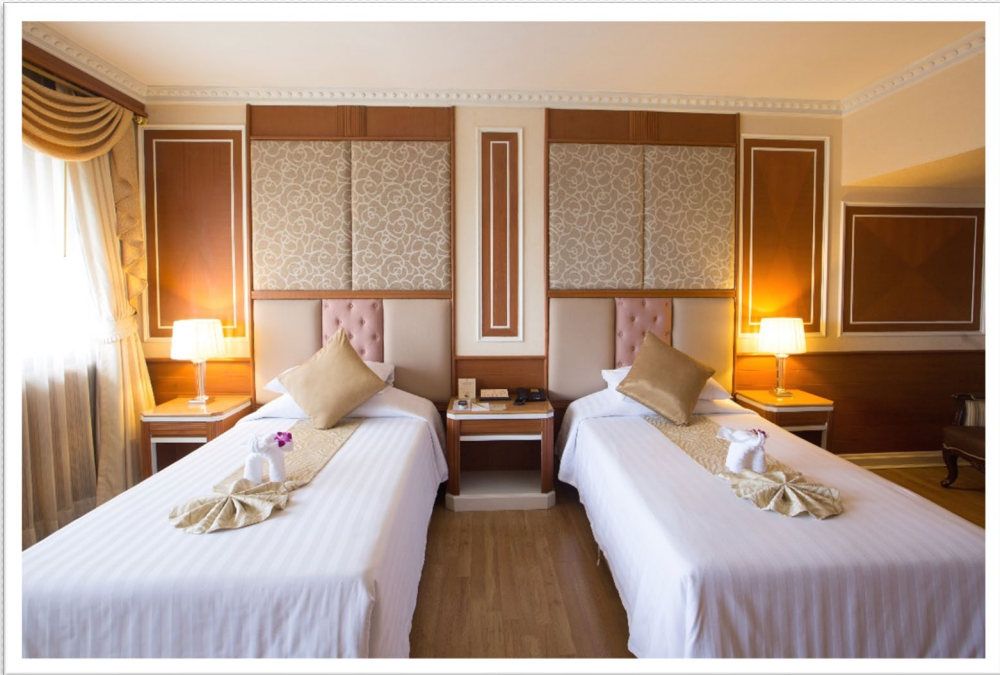
ASIA HOTEL BANGKOK



Travelers' popular choice in the heart of Bangkok

ACCOMMODATIONS

ROOM & SUITE



HOTEL FACILITIES

HEALTH & LIFESTYLE



MEETINGS & EVENTS



ASIA HOTEL WEDDING STUDIO



DINING

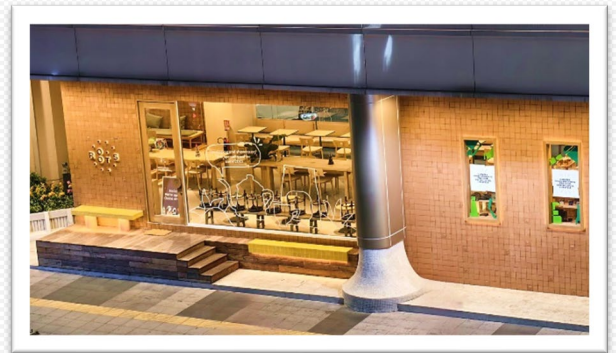
THE CRYSTAL LOBBY BAR



ASIA BAKERY



ROOTS



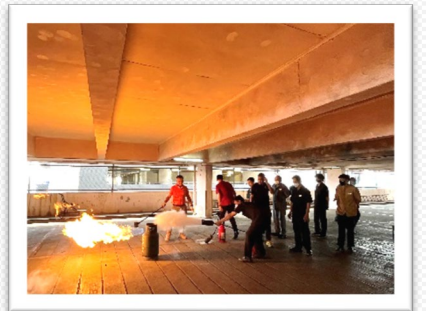
THE BUFFET



สุปั๊ที ๑๑ กราบรอยพระบาท บูชาครู พุทธศักราช ๒๕๖๖
ในวันที่ ๑๕ มกราคม ๒๕๖๖
Annual Buddhist Ritual Ceremony 2023
15 January 2023



อบรมอพยพหนีไฟเบื้องต้น ประจำปี 2566
ในวันที่ ๖-๗ พฤศจิกายน ๒๕๖๖
Annual Fire Drill and Fire Evacuation Training 2023
6-7 November 2023



อบรมกู้ภัยจากมูลนิธิรปอเต็ทตั้ง
ในวันที่ ๗ ธันวาคม ๒๕๖๖
Rescue Training 2023
7 December 2023





ASIA PATTAYA HOTEL



Asia Pattaya Hotel is perfect for those looking for a glorious vacation
in their own private paradise.

ACCOMMODATIONS

ROOM & SUITE

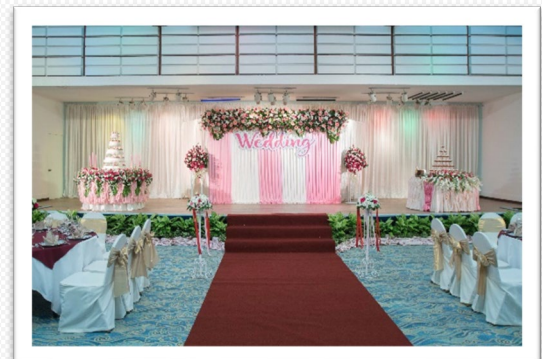
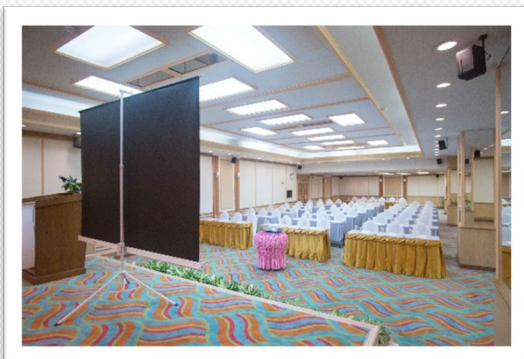


HOTEL FACILITIES

HEALTH & LIFESTYLE

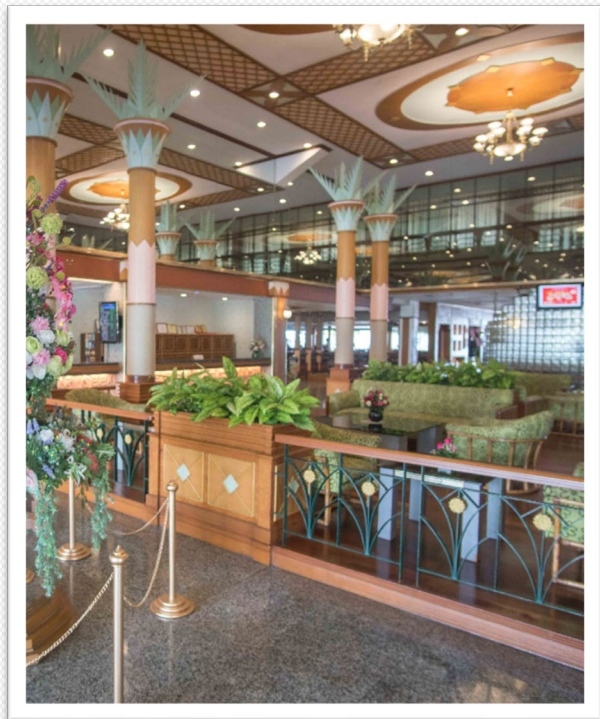


MEETING & EVENTS

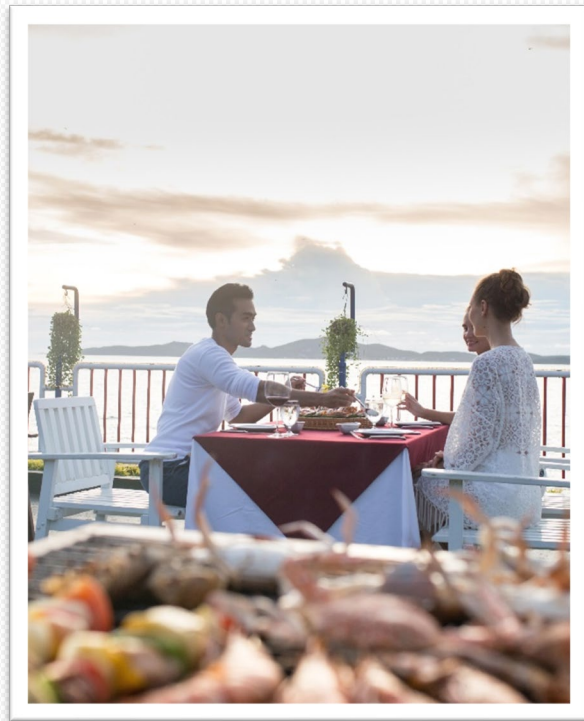


DINING

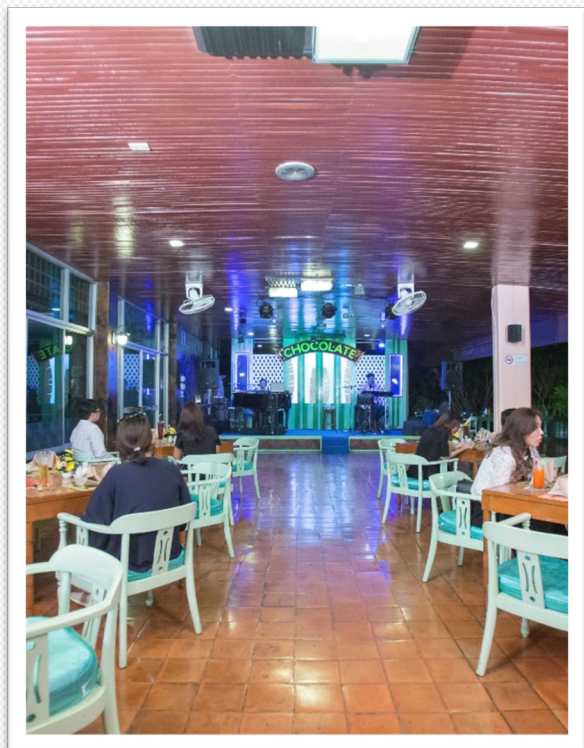
THE DEN LOBBY BAR



CLIFFTOP SEAFOOD PAVILION



GARDEN TERRACE



THE MORAKOT COFFEE SHOP





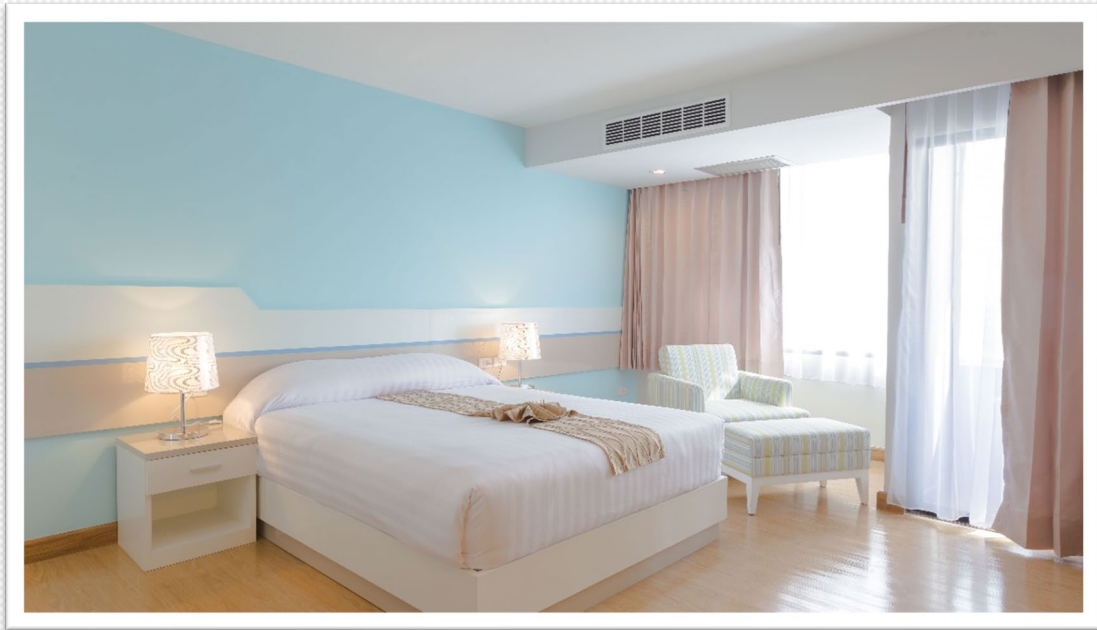
ASIA AIRPORT HOTEL



Ideal for Stopover, Transit or the first and last night of a trip

ACCOMMODATIONS

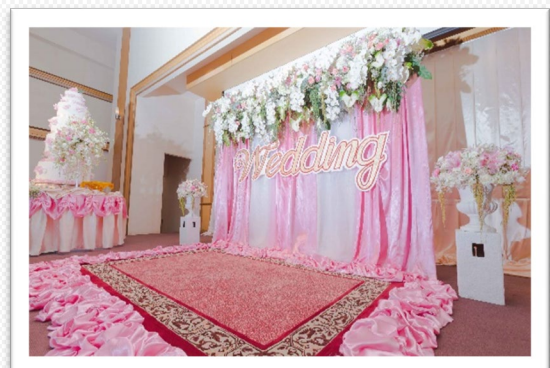
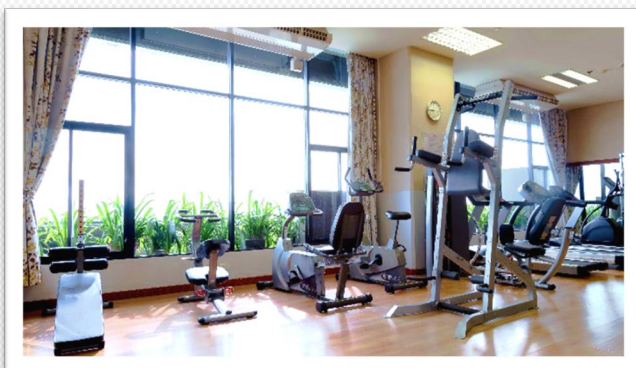
ROOM & SUITE



HOTEL FACILITIES

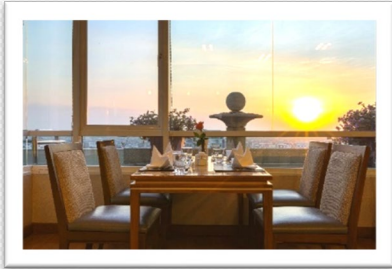
HEALTH & LIFESTYLE

MEETINGS & EVENTS



DINING

ROSY COURT



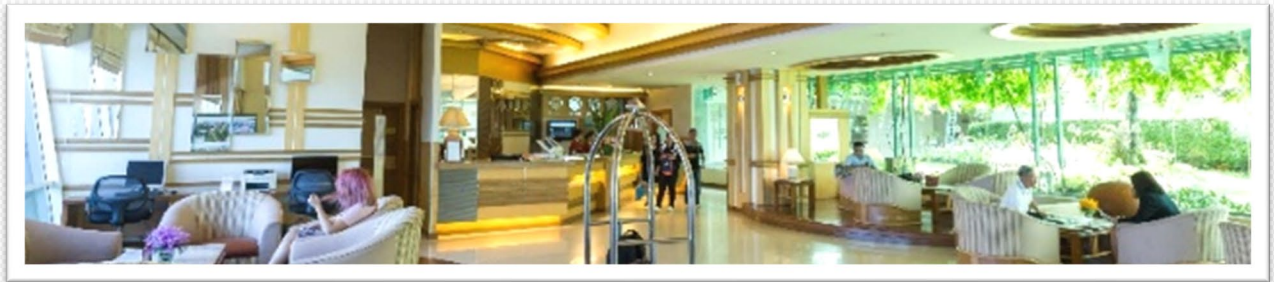
RIO GRILL



ORCHID AMERICAN BREAKFAST

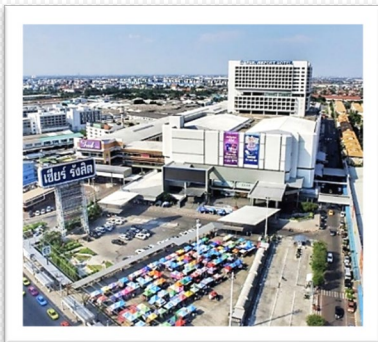


COFFEE CORNER

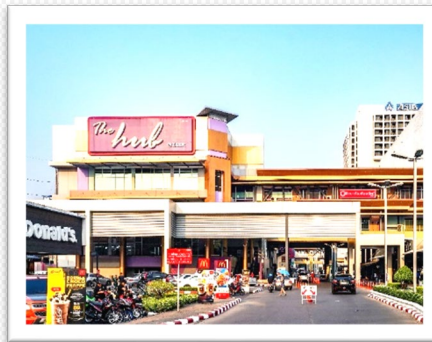


COMMERCIAL PROPERTY

ZEER RANGSIT



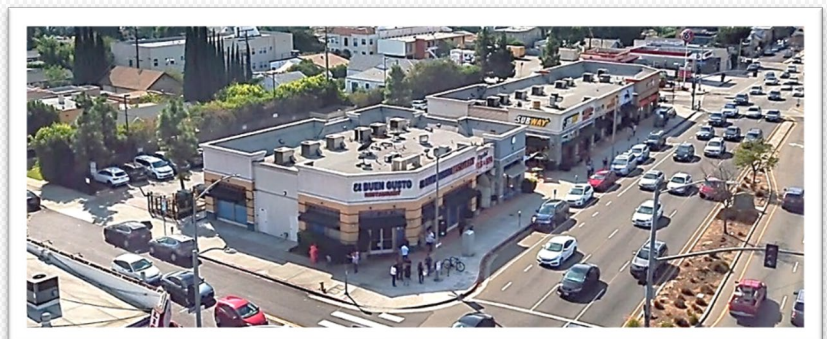
THE HUB



AA TOWN APARTMENT



GLENDALE & GLENHURST
SHOPPING CENTER,
LOS ANGELES, USA





ASIA CHA AM HOTEL



Let the nature cleanse your mood and lift your spirit at Cha am Beach

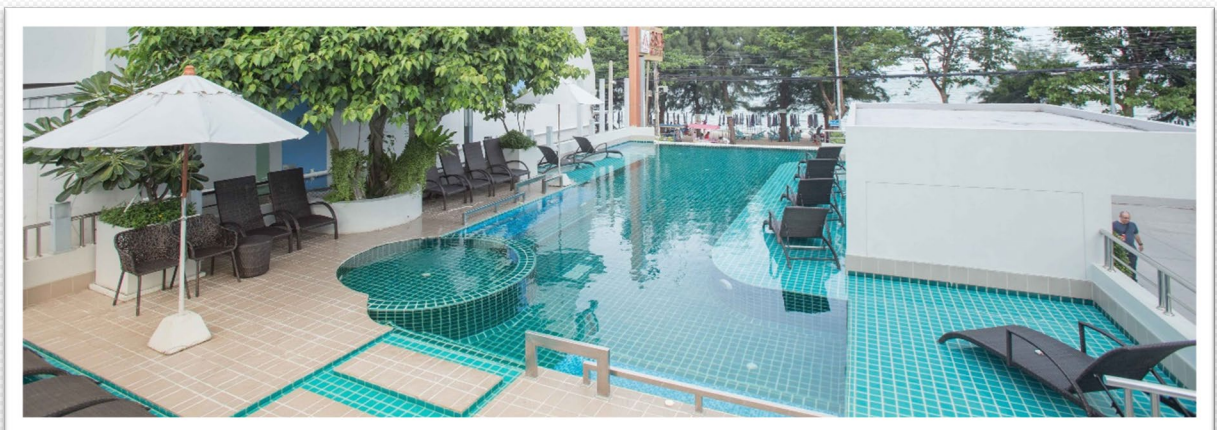
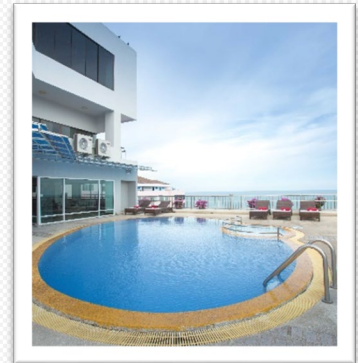
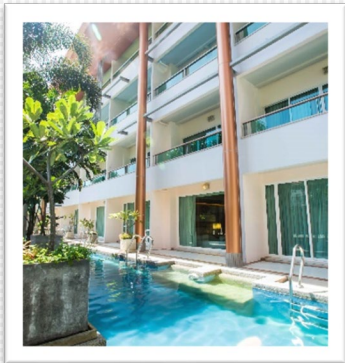
ACCOMMODATIONS

ROOM & SUITE

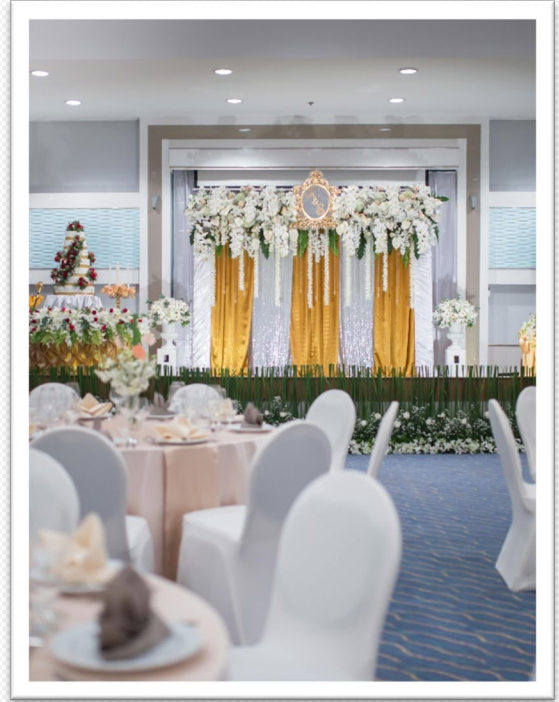
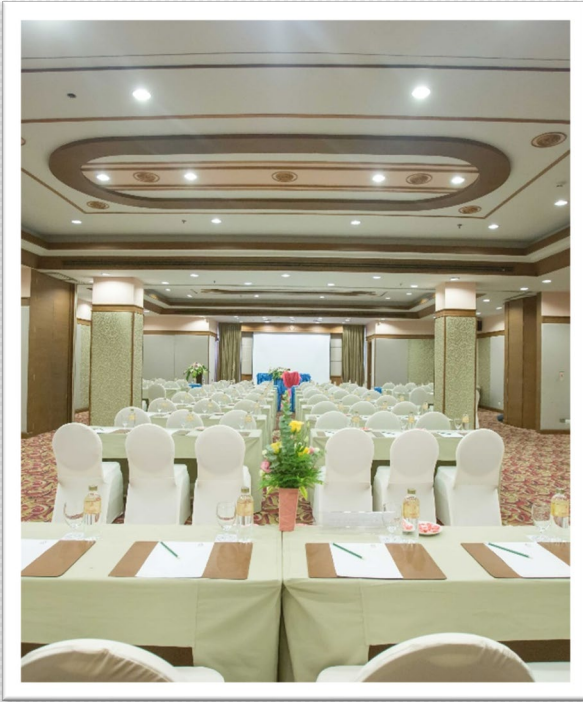


HOTEL FACILITIES

HEALTH & LIFESTYLE

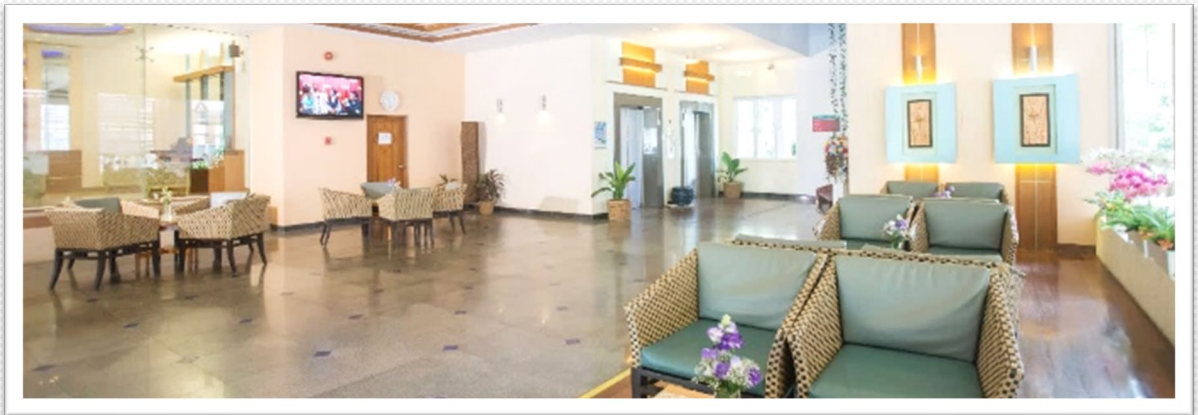


MEETINGS & EVENTS



DINING

LOBBY LOUNGE AND BAR



THINYOK COFFEE SHOP



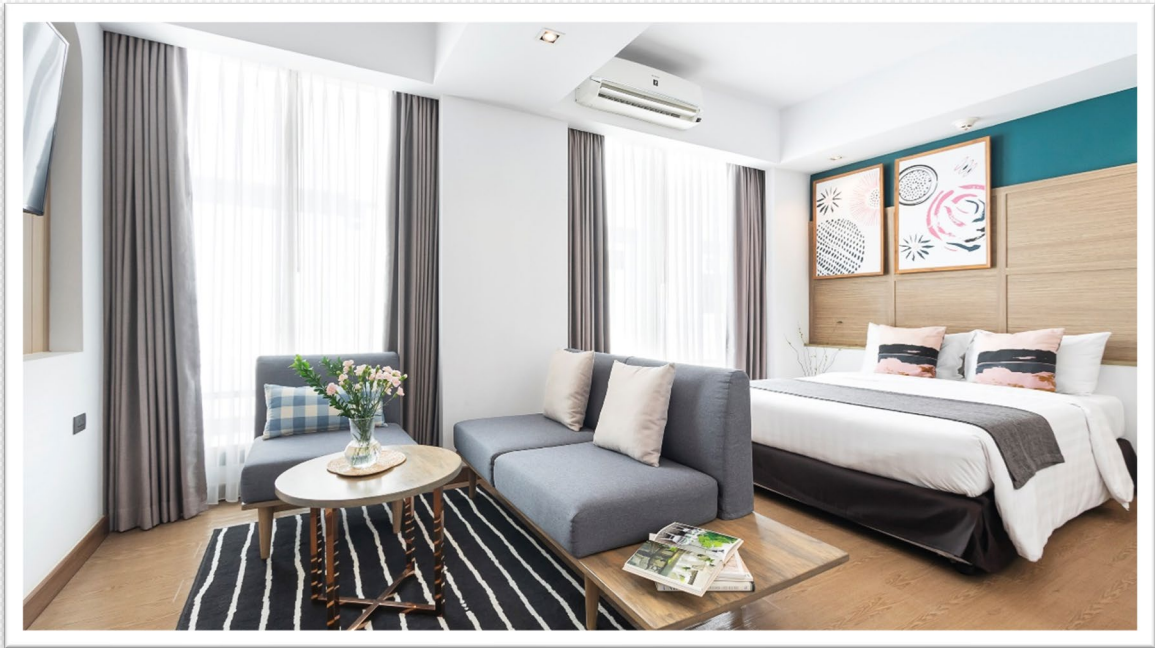


DARLEY HOTEL CHIANGMAI



ACCOMMODATIONS

ROOM & SUITE



HOTEL FACILITIES

HEALTH & LIFESTYLE





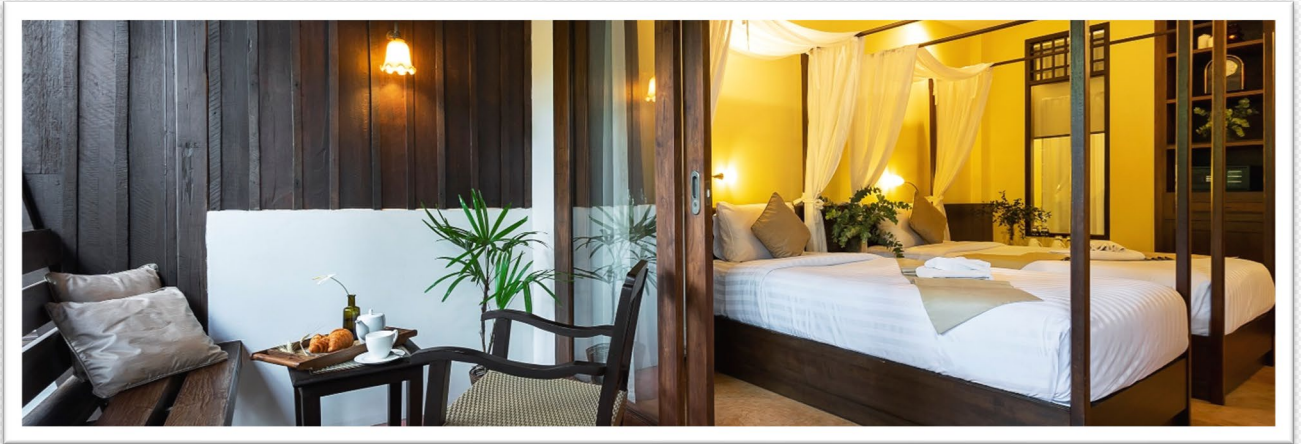
RATCHAPRUEK LANNA BOUTIQUE



Welcome to our colonial Lanna style boutique resort

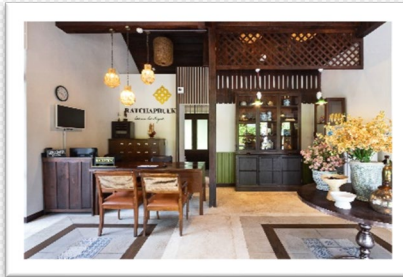
ACCOMMODATIONS

ROOM & SUITE



HOTEL FACILITIES

HEALTH & LIFESTYLE



MEETINGS & EVENTS



DINING

CHIANG KHUM RESTAURANT

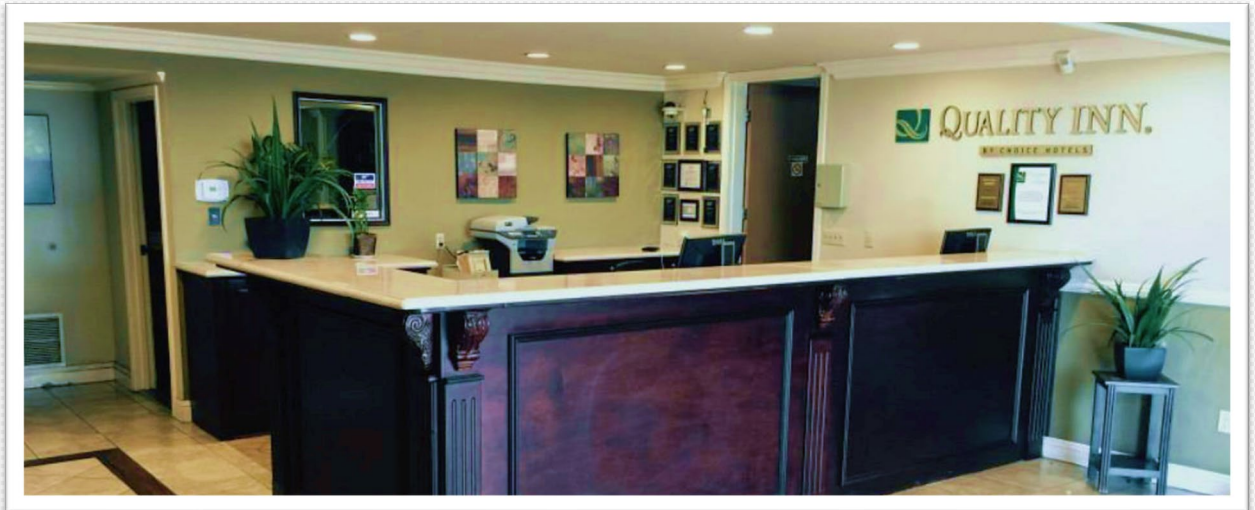




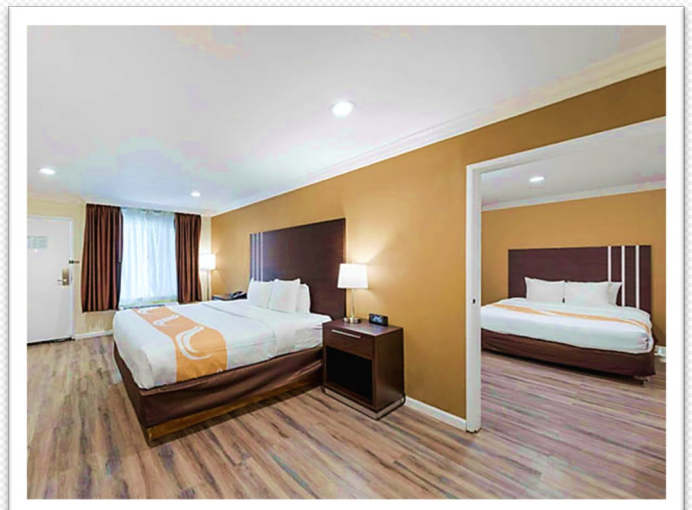
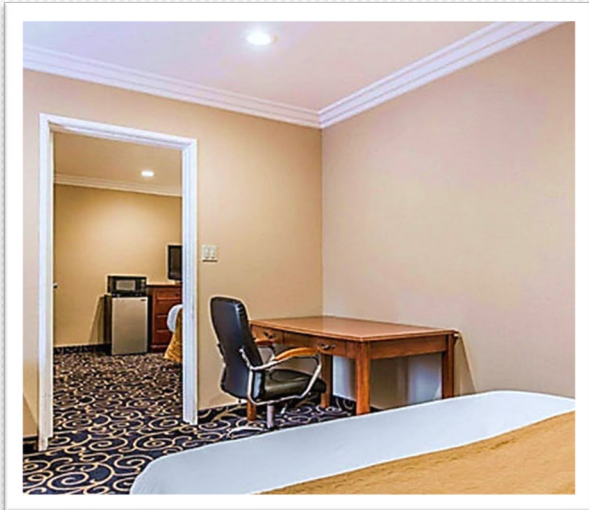
QUALITY INN LONG BEACH - SIGNAL HILL

3201 E Pacific Coast Hwy, Long Beach, CA 90755

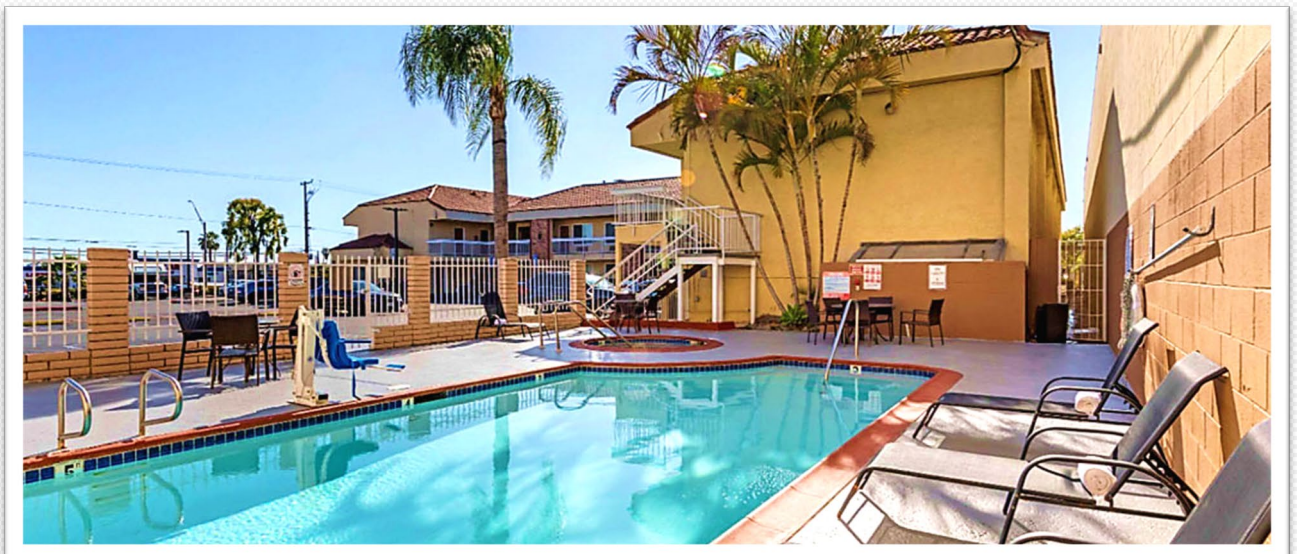
Lobby



Room



Swimming Pool



PART 1

Business Operation and Performance

1. Structure and Operating Business Group

1.1 Policy and the Overall picture of the business operation

The Company: Asia Hotel Public Company Limited (ASIA)
 Business Type: There are two types of the business including Hotel and restaurant business and Shopping Center business (Rental Area Business).

Hotel and Restaurant Business

Includes Asia Hotel Public Company Limited that manages “ASIA” located at Phayathai Road, Ratchathevi, Bangkok.

Asia Pattaya Hotel Company Limited (AP), a subsidiary company that manages “AP” located at PhraTamnak Hill, Pattaya, Chonburi.

Asia Airport Hotel Company Limited (AA), a subsidiary company that manages 4 hotels “Asia Airport Hotel” located at Zeer Rangsit Building, Phaholyothin Roadside, Lamlukka District, Pathumthani “Asia Cha-am Hotel” located at Cha-am seaside, Petchaburi Province, “The Darley Hotel Chiangmai” located at Chang Moi Ampue Mueang, Chiang Mai and Ratchapruek Lanna Boutique” located Ampue Hang dong, Chiang Mai.

Shopping Center Business (Rental Area Business)

Includes the Zeer Property Public Company Limited (ZP), a subsidiary company that manages “Zeer Rangsit Shopping Center” located at Phaholyothin Road, LamlukkaDistric, Pathumthani. ZP has other 3 subsidiary companies running real estate business such as

1. Zeer Asset Company Limited (ZA) runs real estate business and rents “Ratchapruek Lanna Boutique Hotel”
2. ZEER OVERSEA LLC (ZO) runs the shopping center business at Los Angeles, USA, and subsidiary, ZEER LONG BEACH LLC (ZLB) manages hotel business in USA. “Quality Inn Long Beach - Signal Hill” located Signal Hill, CA. USA.
3. Spa Hotel Company Limited. (SPA) is also a real estate business running a shopping mall “Laan Sook Plaza” and “The Darley Hotel Chiangmai” at Chang Moi, Amphoe Mueang, Chiang Mai.

1.1.1 Vision

The Company Policy on the hotel and restaurant business is to maintain the standard of a four star level, emphasize on providing the impressive service to every level of clients with the social and environmental responsibility, continuously improve and develop knowledge and give precedence to all stakeholder groups for sustainable business success.

Hotel and Restaurant Business: the objective is to support targeted clients at business location of each hotel including:

Asia Hotel, Rajathevee: it was established in 1966. It is well known and popular for several years because it is located near high-end shopping centers such as Siam Paragon, Siam Center, Siam Discovery and Marboonkrong Shopping Center where you will find various stores for wholesale or retail, IT products at high price or second hand price. The Hotel building is also connected to the BTS at “Ratchathevi Station” making it most convenient and safe for tourist who traveling alone or with tourist group, clients who join catering and seminar or get dining service at the restaurant in the hotel.

Asia Airport Hotel: It is located at Zeer Rangsit Shopping Center, Pathumthani. It has catering, seminar and hotel rooms for tourists who use Donmuang Airport and support client groups locating at the northern area of Bangkok and all neighboring Provinces with continuously high economic growth.

Asia Pattaya Hotel: It is located at PhraTamnak Hill with more than 44 Rai of the land. Its environment is peace and adjacent to beautiful seaside and beach making guests feel relaxed. It has meeting rooms for seminar market which are pleasing both foreign and Thai clients.

Asia Cha-am Hotel: It is located near Cha-am Beach, Petchburi Province. It supports Foreign and Thai clients who want relaxation. It is convenient, rustic and not far away from Hua Hin, a new tourist attraction opened nearby. It has meeting rooms for seminar market which are pleasing both foreign and Thai clients.

The Darley Hotel Chiangmai: It is located in the heart of city which is near to Waroros market. It supports Foreign and Thai clients who want convenient and modern styles such as internet booking and check-in system online.

Ratchapruek Lanna Boutique Hotel: It is located in Ampue Hang dong Chiang Mai, near Suan Luang Rachapruek. It supports Foreign and Thai clients, middle to high class who like natural and peace including service package, accommodation - travel - health care.

Quality Inn Long Beach – Signal Hill, CA. USA.: It is located at Long Beach, Signal Hill U.S.A. It is far from the air port about 40 minutes, To accommodate customers who like to travel in important places such as Universal Theme Park..

Shopping Center Business (Rental Area Business): the objective is to develop communities locating at the northern area of Bangkok and all neighboring Provinces. It has facilities such as a large shopping center located on of more than 88 Rai of the land. Currently, it is promoted to be IT Shopping Center under the name of “Zeer Rangsit Shopping Center” and there are two extension projects of Zeer Rangsit, one is “The Hub Shopping Center”. The concept of ‘The Hub Shopping Center’ is to be the wholesale and retail cloths destination for customers in the north and northeast of Thailand, which conected to Zeer Rangsit building. The other project is “AA-Town Apartment”, a residential project becomes apartments for worker groups at neighboring area are able to rent a room at reasonable price.

The subsidiary company, “Spa Hotel Co., Ltd.” also invested in property which is located in the heart of the Chiang Mai in order to develop a shopping mall “Laan Sook Plaza” and a hotel “Darley Hotel Chiengmai”.

In 2018, The other subsidiary company, “Zeer Asset Co., Ltd.”, located on 2-0-31 rais Tumbon Nongkwai, Aumpur Handong, Chieng Mai Province, named “ Ratchapruek Lanna Boutique Hotel”

Moreover, the subsidiary company has expanded its business to Los Angeles, California, U.S.A. Last, the subsidiary company invested at Long Beach U.S.A., the Franchise Hotel “Quality Inn of Choice International Hotels” named “Quality Inn Long Beach -Signal Hill” it is far from the airport about 40 minutes..

1.1.2 Important Changes and Developments and History in the last 3 years

Company’s History

Asia Hotel Public Company Limited (ASIA) established in 1966 by Techaruvichit Group with the register capital 17 million Baht. This Hotel is located at Phayathai Road which there area is 2 Rai and 9 level high of the building.

In 1972, ASIA had cooperated investment in Asia Pattaya Hotel Company Limited (AP) as 35% of registered capital as 12 million Baht. Asia Pattaya Hotel is located at Khoa-Pratumnak, Pattaya Beach, Chonburi Province. Afterward ASIA had increased their investment up to 99.42% and the registered capital is 120 million Baht.

Between 1986 – 1987, Asia Hotel had done their building renovation and construction to 601 guest rooms and provided Banquet Rooms and restaurant in the Hotel. In 1989, ASIA had registered with the Stock Exchange of Thailand (the SET) with the capital as 240 million Baht and the common stock amount of 24 million shares.

In 1992, ASIA had invested in Asia Airport Hotel Co., Ltd. (AA) to run hotel business, restaurant and service apartment as named “Asia Airport Hotel”. The location is at Kukot, Lumluka, Pathumthani Province. It is about 3 kilometers from Donmuang Airport. ASIA has stock share proportion in AA as 75% and has proportion through AP 24.99%. Consequently, these made ASIA holding AA’s shares 99.99%. Asia Airport Hotel Co., Ltd. has registered capital 300 million Baht and in late 1992, Asia Airport Hotel Co., Ltd. has also registered and reformed its company into Asia Airport Hotel Pub Co., Ltd. The company registered number is Bor Mor Jor 67.

In 1993, the ASIA has increased in registered capital to 500 million Baht, paid capital 320 million baht and it was divided the company’s common shares in to 32 million shares. The shares was valued as 10 Baht each. The company had disbursed to financial institution and turned some capital into working capital fund within the company.

In late of 2000, ASIA adjusted liability for A.B.K. Enterprise Company Limited (ABK) which is a large company and being a debtor of ASIA. This liability adjustment resulted that ASIA hold Zeer Property Public Co. Ltd. (ZP) which own the rental area for especially IT center named Zeer Rangsit Project.

The occurrence in 2000 brought into three subsidiary company establishment which are Asia Pattaya Hotel Co., Ltd., Asia Airport Hotel Co., Ltd. and B.K. Ratchatevi Enterprise Company Limited (included Zeer Property Public Co. Ltd.)

Before 2000, ZP invested in four further companies in the proportion of 19%. Later on 2000 to 2001, ZP had distributed these all investment regarding these companies could not earn profits for ZP.

Since 1997 – 2000, the company had effected from economic recession. This incidence caused decelerated in tourist industry and led to decrease in number of tourist. Besides highly aggregating in the interest expenditure, these causes influenced company’s financial statement 2001. Furthermore, these causes also effected to company registration with the SET which categorized into REHABCO class. This classify indicates that the company is required for rehabilitation and obligated to suspended from securities trading since August 2002.

In late of December 2005, the company had reconstruction regarding classified shareholders. This related to distinctness and reductionism in our organization. Then the transformation of company structure will be as the following;

1. ASIA directly owned AA shares as 100% and
2. ASIA directly owned ZP shares as 73.98% and ASIA had dispensed investment fund of ZP for the entire portions. The determination was for unburden the company in forthcoming.

In the early of 2006, Asia Airport Hotel Co., Ltd., which is a subsidiary company, had done the increased capital registration from 300 million Baht to 660 million Baht. This investment had already disbursed for full amount and ASIA would hold the company shares in the same proportion.

Afterward the reconstruction of shareholding and the financial refurbishment by disbursed company liabilities with financial institute and inter-organization related liability, there was consequent to company's financial budget during 2005 – 2006. It was aggregation of shareholder proportion. There was also at least three quarter that the company could earn profit from our key business. This occurrences resulted that the company evened out to the SET which meant that the company can trade their shares and relapsed to ordinary business classify. On the 22nd January 2007 was the first date that the company did trade their share in the stock market again among Service Industry, classification Tourism.

January 2007, ZP did reduction of capital. Previously, the company registered authorized capital at 4 million shares and priced for 100 Baht each, total balance as 400 million Baht. Later ZP decreased its authorized capital to 1 million shares but still remaining shares priced, total balance as 100 million Baht. Reducing authorized capital of ZP resulted in decreased in accumulated deficit as 300 million Baht.

May 2007, ZP had augmented registered authorized capital more 3 million shares valued 100 Baht for each share, totally 300 million Baht. The authorized capital of ZP turned into 400 million Baht. ASIA as the major entrepreneur had approved ZP to newly issued ordinary shares following this ASIA had purchased the shares as its rights. This consent did confer with Advisory Plus Company Limited, which is the financial advisory company. The recommendation from advisory company mentioned that ZP has potential of development and also stated the company prosper for the year to come. ASIA owned 93.5% of ZP's authorized capital shares and this convey to empower of ASIA to administrate ZP obviously. This can reduce especially conflicts of interests between organizations.

August 2007, the Extraordinary General Meeting of Shareholders of ASIA approved the connected transaction, the type of land lease agreement with additional buildings and to make additional land lease agreements between ZP "tenant" with Donmuang Grand Plaza Company Limited (DM) which is a related company by transferring 8 rai of land of 59 square wah of AA to DM. ZP has leasehold rights in 78 rai 1 plot of land with buildings (Zeer Rangsit project location) extended for another 25 years (ending the contract on March 31, 2048) and having leasehold rights in the land of 8 rai 59 square wah for a period of 40 years 7 months (from 1 September 2007 to March 31, 2048). This related to usability benefits of ZP to both land regarding future investment and this will make profits for ASIA as well.

August 2008, ZP reduced its authorized capital from 4 million shares to 1 million shares. It was for conforming capital structure plan of ZP. Dropped accumulated loss was the significant purpose of ZP; however ASIA still held the equivalent shares percentage.

In December 2008, AA subsidized diminished its registered capital to 165 million Baht, comprised with ASIA was a shareholder 100% as the same. It was from 600 million Baht to 495 million Baht and valued 100 Baht for each share.

Formerly, AA subsidized company held ASIA's shares in amount of 3.79 million shares since 2007. However, it was a cross shareholding incidence that the company attempted to remedy the situation. This could be untangled by ASIA obtained entire shares from AA and partly for Asia Pattaya Hotel Co., Ltd. (AP), which is a subsidiary, resulted that AP held ASIA's shares amount 2.24 shares. End of year 2009, ASIA made an effort to amend this cross shareholding by trickling traded ASIA shares from AP. It was completed in 2011 and the cross shareholding are depleted recently.

November 2009, ZP has registered other subsidized company named Zeer Asset Company Limited (ZA) with 1 million Baht registered capital, 10,000 shares and valued at 100 Baht each share. ZP held 96.99% of ZA's shares. ZA run a real property business and its earliest project was at Cha-am Beach, Petchaburi Province. Later on December 2011, ZP had purchased the asset from ZA.

In April 2010, Extraordinary General Meeting of ZP's Shareholders/2010 had approved transforming the company into Public Company as the Zeer Property Public Company Limited (ZP) with its registered capital 225 million Baht, amount of 225 million shares and valued at 1 Baht of each share. Regarding the changing business classify registration, it was resulted in approaching to a company registered system of The SET.

Afterward, AA had participated in submit a tender to did contract of Asia Cha-am Hotel in 2010. After the submit AA took the liberty of renting and managing Asia Cha-am Hotel, where is at Cha-am Beach, Petchaburi Province from ZP. The contract had 3 years session and the hotel has established in December, 2010. The property provided 106 guests room rental and later on 2011 had additional built up 108 guests room rental. Summarily, Asia Cha-am Hotel has provided 214 guest room rental currently.

Meanwhile ZP founded ZEER OVERSEA LLC (ZO) in 2010 at United State of America with the capital registration US\$100,000. ZP held sharing as 94% of ZEER OVERSEA LLC for real asset investment objective. In April 2011 the ZEER OVERSEA LLC had invested in "Glendale Plaza", which is shopping mall located at Glendale Boulevard, Los Angeles, California, US. The investment valued US\$6.29 million, approximately 190.5 million Baht.

Duration 2011 – 2012, ZP started new projects Zeer 2 (The Hub) and apartment rental business (AA Town Apartment). These two schemes constructed neighboring to Zeer Rangsit Building and approximated budget for the projects valued at 1,900 million Baht. The projects was completed in 2015.

August 2013, ZO, which is subsidized company of ZP, had arranged shareholder meeting on 16 August 2013, mentioned 1/2013. The meeting voted to increase capital for disbursement to ZP US\$5.66 million. Furthermore on 16 September 2013, ZP held the committee meeting 6/2013 and voted to approve the capital increment by converted ZO liabilities to investment instead. Previously ZP loaned to ZO US\$6.2 million; however once the adjustment ZO outstanding liabilities dropped to US\$5.66. This caused that ZO invested US\$5,760,000 in USA by ZP contributing US\$5,754,000. ZP shareholding ratio in ZO had adjust from 94% to 99.9%. This investment related to ZO capability of future business growth as accompaniment.

In February 2015, ASIA subsidized company, Zeer Property Public Company Limited, had delayed fundraising to be a registered company in The SET. It is because The Hub project had released the project amidst Economic Recession Crisis. This project then was retarded to obtain more information about gathering capital in various methods.

August 2016, there was a committee meeting between AA and ZP regarding signing contract of Asia Cham Hotel project. The arrangement indicated for extending contract for further 3 years, since December 2016 – December 2019.

ZP, as a subsidized company of ASIA, formed a new company named SPA HOTEL CO. LTD. (SPA) in October 2016, with the registered capital 140 million Baht. ZP is the main shareholder as 92%, the share valued as 10 Baht for each share. SPA transacts regarding shopping center business, Laan Sook Plaza and The Darley Hotel. They located at center of Chiang Mai, and closed to Warorot Market. The area included 2-2-93.3 Rai. At present, the project is developing to retails rental project and apartment for rent. For the Darley Hotel Chiang Mai already initiated in October 2018.

ZO had disbursed to ZP as amount of 99.08 million Baht (US\$3.16 million) on 4th August 2017. This resulted in changes of shareholding proportion from 99.9% at previously to 99.77% instead. It was also changed the investment capital amount 0.45 million Baht too. On November 1, 2018, the subsidiary, Zeer Property Plc., changed a proportion in shareholding of the subsidiary, ZEER OVERSEA LLC. from 99.79 % to 99.93 % from the 2nd increased capital by Baht 197.03 million (USD 6.1 million).

In April 2018, ZA, which is a subsidiary company of ZP, had invested in the former Prat Rajapruek Resort. This project regards hotel services at Hang Dong District, Chiang Mai. At present, the project was renamed to Ratchapruek Lanna Boutique and have started services from May 2018.

The 56th of Annual General Meeting on 23 April 2018, the meeting voted to change the share valued from 10 Baht to 1 Baht in its place. This resulted that ASIA had ordinary shares as amount of 320 million shares. It was increased the company liquidity of share trading in The SET. However, the change was not influencing the registered capital and paid-in capital of the company. The company also did mend the valued change with Ministry of Commerce on 11 May 2018.

Further, Zeer Oversea LLC, subsidiary of ZP, had invested in Quality Inn Long Beach at the US on November 2018. The hotel contains area of 1.3 acers or approximately 4.5 Rai. It provides guest room services and retails with valued US\$14.44 (roughly 472.19 million Baht). Together with Franchise provider, Choice International Hotels, to support hotel management especially marketing, accounting and financing context.

During August – November 2020, Zeer Property Public Co., Ltd., entered into a share purchase with an existing shareholder of the subsidiary, Spa Hotel Co., Ltd. of 620,000 shares, at a par value of Baht 10 per share, totaling Baht 6.2 Million. The subsidiary, Zeer Property Plc., which holds a total of 13,499,987 shares in the subsidiary, Spa Hotel Co., Ltd., holds 96.43% interest of the capital.

During March – August 2021, Zeer Property Public Co., Ltd., entered into a share purchase with an existing shareholder of the subsidiary, Spa Hotel Co., Ltd. of 500,000 shares, at a par value of Baht 10 per share, totaling Baht 5 Million. The subsidiary, Zeer Property Plc., which holds a total of 13,999,987 shares in the subsidiary, Spa Hotel Co., Ltd., holds 100% interest of the capital

In November 2022, at the Asia Airport Co., Ltd. and Zeer Property Public Co., Ltd. committee meeting, it was agreed to renew the further 3-year rental contract in the Asia Cha-am Hotel project from November 2022–October 2025.

After passing through the crisis of the Covid outbreak in 2023, there will be an economic recovery and political elections. The government policies have been stimulating the economy in many sectors, affecting both domestic and foreign tourism businesses. The results will be more clearly seen during the 3rd-4th quarter of 2023, when Asia Hotel Bangkok has renovated the exterior of the building and inside of the building, including the lobby, and the banquet room on the 3rd floor, renovated to be modern and beautiful to attract both domestic and international customers. It is expected that this renovation will be completed in early 2024.

On February 28, 2023, Zeer Oversea LLC acquired shares in its subsidiary, Zeer Long Beach LLC. This subsidiary was newly registered in the United States on November 2, 2022, to operate a hotel business, specifically the Quality Inn Long Beach Signal Hill, providing accommodation services, with a 100% shareholding

1.1.3 Use of Fund from Offering for sale of equity or debt
-None-

1.1.4 Applicable law – Company Obligation Debt Security Governing
-None-

1.2 Nature of Business

Asia Hotel Public Company Limited (ASIA) was engaged in hotel and restaurant business by operating under the trade name “Asia Hotel” which was founded in 1966. The company has also invested in other three hotel properties, one is Asia Pattaya Hotel, located Pattaya Beach Chonburi, two is “Asia Airport Hotel”, located at Lumluka district Pathumthani and another “Asia Cha-um Hotel” located Cha-um Beach, Petchaburi and the Shopping Center and area rental business, IT Zeer Center, The Hub at Zeer Rangsit Shopping Complex and AA-Town Apartment, located at Lumluka Pathumthani, Darley Hotel Chiang Mai and Laan Sook Plaza new project, located center of Chiang Mai, “Glendale Plaza” located Los Angeles, California, U.S.A. and “Quality Inn Long Beach - Signal Hill” located Long Beach, U.S.A. that run by its group of subsidiaries companies.

1.2.1 Major Revenues from Hotel and Restaurant Business and Rental Area business in past 3 years:

Type of Business	Operated by	% of Share Held	2021		2022		2023	
			MB	%	MB	%	MB	%
- Hotel	Asia Hotel Public	Parent Company	24.25	4.04	118.25	12.79	263.75	22.20
- Restaurant	Company Limited	Listed Company	25.82	4.31	67.17	7.27	87.15	7.33
Total			50.07	8.35	185.42	20.06	350.90	29.53
- Hotel	Asia Pattaya Hotel	99.42%	21.85	3.64	25.06	2.71	53.64	4.51
- Restaurant	(Subsidiary Company)		9.80	1.63	27.74	3.00	46.31	3.90
Total			31.65	5.27	52.80	5.71	99.95	8.41
- Hotel	Asia Airport Hotel	Direct 100%	40.71	6.79	97.16	10.51	133.42	11.23
- Restaurant	(Subsidiary Company)		14.99	2.50	55.62	6.02	67.35	5.66
- Rental (Apt)			2.62	0.44	3.77	0.41	2.30	0.20
Total			58.32	9.73	156.55	16.94	203.07	17.09
- Hotel	Zeer Property Public	Direct 94.85%	74.36	12.40	96.65	10.46	96.42	8.11
- Shopping Center	Co., Ltd.		385.45	64.25	432.88	46.83	438.14	36.86
(Rental Business)	(Subsidiary Company)							
Total			459.81	76.65	529.53	57.29	534.56	44.97
Grand Total			599.85	100.00	924.30	100.00	1,188.48	100

Domestic and Oversea income structure

	2021		2022		2023	
	Amount MB	% per total revenue	Amount MB	% per total revenue	Amount MB	% per total revenue
Domestics Income	488.81	81.49	793.95	85.90	1,058.14	89.03
Oversea Income	111.04	18.51	130.35	14.10	130.34	10.97
-from CLMV	-		-	-	-	-
-from other country	111.04	18.51	130.35	17.10	130.34	10.97
Total Revenue	599.85	100.00	924.30	100.00	1,188.48	100.00

1.2.2 Product Information

Hotel Business

(1) Nature of Business and Innovation Development

Asia Hotel Public Company Limited

Asia Hotel Public Company Limited or Asia Hotel provides hotel services and restaurant business included 6-0-6 Rai on Phayathai Rd., Ratchathevi, Bangkok. Asia Hotel evaluate at the standard for a four-star level which offers hotel services as follows:

1. Guest Room Services there are 4 types guest rooms which offer 590 rooms and divided into

	<u>Rooms</u>
Superior	232
Executive	198
Premier	139
Suite	<u>21</u>
Total	<u>590</u>

2. Food and Beverage Services which are available for hotel customers and others in Thai and International, restaurants and beverage bars, as well as conference and seminar room services.

Since the end of 2023, there has been a project to improve the hotel's common areas, restaurants, and various banquet rooms within the hotel, which is in the construction and interior decoration stages. It is expected to be completed around April-May 2024, causing an adjustment to the food and beverage service format. The details are as follows:

There are 3 food and beverage rooms open for service

- The Buffet Restaurant serves a large breakfast buffet to hotel room customers. Including serving lunch and dinner for banquet room customers and seminar meeting room. At the same time, international food is also served a la carte (A la carte) 24 hours a day. It can serve customers up to 260 seats with 2 VIP rooms, size 10-15 seats.
- Crystal Bar serves drinks and snacks which open for service from 8:00 a.m. - 1:00 a.m. Capacity 50 seats.
- Asia Bakery, located in front of the hotel, next to Phayathai Road, serves cakes, bakery, cookies, and various types of bread with drinks including boxed food services. Food delivery is open for service from 7:00 a.m. - 8:00 p.m.

Banquet Rooms: 8 Banquet Rooms with the different sizes, as follows:

<u>Capacity (people)</u>	<u>Quantity (rooms)</u>
20-50	2
60-100	2
110-300	3
600-1,500	1

To support events, meetings, and seminars of government agencies and private companies as well as social gatherings on special occasions such as wedding ceremonies, birthday parties, retirement parties, reunions, and company employee parties. Including being able to organize events in various formats by being able to change the room format according to the needs of customers, such as tutoring for exams before entering university, Concerts or fan meetings, Press conferences for product launches, Table work to sell products or equipment and tools Sports competitions, and many more.

3. Other services: Such as a fitness room (Health Club), 2 swimming pools (available on the 5th and 12th floors), 1 tennis court, and a parking building for guests using the hotel's services. It can accommodate parking for up to 420 cars, including providing rental space for shops and other services such as coffee shops in front of the hotel, beauty salons, hair salons, hair removal shops, eyelash extension shops, and Sports sunglasses..

In addition, at the end of 2023, a new lobby was renovated to replace the old one that has served customers for more than 30 years, making it beautiful and modern. It will take approximately 1 year to renovate, expected to be completed in mid-2024. There will be a new layout such as a Lobby area, Restaurant areas within the hotel, and common areas along with adjusting the new area for providing rental space services for shops and restaurants both in front of the hotel and on the side of the hotel on Soi Phaya Nak side.

Asia Pattaya Hotel Company Limited (a subsidiary company)

Asia Pattaya Hotel Company Limited or Asia Pattaya Hotel provides hotel services and restaurant business with 7 stories building and included 44-0-15.8 Rai. The hotel locates at PhraTamnak Hill, Bang Lamung District, Chonburi Province. The hotel provides accommodation, banquet rooms, seminar rooms, restaurants, coffee shops, golf club and others facilities for Thai and foreign customers which offers hotel services as following:

1. Guest Room Services which offer 305 rooms by divided into

	<u>Rooms</u>
Standard Rooms	270
Executive Suite	4
Asia Suite	5
Jacuzzi Suite	10
President Suite	<u>16</u>
Total	<u>305</u>

2. Food Services included restaurants, banquet rooms and seminar rooms which can be separated into:

Restaurant and Coffee Shop

Morakot Coffee Shop	Provided buffet for breakfast and served A la carte for 24 hours. The restaurant can serve for 300 customers.
Garden Terrace Café	This place serves food with music as a complementary opened between 18.00 – 22.00 and contained 30 customers.
Poolside Bar	The bar that serve various beverages in the hotel pool provided services between 10.00 – 19.00.
Cliff Top Seafood Pavilion	* At the end of 2023, the 4th quarter, Asia Pattaya Hotel, The Cliff Top Seafood Pavilion has been renovated into a cafe-style restaurant “Sunny Beach House” with modern beauty. Because it's next to the sea and is expected to open for service at the end of February 2024.
Neptune Sport Club	Provided beverages, karaoke, snooker and huge screen for sport competitions with 100 seats service.

Banquet Rooms Service The hotel has provided 5 rooms for seminar both government and private organizations. It can be divided as the following:

<u>Capacity (people)</u>	<u>Quantity (rooms)</u>
50-120	4
450	1

3. Other Services such as retails, beauty salon, Thai Massage, health club, golf club, tennis court, pool, internet together with transportation between hotel and Pattaya tourist attractions.

Asia Airport Hotel Co., Ltd. (a subsidiary company)

Recently, Asia Airport Hotel Co., Ltd. provides customer for 4 hotels as following:

1. **Asia Airport Hotel** operates hotel and restaurant at level 5, 6, 9-18 of the Zeer Rangsit with total space of 39,380 sq. meters, is located on Phaholyothin Rd., Kukot, Lumluka, Pathumthani. The hotel offers accommodation with total 512 rooms and is separated as following:

1. Accommodations

1.1 Hotel Guest Room Service totally 402 rooms which consists of;

	<u>Rooms</u>
Superior	238
Executive	152
Premire	8
Suite	<u>4</u>
Total	<u>402</u>

1.2 Service Apartment 110 rooms (between level 11-12) divided into;

Studio – Deluxe	67	rooms
Junior Suite	28	rooms
Standard Suite	14	rooms
Family Suite	<u>1</u>	room
Total	<u>110</u>	rooms

2. Food and Beverages Services

Banquet Rooms and Seminar Rooms totally 7 rooms are provided for customers as following;

	Capacity (people)	Quantity (room)
TULIP	15-30	1
BUALUANG	40-100	1
BUSABA	40-100	1
CATTLEYA	80-120	1
DUSITA	100-150	1
EVERGREEN	150-250	1
AREEYA	200-350	1

Restaurant for 3 places which are; Orchid for 80 seats, quantity 1 room
Rosy Court for 40 seats, quantity 1 room

3. Other Services such as pool, fitness

2. Asia Cha-am Hotel: Asia Airport Hotel Co., Ltd. had done rental contract with Zeer Property Public Company Limited (ZP), who is a titleholder in 2010, for business expansion. It is located on 3-3-46 Rai plot of land at Cha-Um beach, with 3 buildings: 17 stories building (Building A) and 4 stories buildings (Building B and C). The hotel has 214 rooms. At present, the contract will end on October 31, 2025. The hotel has divided as following;

1. Accommodations for 3 buildings totally 214 rooms

	<u>Rooms</u>
Superior	78
Executive	111
Premier	22
Suite	<u>3</u>
Total	<u>214</u>

2. Food and Beverages Services

THINYOK COFFEE SHOP, contained 50 – 200 seats for 1 room.

Banquet Room and Seminar Rooms for 9 units as following;

	Capacity (people)	Quantity (rooms)
SUWANNASIN 1 – 2	30 – 50	2
PETCHNAPHA 1 – 2	30 – 50	2
RUENROM 1 – 2	100 – 150	2
PHUPAILIN	50 – 80	1
CHOMTALAY	200 – 300	1
V.I.P.	30 – 50	1

3. Other Services as such fitness, sauna and pool on level 17 and a pool besides beach.

3. Ratchapruek Lanna Boutique Hotel: Asia Airport Hotel Co., Ltd. had done rental contract with Zeer Asset Company Limited (ZA) (a subsidiary company), who is a titleholder Ratchapruek Lanna Boutique Hotel. It is a land rental included buildings on 2 Rai 31 square Wah. There are 4 buildings and a swimming pool. The hotel capacity is 35 rooms and can divided the services into;

1. Accommodations 35 rooms

	<u>Rooms</u>
Superior	2
Deluxe	31
Junior	1
Executive	<u>1</u>
Total	<u>35</u>

2. Food and Beverage Services

Chiang Khum Restaurant	capacity	50	people
Nakornping Meeting Room	capacity	60	people

3. Other Services such as Massage – SPA and outdoor swimming pool.

4. "The Darley Hotel Chiangmai": Asia Airport Hotel Co., Ltd. had done rental contract with SPA HOTEL CO., LTD. (a subsidiary company), who is a titleholder of the hotel. This is a land rental with building on 1 Rai area. The hotel is 4 stories building and contains 116 room service. The hotel also provides local breakfast. The room serves into 5 types as following;

Accommodation 116 rooms divided into;

	<u>Rooms</u>
Superior	53
Deluxe	12
Premier	27
Double Single	4
Double Deluxe	<u>20</u>
Total	<u>116</u>

5. "Quality Inn Long Beach -Signal Hill" is an investment by Zeer Oversea LLC, a subsidiary of Zeer Property Public Company Limited in November 2018 onwards, with an area of 1.3 acres (4.5 rai) consisting of guestroom 74 rooms, 6 rental shops under the Choice Hotels International, Francise Brand: Quality Inn franchise to help with marketing and accounting management. Nowadays, the construction improvements which included the interior of hotel rooms, hotel common areas, and landscaping were completed. The improvements have lifted the overall experience of the hotel as well as have complied with the Choice Hotel International franchise standard requirements.

Accommodation 74 rooms divided into;

	<u>Rooms</u>
King Bedroom	25
Double Queen Bedroom	48
Suite Room	<u>1</u>
Total	<u>74</u>

Business Season and Business Cycle

The seasonal effect can influent to the company and its subsidiaries. Typically, the hotel high season is on October – March and the low season is on April – September of mostly every year. However, the tourist industry market is enormous and numerous which each market has its identity depending on the difference of traveling season. For 2023, According to the situation has just recovered from the COVID crisis that has continued for many years. The government sector promotes tourism both within the country and foreigners are interested in Thai tourism, therefore receiving a good response. As a result, the operating results of the hotel business group increased from the previous year.

(2) Marketing and Competition

Asia Hotel Group has registered its positioning as being the 4-star hotel. With the strategic location, comfortable stay, and value-for-money being the key selling point, Asia Hotel Group has remained one of the top choices for domestic and international customers.

(1) Marketing Strategy

❖ Marketing Strength

Since business experienced of hotel and restaurant over 55 years, it resulted in auspicious and advantages of its marketing aspect. Moreover, these characteristics are leading the company successful. The hotel marketing strategies can divide in three contexts which are management, marketing and services as the following;

1) Management

- 1.1 Hotel administration team has experienced over 55 years.
- 1.2 Mostly assets approximately 95% is owned by the company more than 20 years and they are Assets Appreciation which make a better value in every day.
- 1.3 The company does not earn an income from only hotel but also from their restaurants as high percentage included banquet rooms, seminar rooms and rental hotel areas such as retails, carpark and souvenir arcade too.
- 1.4 For front and back office are controlled by the computerized system. It resulted in information conveying which significant to administrate rapidly and effective.
- 1.5 The Employee Policy holds the royalty principles which concentrate on working dedication. Also, the hotel supplied employees with training and benefit income leading to employee working exertion and hotel service standard occupied the international standards of hotel.

2) Marketing

- 2.1 Due to the various market targets of the company, several customers come from across the world, and the majority of them are from China, Europe, Australia, New Zealand, and Thailand. This reduces market activity, causing either market to slow down. For the year 2023, there will be foreign tourist customers coming throughout the year. They are tourists from India, Malaysia, Vietnam, Taiwan, with main tourists such as China and Europe not yet arriving as usual.
- 2.2 Asia Hotel Group sale teams are meeting clients on a door-to-door basis. With the pandemic situation, the teams follow up with clients through telephone and email.
- 2.3 There is the internet room reservation system via hotel website, <http://www.asiahotel.co.th>. It usually advertises in search engine to be rank with the searching keyword as Hotel in Thailand. Moreover, the hotel was promoted via other traveling agencies websites Then the revenue from internet has grown speedily.
- 2.4 There is a benefit from the hotel location where is placed at BTS station in front of the hotel. This is an advantage for advertising in foreign customers who preferred travelling with public transportation. It is a strange of the hotel that better than others hotel.
Moreover, some BTS station has connected to MRT, which is underground train in Thailand, station. It is very convenience for tourists because it is easy and more cover traveling places. In addition, the hotel itself has connect to Airport Rail Link which support tourists traveling to Suvarnabhumi Airport too.

3) Services

- 3.1 The location advantage as mentioned previously which located in the center of Bangkok and placed among shopping malls. Moreover, the hotel also provide souvenir arcade for customers too.
- 3.2 The Hotel building is also connected to the BTS at “Ratchathevi Station” making it most convenient for customers. In addition, the hotel itself has connect to Airport Rail Link which support tourists traveling to Suvarnabhumi Airport too.
- 3.3 The hotel also provides various restaurants for our customers such as Thai, Chinese, Vietnamese and Brazilian food. In 2020-2021, due to the COVID-19 pandemic, the four restaurants were combined to one as the international dining restaurant.
- 3.4 More than 70 percent of banquet/meeting/seminar customers are regular customers, including companies, organizations, both public and private agencies. The hotel groups follow the SHA (Amazing Thailand Safety and Health Administration) project policy to build confidence in their safety. Safe for customers and consumers who will come to use the service.
- 3.5 Provided parking for approximately 420 spaces at Asia Building.

The competition strength of **Asia Pattaya Hotel** is its location. The hotel building is situated on the sea cliff and has its own private beach. Customers can enjoy their beach activities on hotel beach. Additionally, the hotel has provided banquet rooms and seminar rooms that customers can indicate room size. The rooms have the updated technology and completely equipment for meeting. Asia Pattaya Hotel is renowned regarding the best of banquet rooms and seminar rooms provider in Pattaya for long time. Also, the hotel is awarded about “Green Hotel” from Green Leaf Foundation.

Asia Airport Hotel provides customers for hotel services and long-term rental and these are the advantage of the hotel. It is because in the north of Bangkok is industrial area. There is countless international co-investment company located around this area. Besides, the hotel is located closing to Donmuang Airport where is developed to the international airport at currently. Furthermore, the hotel has provided banquet rooms and seminar rooms that customers can indicate room size. There are rooms for wedding, party, meeting and seminar. The competition in this area is still not a high competitive level.

Asia Cha-am Hotel is a newly improvement hotel. Rooms and facilities have recently renovated both. For the hotel location, it is a seaside of Cha-am beach hotel and this beach is very famous for tourists. Also, the location is at the economics progressive center of Cha-am beach. The hotel provides banquet rooms and seminar rooms for various size with the professional kitchen for large group of customers. The hotel has two swimming pools supporting customers which located on level 17 of hotel building and in front of hotel.

Ratchapruek Lanna Boutique Hotel has a unique of hotel style. It located among natural and this is suitable for customers who prefer peace and shady place. There is also activities provided such as Yoga, Spa and Massage. The location is near Royal Park Rajapruek in Hang Dong District which is not far from Chiang Mai city.

The Darley Hotel Chiang Mai is a modern renovated hotel which is located in the center of Chiang Mai and near Warorot Market. The location is crowded with tourist around the world because there is a center of local souvenirs. Also, the location is close to Chiang Mai International Airport too.

Quality Inn Long Beach – Signal Hill, USA. It has the advantage of being a hotel in Long Beach which is a leisure city for people traveling in the United States. It is near the LGB Airport (Long Beach Airport) 5 minutes and it is located on the road behind the Pacific Coast Highway near tourist attractions.

❖ Marketing Weakness

Marketing weaknesses of the company and its subsidiaries company has showed as the following;

Asia Hotel

Asia Hotel has been open business for a long time. The external appearance remains the same but inside the rooms have been renovated all along. Currently, there are a total of 594 rooms ready for sale, and in 2019-2021, the exterior of the building has been modernized and in the third quarter of 2023, we improved the lobby, dining room, and restaurants, as well as enhancing the atmosphere inside the building. The renovation plan is to be completed in 2024. The reason for the delayed improvement that is the hotel service cannot be closed at a suitable time.

Asia Pattaya Hotel

Asia Pattaya Hotel does not renovation for long time. This results in deteriorated rooms and this leads to hotel disadvantaged competition comparing with rounded hotels. But now starting to make sample rooms of guest rooms and improve seaside restaurants which has beautiful scenery, is expected to be available in the first quarter of 2024.

Asia Airport Hotel

Asia Airport Hotel is located in Zeer Rangsit Shopping Center which has many customers. This leads to customers' privacy and the hotel required to strictly lay the security policy in the hotel. Too, parking sufficiency when there are load of customers both hotel and shopping center.

Asia Cha-am Hotel

The hotel located at Cha-am Beach where popular less than Hua-hin Beach. The room price will be cheaper than hotels in Hua-hin.

Ratchapruek Lanna Boutique

Ratchapruek Lanna Boutique is away from main road and the entrance is also not convenience. However, it located among natural and this is suitable for customers who prefer peace and shady place. The hotel suits for tourists who prefer privacy accommodation. The hotel price is higher if comparing with other hotels around this area.

The Darley Hotel Chiang Mai

The hotel just launched business and unbeknown in the market. This place does not have restaurant like others; there is local food serving for breakfast that the breakfast price is already included in the hotel charge. Employees have a little number in the hotel because checking in system practices IT approach and mostly customers will make a reservation on the internet. These reason lead to a few employees to service customers.

Quality Inn Long Beach – Signal Hill, U.S.A.

The hotel location is not near the beach 3 kilometers away from the beach causing a disadvantage in price competition.

Market Competition

Asia Hotel

- Target Market:**
1. Customers from Internet advertisement
 2. Traveling agencies in Thailand and from aboard
 3. Government organizations and private company for seminar service
 4. Corporate Company

- Competitor:** There are hotels in Bangkok which serve tourists in the same price with us and locate in the same area.
- | | | |
|--------------------------|------------------------|------------------------|
| 1. Bangkok Palace Hotel | 2. Prince Palace Hotel | 3. Dema Pavilion Hotel |
| 4. Twin Towers Hotel | 5. Eastin Hotel | 6. Narai Hotel |
| 7. Indra Hotel | 8. Mandarin Hotel | 9. Royal River Hotel |
| 10. Tawanna Ramada Hotel | 11. Amari Atrium Hotel | 12. Siam@Siam |

Competitive Environment: Technologies development resulted in customer decision change especially hotel reservation approach. Internet has effected in reservation timing as well. Customers will make a reservation before checking in hotel shorter than before. Also, there is many illegal hotels occurs that leads to high competition in hotel industry.

Asia Pattaya Hotel

- Target Market:**
1. Government organizations and private company for seminar service
 2. Traveling agencies in Thailand and from aboard
 3. Thai customers who prefer to travel near Bangkok
 4. Customers from Internet advertisement

- Competitor:**
- | | | |
|-----------------------|-----------------------|-----------------------------|
| 1. Pattaya Park Hotel | 2. Amari Orchid Hotel | 3. A-One Royal Cruise Hotel |
| 4. D-varee Hotel | 5. Jomtien Palm Beach | 6. Siam Bay View Hotel |

Competitive Environment: Technologies development also effects to Asia Pattaya Hotel. The meeting and seminar from government organizations and private companies, which are the significant target market of the hotel, similarly are decreased in last year. In Pattaya area is likewise having many illegal hotels occurs that leads to high competition in hotel industry.

Asia Airport Hotel

- Target Market:**
1. Government organizations and private company for seminar service
 2. Traveling agencies in Thailand and from aboard
 3. Internet customers
 4. Tourists who transport to Donmuang Airport
 5. Corporate companies which located upper Donmuang Airport area such as in Nawanakorn area.

- Competitor:**
- | | |
|------------------------|-----------------------|
| 1. Amari Airport Hotel | 2. Ebina House Hotel |
| 3. Miracle Grand Hotel | 4. Rama Gardens Hotel |
| 5. Novotel Future Park | |

Competitive Environment: There is also technologies development effect in Asia Airport Hotel too. Moreover, the meeting and seminar from government organizations and private companies, which are the significant target market of the hotel, similarly are decreased in last year.

Asia Cha-am Hotel

- Target Market:**
1. Government organizations and private company for seminar service
 2. Traveling agencies in Thailand and from aboard
 3. Thai customers who prefer to travel near Bangkok
 4. Customers from Internet advertisement

- Competitor:**
- | | | |
|------------------------|---------------------|-----------------------|
| 1. Long Beach Hotel | 2. Methavalai Hotel | 3. Bann Pantai Resort |
| 4. Golden Beach Resort | 5. Regent Cha-am | 6. Beach Garden Hotel |

Competitive Environment: The technologies development effects in the hotel too. Moreover, the meeting and seminar from government organizations and private companies, which are the significant target market of the hotel, similarly are decreased in last year.

The Darley Hotel Chiang Mai

- Target Market:**
1. Traveling agencies in Thailand and from aboard
 2. Internet customers

- Competitor:**
- | | |
|--------------------------------|---|
| 1. Prince Hotel | 2. Karou Lotus Chang Moi Boutique Hotel |
| 3. Chiangmai Ratanakosin Hotel | 4. Karinthip Village |

Competitive Environment: There is various hotels occurred in Chiang Mai at present and they are also similar hotel comparing with us. They provide lower price services. The competition is high as a result of new hotels opening business.

Ratchapruek Lanna Boutique Chiang Mai

Target Market: 1. Thai and foreign tourists
2. Internet customers

Competitor: 1. E-Outfitting Doikhum 2. July Garden Resort
3. Romsak Resort

Competitive Environment: There is a high competition in this area especially pricing. Ratchapruek Lanna Boutique has a higher price than other places there. It is because the hotel provides the better environment than others and near the Royal Park Rajapruek.

Quality Inn Long Beach – Signal Hill, USA.

Target Market: 1. Thai and foreign tourists
2. Internet customers

Competitor: 1. Econo Lodge Long Beach 2. Queen City Inn
3. Sea Rock Inn 4. Super 8 by Wyndham

Competitive Environment: There is a high price competition. The advantage is that the hotel is in a good location and has a small shopping plaza with restaurants.

- Distribution Approaches

Asia Hotel distribution approaches can describe as following;

1) Foreign Customers

The company has advertised its hotel with the following channels;

- 1.1 Usually communicating with Wholesale Tour Operators
- 1.2 Normally conducting Road Show with Tourism Authority of Thailand
- 1.3 Doing sale promotion by joining tourism fair in Thailand
 - Thailand Travel Mart Plus Mekhong Region
 - Hotels Meet Travel Agents
 - Hotels Meet Corporate
 - Thai Teaw Thai Exhibition

Noted: There was a contacting adjustment in 2022 upon situation's conditions.

2) Traveling Agencies both in our country and from abroad

Our sales officers usually contact with the administrator of traveling agencies and sign contract for Group Tour regarding accommodations and restaurants. In this case, local traveling agencies mean tour representative, who locate their office and running business in Thailand, induce foreign customers to use our hotel services.

Noted: There was a contacting adjustment in 2022 upon situation's conditions

3) Internet Sale

It is another sales approach that more significant in every day and there is also grown rapidly in the marketing industry.

3.1 The hotel has its own website, which is www.asiahotel.co.th. Additionally this website can be a public relation approach to communicate the hotel activities. Sometimes this website can be an approach to communicate with hotel shareholders too.

3.2 Promoted our hotel with traveling agencies website that have a various supporting websites.

Other sales strategy on the Internet is to bring Blogger to review the hotel services and reviewing on Facebook or their own website to promote our hotels.

4) Organizations in Thailand

The hotel will contact with organizations that are required to functioning with foreigners and sometimes have to welcome their business partner. The hotel will keep these organizations' contact to advertise.

5) Customers from Restaurants and Banquet Rooms

This approach can be divided into;

5.1 The hotel room rental customer: the advertisement for this target customers are described as the following;

1. Advertisement within the hotel
2. Distributing leaflets to customer rooms
3. TV advertisement on the hotel signal within the hotel

5.2 Business customers who work in Phayathi area

This group of customer normally use restaurant services such as The Buffet (Vietnam-Chinese-Brazillian Food-Buffet, The hotel advertisement approaches are;

1. Distributing leaflets in hotel quarter
2. Sale team will advertise to the target organizations for example The Revenue Department and commercial bank.

5.3 General customers

The general customer target generally using the hotel' banquet room service. The advertisement for this customer classify will be;

1. Sale team will make sale to the targets that have purchasing potential and tend to conduct meeting or seminar at that time. Also, communicating with target customers by advertising on newspaper.
2. Promote the hotel by advertising on radio or TV. Also, collaborated with credit card advertisement.
3. Sending newsletters to customers for informed them the hotel's promotions.

Agency and nomination, essence of contract

Asia Hotel Group and subsidiaries hotels (Bangkok, Pattaya, Airport, Cha-am, Ratchapruerk and Darley) obtains the same policy that the hotels do not have any agency. The hotels only communicate with customers by the company sale representative. Located in California, USA, Quality Inn Long Beach entered into the franchise contract with Choice Hotels Internationals as our franchisor and agency.

- Customer characteristics and relations between customer and the company/subsidiaries

Customer characteristics are non-specify. The relationship is respectful in the hotels, confidently in hotel services quality and satisfaction of our customers.

Asia Hotel has promoted and advertised on credit card member newsletters, newspapers and direct leaflet to customers with in the hotel. The hotel customers typically are regular customers who satisfy in hotel services.

Pricing Policy

Pricing policy depends on target customers which will be different in each target group that are;

1. Traveling agency company which are;
 - 1.1 Thai traveling agency company
 - 1.2 Foreign traveling agency company
2. Airline contract
3. Corporate company
4. Government sector
5. Other organizations
6. Internet customer target
7. Others such as the hotel regular customers or walking-in customers etc.

Pricing Policy is also depended on many influences for instance quantity of customers which the hotel expects from market or advantages and disadvantages of market reaching.

Rights and limitations of managing business

- None –

(3) Goods and services providing

Quality and quantity of the hotel services in 2023 compared with 2022-2021

Asia Hotel : the hotel provides 590 rooms to serve customers which mostly are tourists.

	2023	2022	2021
Average room rate	Baht 1,356.02	Baht 1,047.32	Baht 936.65
Occupancy rate	89.00%	51.28%	11.22%

Asia Pattaya Hotel : the hotel provides 305 rooms.

	2023	2022	2021
Average room rate	Baht 914.70	Baht 836.05	Baht 904.00
Occupancy rate	52.58%	26.90%	21.75%

Asia Airport Hotel: the hotel provides 402 guest room hotel and **Service Apartment** 110 rooms

Hotel	2023	2022	2021
Average room rate	Baht 1,030.12	Baht 950.27	Baht 706.25
Occupancy rate	41.18%	33.98%	22.21%
Service Apartment	2023	2022	2021
Average room rate per month	Baht 30,287.88	Baht 30,962.73	Baht 30,763.24
Occupancy rate	5.83%	9.24%	6.36%

Asia Cha-am Hotel : the hotel provides 214 rooms.

	2023	2022	2021
Average room rate	Baht 928.62	Baht 900.71	Baht 868.69
Occupancy rate	43.43%	32.38%	14.32%

The Darley Hotel Chiang Mai : the hotel provide 76 rooms

	2023	2022	2021
Average room rate	Baht 827.78	Baht 760.16	Baht 755.79
Occupancy rate	43.78%	26.53%	6.36%

Ratchapruerk Lanna Boutique Hotel : the hotel provide 35 rooms

	2023	2022	2021
Average room rate	Baht 1,380.00	Baht 1,270.78	Baht 1,244.31
Occupancy rate	41.49%	27.56%	7.67%

Quality Inn Long Beach Signal Hill, USA. : the hotel provide 74 rooms

	2023	2022	2021
Average room rate	USD126.67	USD125.10	USD111.-
Occupancy rate	73.05%	74.74%	72%

For the capital investment, the 6 hotels in Thailand have the same expenditure structure regarding salary, facilities and material cost.

Rental Area Business

(1) Nature of business and Innovation Development

Zeer Property Public Company Limited ("ZEER") operates the business of developing and managing shopping centers and real estate development by owning a large shopping center business Zeer Rangsit Project which is located on Vibhavadi-Rangsit Road, Km. 28-29, Khukhot Subdistrict, Lam Luk Ka District, Pathum Thani Province. The project has an area of approximately 86 rai 1 ngan 59 square wah. The Company (ZP) entered into a sub-lease agreement for the land from Don Mueang Grand Plaza Company Limited ("DM") which is a related company. Currently, the remaining rental period is approximately 26 years. At present, the project has 3 main buildings, consisting of Zeer-Rangsit Shopping Center Building, The Hub, Rangsit Shopping Center and AA Town Apartment Building, short and long term with retail operators.

Shopping Complex Business

Shopping center business is the main business of the company causing the company to have rental income from service fees from renting, retail space in Zeer Rangsit shopping center including providing utilities, security, cleanliness service within the shopping center. In the middle of 2000, the company adjusted the area development strategy by changing the business model from being a shopping center for renting retail space to general consumer goods to sell a particular product by adjusting to an electronic center and computer which was well responded. There are more entrepreneurs joining to rent more space, resulting in the present, Zeer Rangsit Shopping Center is a center for selling computers and electronic equipment with the largest rental area in the country and is expected to increase the rental space.

Rental area detailing in Zeer Rangsit Shopping Center

Zeer Rangsit Shopping Center is an 18 stories building (included underground floor). It is emphasized on IT Center. There is Mixed – Use development within the building which comprised of hotel, shopping mall and service apartment. These included 273,960 square meters of all area. It is divided in to rental area for 132,000 square meters, common area for 76,000 square meters and parking for 65,000 square meters. Every floor details are described as the following;

- Underground Mostly there is restaurants and supermarket for example food court, "ZEER Market", TOPs supermarket, KFC, MK, BBQ Plaza, Pizza Company and Yayoi etc.
- 1st Floor Typically, there are shops regarding electronics equipment, computer and electrics equipment. This floor also provides customer with mobile phone services, camera, computer and electronics equipment.
- 2nd Floor The rent shops have a similar retails as the 1st floor. However, there is interesting retails such as The Future AV and SE-ED book Shop.
- 3rd Floor In this floor still has the similar retails as computer, software and electrics equipment etc. The major retails in this floor is IT City.
- 4th Floor This floor has provided customers with commercial banks and financial institutes more than 6 banks, Amon Shop, Offices, retailing stores and computer providers.
- 5th Floor It is opened for large group of meeting and seminar, named Diamond Hall which is 51% of the whole floor area. The place can support 4,000 people.
- 6th Floor this floor for hotel rental area and the remainder is building systematics
- 7th – 9th Floor are managed for office rental which provide for companies and government sectors.
- 10th – 17th Floor is Asia Airport Hotel which provides 402 guest room service and also included in 110 rooms of service apartment.
- Retails around buildings are divided into market fair and fresh-food market totally 5,000 square meters. These retails pay rent as both daily and weekly and the tenant are crowded.

The company has rental policy, Short-term space rental. There is a rental period of not more than 3 years, with monthly rental fees charged. The outside of the building in the form of a flea market and a fresh market in the front and around the Zeer Rangsit building, there is a daily and weekly rental charged.

Rental area of The Hub Rangsit

The Hub Center, the building area of 48,231 square meters, is a 3-storey building and has a basement which is located on the side of the building, Zeer Rangsit Shopping Center, is an extension of the shopping center for rent to clothing stores and other products associated for wholesale and retail. Most stores will expand from Pratunam Shopping Area and manufacturers. Currently, the Hub open for service. The basement is a parking lot, 1st - 3rd floor as a rental shop. There are more than 47.89% of the shops that are available.

AA Town Apartment

AA Town Apartment is located behind ZEER Rangsit Shopping Center building. It is 7-stories building and provides 130 rooms for rent. Approximately rent is 4,500/4,800/5,500 Baht per month. Recently, there is occupancy 89.16%.

Assets investment for leasing

At present, there are 5 projects, which invest in Thailand for 3 project and in abroad 2 projects.

1. Asia Cha-am Hotel at Petchaburi Province

This hotel locates on Cha-am Beach, Ruam Jit Road, Petchburi. This is a land and building investment included commercial building and improvement. The hotel has provides 214 rooms, banquet and meeting rooms since the end of 2010. Zeer Property Public Company Limited has leased the hotel building to Asia Airport Hotel Co., Ltd. to operate under the name "Asia Cha-am Hotel", whose lease has a lease term of 3 years, which is due in 2025.

2. Space for rental : Glendale Shopping Center, Los Angeles, USA

It is land and community mall investment for this project. This shopping center in located away from Los Angeles Downtown about 7 miles. The lessees have operated more than 5 years. Totally rental area is 11,735 square feet which is 100% of rental area.

3. Space for rental : Lan Sook Plaza and the Darley Hotel Chiang Mai

In 2016, the company "ZP" had collaborated with the original business owner and established a new company named SPA HOTEL CO., LTD. (SPA) and ZP currently holds 100% of SPA registered capital. SPA had invested in land and structures located at Chang Moi, Amphoe Mueang, Chiang Mai. The location potential is closed to the famous Warorot Market, with Asia Airport Hotel Company Limited rented to operate 116 rooms for rent. Laan Sook Plaza, currently has tenants such as restaurant, souvenir shop etc. which is approximately 66% of rental area.

4. Quality Inn Long Beach – Signal Hill, Los Angeles, USA

This is 1.83 acres hotel or 4.5 Rai. There is management under franchise of Choice Hotels International named "Quality Inn". The franchise will support marketing and accounting context under their management.

5. Ratchapruek Lanna Boutique Hotel, Hang Dong District, Chiang Mai Province

In 2018, Zeer Asset Co., Ltd., a subsidiary, invested in the purchase of land and building in Hang Dong District, Chiang Mai Province, purchased at a price of 86.4 million baht. Asia Airport Hotel Co., Ltd. rented to operate 35 guest rooms for rent.

(2) Marketing and Competitions

Marketing Policy and Characteristics

❖ Shopping Center Policy

ZEER Rangsit Shopping Complex has a noticeably policy regarding marketing aspect which concentrated on IT and electronics to responding customers from northern of Bangkok, additional center, northern and north east region of Thailand. The reason is ZEER Rangsit locates at Bangkok Gateway.

ZEER Rangsit Shopping Center has 3 buildings within the area which are IT Center Zeer-Rangsit, The Hub and Apartment Building.

Zeer Rangsit Shopping Center has opened the rental area of the total 6 floors. In the basement, tenants are mainly dining restaurants and food center. Computers, electronics, and accessories stores are on 1st to 3rd floor. In the 4th floor, tenants used to be office and storages, the floor is under development introducing the new zone, educational institutions and services such as banks. The major tenant on 5th floor is Asia Airport Hotel, mainly banquet and function rooms. Throughout the year, some part of the 5th floor is renovated to be a 9,000-sqm convention center, the Diamond Hall.

The Hub Shopping Center, with the total area of 48,231 square meters, is located next to Zeer Rangsit Shopping Center. There are 3 retail floors with a parking basement. The project is an extension retail component to complete the unmet element as a whole. The main concept is being the wholesale destination for retailers, majority of tenants are from Phatunam (Major wholesale center in Bangkok) and showcase for factory. On 1st and 2nd floor are retail rental area, however 3rd floor has partially operated.

AA Town Apartment is located at the back of Zeer Rangsit Shopping Center, 7-stories building, with 130 rooms, 4,500/ 4,800/ 5,500 baht monthly. Occupancy rate is 89.16% at recently.

❖ Marketing Objectives

1. Expanded services area both plaza and residence
2. Advertised IT Zeer Rangsit Shopping Center and The Hub
3. Increased electronics and computer retails
4. Income incentive for retails in Zeer Rangsit Shopping Center
5. Expanded new target market such as customers who is interesting fashion and decorations

❖ Marketing Strategies

Zeer Rangsit Shopping Center has cooperated with major retails within Zeer Rangsit and plan marketing strategies together. Advertisement to support new customers come to the shopping center and effort to expand market target by opened educational zones such as technology and languages.

❖ Marketing Strength and Weakness

1. Zeer Rangsit IT Center is the biggest IT center in Thailand at the moment.
2. Expanded customers target by opened Consumption Goods zones.
3. Underground of the Shopping Center has provided various foods for customers.
4. Convenience and comfortable parking. Adding car spaces behind the building.
5. Within Zeer Rangsit complex, there are wholesale and retail cloths and fashion. Also, the place provides accommodation too.

For the weakness of Zeer Rangsit shopping complex which still have to resolve for example traffic in front of the complex entrance and exit. Additional promoted the project image to be well-known in the market.

❖ Target Customers

Zeer Rangsit Shopping Complex has 2 group customers as a majority target customer that are;

Direct Customers, which are tenants in the shopping center, distribute computer, computer equipment, electronics equipment and other retails. This group can divided into;

First Group the main anchor, who rent retails in the complex, distribute computers, electronics, and accessories. There are both major and minor tenants who supply quality goods and services for customers. The sample of this customer group is IT City, Future AV, NPE Best Buy the Technology City and Amorgroup etc.

Second Group Co-tenant, who is an expanded zone for new target customers such as furniture retails, food and beverage zone, supermarket, book store, commercial bank, government sector and private organization office.

Indirect Customers, This is a group of people who come to use the service, to buy products in Zeer Rangsit shopping center, most of which are residential customers or studying in the Rangsit area and nearby. Because in this area there are many villages. It also has a tendency for expansion of government agencies, private agency, educational institution and housing in the immediate vicinity including the expansion of public transportation projects such as the Red Line BTS Bang Sue-Rangsit etc.

❖ Industry Crisis and Competition

Zeer Rangsit Shopping Center

Government Policy has supported technologies in society at present. Furthermore, the best location of Zeer Rangsit Shopping Center which is located at expanded central business district. Conversely, in this area still does not have IT center which can supply the residence in this area. Afterward the economic crisis in Thailand, Zeer Rangsit has been demanded in the good quantity from customers. There was also the area development and more retails to attract new target customers such as Tops Supermarket, Office Depot, KFC, McDonalds, MK restaurant, Pizza Hut, Future AV, commercial bank more than 7 institutes and Asia Airport Hotel.

Pricing Competition

Zeer Rangsit Shopping Complex usually considers its business capacity both for company itself and tenants within the shopping mall by planed company strategies for long term. The company has pricing policy described as following;

- Rental and services capital of the company included land, buildings, expansion, management fees, advertisement and promotions.
- Business owner capital which concentrates on growth market and considers pricing for comparing between tenants and rental area.
- The comparing price and conditions with other shopping centers in this area.

(3) Goods and Services Providing

Goods of the company are managing rental area, providing facilities for tenants and developing rental area in good conditions.

Rental Management and Facilities

Mostly the rental tenants do contract with the company by short-term contract. The contract provides 3 year or less. However, the company delivers employees to communicate with tenants every month for updating rental status. Once there is a free space for rent, there is also a list of applying tenants for lease immediately.

Others approach of rental area management is contacting the target tenants directly for example education institute or private organization. Moreover, the company will conduct promotional campaign such as setting up promotion during festival to encourage customer expenditures.

To support the rising number of lessees, the company has improved facilities system such as electricity, lighting, water, sewage, and parking traffic included entrance area.

Hotel Project at Cha-am Beach, Petchaburi Province

This project is renting land and building for running hotel business. Presently, the hotel was developing meeting rooms and swimming pool to add asset valued. The company is not required to provide any service for the lessees; however the company will send officer to do inspection area as schedule.

Glendale Shopping Center, Los Angeles, USA

The company hired a property management company to manage tenants in this project, Glendale Shopping Center, the project administrator will report the collection of income, various repair expenses to the company on a monthly basis. The company sends the company staff to survey, inspect the project area periodically.

The Darley Hotel Chiang Mai

This project is renting land and building for running hotel business. The company is not required to provide any service for the lessees; however the company will send officer to do inspection area as schedule.

Lan Sook Plaza Shopping Complex

In the year 2018, the company conducted the construction and decoration of the project in order to be a project that combines famous and popular stores in Chiang Mai which is available for service since the year 2021.

Quality Inn Long Beach – Signal Hill

The company uses the hotel management under the Francise Brand name, Quality of Choise International Hotels, to manage marketing and accounting. In the year 2019, the company improved according to Choise's standards.

(4) Business Asset Structure

Assets that use for the company and subsidiaries business on 31 December 2023.

Assets	Rights
1. Land including hotel/parking/office buildings totally 6-0-6 Rai located at Ratchathevi, Bangkok. <i>Managing "Asia Hotel"</i>	ASIA is a titleholder.
2. Rental rights in 4 stories building at Soi Phayanak, Ratchathevi, Bangkok. <i>Managing office building of Asia Hotel</i>	ASIA do contract with Crown Property Bureau since 1982 and continue contract with 20 years lease, ending 2032.
3. Land including 6 stories building and employees apartment 7 plots totally 44-0-15.8 Rai located at Pattaya, Bang La Muang, Chonburi. (obligation area 39-1-0.2 Rai) <i>Managing "Asia Pattaya Hotel"</i>	Asia Pattaya Hotel Company Limited (AP) is a titleholder own both land and building.

Assets	Rights
4. Land and 11 stories hotel building totally 39,380 sq. m. located at Zeer Rangsit Shopping Center on Phaholyothin Rd., Kukot, Lumluka, Pathumthani for 600 million Baht. <i>Managing "Asia Airport Hotel"</i>	Asia Airport Hotel Co., Ltd. (AA) (lessee) do contract with Zeer Property Public Co., Ltd. (ZP) (lessor) for 42 years and 5 months since 1 November 1996 to 31 March 2039 (currently 16 years 3 months in contract)
5. Rental rights in Asia Cha-am Hotel on 3 Rai 3 Ngan 46 sq. Wah on Cha-am Beach, Petchaburi with 17 stories building, 106 rooms and 4 stories building, 108 rooms. <i>Managing "Asia Cha-am Hotel"</i>	Asia Airport Hotel Co., Ltd. (AA) (lessee) do contract with Zeer Property Public Co., Ltd. (ZP) (lessor) for 3 years since 1 November 2022 to 31 October 2025.
6. Rental rights on land 86 Rai 1 Ngan 59 sq. Wah with Zeer Rangsit Complex building under rental contract with equipment.	Zeer Property Public Co., Ltd. (ZP) (lessee) and DonMuang Grand Plaza Co., Ltd. (DM) do contract for 55 years since 1 April 1993 to 31 March 2048 (currently 25 years 3 months in contract)
7. Asset with building at Cha-am, Petchaburi which include (1) Land and hotel building with 214 rooms	Zeer Property Public Co., Ltd. is a titleholder
(2) Land and commercial building at Ruamjit Rd.	Zeer Property Public Co., Ltd. is a titleholder
8. Asset with building at Chang Moi Sub-district, Muang District, Chiang Mai province as Hotel and Plaza on 2 Rai 3 Ngan 29.3 sq. Wah land. <i>Managing "Darley Hotel Chiang Mai"</i>	SPA HOTEL CO. LTD. (SPA) is a titleholder
9. Asset with building at Nong Kwai Sub-district, Hangdong District, Chiang Mai province as resident 35 rooms on 2 Rai 31 sq. wah with 3 stories, 1 building, 2 stories 1 building, office building. <i>Managing "Ratchapruerk Lanna Boutique"</i>	Zeer Assets Co., Ltd. is a titleholder
10. Glendale Shopping Center, Los Angeles, USA <i>Managing "Shop for rent 10 units"</i>	Zeer Oversea LLC is a titleholder
11. Asset with building at Quality Inn Long Beach, CA., U.S.A. on 1.83 acres or 4.5 Rai as hotel 68 rooms and 6 shops <i>Managing "Quality Inn Long Beach - Signal Hill"</i>	Zeer Oversea LLC is a titleholder

Property valuation

In 2023, the Company and its subsidiaries had their assets revalued during the accounting period. Details in attachment 4

(5) Work that has not yet been delivered - None -

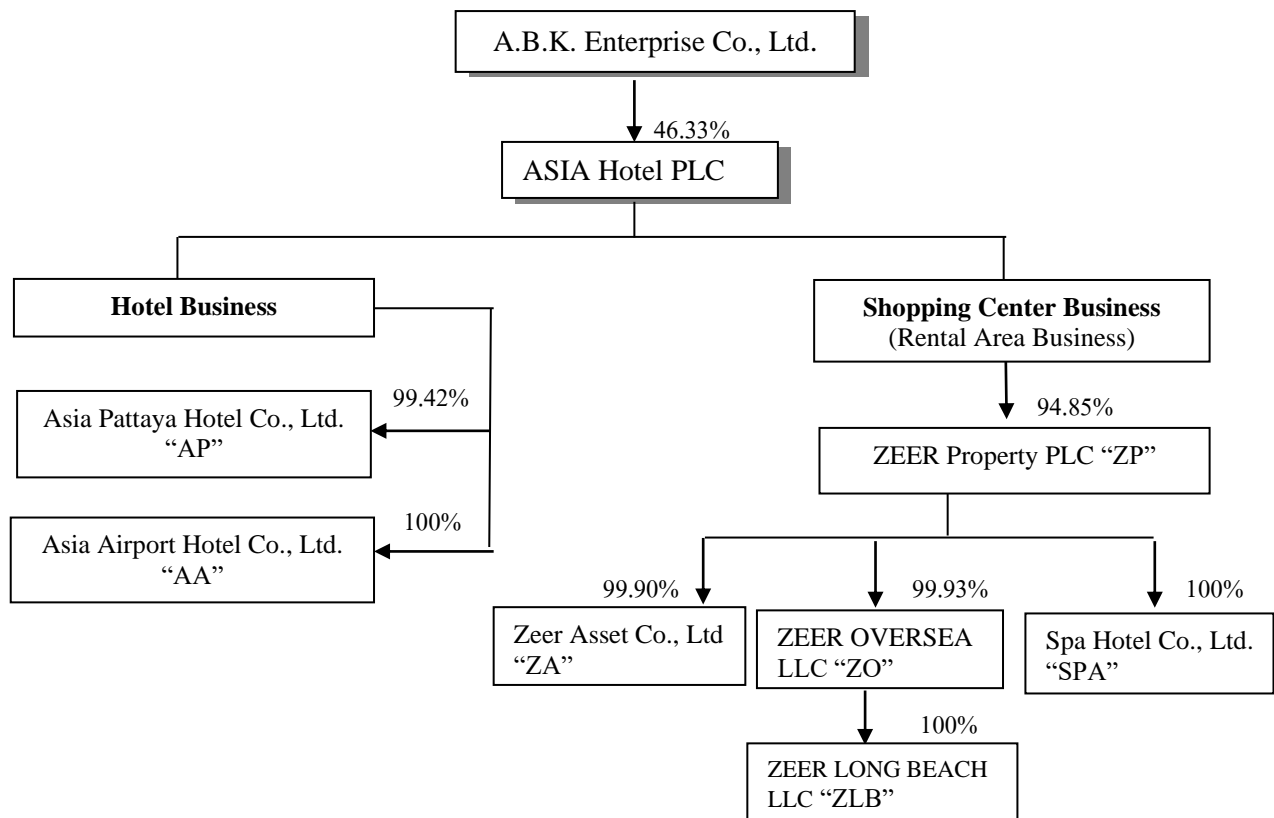
1.3 Overview of business operations of the Company and its subsidiaries

1.3.1 Shareholding Structure of the Company Group

Asia Hotel Public Company Limited (ASIA) was established in 1966 by Techaruvichit Group. At present, A.B.K. Enterprise Company Limited is a major shareholder of the Company, in the proportion of 46.33 percent

There are currently 2 business groups of the Company: Hotel and Restaurant business and Rental Area Business. In the past, the company had the policy to separate the business of the ASIA group of companies. (Hotel business) with Zeer Property Public Company Limited, the rental area business since 2010, but later in the beginning of 2017, there has been a review of the said policy, apprehended this policy causing limitations the business growth. Therefore, it was proposed to the 2017 Annual General Meeting of Shareholders to consider and approve the termination of the aforementioned policies and practices, and has been approved. At present, there is no policy to divide the operations of the group of companies in any way.

Shareholding Structure of the Company Group as at 31st December 2023



Details of Juristic Persons Which Company held at least 10% of issued and paid-up capital

	Address	Type of Business	Type of Share	Issued and paid-up (MB)	No. of Shares Held	% of Shares Held
Asia Pattaya Hotel Co., Ltd. "AP" (Subsidiary Company)	352 Moo 2 Kao PraTumnuk Road Pattaya Beach Choburi.	Hotel and Restaurant	Ordinary Shares	120.0	1,193	99.42%
Asia Airport Hotel Co., Ltd."AA" (Subsidiary Company)	99/2 Moo 8 Paholyothin Rd. Kukot Lumlukka Pathumthani	Hotel & Service Apartment and Restaurants	Ordinary Shares	495.0	4,949,993	100.00%
Zeer Property Co., Ltd. "ZP" (Subsidiary Company)	99 Moo 8 Paholyothin Rd. Kukot Lumlukka Pathumthani	Shopping Center (Rent Area) Business	Ordinary Shares	225.0	213,412,200	94.85%
Zeer Asset Co., Ltd. "ZA" (Subsidiary Company) By ZP	165 Rungsit-Nokornnayok Rd. Prachatipat, Pathumthani	Real Estate	Ordinary Shares	30.0	299,699	99.90%
Zeer Oversea LLC"ZO" (Subsidiary Company) By ZP	2662, 22 nd Avenue San Francisco, CA., USA 94116	Shopping Mall for Rent	Ordinary Shares	US\$ 8,850,000	US\$ 8,844,000	99.93%
Spa Hotel Co., Ltd. "SPA" (Subsidiary Company) By ZP	99 Moo 8 Paholyothin Rd. Kukot Lumlukka Pathumthani	Real Estate	Ordinary Shares	140.0	13,999,987	100.0%
Zeer Long Beach LLC "ZLB" (Subsidiary Company) By ZO	3201 E.Pacific High way, Signal Hill, CA, U.S.A	Hotel				100.0%

Remarks: ZP has established three subsidiaries, Zeer Asset Co., Ltd, Zeer Oversea LLC. And Spa Hotel Co., Ltd. holding the ordinary shares of 99.90%, 99.93% and 100.0% respectively, resulting ASIA hold the shares indirectly.

1.3.2 The company does not have any person holding shares in either subsidiary or associated company more than 10 percent of the number of shares with voting rights of that company.

1.3.3 Relation with the Company Group of Major Shareholders

A.B.K. Enterprise Company Limited (ABK) is a Holding Company held Asia Hotel Public Company Limited (ASIA) shares of 46.33% and got income from dividend provided by ASIA only not from any other business that might cause the conflict or necessary dependence.

The ABK shares held by Techaruvichit Group who is executive of ASIA of 29.71% and others held 70.29% shares. Therefore, as at 31st December 2023, Techaruvichit Group who is current executive of ASIA directly held 19.67% shares and indirectly held shares through ABK. The total shares held directly and indirectly in ASIA of 67.12%

1.3.4 Shareholders

(A) Details of Top-Ten Major Shareholders as at the latest closing dated on 14 March 2023 are as follow:

No.	Name	No. of Shares Held	% of Share Held
1	A.B.K. Enterprise Groups.	148,240,000	46.325
2	Mrs. Pornpun Tanariyakul and spouse	35,727,750	11.165
3	Mr. Surapol Techaruvichit and spouse	15,808,330	4.940
4	Mr. Patcharapol Techaruvichit	14,470,000	4.522
5	Mr. Wutimate Lertvilai	11,529,990	3.603
6	Mr. Somsak Komvutichai	8,609,000	2.690
7	Mr. Soh Chee Yong	7,650,000	2.391
8	Mrs. Suvimol Techaruvichit	5,619,960	1.765
9	Mr. Wichai Arunkamolsri	5,396,000	1.686
10.	Mrs. Mayuree Wongkaewjaroen.	5,200,000	1.625
	Total	258,251,030	80.703

Remarks : Counting the total amount of shares of related shareholders according to the Section 258 (including spouse and minor child)

(B) The major shareholder group having behavior influences policy setting or management of company

Name list of major shareholder	No. of Shares Held	% of Share Held
1. Techaruvichit Family	81,280,220	25.400
Mrs. Suvimol Techaruvichit	5,619,270	1.756
Mr. Surapol Techaruvichit and Miss Aree Techaruvichit spouse	14,735,000 1,073,330	4.605 0.335
Mr. Polpat Techaruvichit	1,459,000	0.456
Miss Sirapat Techaruvichit	3,000,000	0.938
Mr. Patcharapol Techaruvichit	14,470,000	4.522
Mr. Surapong Techaruvichit	2,266,660	0.708
Miss Patcha Techaruvichit	210,600	0.066
Mr. Poom Techaruvichit	677,290	0.212
Mrs.PornpunTanariyakul and Mr.Samart Tanariyakul spouse	34,723,750 1,004,000	10.851 0.314
Mrs. Oyetip Hayrabut	2,040,660	0.638
2. A.B.K. Enterprise Co., Ltd.	148,240,000	46.325
3. Pattaya Hotel Trading Co., Ltd.	3,600,000	1.125

The persons in Techaruvichit Family holds direct ASIA shares totaling 86,190,880 shares or 26.93%

As at December 31, 2023 Techaruvichit group, who is a current executive of ASIA, holds direct shares of the company of 19.67% and holds indirect shares via the company group of A.B.K. Enterprise Company Limited according to the note in item (a) of 47.45%, It is totally direct and indirect holding of 67.12% as follows:

A.B.K. Enterprise Company Limited is a Holding Company, 29.71% of shares are held by Techaruvichit Group, the executive of ASIA and others held 70.29% shares

Pattaya Hotel Trading Company Limited is a Holding Company, 69.17% of shares are held by Techaruvichit Group, the executive of ASIA and others held 30.83% shares

In addition, there's currently no shareholders' agreement about issuing and initial public offering of common stock as well as any agreement of the company's management.

1.4 Number of registered capital and paid capital

As of December 31, 2023, The Company has registered capital of 500 million baht and paid up capital of 320 million baht. The number of common shares 320 million shares, par value equal to 1 baht each. The company has no transaction in increasing and decreasing in capital in the past 5 year.

1.5 Issuance of other securities

-None-

1.6 Policy of Dividend Payment

Payment of Cash Dividend

- Asia Hotel Public Company Limited

: The company has a policy to pay the dividend to shareholders around 60% of the net profit after deduction of statutory reserves of particular company's financial statement. The dividend payout ratio depends on cash flow and investment of the company and its subsidiaries including the consideration of legal restriction and any necessary matters.

Past 3 years record of dividend paid

<u>Period</u>	<u>dividend/share</u>	<u>date paid</u>
1 Jan – 31 Dec 2022	0.00	No dividend payment
1 Jan – 31 Dec 2021	0.00	No dividend payment
1 Jan - 31 Dec 2020	0.00	No dividend payment
1 July – 31Dec 2019	0.00	No dividend payment
1 Jan - 30 Jun 2019	0.05	12 December 2019

Due to the significant impact of the COVID-19 pandemic from the year 2020 to 2022, the company incurred substantial losses across its hotel, restaurant, and leasing businesses. As a result, the company is unable to distribute dividends to shareholders. However, the company anticipates an improvement in the situation in the near future.

Payment of Cash Dividend of Subsidiary Companies

- Asia Pattaya Hotel Company Limited

: The policy for paying the dividend is in accordance with the company regulation. The company should reserve the money by not less than 5% until the reserved money is totally up to 10% of the company fund. There is not other regulation.

The company has a policy to pay the dividend not less than 60% of the net profit after deduction of statutory reserves.

- Asia Airport Hotel Company Limited

: The policy for paying the dividend is in accordance with the company regulation. The company should reserve the money by not less than 5% until the reserved money is totally up to 10% of the company fund. There is not other regulation.

The company has a policy to pay the dividend not less than 60% of the net profit after deduction of statutory reserves.

- Zeer Property Public Company Limited

: The policy for paying the dividend is in accordance with the company regulation. The company should reserve the money by not less than 5% until the reserved money is totally up to 10% of the company fund. There is not other regulation.

The company has a policy to pay the dividend not less than 40% of the net profit which is already statutory reserved.

2. Risk Management

2.1 Policy and Risk Management

ASIA had been conscious and gave precedence to risk management. ASIA have applied the risk management since year 2010 as a good corporate governance. ASIA nominated COSO method as its risk management to support the company accordance throughout the organization and their activities. This resulted in ASIA efficiency achievement in the company objectives underneath the good corporate governance principle. The company risk management method has continually increased organization worthiness, which lead to the utmost advantages to ASIA.

In 2011, ASIA Risk Management team had created the company risk management manual as its guidance for supporting their management and executors throughout each department to understand risk management and proceed its operation following the manual. Together the company has created risk management report, which exhibit in appendix, to moderate company risks as an acceptable level.

Later on, November 2016, ASIA Risk Management team had improved its risk management manual to conform with the company risk managing practical as an efficiency method, especially the fraud appraisal report. This is compatible with ASIA anti-corruption policy, which determined as following;

1. To promote understanding, awareness, accountable and participated in the company risk management and leading to decrease the risk as systematically and consecutively through organization.
2. To emphasize the risk management as preventive, improving, explicitly and correctly, which should be done regularly as a part of good corporate governance to encourage the value of corporate brand and image.
3. To engage risk management as a part of organizational objective plan as such performance, fiscal management and investing management.
4. The risk management should be developed continuously to accord with organizational mission. The risk management also should be followed up and appraised its policy with provided report for the company committee.
5. To stipulate the risk management regarding corruption as a part of organizational practice.
6. Preparing document and manual regarding work regulation and instruction to conscientiously execution.

Risk Management Vision

ASIA intends to place its risk management policy as a company implement leading to a good governance and to accomplish the organization goal.

Risk Management Culture

ASIA will encourage its employees to realized the importance of risk management. This will result in the risk management policy afterward, which will be partial of company standard working operation as the company culture.

Risk Management Objectives

1. To make an understanding with management and operation regarding risk management and principles of the company.
2. To make an understanding with operation respect respective procedures and processes of risk management planning.
3. Applying risk management as an implement throughout the organization.
4. Utilized the risk management as a communication tool, to make an understanding and connect the risk management with the internal control system of the business.
5. Reducing opportunity and negative affectation, which will occur to the company.

Risk Management Targets

1. ASIA management and employees have comprehended the risk management and apply to the company operation to accomplish the risk management objectives and targets.
2. The management and employees should be able to identify, analyze, evaluate and manage the possible risks at the acceptable level.
3. The risk management should be utilizable to the management responsible obligations.
4. The management and employees are responsible for the company risk management.
5. Risk management will be the organization culture.

2.2 Risk Factor to the Company's Business Operation

- ***The COVID-19 Pandemic risk***

In the year 2023, following the severe spread of the pandemic from 2021 to the end of 2022, the situation has gradually returned to normal. However, caution is still being exercised. All sectors continue to support the wearing of face masks in public places or crowded communities to educate and prevent the spread of the disease. This is facilitated by the robustness of Thailand's public health system. This situation has had a positive impact on the overall tourism industry, including airlines, hotels, and other related businesses. As a result, both Thai and foreign tourists, as well as business travelers entering the country, have a high level of confidence in their travel.

For the hotel business, strategies have been adjusted for sales in both accommodation, dining, and seminar services to fully recover the business after the pandemic situation has eased. This includes ensuring customer safety and health by implementing stringent safety measures in both accommodation and catering services. It is expected that the business will return to normalcy soon.

- ***Human Resource Risk***

The Company and its subsidiaries place great importance on human resource management. The current tourism business recovery situation causes hotels to employ more people from 2022. In addition, there is competition for potential workers being drawn away from the organization. Because it is in demand from newly opened hotel business groups or a group recovering from a crisis, however, the company tries to take care of its employees by giving appropriate compensation and complete welfare care. This is to help employees as we have always done. In addition, the hotel also places importance on personnel policies dealing with foreign workers.

- ***Foreign Investment Risk***

Presently, Zeer Property Public Company Limited and its subsidiaries have expanded their business to the USA by investing in rental area businesses and hotels, which earn revenue in US dollars.

In this aspect, the company had a risk in currency exchange because if there is an unstable exchange rate, its profits and losses will be affected by the rate.

- ***Financial Risk***

The company and its subsidiaries company have always recognized the financial management. As of 31 December 2023, the total interest bearing debt was Baht 2,152.48 million or equal to 0.36 times of interest bearing debt to equity ratio, most of which apply a Minimum Lending Rate (MLR). Risks relating to fluctuating interest rates may have some effect on the Company's cash flow. However, for the risk management of company and its subsidiaries company has controlled the D/E Ratio, together with the potential rises funds form capital market.

- ***Legal Disputes risks***

The subsidiary company, ZEER Property Limited (Public) Company Limited, operates a rental area business and rented lands from Donmuang Grand Plaza Limited. The land is leased from the landowner. Zeer, the subsidiary has used this leasehold right as collateral for loans with financial institutions.

The subsidiary company has been informed by the financial institution that the landowner has filed a lawsuit against Donmuang Grand Plaza Limited to terminate the lease agreement due to unpaid rent. The financial institution immediately intervened by sending a dispute letter to the landowner, requesting them to rectify the breach of conditions outlined in the agreement with the financial institution (i.e., requiring the financial institution to rectify it first).

The subsidiary company manages this risk by providing information to the financial institution to support its case, enabling the financial institution to fully contest the rights.

3. Driving Business Towards Sustainability

3.1 Policies and Goals on Sustainability Management

Making a report of social responsibility or corporate sustainability report is a compilation of social and environmental activities and also activities inside and outside of the company by using existing resource of the company and outsourced resources. This can lead to the coexistence in the society with happiness. The company believes that these activities can enhance the development of both the company and the society enduringly.

Consequently, the Board of Directors has established a policy regarding the responsibility to all stakeholder groups under the corporate governance policy which has been drawn up in 2004 and the latest policy review every year in December 2019, as described in the Enclosure no. 6. Corporate Governance and disclose the said policy on the company website at www.asiahotel.co.th and in the annual report as well.

Nevertheless, the company currently does not report in accordance with the framework of GRI (Global Reporting Initiative). All of these may take time.

Because the company is divided into 2 business groups which are hotel and restaurant business group and shopping rental area business group (real estate), major stakeholders of business, in addition to the company's shareholders, are our employees, customers, partners, surrounding environments, and societies. At present, the company focuses on the business operations of the company and its subsidiaries on corporate social responsibility as following:

1. Fair Operating Practice The company promotes and enhances a free and fair trade competition policy, not monopolize the trade or require traders to specifically supply goods for the company only and no policy to obtain the competitors' information illegally and unethically. Dealing with business partners should not cause the damage of the company's reputation or conflict of the relevant laws. Equality and mutual benefits should be considered and Business partners should be selected fairly. By the way, the Company considered that partners are an important factor to create value and reliability for customers.

2. Anti-Corruption The Company determines directors, executives and employee act with integrity, honesty and transparency by considering the highest benefits of the Company and related persons. Must not accept or offer gifts or presents from customers, partners, contractors, vendors, service providers or government officials. If employee accepts gift of more than nominal value, given on traditional occasions, employee must inform supervisor. Accepting to do any task for any business activities by receiving payment directly or indirectly, employee must report to supervisor about the relationship. Accepting or entertaining customers, partners, contractors, vendors or service providers must only be done for benefiting the Company business deal. Entertaining must not cause damages to reputation of the Company and its stakeholders.

In 2013, the company focuses on anti corruption policy. 12th/2013 committee meeting on 13th December 2013 considers the approval of participating in an alignment of private cooperation against corruption (Collective Anti - Corruption) "CAC". This is to provide benefits to both inside and outside organization.

In July 2014, the Board of Directors meeting No. 9/2014 has approved the Anti-Corruption Policy and are adopted in the company and its subsidiaries. The company has reviewed Corporate Governance Policy, prepared Guide of the Anti-Corruption Policy, as well as A Whistle-Blowing and Protection of the Complainant Policy, Regulations of Give and Receive a gift, Regulations of donation for a charity or becoming a patron, which will be consistent and support Anti-Corruption Policy. In addition, there has been a communication to all concerned parties. In particular, training employees to have knowledge, understanding, and awareness of the policy. The Audit Committee is reviewed for completeness and correctness of the implementation of the Anti-Corruption Policy. The aforementioned policy and the policy manual can be found in Attachment 5. Other topics are as attached.

In December 21, 2016, the Company sent out the self-assessment report and the related anti-corruption details to Institute of Directors (IOD) which is secretary of this "CAC" project, in order to be approved of being a member of private sector of Thailand Against Corruption (Collective Anti-Corruption) "CAC". Subsequently, the CAC Council held a meeting on November 10, 2017. The resolution was approved by the CAC Council to bring the documents back to the CAC on the recommendation of the CAC sub-committee. Asia Hotel Public Company Limited can re-enter the project by signing the declaration of intent again. At present, in 2021, the company is not yet ready to submit documents for re-certification. With the situation of the epidemic of covid-19, the company continues to monitor and follow the policy for corruption complaints. At the end of 2021, no complaints have been filed to the company in accordance with the specified process.

3. Respect for Human Rights The Company give a respect to basic human rights categorized into 2 category. The first category is the civil and political rights and rights of freedom in expression and the second category is socio-economic and cultural rights, right to work or right to receive food, and right in health. The Company support social activities and employee activities which don't affect or damage to the reputation or interest of the Company or doesn't polished any duties of people. Use political right according to the law and avoid actions that can cause misunderstanding that the Company involved in any political parties. However, in terms of political rights, the company encourages employees to take 2-hour voting right without deduction.

4. **Fair Labour Practice** Employees are the most valuable resource and a key to the success of the company business. The company, therefore, creates a good work culture and environment as well as enhances teamwork, treats to employees gently and respects each individual's right to privacy. Employment, appointment and transfer of employees will be considered, based on ethical conduct and human resource will be utilized to gain the most benefit for the company. The company will treat employees equally and fairly without regard to gender, race, nationality, religion and creed. The company has a responsibility to create a good work environment and safety for life and assets of employees and persists to follow labor law strictly as follow:

4.1 Children of employees are encouraged to come to hotel with their parents during their school break, to read or enjoy their day in a provided area. Moreover, employees are allowed to look after their children during lunch break.

4.2 The company also supports the employee saving project by approving the Asia Hotel Saving and Credit Cooperative Limited to be founded more than 23 years ago and operated by their co-op committee. They have confident that the company's cooperative has been well-supported by the organization, showing financial strength to assist members in difficult times. Currently (in the year 2566), some members resigned during the COVID crisis period but they have returned to reapply as new members, aiming to save their asset. The number of members has increased by 76.3% this year. Moreover, the cooperative has been evaluated and awarded the "Passed Standards" status for cooperative standards by the Cooperative Promotion Department, Bangkok Area 1, in the fiscal year 2023.

4.3 The company set up the welfare staff committee including the hotel manager and the head of departments to monitor the welfare of employees such as cremation funds and helping the flooding victim.

4.4 Provident Fund managed by Thanachart Fund Management Co., Ltd. has been provided for employees' and executives' security since 2011, detail in topic 7.5 empolyee

4.5 The management has set up a project to benefit the employees and extended to their relatives and friends to book accommodations in all 4 hotels: ASIA Bangkok, Asia Airport, Asia Pattaya, Asia Cha-am and Darley Hotel Chiangmai at special prices. The bookings need to be verified by Personnel Department.

4.6 The company provides flu vaccination and annual physical examination and during the COVID-19 pandemic. The company coordinates that all employees are vaccinated for protection all the time, from needle 1- needle 4.

4.7 The company regularly takes care of the safety of its employees by helping reduce accidents at work. In 2021, there are no accidents of employees due to the reduction in sales of hotel restaurants and banquets which is the impact of the outbreak of the coronavirus.

5. **Consumer Responsibility** The company is willful to provide the satisfactory and reliable service to customers with quality rooms, foods and beverages at reasonable price as well as maintain a good relationship. The company, therefore, establish a code of conduct **quality rooms, food and beverage service**. The Company is willful to raise the standard to a higher position continuously and disclose information regarding the location and service completely, correctly and accurately.

6. Innovation and dissemination of CSR innovation from social responsibility

The company places importance on saving energy, saving time to increase efficiency and quality of work. By using the internal communication system with a convenient application via modern mobile phones to work in various departments such as the housekeeping department, reception desk, etc. In addition, additional computer systems have been used in these kitchen tasks, it can increase the efficiency of work within the organization. Both in providing good customer service and faster. As well as increase the efficiency of internal control, data storage, report preparation for management and coordination between departments can be improved in addition to increasing efficiency and quality of work, also makes it possible to reduce work time and reduce work problems as well.

The company has continued planning to improve work efficiency and modernize various machinery by using new innovations computer system, the computer program as well as various tools for organizational development and society continuously and sustainably forever.

3.2 Managing stakeholder impact in the business value chain

3.2.1 Business value chain

ASIA Group's business has had divided into two parts, which are;

1. Hotel business and restaurant; included in accommodation, restaurant, banquet rooms, conference rooms, rental area and others such as SPA, swimming pool and gym.
2. Rental area businee; both short and long term.

Hotel Business and Restaurant

Primary Activities

Front office practices, which are marketing/reservation/lodging facilitation and safety, aimed those trained employees (reception, housekeeper and food and beverage sector) be impressive service to customers.

Support Activities

Back office, who manage human resourcing, accounting and financial, procurement, laundry, security and repairing maintenance. Moreover, there are also office rental service, retailing area rental service and parking service.

Rental Area Business

Primary Activities; included in marketing and sales, which responded to set-up pricing, creating campaign activities and servicing tenants within shopping center throughout the front area.

Support Activities; as such management, accounting and finance, human resourcing, security supporting safety in the center and repairing maintenance for taking care of the equipment efficiency within the center.

3.2.2 Analysed value chain between the related parties

The significant related parties both internal and external organization, which are connected to the direct business value chain possibly divided to;

- The internal organization related parties, which are shareholders and employees.
- The external organization related parties, which are customers, partners and community.

Related Parties	Related Parties Expectation	Response to Related Parties
The internal organization related parties		
Shareholders	Determine strategies and directions for future business growth. Returns from the company performance by holding the good governance company shares.	Consider adjusting the sales plan and investment accordingly for sustainable growth. Open to shareholders suggestions and strategy to rapidly recovering business from COVID-19 crisis.
Employees	Good compensation (salary and bonus), good welfare, well work-life balance, safety, stability and advancement.	Reviewing compensation and welfare for employees; included in carefulness, knowledge and ability development program supporting employees.
The external organization related parties		
Customers	Services impressment such as food and place, which are clean, safe and fair price.	Providing services with honest and fast, which impress customers and visit again.
Partners	Selecting partners with fairness and equality without disgrace reputation and illegally; including in taking good care of partners.	Performing procurement system with transparency, verifiable and financial confidence.
Community	Developing the community with the sustainable development and supporting community activities.	Creating good relationship with neighbor by sharing and contributing career opportunities to community.

3.3 Management of Sustainability in Environmental Dimensions

3.3.1 Environmental Policies and Guidelines

The company considers the environment to be a related relationship between human, animals, trees, life, mind, balance and living together. Therefore, environmental care is the responsibility of the company to society and is the duty of every employee with the objective, protect pollution, Control the weather, wastewater and waste material from operations to be better than the standard and the regulations prescribed by law, saving resources, comply with the existing and future applicable law and improve the environmental quality continuously.

The Company recognizes that the occupational health and safety management system is a part of the business which is important. It is the direct responsibility of all executives and employees to ensure that the operations are in accordance with the occupational health and safety plan and comply with The Thai law and international standard and to improve the prevention of hazards that might affect to employees, clients and related persons continuously according to the objectives set up from risk assessment as follows:

- To prevent accidents caused by fire and explosion.
- To prevent chemical hazards
- To prevent injuries caused by mechanical works
- To prevent dangers from electrical works

In order that, executives shall inform all employees about objectives, provide adequate and sufficient resources for achieving defined objectives and goal, set up proper training for employees at every level to be able to perform their duties and responsibilities as well as review management policy, execute the audit periodically and support employees to share their opinions.

The Company realizes the importance of environment and engages in many environmental projects, as well as gives knowledge to employee and improves the environmental quality continuously such as:

- Energy** - For energy conservation the light bulbs have been changed to energy saving bulbs, glass windows and doors are heat protected
- Light sensors have been installed at the car park building in the evening
 - Automatic door was installed to keep the cool air inside.
 - The changing of the chiller machine from the original system to a new system with better machine performance, thus saving energy. In the laundry department have changed the old ironing machine, to be a large automatic fabric ironing machine add automatic towel roll machine which can save working time, save electricity, steam energy and save labor significantly. In the kitchen has added many modern kitchen types of equipments, making cost savings and significantly save working time.
- Water** - “Save natural resources campaign” has been set and invite guests to join by not changing bed sheets and towels everyday if guests stay more than one night.
- Water saving type of bathroom appliances are used in the guestrooms.
- Garbage** - Producing micro organism water from the fruit skin and use it to clean fat residue in the kitchen, use as fertilizer for plants and spray to keep away insects. Those help reduce the use of chemical and the waste from food scraps.
- Reduction of plastic use. The company has reduced plastic waste with the following actions:
 1. Change some disposable plastic containers into other biodegradable containers.
 2. Canceling use of wrapped plastic of water bottle caps.
 3. Reduce the plastic tubes in various dining rooms, except in the case of customer requesting.
 4. Reduction of spoon-fork plastic for food or snacks that customers buy back home and the bakery shop, except in the case of customers requesting.
 5. Encourage customers to refrain plastic bags when buying snacks in the hotel bakery.
- Waste** - To help reduce the waste the cancelled bed sheets and towels are made and used as hand towels replacing paper towels in the public toilets.
- Pollution** - The company has improved and changed many large machines that have a long service life, cumbersome work, consumes energy, long time and labor, such as changing the boiler machine from the grade A fuel oil system to a gas system to reduce air pollution.
- Carbon footprint** - No action has been taken on this issue.

“Green ASIA Hotel” Project. The company has participated in Green Leaf Project to develop the efficiency of the energy usage and also to develop the tourism and hotel business environment. The aim is to focus on the energy and resource usage with realization. Asia hotel has already supported this project continuously by establishing the Green ASIA committee including restaurant personnels, housekeepers, mechanic personnels, stewards, and accountants which are add up to around 40 persons. These committees together with outside consultants are brainstorming and established 3 issues to improve including energy, waste materials sorting, and safety.

In 2014, Asia hotel has been selected to be an operative model of “Green Hotel” for other hotels who are participated in. The model of operation including

1. Every stewards in the hotel to understand the objective of sorting waste materials in accordance with Green Improvement Plan. The content for stewards to understand also includes scoping where to improve and follow up the plan.
2. To train the associated personnels
3. To record the quantity by weight and sorting the type of wasted material
4. To set rules for mechanic personnels and chefs to always wear shoes during their works.
5. Set up a plan to reduce the electricity usage by using energy conserving light bulbs, recording the electric usage of light bulbs, set up time for dish cleaning due to its high water and electricity usage.
6. Arrange Green hotel slogan contest for all levels of Asia hotel personnels and hotel subsidiaries.

At the present Asia hotel did not join in Green Leaf Project but Asia hotel has already supported Green ASIA Hotel continuously and has continue to apply to subsidiary hotels.

3.3.2 Environmental Performances

ASIA has no managing environment data recorded including in energy savings, water, electricity, waste disposal, re-use/recycle and Greenhouse Gas Emissions. Those data recently have not been appraised, compared or analysed as a concretization. In the future, the company has been planning to collect those data to specify clearly strategy of related environment in business and value chain. This takes into consideration of consuming resources worthwhileness and reducing environmental impact.

However, in 2023, the company collected data on the amount of electricity consumption, water, LPG, and fuel oil. The amount of expenses paid by each place Compare with 3 years ago as follows:

Fuel and Energy - Related Activities - Electricity

1. The amount of electricity purchased for use in the organization from electricity service providers or suppliers such as the Metropolitan Electricity Authority/Provincial Electricity Authority and the lessor of buildings and premises for business.

2. Expenses purchased for use in the organization.

	2021		2022		2023	
	Kilowatt : hour	Expenses : baht	Kilowatt : hour	Expenses : baht	Kilowatt : hour	Expenses : baht
Asia Bangkok	4,401,000.00	16,083,400.69	6,087,000.00	25,959,986.97	7,262,000.00	32,185,091.72
Asia Pataya	3,363,648.00	16,215,353.00	2,865,611.00	19,983,035.00	2,459,650.00	8,661,522.00
Asia Airport	1,119,277.50	3,899,770.69	1,836,969.70	7,430,649.77	2,208,166.00	10,106,904.99
Zeer	21,663,200.00	87,808,322.13	24,721,960.00	114,050,417.42	25,126,340.00	128,715,142.08
Total	30,547,125.50	124,006,846.51	35,511,540.70	167,424,089.16	37,056,156.00	179,668,660.79

Fuel and Energy - Related Activities - Water

Water purchased from Metropolitan Water Works Authority/Provincial Water Works Authority supply or the lessor of buildings and premises for business.

	2021		2022		2023	
	Cubic meter	Expenses : baht	Cubic meter	Expenses : baht	Cubic meter	Expenses : baht
Asia Bangkok	99,912.00	1,732,778.46	147,191.00	2,526,328.45	200,604.00	3,204,726.24
Asia Pataya	35,428.00	1,214,797.00	36,282.00	1,241,092.00	60,207.00	2,063,434.00
Asia Airport	16,613.00	256,132.47	38,474.00	542,087.48	27,438.00	392,314.50
Zeer	223,738.00	7,747,193.79	239,278.00	8,286,140.60	267,727.00	9,273,213.25
Total	375,691.00	10,950,901.72	461,225.00	12,595,648.53	555,976.00	14,933,687.99

Fuel and Energy - Related Activities - LPG

	2021		2022		2023	
	Kg.	Expenses : baht	Kg.	Expenses : baht	Kg.	Expenses : baht
Asia Bangkok	749.00	628,376.29	986.00	957,012.66	1,304.00	1,364,816.85
Asia Pataya	448.00	452,893.00	670.00	822,383.00	840.00	1,135,476.00
Asia Airport	788.99	92,019.49	1,592.62	199,522.29	1,416.04	211,952.80
Zeer	-	-	-	-	-	-
Total	1,985.99	1,173,288.78	3,248.62	1,978,917.95	3,560.04	2,712,245.65

Fuel and Energy - Related Activities - Fuel Oil

	2021		2022		2023	
	Liter	Expenses : baht	Liter	Expenses : baht	Liter	Expenses : baht
Asia Bangkok	54,000.00	915,300.00	162,000.00	3,363,300.00	252,000.00	4,784,100.00
Asia Pataya	-	-	-	-	-	-
Asia Airpot	-	-	-	-	-	-
Zeer	-	-	-	-	-	-
Total	54,000.00	915,300.00	162,000.00	3,363,300.00	252,000.00	4,784,100.00

Fuel and Energy - Related Activities - Fuel

	2021		2022		2023	
	Liter	Expenses : baht	Liter	Expenses : baht	Liter	Expenses : baht
Asia Bangkok	-	-	-	-	-	-
Asia Pataya	3,000.00	533,593.00	3,000.00	928,883.00	3,000.00	1,240,926.00
Asia Airpot	-	-	-	-	-	-
Zeer	1,092.00	413,732.60	1,400.00	615,093.91	796.00	565,191.20
Total	4,092.00	947,325.60	4,400.00	1,543,976.91	3,796.00	1,806,117.20

3.4 Sustainability Management in Social Dimensions

3.4.1 Social Policy and Guideline

ASIA stipulated the company ethics to social responsibility adherence, which correspond with common interest and environment, together with contributing social development, virtue and morality through out the organization (including in committee, management and employees in ASIA). The organisation without virtue and morality cannot be a sustainable organization. This also consist of human rights respectation and comply with the labor fairly, responsible for products and services to customers and participating in social and community development.

3.4.2 Social Performances

(1) *Employees and Workforce*

ASIA and its subsidiaries have been consistently a fair employment and salary. The company has training program to support and develop employees, comply with employees' satisfaction, security management, occupational health, workplace environment. The company had been acting on human rights both employment and treating employees, which construct the royalty in the organisation.

ASIA Groups Employments

Details	Employees-2023		Employees-2022		Employees-2021	
	Male	Female	Male	Female	Male	Female
Full-time Employess	518	539	460	504	420	471
Disability Employees	5	3	5	3	5	3
Total	523	542	465	507	425	474

Employment of people with disabilities, This data is only Asia Hotel Public Company Limited and its subsidiary, Asia Pattaya Hotel Company Limited. As for the other two subsidiaries, the company does not employ disabled people but assists by setting up a part of the area for disabled people to use to sell lottery to help them earn income from sales, instead of employment.

Number of employees classified by age

Details	Employees-2023		Employees-2022		Employees-2021	
	Male	Female	Male	Female	Male	Female
Employees under 30 years old	125	139	60	99	40	60
Employees aged 30-50 years old	245	259	240	254	223	251
Employees over 50 years old	153	144	165	154	162	163
Total	523	542	465	507	425	474

Employee Remuneration

Details	Employees-2023		Employees-2022		Employees-2021	
	Male	Female	Male	Female	Male	Female
Total employee remuneration	74,796,222	74,736,628	61,561,965	70,726,938	40,023,384	45,271,896
Total	74,796,222	74,736,628	61,561,965	70,726,938	40,023,384	45,271,896

Employee Relation and Engagement

Details	Year		
	2023	2022	2021
Number of male employee turnover leaving the Company voluntarily	121	88	124
Number of female employee turnover leaving the Company voluntarily	114	114	144
Total	235	202	268

Human Capital Development

Details	Unit	Year		
		2023	2022	2021
Average employee training hours	Hours/Person/Year	48	20	-
Total amount spent on employee training and development	Baht	300,000	200,000	-

Employees Training Program

In the year 2023, the company and its subsidiaries organized training courses for employees to enhance their skills and potential in the workplace. This increased compared to the previous year, with an average training hours per employee of 48 hours per year.

Safety, Occupational Health and Environment in Workplace

In 2023, ASIA had continuously developed and improved company's working performance efficiency regarding security. To reduce sickness, injury and death comply with the appropriation of concerning employees' life quality as such fire fighting training with properly equipments, self and others rescue and first aiding. This year, in 2022, employees have only suffered 1 severe injury from work.

Details	Unit	Year		
		2023	2022	2021
Total number of hours worked by employees	Hours	3,109,800	2,838,240	2,625,080
Total number of lost time injury incidents by employees	Case	5	2	2
Total number of employees that lost time injuries for 1 day or more	Person	4	3	1

(2) Customers

ASIA has devoted service to customers with complacency and confidence by focusing on room, food and beverage service quality in reasonable price and maintaining a good relationship between hotel and customers. The company intends to constantly and conscientiously raise its standards, disclosing undistorted information, maintaining personal information of customers/committee/management/employees without consent excluding prescribed by law.

In the year 2023, the company received satisfaction from customers ranging from good to excellent levels. However, there were some complaints about inconveniences due to ongoing renovations within the hotel, such as noise and odors, particularly in the lobby and banquet rooms on the third floor. It is anticipated that the renovations will be completed by mid-2024.

(3) Community and Society

ASIA has operated with responsibility to common interests, environment and social well-being development. The company has focus on reducing environmental impact and avoiding badly consequences to nearby community.

In late 2023, there were complaints from neighbors residing near the back of the parking building where the boiler for the hotel's laundry system, which used oil, was located. This caused odors and smoke that disturbed the neighbors, making it difficult for them to breathe. The management prioritized this issue and resolved it by switching to a gas system for the boiler in early 2024. As a result, the problem no longer persists.

In addition, the company also contributes to improving the quality of life and promoting community involvement every year. This includes activities such as offering alms to monks in front of the hotel building or providing gifts on Children's Day at seminars in local schools like Kangphet School and Chaimongkol Temple School, which are located in nearby communities.

ASIA normally has projects regarding tourism and hotel personnel development with educational institutions at the bachelor's and undergraduate education levels. However, since 2020, during the COVID-19 pandemic, until September 2022, there has been an effect on ASIA Bangkok's business. The company was concerned about the interns' health and safety, so the internship was restricted. When the situation improved in October 2022, ASIA began the internship program with educational institutions again.

By recognizing the importance of human resource development in the tourism and hotel industry, the company's management has implemented two levels of collaboration with educational institutions:

1. Bachelor Degree The objective is to foster collaboration between the public sector or relevant organizations to jointly promote and support the enhancement of practical skills among university students. This collaboration aims to provide students with specialized knowledge and expertise in the fields of hotel management and tourism, ensuring that they become qualified professionals aligned with the needs of the industry. Moreover, it aims to enhance their competitiveness internationally.

The project outline and agreement are the followings:

1.1 Requirement for Hotel participated in the program

- 1.1.1 Management and Service Policy Standard
- 1.1.2 Responsible people to cooperate and give advice for students
- 1.1.3 Prepare sufficient resource and budget for students
- 1.1.4 Propose a job description to the university prior to the program
- 1.1.5 Present legitimate criteria of student selection to the program

1.2 Academic standard

- 1.2.1 Preparation process, orientation training session and the company regulation to acknowledge students
- 1.2.2 Students need to work full-time with employee, the hotel assign the tax to match the course of study
- 1.3 A mentor, have to expertise in the work, be consulting, take care, advice and evaluate the performance of student, present to the institution. The hotel must inform mentor's name in advance.
- 1.4 Evaluation standard and audit process will be made by hotel.

2. Vocational and high-vocational certificate Memorandum of Understanding for Collaboration in Vocational Education Development between Educational Institution and Asia Hotel Bangkok.

Khemarat Industrial And Community Education College, Ubonratchathani Thailand

The program has started since May 2014

Objective: To support, promote knowledge and practice student experience at vocational certificate level (vocational certificate), produce personnel at the level of semi-skilled craftsmen, craftsmen, technicians and in the hotel and tourism business. To develop students' potential Students have higher professional qualifications together with Asia Hotel, this is the development of a bilateral vocational education system to practice student performance to be consistent with the needs of the workplace systematically and continuously. There is a 3-semester cooperation period from 1 April 2014 to the present. The hotel must arrange for accommodation allowances, uniforms, transportation costs, medical expenses and supervisor to take care students throughout the career training period. If this agreement due, they can be automatically renewed for another 3 semesters.

Additionally, the company regularly collaborates with general educational institutions by providing support for student internships in various fields of study. This collaboration involves facilitating internships for students to gain knowledge and practical experience before entering the workforce.

4. Management Discussion and Analysis : MD&A

4.1 Analysis of operations and financial position

1. Overall picture of the business operations

In the year 2023, the company and subsidiaries had total revenue of 1,188.48 million baht (in the year 2022 had total revenue of 924.30 million baht), an increase of 264.18 million baht, or 28.58% from last year, consisting of revenue from hotel business an increase of 260.39 million baht or 53.40% higher from last year and revenue from rental and service an increased of 3.79 million baht or 0.87% higher. Total revenue has increased, driven by growth in the number of foreign tourists entering Thailand and the government sector and private companies have held seminars throughout the past year.

Overall picture of Revenue and gross profit from operating result in 2023

	Revenue				Cost				Gross Profit			
	2023	2022	Increase (decrease)	%	2023	2022	Increase (decrease)	%	2023		2022	
Hotel Revenue												
Room	547.23	337.14	210.09	62.32%	285.05	237.27	47.48	20.1%	262.18	47.9%	99.87	29.6%
F&B	200.81	150.51	50.30	33.4%	163.73	125.14	38.59	30.8%	37.08	18.5%	25.37	16.9%
	748.04	487.65	260.39	53.4%	448.78	362.41	86.37	23.8%	299.26	40.0%	125.24	25.77%
Rent & Service Revenue												
Domestic	406.53	402.95	3.58	0.9%	417.88	375.97	41.91	11.1%	-11.35	-2.8%	26.98	6.7%
Overseas	33.91	33.70	0.21	0.6%	9.86	9.59	0.27	2.8%	24.05	70.9%	24.11	71.5%
	440.44	436.65	3.79	0.9%	427.74	385.56	42.18	10.9%	12.70	2.9%	51.09	11.7%
TOTAL	1,188.48	924.30	264.18	28.6%	876.52	747.97	128.55	17.2%	311.96	26.2%	176.33	19.1%

The company and subsidiaries had revenue from hotel business of 748.04 million baht, increased of 260.39 million baht or 53.4% from last year and revenue from rental and service of 440.44 million baht, increased from last year 3.79 million baht or 0.9%.

The company and its subsidiaries had a total gross profit of 311.96 million baht, increased from the previous year by 135.63 million baht., and had net loss (the net worth of the parent company) amount to 54.26 million baht, in the year 2022 had net loss 111.45 million baht, decreased loss from last year 57.19 million baht.

2. Operation results and profitability

In an analysis of the operation results for 2023 and profitability of the company and its subsidiaries classified according to the revenue structure, cost of sale and service, expense on the operations and financial cost as follows:

Revenue from the hotel business

The company and its subsidiaries had revenue from the total hotel business for 2023 in the amount of 748.04 million baht, an increase from the previous year by 260.39 million baht or 53.4% higher. The revenue from the hotel business consisted of income from rooms and income from food and beverages as follows:

Details on Revenue from Hotel Business (Unit: Million baht)	Room		Food & beverages		Total Hotel Business	
	2023	2022	2023	2022	2023	2022
Revenue						
Revenue from hotel business	547.23	337.14	200.81	150.51	748.04	487.65
Proportion of room : F&B	73.2%	69.1%	26.8%	30.9%	100.0%	100.0%
Cost of sale						
Cost ratio (Cost of Sale/ Revenue)	285.05	237.27	163.73	125.14	448.78	362.41
	52.1%	70.4%	81.5%	83.1%	60.0%	74.3%
Gross Profit						
GP margin (Gross profit/Revenue)	262.18	99.87	37.08	25.37	299.26	125.24
	47.9%	29.6%	18.5%	16.9%	40.0%	25.7%

A) Income from the rooms

The company and its subsidiaries operated 7 hotels consisted of 1) Asia Hotel, which situated in Ratcha Thewi district, Bangkok, 2) Asia Pattaya Hotel at Pattaya city, 3) Asia Airport Hotel in Rangsit, Pathum Thani province, 4) Asia Hotel Cha-um, at Cha-um Beach, Phetchaburi province, 5) Ratchapruek Lanna Boutique Hotel at Nongkwai Sub-district, Hang Dong District, Chiang Mai, 6) Darley Hotel Chiang Mai at Chang Moi, Amphoe Mueang, Chiang Mai and 7) Quality Inn Long Beach – Signal Hill, located 3201 E. Pacific High Way, Signal Hill, California, U.S.A..

The company and its subsidiaries had revenue from rooms in the year 2023 totaled 547.23 million baht (domestic room revenue 450.8 million baht and abroad room revenue 96.43 million), increased from the previous year by 210.09 million baht, or 62.3% higher.

The average room rate of the hotel business group in the year 2023 is 1,356.01 baht, in 2022 equal to 1,280.56 baht. The details of each hotel are as follows:

The average occupancy and the average room rate of hotel business

Average Occupancy (%)	2023	2022	Increased/(decreased)
Asia Hotel Bangkok	89.00%	51.28%	37.72%
Asia Pattaya Hotel	52.58%	26.90%	25.68%
Asia Airport Hotel	41.18%	33.98%	7.20%
Asia Cha-um Hotel	43.43%	32.38%	11.05%
Ratchapruek Lanna Boutique	41.49%	27.56%	13.93%
Darley Hotel Chiangmai	43.78%	26.53%	17.25%
Quality Inn Long Beach-Signal Hill	73.05%	74.74%	-1.69%

Average Room Rate (Baht)	2023	2022	Increased/(decreased)
Asia Hotel Bangkok	1,356.13	1,047.32	308.8
Asia Pattaya Hotel	914.70	836.05	78.65
Asia Airport Hotel	1,030.12	950.27	79.85
Asia Cha-um Hotel	928.62	900.71	27.91
Ratchapruek Lanna Boutique	1,380.00	1,270.78	109.22
Darley Hotel Chiangmai	827.78	760.16	67.62
Quality Inn Long Beach-Signal Hill	4,887.42	4,787.61	99.81

Average Occupancy Rate (%)	2023	2022	Increased/(decreased)
	61.28%	39.58%	21.70%

Average Room Rate (Baht)	2023	2021	Increased/(decreased)
	1,356.01	1,280.56	75.45

B) Income from food and beverages

The company and its subsidiaries had the income from food and beverages from restaurants and banquets in 2023 amounted to 200.81 million baht, increased from the previous year in the amount of 50.30 million baht, or 33.4% higher. They had the ratio of income from the room compare to food and beverage in 2023 was 73.2:26.8 and the ratio of income from the room compare to food and beverage in 2022 was 69.1:30.9

The income from food and beverage consists of hotel restaurant income and banquet income. The relationship between room income and restaurant income is not correlated as former time because the customer group has modified their online booking behavior. Most customers will book the room only.

Income from rent and services

Income from rent and services came from the income from leasing space of Zeer Property and the subsidiaries. They are at Zeer Rangsit Shopping Center. The company has opened the apartment business "AA Town" at the end of 2014, 130 rooms and has opened a wholesale and retail shopping center as a building. The 3-storey shopping center in the middle of year 2015 "The Hub Shopping Center".

And at the end of 2016, the company had a joint venture with the former business owner. By establishing a new company "Spa Hotel Company Limited" to operate a hotel business, 76 rooms "Darley Hotel" located at Tambon Chang Moi, Amphoe Mueang Chiang Mai, Chiang Mai Province, located near Waroros Market, opened for service in October 2018. The project "Laan Sook Plaza" is currently open for service, store attention Because it is in the heart of the city, convenient to travel.

In April 2018, the subsidiary, Zeer Asset Co., Ltd. entered into a purchase and sale of land and construction- agreement with other party. The property is located at Nongkwai Sub-district, Hang Dong District, Chiang Mai (Ratchapruek Lanna Boutique formerly named:Prat Rajapruek Resort & Spa) with 35 rooms Ratchapruek Lanna Boutique was opened in May 2018.

On November 1, 2018, the subsidiary, ZEER OVERSEA LLC. invested in a hotel business and acquired land and buildings (Quality Inn Long Beach-Signal Hill) located 3201 E. Pacific High Way, Signal Hill, California, U.S.A. with 74 rooms.

Later, on February 28, 2023, ZEER OVERSEA LLC acquired shares in a subsidiary, ZEER LONG BEACH LLC, which had registered a new company in the United States to operate the hotel business “ Quality Inn Long Beach -Signal Hill”

The rental business of the company had higher revenue in 2023. The company and its subsidiaries had income from rent and service amounted to 440.44 million baht, increased from the previous year by 3.79 million baht or 0.87% higher.

Other Income

Other revenue consisted of health club, car parking, rental, service and electricity, laundry, telephone, gain on exchange rate, income on insurance compensation and other revenue collected from customers and miscellaneous things.

Details on other incomes	2023		2022		Increase (decrease)	
	Million Baht	%	Million Baht	%	Million Baht	%
Health club and car parking	4.49	6.20	3.74	8.28	0.75	20.05
Rental, Service and Electricity	44.75	61.78	30.06	66.53	14.69	48.9
Gain from sale of assets	0.00	0.00	0.04	0.09	(0.04)	100.0
Income on insurance compensation	2.79	3.85	0.43	0.95	2.36	548.8
Others	20.41	28.18	10.91	24.15	9.50	87.08
Total Other Income	72.44	100.01	45.18	100.00	27.26	60.34

In 2023 the company and its subsidiaries had other incomes totaling 72.44 million baht, increased from the previous year amount 27.26 million baht or 60.34% higher. This increase is attributed to tenants resuming normal business operations and an increase in customer utilization of services.

Cost of sale and service

Cost of sale and service consists of two main items according to the type of revenue from the operations are the cost of sale from hotel operations and cost of rentals and services.

In the year 2023, the company and its subsidiaries had a total cost of sales and services of 876.52 million Baht, an increase of 128.55 million Baht from the previous year or 17.19% higher, adjusted for variable costs, which will be proportional to the revenue generated.

Cost of sale and service (Unit: Million baht)	Room		Food & beverages		Rent and service		Total Hotel Business	
	2023	2022	2023	2022	2023	2022	2023	2022
Cost of sale	285.05	237.27	163.73	125.14	427.74	385.56	876.52	747.97
Cost Ratio	52.1%	70.4%	81.5%	83.1%	97.1%	88.3%	73.8%	80.9%
Gross Profit	262.18	99.87	37.08	25.37	12.70	51.09	311.96	176.33
GP Margin	47.9%	29.6%	18.5%	16.9%	2.9%	11.7%	26.2%	19.1%

In 2023 and 2022 the company and its subsidiaries has the cost ratio equaled 73.8% and 80.9% respectively. The company and its subsidiaries had gross profit margin in 2023 and 2022 equaled 26.2% and 19.1% respectively. The cost of sale and service can be classified as following:

a) Cost of room sale

In 2023, the Company and its subsidiaries had cost of room sale of 285.05 million baht, an increase of 47.78 million baht from the previous year or 20.1% higher. The cost of sales ratio for the year 2023 and 2022 is 52.1% and 70.4% respectively and the gross profit margin (GP Margin) for the year 2023 and 2022 is 47.9% and 29.6% respectively. The company can increase sales and reduce costs, thereby increasing the initial profit margin.

b) Cost of food sale and beverages

In 2023, the company and its subsidiaries had the cost of food and beverage sale of 163.73 million baht, in the year 2022 had the cost of food and beverage sale of 125.14 million baht. There were the ratio of the cost of food and beverage sale for 2023 and 2022 equaled to 81.5% and 83.1% and the gross profit margin for 2023 and 2022 equaled to 18.5% and 16.9% respectively.

Cost of rental and service

In 2023 the company and its subsidiaries had the cost of rent and service at 427.74 million baht, an increase of 42.18 million baht, or 10.94% higher than the previous year. The Cost ratio of rental and service for 2023 and 2022 is equal to 97.1% and 88.3%, and the gross profit margin for 2023 and 2022 is equal to 2.9% and 11.7% respectively due to the renovation of the building.

Expenses on the sale, administration and others

In 2023 the company and its subsidiaries incurred expenses on sale and service and other expenses totaled 320.88 million baht, an increase from the previous year by 133.97 million baht, or 71.68% higher due to loss on fixed assets revaluation of a subsidiary amount of 52.05 million baht.

Expenses on the sale, administration and others (Unit: Million Baht)	2023	2022	Increase (decrease)	
			Amount	%
Distribution Cost	67.76	43.25	24.51	56.67
Administrative expense	181.81	136.99	44.82	32.72
Loss on fixed assets revaluation	52.05	-	52.05	100.00
Management benefit expense	13.55	6.39	7.16	112.05
Directors' remuneration	5.71	0.28	5.43	100.00
Total Other Expense	320.88	186.91	133.97	71.68

Profit before the financial cost

In 2023, the company and its subsidiaries had the profit from operating activities amounted to 63.52 million baht, while had profit from operating activities in 2022 amounted to 34.6 million baht. Profit from operating activities was increased by 28.92 million baht.

In 2023, the company and its subsidiaries had the financial cost amounted to 149.30 million baht, the similar to previous year.

Earnings before Income Tax and Income Tax Expense

In 2023 the company and its subsidiaries had a loss before income tax totaled 77.82 million baht, a decreased loss from the previous year of 36.6 million baht, and the company incurred an income tax revenue in 2023 totaling 17.25 million baht.

Performance	2023	2022	Unit: Million Baht	
			Increase (decrease)	
			Amount	%
Profit before Expense	384.40	221.51	162.89	73.54
Expenses on the sale, administration and others	320.88	186.91	133.97	71.68
Profit from operating activities	63.52	34.60	28.92	83.58
Profit (Loss) before income tax	(77.82)	(114.42)	36.60	31.99
Income Tax Revenue	17.25	2.15	15.10	702.32
Profit (Loss) for the year	(60.57)	(112.27)	51.70	46.05

Net Profit

Ratio of profitability

		<u>2023</u>	<u>2022</u>	<u>2021</u>
Net profit margin	percentage	(4.30)	(11.50)	(32.26)
Return on equity (ROE)	percentage	(0.89)	(1.83)	(3.66)
Return on assets (ROA)	percentage	(0.53)	(1.06)	(2.08)

In 2023 the company and its subsidiaries had a net loss (net worth of the parent company) totaled 54.26 million baht, decreased loss from the previous year by 57.19 million baht and loss per share equaled to 0.17 baht (in 2022 loss per share equaled to 0.35 baht). The company had the net profit margin equaled to -4.30%, which lower from the previous years (2022 and 2021 had the net profit margin equaled to -11.50% and -32.26% respectively). It shows the return on equity (ROE) in 2023 equaled to -0.89% and the return on assets (ROA) equaled to -0.53%.

3. Capability of Asset Management

The change in assets, liabilities, and shareholders' equity in 31 December 2023 compared to 31 December 2022

	31/12/2023	31/12/2022	Increased (Decreased)	Portion
Total Assets	10,212.29	10,456.56	(244.27)	-2.34%
Total Liabilities	4,162.45	4,364.52	(202.07)	-4.63%
Total shareholders' equity	6,049.884	6,092.04	(42.20)	-0.69%

Structure of the assets

As of 31 December 2023 the company and its subsidiaries had the consolidated assets amounted to 10,212.29 million baht, decreased over the previous year by 244.27 million baht, or -2.34%. It has details on the increase or decrease from the previous year of each type of assets as follows:

The company and its subsidiaries had consolidated current assets of 304.60 million baht, decreased from the previous year by 54.58 million baht, or 15.20% lower, consisted of the company had cash and cash equivalents decreased from the previous year by 42.43 million baht, trade receivable decreased by 15.64 million baht and inventories increased by 3.54 million baht.

The company and its subsidiaries had non-current assets totaling 9,097.69 million baht, which decreased from the previous year by 189.69 million baht, or 1.88% lower due to investment properties decreased by 1.80 million baht, property, plant and equipment decreased by 191.90 million baht, right of use assets was decreased by 17.88 million baht, deposit for purchase of assets was increased by 8.16 million baht, other non-current assets were increased by 14.26 million baht and goodwill was decreased by 0.45 million baht.

The structure of the assets of the company and its subsidiaries on 31 December 2023 compared with 2022 can be summarized as follows:

List of Assets	2023		2022		Increase (decrease)	
	Million Baht	%	Million Baht	%	Million Baht	%
Current assets						
Cash and the equivalent	138.27	1.35%	180.70	1.73%	(42.43)	-23.48%
Current investment	0.75	0.01%	0.80	0.01%	(0.05)	-6.25%
Trade and other receivables	122.04	1.20%	137.68	1.32%	(15.64)	-11.36%
Inventory	43.54	0.43%	40.00	0.38%	3.54	8.85%
Total Current assets	304.60	2.98%	359.18	3.43%	(54.58)	-15.20%
Non-current assets						
Restricted deposits with financial institution	4.00	0.04%	4.00	0.04%	0	0.00%
Investment Properties	49.01	0.48%	50.81	0.49%	(1.80)	-3.54%
Land, building and equipment	9,385.67	91.91%	9,577.57	91.59%	(191.90)	-2.00%
Right-of-use assets	385.55	3.78%	403.43	3.86%	(17.88)	-4.43%
Goodwill	45.70	0.45%	46.15	0.44%	(0.45)	-0.98%
Intangible asset	4.79	0.05%	5.15	0.05%	(0.36)	-6.99%
Deferred tax assets	3.27	0.03%	2.99	0.03%	0.28	9.36%
Deposit for purchase of asset	11.58	0.11%	3.42	0.03%	8.16	238.60%
Other non-current assets	18.12	0.18%	3.86	0.04%	14.26	369.43%
Total non-current assets	9,097.69	97.02%	10,097.38	96.57%	(189.69)	-1.88%
Total assets	10,212.29	100.00%	10,456.56	100.00%	(244.27)	-2.34%

In the above table, it can be seen that the company and its subsidiaries had the structure of the current assets decreased by 54.58 million baht and the non-current assets decreased by 189.69 million baht from the previous year, with the current assets by about 2.98% and the non-current asset of about 97.02%. The company had the return of assets in 2023 equaled to -0.53% and in 2022 equal to -1.06%.

A) Inventory

As of 31 December 2023 the company and its subsidiaries had net inventory of 43.54 million baht, increased from the previous year by 3.54 million. It consisted of inventory of the restaurant business amounted to 7.15 million baht and the inventory of the hotel business of 32.52 million baht. The company and its subsidiaries had the current inventory ratio in 2023 equaled to 24 times and the duration of average goods sold equaled to 15 days. The company and its subsidiaries had the policy to set allowance for declining product value for quality deteriorated products, damaged and outdated with the allowance for diminution in value of goods at the end of year 2023 amounting to 0.13 million baht the same as last year.

B) Land, Building and Equipment

As of 31 December 2023 the company and its subsidiaries had the net book value of the land, buildings and equipment valued at 9,385.67 million baht, decline from the previous year by 191.9 million baht, or 2.0% lower. The company and its subsidiaries had the rate of asset turning in 2023 equaled to 0.12 times. The increase or decrease of land, buildings and equipment in 2023 and depreciation charge of the asset value can be summarized according to the table below:

Land, Building and Equipment (Unit: Million Baht)	31 Dec.2022		Increased Purchase Sale/Transfer		31 Dec.2023	
	Historical cost	Revaluation surplus	Increase	Decrease	Historical cost	Revaluation surplus
Cost/increased price						
Land and cost of land improvement	733.15	4,136.31	17.78	3.97	729.88	4,153.39
Building and its improvement	4,914.19	3,629.12	46.16	68.71	4,931.99	3,588.77
Work under construction	9.00		53.73	27.86	34.87	
Equipment, vehicle and others	2,160.49		37.00	62.87	2,134.62	
Total cost and appreciated price	7,816.83	7,765.43	154.67	163.41	7,831.36	7,742.16
	15,582.26				15,573.52	
Accrued depreciation cost						
Land improvement	1.54				1.54	
Building/improvement-Historical cost	2,620.14		104.43	0.64	2,723.93	
Building/improvement-Revaluation surplus		1,416.87	90.02			1,506.89
Equipment, vehicle and other	1,966.14		50.28	60.94	1,955.48	
Total accrued depreciation	4,587.82	1,416.87	244.73	61.58	4,680.95	1,506.89
	6,004.69				6,187.84	
Net accounting value						
Land and cost of improvement	731.61	4,136.31			728.34	4,153.39
Building and its improvement	2,294.05	2,212.25			2,208.06	2,081.88
Work under construction	9.00				34.87	
Equipment, vehicle and others	194.35				179.14	
Total net accounting value	3,229.01	6,348.56			3,150.40	6,235.27
	9,577.57				9,385.67	

The company has land, building, and equipment for 9,385.67 million baht in 2023 which was decreased by 191.9 million baht from the previous year as follow:

- Land and cost of improvement – the historical cost is 728.34 million baht, decreased from the previous year by 3.27 million baht or 0.45% lower.
- Land and cost of improvement – the revaluation surplus is 4,153.39 million baht, increased from the previous year by 17.08 million baht or 0.42% higher.
- Building and its improvement – the historical cost is 2,208.06 million baht, decreased from the previous year by 85.99 million baht or 3.75% lower.
- Building and its improvement – the revaluation surplus is 2,081.88 million baht, decreased from the previous year by 130.37 million baht or 5.90% lower.
- Work under construction – 34.87 million baht, increased from the previous year by 25.87 million baht or 287.51% higher.
- Equipment, vehicle and others – 179.14 million baht, decreased from the previous year by 15.21 million baht or 7.83% lower.

Depreciation in the statements of profit or loss for the years ended December 31, 2023 and 2022 are as follow:

Unit : Thousands Baht

	2023	2022
Depreciation - Historical Cost	150,124	158,112
Depreciation – Revaluation Surplus	87,255	83,724
Total Depreciation	237,379	241,836

Land, building, and its cost of improvement, revaluation surplus are recorded according to fair value which is evaluated by an independent appraisal and the depreciation cost was calculated according to the remaining age of usage. The independent appraisal is appointed by the company to evaluate the asset cost in every 5 years.

C) Trade debtors and other debtors

As of 31 December 2023, the company and its subsidiaries had trade debtors and other debtors amounted to 122.04 million baht, decreased from the previous year by 15.64 million baht. It consisted of trade debtors – net decreased by 12.60 million baht and other debtors decreased by 3.04 million baht.

Details on trade debtors and other debtors	2023		2022		Increase (decrease)	
	Million Baht	%	Million Baht	%	Million Baht	%
Trade debtors – net						
Trade debtor – hotel business	20.28	26.54	18.74	21.05	1.54	8.22
Trade debtor- rental shopping business	<u>56.13</u>	<u>73.46</u>	<u>70.27</u>	<u>78.95</u>	<u>(14.14)</u>	(20.12)
	<u>76.41</u>	<u>100.00</u>	<u>89.01</u>	<u>100.00</u>	<u>(12.60)</u>	(14.16)
Other debtors						
Construction prepayment	-		-		-	-
Advance payment and other debtor	<u>45.63</u>		<u>48.67</u>		<u>(3.04)</u>	(6.25)
	<u>45.63</u>		<u>48.67</u>		<u>(3.04)</u>	(6.25)
Total trade debtors and others	122.04		137.68		(15.64)	(11.36)

In 2023 the company and its subsidiaries had the average debt collection of about 52 days. It has details on analysis of the debtors of Asia Hotel (ASIA) and two subsidiaries (AP & AA) that operated the hotel business and Zeer Property (ZP) that operated the shopping center as follows:

Analysis of trade debtor life On 31 December 2023	ASIA, AP, AA Hotels		ZP Shopping Center		Total
	Million Baht	%	Million Baht	%	Million Baht
Before the due debt	13.50	58.04	11.64	14.64	
Debt owed 1-30 days	4.49	19.30	15.76	19.82	
Debt owed 31-60 days	0.86	3.70	9.08	11.42	
Debt owed 61-90 days	0.27	1.16	5.65	7.11	
Debt owed 91-365 days	0.77	3.31	6.91	8.69	
Debt owed more than 1 year	<u>3.37</u>	<u>14.49</u>	<u>30.47</u>	<u>38.32</u>	
	23.26	100.00	79.51	100.00	102.77
<u>Deduct</u> – Allowance for bad debts	<u>2.98</u>		<u>25.17</u>		<u>28.15</u>
Trade debtor – net	20.28		54.34		74.62
Prepaid check	-		1.79		1.79
Total trade debtor – net	20.28		56.13		76.41

Commitments in Liabilities

The consolidated liabilities of the company and its subsidiaries as of 31 December 2023 had 4,162.45 million baht compared with the total consolidated liabilities on 31 December 2022 valued at 4,364.52 million baht. The total liabilities were decreased by 202.07 million baht, the company and subsidiaries may have liabilities as follow:

- Letters of guarantee issued by banks Letters of guarantee issued by banks total equals 26.62 million baht.
- The Company guarantees liabilities of its two subsidiaries in the amount of 1,471.50 million baht.
- The subsidiary – Asia Pattaya Hotel Co., Ltd. guarantees liabilities of the Company and two subsidiaries in the amount of 2,269 million baht.
- The subsidiary - Asia Airport Hotel Co., Ltd. guaranteed liabilities of the Company and another subsidiary in the amount of 3,006 million baht.
- The subsidiary- ZEER OVERSEA LLC guaranteed liabilities of the subsidiary in the amount of 960 million baht.
- The subsidiary– Zeer Property Plc. has credit line for foreign exchange of 480 million baht from a bank.
- The Company- Asia Hotel Public Co., Ltd. has credit line for façade and Lobby & Bar room, Floor 1 improvement, Floor 3 Banquet room and the Floor 2 renovation project of 34.52 million baht.
- The subsidiary - Zeer Property Plc. has obligation to pay for the construction project in front of the building and other floors in the future Baht 8.84 million baht.
- The subsidiary– Spa Hotel Co., Ltd. has obligation to pay for construction project of hotel and shopping complex at Chiang Mai in the future in the amount of 0.59 million baht.
- The subsidiary– Asia Pattaya Hotel Co., Ltd. has obligation to pay for Solar roof top project, the improvement of Hotel interior design project and Sunny Beach Cafe Porject in the amount of 5.32 million baht.

4. Liquidity and Sufficiency of the Capital of the Company

Ratio of liquidity

	<u>2023</u>	<u>2022</u>	<u>2021</u>
Liquidity ratio (time)	0.70	0.76	0.40
Ratio of quick ratio (time)	0.60	0.68	0.35

As of 31 December 2023, the company and its subsidiaries had liquidity ratio equal 0.70 time and a ratio of quick ratio equal 0.60 time.

Debt Management Ratios

		<u>2023</u>	<u>2022</u>	<u>2021</u>
Debt to equity ratio	(time)	0.69	0.72	0.73
Interest coverage ratio	(time)	3.30	3.04	2.59

In 2023 the company and its subsidiaries had total liabilities of 4,162.45 million baht, a decrease by 202.07 million baht from the previous year. The shareholder's equity equals 6,049.84 million baht in 2023, while in 2022 equals 6,092.04 million baht, a decrease by 42.20 million baht, thus the debt to equity ratio was 0.69 times in 2023 and the debt to equity ratio in the year 2022 was 0.72 times.

The interest coverage ratio in 2023 was 3.30 times compared to 3.04 times in 2022.

Cash Flow

The company and its subsidiaries had a cash flow statement from various activities according to the cash flow statement in the past three years as follows:

	(Unit: Million Baht)		
	2023	2022	2021
Net cash provided by operating activities	359.88	307.82	185.17
Net cash used in investing activities	(90.52)	(37.13)	(32.07)
Net cash used in financing activities	(298.51)	(206.45)	(152.10)
Cash & the equivalent increased	(29.15)	64.24	1.00
Difference from conversion of finance	(13.30)	3.60	5.13
Cash and cash equivalent at the beginning of period	180.70	112.84	106.71
Cash & the equivalent at the ending of period	138.25	180.68	112.84

In 2023 the company and its subsidiaries had net cash from operating activities by 359.88 million baht increased from the last year equaled 52.06 million baht. The company paid net cash in the investment activities amounted to 90.52 million baht, which was a purchase of fixed assets and assets payable. It also paid net cash from financing activities for 298.51 million baht, which is paid cash for long-term loans and interest to the financial institutions.

Sources of Investment Funds

Loans from financial institutions

Long-term loans from financial institution - net as at December 31, 2023 and 2022 are as follows:

	Unit: Thousands Baht			
	Consolidated financial statements		Separate financial statements	
	December 31,	December 31,	December 31,	December 31,
	2023	2022	2023	2022
Long-term loans from banks	2,161,747	2,220,050	626,967	627,467
<u>Less</u> deferred loan fee	(9,269)	-	-	-
Total	2,152,478	2,220,050	626,967	627,467
<u>Less</u> current portion of long-term				
loans from financial institutions	(223,540)	(155,162)	(39,000)	(27,000)
Total long-term loans - net	1,928,938	2,064,888	587,967	600,467

4.2 Factors affecting the operation and financial statement in the future

External Factor

The trend is towards reducing the severity of the pandemic.

The emergence of new variants has lowered the severity level, with individuals infected with the new strains of COVID-19 exhibiting symptoms similar to the common cold or flu. However, due to the rapid spread, many sectors remain concerned about the situation. Currently, the government's policy includes easing various disease control measures and requesting cooperation from Thai citizens and foreign tourists entering Thailand to wear masks in public places or densely populated areas. This has allowed people to conduct business and lead lives more closely resembling normal.

Government measures to stimulate hotel business and stimulate domestic spending

The government has introduced stimulus measures to stimulate spending in the tourism sector, strengthening the resilience of tourism businesses and supporting the country's tourism, particularly in regions designated as UNSEEN THAILAND. The SOFT POWER project is part of these measures. As a result of these initiatives, both the general public and domestic tourists have decided to travel, relax, and spend within the country. Additionally, there has been an increase in the number of foreign tourists invited due to the exemption of tourist visas with several countries.

The Political Stability of Thailand

The political situation in the country remains unstable, and there is still uncertainty in the political landscape. Even though a new government was elected in May 2023, the tourism sector must be given significant importance as it has been greatly affected by political events over the past decade.

Economic volatility

With the tourism sector of Thailand, there is an expectation that there will be more tourists coming into the country after the COVID situation eases. However, due to the current changing tourism, such as the shift in global tourists' behavior towards prioritizing health and wellness, preferring safer travel options to avoid crowds, opting for closer destinations, favoring niche travel over mass tourism, and emphasizing the use of technology to enhance convenience throughout the journey, it is necessary to seize this opportunity to review and adjust the tourism sector's structure. This is to ensure sustainable growth and drive Thailand's economy in the post-COVID world. Additionally, it is essential to consider tourists' daily spending capacity.

Interior Factor

Diversification of investments in various assets in real estate

In 2023, it remained a year where the company was still impacted by the COVID-19 crisis. The company diversified its investments both domestically and internationally, focusing on hotel and real estate leasing businesses. In 2023, the company maintained a strong and stable cash position due to robust domestic tourism within the United States.

Risk from labor shortage

Due to the COVID-19 pandemic crisis, the hotel business adjusted by reducing the workforce. Under uncertain circumstances, many employees chose to return to their hometowns and have not returned to work yet, posing a significant risk, especially during long holiday periods with a large number of guests. In the short term, hotels recruited additional part-time staff to cope with the situation. As the situation improved, hotels have a policy to resume hiring employees as usual, actively seeking to rehire current network staff both in Bangkok and other provinces.

4.3 Important Financial Information

1. Table of Consolidate Financial Statement

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF FINANCIAL POSITION
AS AT DECEMBER 31, 2023, 2022 AND 2021

(Unit : Million Baht)

Item	2023		2022		2021	
	Amount	%	Amount	%	Amount	%
ASSETS						
Current assets						
Cash and cash equivalents	138.27	1.35	180.70	1.73	112.85	1.07
Other current financial assets	0.75	0.01	0.80	0.01	0.76	0.01
Trade and other receivables-net	122.04	1.20	137.68	1.32	134.45	1.28
Inventories-net	43.54	0.43	40.00	0.38	39.69	0.38
Total current assets	304.60	2.98	287.75	2.74	284.00	2.97
Non-current assets						
Restricted deposit with financial institution	4.00	0.04	4.00	0.04	4.00	0.04
Investment properties -net	49.01	0.48	50.81	0.49	52.68	0.50
Property, plant and equipment	9,385.67	91.91	9,577.57	91.59	9,673.26	92.12
Right-of-use assets	385.55	3.78	403.43	3.86	420.87	4.01
Goodwill	45.70	0.45	46.15	0.44	44.62	0.42
Intangible assets -net	4.79	0.05	5.15	0.05	6.66	0.06
Deferred tax assets	3.27	0.03	2.99	0.03	3.66	0.03
Deposit for purchase of assets	11.58	0.11	3.42	0.03	4.85	0.05
Other non-current assets	18.12	0.18	3.86	0.04	2.58	0.02
Total non-current assets	9,907.69	97.02	10,213.18	97.26	9,285.28	97.03
Total assets	10,212.29	100.00	10,500.93	100.00	9,569.28	100.00

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2023 , 2022 AND 2021

(Unit : Million Baht)

Item	2023		2022		2021	
	Amount	%	Amount	%	Amount	%
LIABILITIES AND SHAREHOLDER'S EQUITY						
Current liabilities						
Bank overdrafts and short-term loans						
from financial institutions	65.31	0.64	159.95	1.53	220.04	2.10
Trade payables	27.14	0.27	24.93	0.24	14.13	0.13
Other current payables	91.62	0.90	91.18	0.87	68.31	0.65
Current portion of long-term loan from financial	223.54	2.19	155.16	1.48	353.62	3.37
Current portion of lease liabilities	3.39	0.03	4.10	0.04	7.97	0.08
Current portion of deferred income	0.00	0.00	0.51	0.00	6.50	0.06
Short-term loans and accrued interest expense	0.00	0.00	8.89	0.9	10.41	0.10
Assets payable	12.99	0.13	13.86	0.13	23.45	0.22
Accrued income tax	11.41	0.11	12.06	0.12	10.74	0.10
Total current liabilities	435.40	4.26	470.64	4.50	715.17	6.81
Non-current liabilities						
Long-term loan from financial institutions - net	1,928.94	18.89	2,064.89	19.75	1,857.96	17.69
Long-term loan from related party	8.69	0.09	-	-	-	-
Liabilities under financial lease agreements - net	213.96	2.10	217.36	2.08	221.46	2.11
Deferred tax liabilities	1,352.55	13.24	1,379.75	13.20	1,356.54	12.92
Employee benefit obligation	89.09	0.87	85.70	0.82	133.12	1.27
Guarantee for rental	119.88	1.17	132.06	1.26	133.97	1.28
Deferred revenue – leasehold rights on leased area	0.00	0.00	0.00	0.00	0.00	0.00
Deferred revenue from government grant	7.27	0.07	7.96	0.08	8.66	0.08
Derivative liabilities	2.60	0.03	2.83	0.03	0.00	0.00
Other non-current liabilities	4.07	0.04	3.33	0.03	3.48	0.03
Total non-current liabilities	3,727.05	36.50	3,893.88	37.24	3,715.19	35.38
Total liabilities	4,162.45	40.76	4,364.52	41.74	4,430.36	42.19

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF FINANCIAL POSITION
AS AT DECEMBER 31, 2023 , 2022 AND 2021

(Unit : Million Baht)

Item	2023		2022		2021	
	Amount	%	Amount	%	Amount	%
Shareholders' equity						
Share capital						
Authorized share capital						
Common shares Baht 1 par value 500,000,000 shares	<u>500.00</u>		<u>500.00</u>		<u>500.00</u>	
Issued and fully paid - up						
Common shares Baht 1 par value 320,000,000 shares	320.00	3.13	320.00	3.06	320.00	3.05
Capital surplus						
Premium on share - sale of parent's common share held						
By subsidiaries	112.74	1.10	112.74	1.08	112.74	1.07
Surplus on change of proportion interest in subsidiary	34.75	0.34	34.75	0.33	34.75	0.33
Retained earnings						
Legal reserve	48.54	0.48	45.61	0.44	45.61	0.43
Unappropriated	361.52	3.54	350.94	3.36	360.42	3.43
Other components of equity	5,018.12	49.14	5,068.46	48.47	5,041.88	48.01
Total equity of the parent company	5,895.67	57.73	5,932.50	56.73	5,915.40	56.33
Non-controlling interests	154.17	1.51	159.54	1.53	155.17	1.48
Total shareholders' equity	6,049.84	59.24	6,092.04	58.26	6,070.57	57.81
Total liabilities and shareholders' equity	10,212.29	100.00	10,456.56	100.00	10,500.93	100.00

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2023, 2022 AND 2021

(Unit : Million Baht)

Item	2023		2022		2021	
	Amount	%	Amount	%	Amount	%
REVENUES						
Income from hotel business	748.04	62.94	487.65	52.76	211.78	35.31
Rental and services income	440.44	37.06	436.65	47.24	388.07	64.69
Total revenues	1,188.48	100.00	924.30	100.00	599.85	100.00
COST OF SALES AND SERVICES						
Cost of hotel business	448.78	37.76	362.41	39.21	247.13	41.20
Cost of rental and services	427.74	35.99	385.56	41.71	356.48	59.43
Total cost of sales and services	876.52	73.75	747.97	80.92	603.61	100.63
GROSS PROFIT	311.96	26.25	176.33	19.08	(3.76)	(0.63)
Other income	72.44	6.10	45.18	4.89	48.37	8.06
Profit before expenses	384.40	32.34	221.51	23.97	44.61	7.44
Distribution Cost	67.76	5.70	43.25	4.68	20.62	3.44
Administrative expenses	181.81	15.30	136.99	14.82	98.77	16.47
Loss on fixed assets revaluation	52.05	4.38	0.00	0.00	0.00	0.00
Management benefit expenses	13.55	1.14	6.39	0.69	3.32	0.55
Directors' remuneration	5.71	0.48	0.28	0.03	0.00	0.00
Profit before financial cost	63.52	5.35	34.60	3.74	(78.10)	(13.02)
Financial cost	149.30	12.56	149.89	16.22	120.37	20.07
Impairment loss determined in accordance TFRS 9	(7.96)	(0.67)	(0.87)	(0.09)	5.40	0.90
Profit (loss) before income tax	(77.82)	(6.55)	(114.42)	(12.38)	(203.87)	(33.99)
Income tax (expense) revenue	17.25	1.45	2.15	0.23	6.75	1.13
Net profit for the year	(60.57)	(5.10)	(112.27)	(12.15)	(210.62)	(35.11)

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED DECEMBER 31, 2023, 2022 AND 2021

(Unit : Million Baht)

Item	2023	2022	2021
Other comprehensive income			
<i>Components of other comprehensive income that will be reclassified to profit or loss</i>			
Losses on chash flow hedge reserve	0.19	(2.83)	0.00
Income tax relating to components of other comprehensive income	0.78	0.00	0.00
Exchange differences on translating financial statement	(3.43)	22.52	62.69
<i>Components of other comprehensive income that will not be reclassified to profit or loss</i>			
Gains on revaluation of assets	23.00	94.56	1,103.88
Gains on re-measurements of defined benefit plans	0.00	48.00	0.00
Income tax relating to components of other comprehensive income that will not be reclassified to profit or loss	(2.17)	(28.52)	(220.77)
Other comprehensive income for the year, net of tax	18.37	133.74	945.80
Total comprehensive income (expense) for the year	(42.19)	21.46	735.18
Loss attributable to:			
Equity holders of the parent	(54.26)	(111.45)	(209.09)
Non-controlling interests	(6.31)	(0.82)	(1.53)
	(60.57)	(112.27)	(210.62)
Total comprehensive income (expense) attributable to			
Equity holders of the parent	(36.82)	17.10	733.70
Non-controlling interests	(5.37)	4.37	1.48
	(42.19)	21.47	735.18
BASIC LOSS PER SHARE			
Basic loss per share (Baht)	(0.17)	(0.35)	(0.65)
Number of weighted average share (Shares)	320,000,000	320,000,000	320,000,000

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2023, 2022 AND 2021

(Unit : Million Baht)

Item	2023	2022	2021
Cash flows from operating activities:			
Net loss for the year	(60.57)	(112.27)	(210.62)
Adjustment to reconcile net profit (loss) to cash provided by (used in) operating activities			
Income tax expense (revenue)	(17.25)	(2.15)	6.75
Non-current provisions for employee benefit	11.54	10.98	16.12
Depreciation	239.28	243.73	250.46
Amortized intangible assets	1.93	2.01	2.30
Depreciation right-of-use assets	17.44	17.44	17.70
Income from debt forgiveness	(6.20)	0.00	0.00
Reversal of impairment loss determined in accordance with TFRS 9)	(7.96)	(0.87)	5.40
Loss on fixed assets revaluation	52.05	0.00	5.60
(Gain) Loss on measurement fair value of derivatives contract	0.05	(0.04)	(0.02)
Loss on sale of fixed assets	0.94	0.16	0.24
Loss from written off fixed assets	0.20	0.30	0.00
Corporate income tax deducted at source written off	2.27	0.71	0.79
Income on leasehold rights	(0.51)	(5.99)	(5.99)
Revenue from government grants	(0.69)	(0.70)	(1.51)
Financial cost – interest expense	149.30	149.89	120.37
Profit from operations before changes in operating assets and liabilities	381.82	303.20	207.59
Operating assets (increase) decrease			
Trade and other current receivables	15.20	(7.82)	6.41
Inventories	(3.54)	(0.31)	0.64
Other non-current assets	(13.91)	(2.27)	(1.07)
Operating liabilities increase (decrease)			
Trade payables	7.21	13.15	(4.32)
Other current payables	(4.57)	14.03	(3.97)
Guarantee for rental	(12.18)	(1.91)	(7.62)
Other non-current liabilities	0.74	(0.15)	(0.69)

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS (continue)

FOR THE YEAR ENDED DECEMBER 31, 2023, 2022 and 2021

(Unit : Million Baht)

Item	2023	2022	2021
Cash received from operating activities	370.77	317.92	196.97
Cash paid for non-current provisions for employee benefit	(3.66)	(10.40)	(10.00)
Corporate income tax refund	9.89	14.82	9.71
Corporate income tax paid	(17.11)	(14.52)	(11.51)
Net cash provided by (used in) operating activities	359.89	307.82	185.17
Cash flow from investing activities:			
Cash paid for deposit for purchase of assets	(18.54)	0.00	(0.40)
Cash received from sale of fixed assets	0.88	1.14	0.32
Cash received from government grant	0.00	0.00	10.17
Cash paid for purchase of fixed assets and intangible assets	(60.36)	(27.81)	(18.17)
Assets payable decrease	(12.49)	(10.46)	(23.99)
Net cash used in investing activities	(90.51)	(37.13)	(32.07)
Cash flow from financing activities:			
Bank overdraft and short loan from financial institution increase (decrease)	(44.63)	(10.09)	(4.12)
Cash paid for short-term loans and accrued interest expense - related party	(9.03)	(2.00)	0.00
Cash received for short-term loans and accrued interest expense-related parties	0.00	0.00	10.00
Cash paid for financial cost	(142.79)	(104.78)	(140.83)
Non-controlling interests decrease from investment in subsidiary	0.00	0.00	(5.00)
Cash paid for long-term loans	(359.69)	(121.25)	(32.97)
Cash received from long-term loans	252.25	39.61	43.38
Cash received from long-term loans from related party	8.69	0.00	0.00
Cash paid for liabilities under financial lease agreement	(3.31)	(7.94)	(22.57)
Net cash used in financing activities	(298.51)	(206.45)	(152.11)
Cash and cash equivalents increase (decrease)- net	(29.13)	64.24	1.00
Difference from currency translation	(13.30)	3.60	5.13
Cash and cash equivalents at the beginning of year	180.70	112.84	106.71
Cash and cash equivalents at the ending of year	138.27	180.68	112.84

2. Financial Ratio

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

Financial Ratio (Consolidated Financial Statement)

FOR THE YEAR ENDED DECEMBER 31, 2023, 2022 and 2021

Item		2023	2022	2021
<u>Liquidity Ratio</u>				
Current Ratio	(time)	0.70	0.76	0.40
Quick Ratio	(time)	0.60	0.68	0.35
Cash Flow Ratio	(time)	0.79	0.52	0.28
Account Receivable Turnover	(time)	6.90	5.05	3.34
Average Collection Period	(day)	52.17	71.29	107.78
Inventory Turnover	(time)	23.95	20.97	8.80
Average Inventory Period	(day)	15.03	17.71	40.91
Account Payable Turnover	(time)	33.67	38.30	33.73
Average Payment Period	(day)	10.69	9.40	10.67
Cash Cycle	(day)	56.51	79.06	138.02
<u>Profitability Ratio</u>				
Gross Profit Margin	(%)	26.25	19.08	(0.63)
Operating Profit Margin	(%)	5.35	3.74	(13.02)
Cash ratio to Profitability	(%)	556.71	889.71	(237.11)
Net Profit Margin	(%)	(4.30)	(11.50)	(32.26)
Return on Equity	(%)	(0.89)	(1.83)	(3.66)
<u>Efficiency Ratio</u>				
Return on Asset	(%)	(0.53)	(1.06)	(2.08)
Return on Fixed Asset	(%)	1.94	1.37	0.45
Total Asset Turnover	(time)	0.12	0.09	0.06
<u>Financial Policy Ratio</u>				
Debt /Equity Ratio	(time)	0.69	0.72	0.73
Interest Coverage Ratio	(time)	3.30	3.04	2.59
Commitment Ability Payment Ratio (cash basis)	(time)	0.93	1.26	1.01
<u>Growth Ratio</u>				
Total Assets	(%)	(2.34)	(0.42)	9.74
Total Liabilities	(%)	(4.63)	(1.49)	4.76
Net Profit	(%)	(51.31)	(46.70)	(73.23)

5. General Information and Parties of References

5.1 General Information

Company : ASIA HOTEL PUBLIC COMPANY LIMITED (ASIA)

Business Type 2 major business : Hotel Business and Shopping Center Business (Rental Area Business)

Company register : No. 0107535000346

Telephone no. : 0-2217-0808 Fax no.0-2215-2645

Home Page : //www.asiahotel.co.th

Address : 296 Phyathai Road, ThanonPetchaburi, Rajathevi, Bangkok 10400

Authorized share capital: 500 million baht consisting of 500 million shares with par value of Baht 1.- each

Paid up capital: 320 million baht consisting of 320 million fully paid shares with par value of Baht 1.- each

The Annual General Meeting no. 56 for year 2018 approved the change of the par value from 10 baht per share to 1 baht per share totaling 500,000,000 shares with the registered capital of 500 million baht and 320 million baht of paid-up capital without a change.

Shares

Registrar

Name : Thailand Securities Depository Co., Ltd.

Address : 93 Rachadapisek Road, Dindaeng, Dindaeng, Bangkok 10400

Telephone No. : (662)-009-9738-89

Auditor

Company's Name : ANS Audit Co., Ltd.

Auditor's Name : Mr. Sathien Vongsnan C.P.A (Thailand) No. 3495 or
: Miss Panita Chotesaengmaneekul C.P.A (Thailand) No. 9575

Address : 100/72, 22nd100/2 Vongvanij B Bldg., Rama 9 Rd., Huaykwang, Bangkok 10310
Tel. (662) 645-0109 Fax. (662)645-0110.

Legal Advisor

Name/Address : Mr. Krisadang Nutcharut,
25/7 Moo 19 Soi 21/1, Phutthamonthon sai 2 Rd., Sala Thammasop, Thawi Wattaana,
Bangkok 10170

Telephone No. : 081-646-6293

5.2 Other Information -None-

5.3 Legal Dispute

The company do not have legal dispute which effects the company assets over 5% of shareholders.

PART 2

Corporate Governance

6. Policy on Corporate Governance

6.1 Overview of Corporate Governance Policies and Practices

The company recognizes the importance of conducting or operating on good corporate governance since 2004, based on the information in accordance with the previous governance principles 15 items. Later, the Board of Director had reviewed and improved the corporate governance policy by focusing on anti-corruption as announced by the company since 2013. All the board, executives and employees are informed and comply with the corporate governance policy of the company and comply with laws and the Company's Article of Association.

The Securities and Exchange Commission (SEC) has introduced the Corporate Governance Code (CG Code) in the year 2017 as a guideline for the Board of Directors who are the leader and governing body of the listed company. It is used to regulate the business operations in the long run. Trust for the shareholders and the people around them for the sake of sustainability. The Office of the Securities and Exchange Commission (SEC) has provided the Company with corporate governance reports in the form of CG Code, commencing in 2018, which has been acknowledged by the Board of Directors for consideration. In 2018, the Board of Directors has considered in order to be clear and agreed to cancel the former corporate governance policy and approved the use of Corporate Governance Principles of the company (2561) with 5 items that the Company is doing as follows:

1. Rights of shareholders: Shareholders own the company, controlling it by appointing the board of directors to act as their representatives. Shareholders are eligible to make decisions on any significant corporate changes.
2. Equitable treatment of shareholders: All shareholders, including those with management positions, non-executive shareholders and foreign shareholders should be treated fairly and equally. Minority shareholders whose rights have been violated should be redressed.
3. Role of stakeholders: stakeholders of a company should be treated fairly in accordance with their legal rights. The board of directors should provide mechanisms to promote cooperation between the company and its stakeholders in order to create wealth, financial stability and sustainability of the firm.
4. Disclosure and Transparency: The board of directors should ensure that all important information relevant to the company, both financial and non-financial, is disclosed correctly, accurately, on a timely basis and transparently through easy-to-access channels that are fair and trustworthy.
5. Responsibilities of the Board: The board of directors plays an important role in corporate governance for the best interests of the company. The board is accountable to shareholders and independent of management with 8 principles of CG-Code that the Board of Directors must adhere to as follows:

Principle 1: Establish Clear Leadership Role and Responsibilities of the Board

Principle 2: Define objectives that Promote Sustainable Value Creation

Principle 3: Strengthen Board Effectiveness

Principle 4: Ensure Effective CEO and People Management

Principle 5: Nurture Innovation and Responsible Business

Principle 6: Strengthen Effective Risk Management and Internal control

Principle 7: Ensure Disclosure and Financial Integrity

Principle 8 : Ensure Engagement and Communication with shareholders

In addition to the principles of good governance, the company has reviewed Business Code of Conduct, Directors, Executives and Employee's Ethics, Code of Conducts for Directors, Executives and Employees, and policies such as Internal Control Policy, Disclosure and Transparency Policy, Environmental Policy, Health and safety Policy, Whistleblower Policy and Complaint Protection and the Manual Supplements to the Policy on Anti-Corruption including regulations for giving gifts, award, charitable donations and sponsorship regulations, which were approved on 11 January 2019 by the Board of Directors and written in writing and published on the company website (www.asiahotel.co.th). In December 2019, the company reviewed the policy, principles of corporate governance to improve more clearly. The Board of Directors Meeting No. 12/2019 has approved some additional covers and completely and publish on the company website as well.

The company has adopted the principles of good governance. Please see Attachment 5 in the topic Others

6.1.1 Policies and Practices related to Director

The company's board of directors adheres to the principles of Corporate Governance as outlined in the CG Code (2018 version), which was approved on December 13, 2019. These principles are widely disseminated within the organization and externally through the company's website. Regular reviews are conducted to ensure compliance.

The company has a process for selecting directors, by having a succession plan, and proposed to the Nomination and Remuneration Committee for consideration. In this regard, the Company has given the opportunity for minority shareholders to nominate a person to be the Company's director in advance at the next annual general meeting of shareholders. At the beginning of October to December, there was stipulated various rules and notify the news through of the Stock Exchange of Thailand website and the company website. On the due, the company informs the nomination results of new assigned directors around January of every year, which in the past has not been proposed by any shareholder.

The company has encouraged its directors to develop their potential especially new directors, take the DCP Course (Director Certificate Program) of the Thai Institute of Directors (IOD), which is a course in which directors must perform their duties with care, complying with the rules and regulations of the company, resolutions of the Board of Directors and Shareholders' Meeting with honesty, disclosing information to shareholders correctly, transparently. The company is ready to propose other courses if directors are interested. See detail of directors as attachment 1. In 2023, due to the spread of COVID-19, it was inconvenient to participate in training activities with IOD.

In addition, the Company has assigned all Board of Directors to prepare a self-assessment for both group and individual, the self-assessment form of good corporate governance includes making an assessment of the sub-committees, to assess the performance of the previous year in January of each year and bring the assessment results to be summarized in the annual report.

However, to balance and to inspect the execution of the Company, board of directors' structure will consists of 9 members of non-management executives that more than a half of total members of directors and the Company also appointed 6 members as independent directors (more than 1/3 of 13 members of board of directors), 4 members of independent as audit committee. The company also appointed audit committee and nomination and remuneration committee that is the independent committee, responsible for selecting director or CEO or Managing Director and proposing to the Board of Directors Meeting, supporting the Good Governance Policy.

In November 2020, the Board of Directors' Meeting No. 11/2020 passed a resolution to appoint the position of the first Chief Executive Officer for the company. This role is to lead the management to strategize direction to generate revenue and plan the workforce during the COVID crisis. The Committee outlines the duties of each position. Chairman of Board of Directors, Chief Executive Officer, and Managing Director are clearly stated. These three positions are for three persons, as the company has no policy to be the same person. The Chairman of the Board is not a member of the family and must be an independent director as outlined in 2018.

However, the position of director, **the company is still unable to determine the number of terms that must be held as long as possible. As well as determining the number of years that an independent director can remain for a period of not more than 9 years from the date of his first appointment as an independent director**, with tradition, corporate culture and confidence in the independence of good governance for the organization of all independent directors.

In addition, the number of directors (excluding independent directors) in the Board of Directors is not in accordance with the fair proportion of each shareholder's investment. The company has considered the knowledge, appropriateness and ability of each director as important as proposed by the Nomination and Remuneration Committee.

Selection of directors as well as defining qualification of directors and independent directors, duties and responsibilities of board of directors and company secretary referred in **Item 7 Corporate Governance Structure; Item 7.2 Information of Board and item 7.3 Committee Information**. Regarding the biography, education, work experience, share holding and term commencing from the date of appointment to be directors in other companies of each director are showed in enclosed document of Form 56-1 and annual report.

The Company has control over the use of inside information both financial and non-financial bring personal benefits. Especially, the board of directors and management executives established a policy to examine and supervise the operational results regularly. In other words, directors and executives are not allowed to trade the stock of the company before the financial statement disclosure for 1 month. However, the Company does not have a policy that requires the Board of Directors to notify the company in advance of the purchase and sale of the company's securities. Because in the past, there was no significant movement in holding of the Company's securities.

The Board of Directors requires disclosure of information on the interests of directors, executives and related parties to the Board of Directors' meeting, acknowledge the shareholding in the company of each director in the first month of the year meeting, (for new directors, they must prepare a report of interests by sending it to the company secretary within 30 days after taking the position) and such report all directors must be prepared at the end

of each calendar year or when there is a change within 30 days, such as taking a director position or resigning from a director in other companies that may have conflicts of interest. or change of shareholding to inform the Board of Directors in the next meeting. For the benefit of considering transactions between the company and the directors or executives who have interests.

Director and Executive	No. of Shares Held in 2023	% of Share Held in 2023	No. of Shares Held in 2022	% of Share Held in 2022
Mr. Suwat Dusitrojjanawongse	850,000	0.27	850,000	0.27
Mr. Surapol Techaruvichit and Miss Aree Techaruvichit spouse	14,735,000 1,073,330	4.61 0.33	14,735,000 1,073,330	4.61 0.33
Mr. Surapong Techaruvichit	2,266,660	0.71	2,266,660	0.71
Mrs. Suvimol Techaruvichit	5,619,960	1.76	5,619,960	1.76
Mrs.Pornpun Tanariyakul and Mr. Samart Tanariyakul spouse	34,723,750 1,004,000	10.85 0.31	34,723,750 1,004,000	10.85 0.31
Mrs. Oyetip Hayrabut	2,040,660	0.64	2,040,660	0.64
Mr. Polpat Techaruvichit	1,459,000	0.46	1,459,000	0.46
Miss Patcha Techaruvichit	210,600	0.06	24,600	0.01
Dr. Chotima Pwasiri	60	0.00	60	0.00
Mrs. Ruchukorn Siriyodhin	0	0.00	0	0.00
General Chanchai Yossundara	0	0.00	0	0.00
Miss Kesarin Phipathirunku	0	0.00	-	-
Mr. Dusit Senapoopitaksa As director since 11 August 2023	146,000	0.05	-	-
Mr. Kriengsak Jumaree HM	0	0.00	0	0.00
Miss Sormsri Tungstatpongsathorn CFO	0	0.00	0	0.00
Director and Executives hold ASIA shares	64,129,020	20.04	64,593,670	20.19

6.1.2 Policies and Practices Relating to Shareholders and Stakeholders

The company recognizes that shareholders are the owners of the company that had to take care responsible for them. There is equal treatment of shareholders as well as promoting the exercise of shareholders' rights, preventing the use of inside information, prevention of conflicts of interest, responsibility to stakeholders and anti-corruption.

- Rights of shareholders and Equitable treatment of shareholders

The Company has taken into account on the importance of the good governance to shareholders. The Company has established of the policy of such governance by covering the Right and equality of shareholders. Shareholders will be acted equally and have fundamental rights according to the law, for example:

1. To obtain shared profit and have right to sell and transfer shares of the company etc.
2. To consider and approve to appoint directors and remuneration of the board of director, the committee: the audit committee and nomination and remuneration committee.
3. To consider and approve to appoint the auditor and audit fee.
4. To consider the effect the operation of company such as dividend payment, the amendment of the Articles of Association of the Company, the amendment of the Memorandum of Association of the Company, Increasing and decreasing capital and approval the extra item.
5. To be provided business disclosure information. The Company has taken into account on shareholders and investors that they should be quarterly provided information regarding the business status, liability progress and operational result of all activities of the Company through "Straight Through" system. These will be included in daily news on website of SET (www.set.or.th) for equally and transparently distributing to all investors (shareholders). The quarterly report, minute of shareholder's meeting, annual report, F56-1, Corporate Governance and other information of company will be added to Investor Relation of the company's website. (www.asiahotel.co.th)
6. In determining the date of the annual general meeting of shareholders, the date, time and place that the shareholders are able to attend the meeting is convenient. The company office is Asia Hotel, 296 Phya thai Road, Ratchatevi District, Bangkok, located in the heart of the city and connect the BTS station "BTS Ratchathewi" and the meeting date is not on public holidays.
7. Before the shareholder meeting. In October 2023, the Company considered giving a chance to the minor shareholders to propose the meeting agenda AGM 2024 in advance including nominating qualified persons to be directors and shareholder questions according to specified criteria. Forms can be downloaded from the company website under topic Investor Relation. Complete forms to be submitted within 31 December 2023 to company secretary, email address: sudarat@asiahotel.co.th, to

allow enough time for the Board of Directors to consider before proposing in the shareholders meeting 2024.

On 31 December 2023, no one of shareholder propose any agenda and the person who nominating qualified persons to be director and no question about the meeting for annual general meeting for the year 2024.

For institutional investors who wish to attend the shareholders' meeting. The company welcomes and encourages to attend the meeting as well as every shareholder and all groups, the company do not set rules to be complicated without the need for shareholders to appoint proxies to attend the meeting instead such as requiring the document certification by Government agencies, etc.

8. The Company provided sufficient information of each meeting agenda, 2021 AGM, in invitation letter for considering as follow:

Agenda for election of directors The directors who have completed their terms and are nominated for a new term. The company has provided information on Director's Profile, type of director to proposed, age, gender, education history, training, shareholding proportion in the company, past 5 years working experience, family relationship, term of directorship and directorship in other listed companies or non-listed companies, participate in the meeting of the Board or Committees or Shareholders' Meeting in the past year (In the case of directors who have completed their term)

Auditor election agenda The company provides 3 names of auditors, including work history, educational background, and number of years signed in the company's financial statements along with the audit fee / other expenses (if any) for both the company and its subsidiaries by comparing the previous year and the proposed year

The agenda for issuing and offering debentures (bonds) with a total amount not exceeding 3,200 million Baht, specifies the purpose of issuing debentures to support the company's capital expenditure requirements from alternative capital sources and strengthen the financial position and investment prospects for the future.

In every agenda, in 2023, the criteria for voting must be passed with a majority vote or not less than two-thirds or not less than three-fourths of the attendees and entitled to vote.

However, there are procedures and evidence of registration documents for the registration of both individuals / juristic persons. Shareholder and proxy, Regulations relating to attending shareholders' meetings, Proxy Form B, Information of Independent Directors who may be Proxies and travel map to Asia Hotel.

9. The shareholder's meeting in 2023, The meeting documents were sent to shareholders through QR Code by TSD to save energy and protect the environment, by sending not less than 14 days in advance and the meeting information were also presented on the Company's website; www.asiahotel.co.th not less than 21 days before. For the next years, the Company has a target to complete the meeting information 30 days before the meeting according to the corporate governance
10. The Company gave right to shareholders to study the company's information that wanted to be disclosed according to the rule and regulations. Annual Report was made in QR Code for the shareholders and made in documents if they request. When the meeting needed to be held suddenly, no additional document distributed to shareholders, no meeting agenda added or no important information changed without prior notice. The Company gave shareholders right to have questions in the meeting and did not limit shareholders right to attend the meeting when they came late. The Company informed how to attend the meeting in advance by sending meeting invitation letter.
11. In case of appointing the proxy to attend the meeting. The Company has prepared 3 Proxy Forms according to the rule and regulation of the Ministry of Commerce and they are available on the Company's website. The Company recommends shareholders to use the Proxy Form (Form B) as it can put opinion for voting. This Form is attached with invitation letter. Moreover, the Company provides an additional option to shareholders to give the proxy to the Chairman of the audit committee and independent committee to attend the meeting.
12. In 2023 Annual Shareholder Meeting, total 10 directors (include 2 sub-committees) participated equal 76.92% of total board 13 directors in the shareholder meeting together with the auditor, the legal consultant who be the witness voting and also the assistant to managing director of Zeer company, the subsidiary, to participate in the meeting so that when the shareholders have any questions, they can get explanation.
13. The Company uses card for voting in the meeting. Before starting the meeting, the secretary informs the meeting how to use the voting card in various agenda. Some agenda items require a majority vote or not less than two-thirds or not less than three-fourths of the eligible voters attending the meeting. According to the company's regulations, including the agenda for the election of directors The Company provides voting on an individual basis. The vote counting method in order to speedily use the scoring method, all the quorum is considered "Agree" with the opinion of the board. If there are any shareholders "Disagree" or "Abstain", use voting cards to inform the company before announcing the results at the meeting, for deducting the vote from the total number of quorum then get the total "Agree" or "Disagree" or "Abstain", summarize and inform the meeting. This method agreed by the meeting and the Company has applied it every meeting, especially, for the important agenda such as

continuing connected transaction, acquisition and sale of asset and if any member of the committee should conflict of interest from any agenda he will not be allowed to participate in that agenda.

In 2023, there were 64 shareholders and 32 proxies were appointed, totaling 96 attendees for the meeting. However, the company assigned experienced personnel proficient in registration systems and vote-counting programs in the meeting room. The voting results were displayed on an LCD screen for efficiency, accuracy, and transparency.

14. Chairman of the meeting provide opportunity to shareholders to give their opinion and have questions regarding activities and operating result in the past year and will do of the Company and subsidiaries expected in the future. Time is provided sufficiently and equally. There is no special agenda other than those specified and report the resolution of the shareholders' meeting via the Setlink system within the said date.
15. After shareholding meeting. The Company takes minute of shareholder meeting and record information and important matters such as name of directors participated, company information, name of independent financial consultants (if any) as well as summarizes the opinion and questions from shareholders, how to vote and count the vote and the meeting resolution separately by "Agree", "Disagree", "Abstain" for each agenda and send information to the Stock Exchange of Thailand and the registrar of Ministry of Commerce according to the law within 14 days after the meeting completed. The minute of meeting is planned to present to shareholders for giving opinion and verify through the Company's Website within 15 days for thai version and within 30 days for English version after the meeting completed.

- The Role of Stakeholders

The Board of Directors defines the governance policy, is aware on the right of stakeholders according to the law and supervises to ensure that their rights will be protected and well treated. For example:

1) **Employees:**

The company treats all employees equally, have a responsibility to maintain a safe working environment for the life and property of employees and strictly adhere to labor laws. Yearly assessment has been done fairly and provide appropriate returns and pay attention to health. The company support savings for retirement with happiness. There are a staff welfare committee and provident fund for all employees and executives, all departments beyond the law.

- 2) **Clients:** There are regulations to follow. Employees will be trained how to treat the clients fairly, render the best service, keep the client's secret and follow up with the complaints immediately.
- 3) **Debtors:** The Company has performed according to the condition of loan contract of every financial institution and asks for late payment of loans according to the help the company measure during Covid-19 period by the financial institute and interest payment as scheduled.
- 4) **Competitors:** Company supports the free trade competition policy and against destroying the competitors unethically.
- 5) **Supplier:** Company treats all suppliers and contractors justly and equally which will never damage the company's reputation and always take into account the equality in doing business and profit sharing. Consider that suppliers are the main factor to help add value of confidence to the customers.
- 6) **Communities:** The Company would not do any thing to damage the communities especially at the area nearby the business establishment of the Company.
- 7) **Environment:** The Company realizes the importance of environment and engaged in many environmental projects, giving knowledge to employees and monitoring the environmental quality continuously.

- Disclosure and Transparency

The company discloses important information, including financial and non-financial data, accurately, completely, and in a timely manner. It adheres to the standards set by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET), providing information in both Thai and English languages. This information is disseminated through news releases on the SET website (www.set.or.th) and the company's website (www.asiahotel.co.th) under the Investor Relations section, covering various topics such as:

- Vision
- Nature of business / Management structure
- The Board
- Financial information - 5 years past financial statements and operational results from management
- Information about major shareholders
- Stock price of the company
- Corporate Governance Policy
- Sustainability Report
- Inquiries / complaints

The information is also disclosed in form of the annual report (Form 56-1) and the annual report (Form 56-2) or One Report for example:

- The performance of Board of Directors and the Committees in the past year.
- The annual remuneration that directors received from the Company and Its subsidiaries.
- The report of audit committee and report of the nomination and remuneration committee.
- The report of the board of directors' responsibilities to the annual financial report that has been performed in accordance with the certified accounting principle, suitable with the business and contain correct, complete and real information.

The company has an officer who can provide all the company's information to those who are interested and has an office responsible for disclosure of the company's important information correctly, transparently, and timely, which has been appointed as the Investor Relations. The company's marketing information can be obtained from our website at www.asiahotel.co.th. For investors who are interested in financial and investment information, an advanced appointment can be made to get the information from the management at tel. no. 02-217-0808 ext.5508 and email address patcharapol@asiahotel.co.th

6.2 Code of Conduct

The Company realized on the importance of good governance for benefiting the management effectively and increasing the reliability to shareholders, clients, partners, creditors and employees. The Company has established the management policy and corporate governance system for operating the company to achieve its objectives and goals in the business way to stand for corporate governance policy, have responsibility to all stakeholders including social and the country for common interest. It could be categorized as follows:

- 1st Category: Business Code of Conduct
- 2nd Category: Directors, Executives and Employee's Ethics
- 3rd Category: Code of Conducts for Directors, Executives and Employees
- 4th Category: Rights of Shareholders and Equitable Treatment of Stakeholders
- 5th Category: Internal Control Policy
- 6th Category: Disclosure and Transparency
- 7th Category: Environmental, Occupational Health and Safety Policy
- 8th Category: Anti-Corruption Policy

Detail as per attachment 5 Others Information

6.3 Significant changes and developments in policies, practices and corporate governance systems in the past year

In 2023, the company received an assessment of the 2023 Annual General Meeting of Shareholders from the Thai Investors Association, scoring 90 points out of 100 points (2022 AGM = 97 points) from the overall assessment of 810 companies which arranged the AGM between 1 January-30 April 2023, with 4 TIA reflecting the attention to information disclosure and equitable treatment of shareholders. The assessment overview for the quality of ordinary shareholder meetings for 2023 can be viewed on the registered company's website at www.thaiinvestors.com. For the next year, the company will strive to increase its assessment score.

Furthermore, the company underwent an assessment of the Corporate Governance Report (CGR) for 2023 by the Thai Institute of Directors Association (IOD). This year, there was a more detailed adjustment of criteria following international standards, emphasizing sustainable business operations. There were 172 criteria, and adjustments were made to the calculation method, including weighting for each newly assessed category. In the year 2023, a total of 782 registered companies participated in the evaluation. Asia Hotel Public Company Limited received an average score of 73% with a CG score of 4 stars, which indicates "excellent," equal to the assessment received in 2022.

All Listed Company	Service Group	Market Cap.1000-20000MB	ASIA
81%	81%	74%	73%

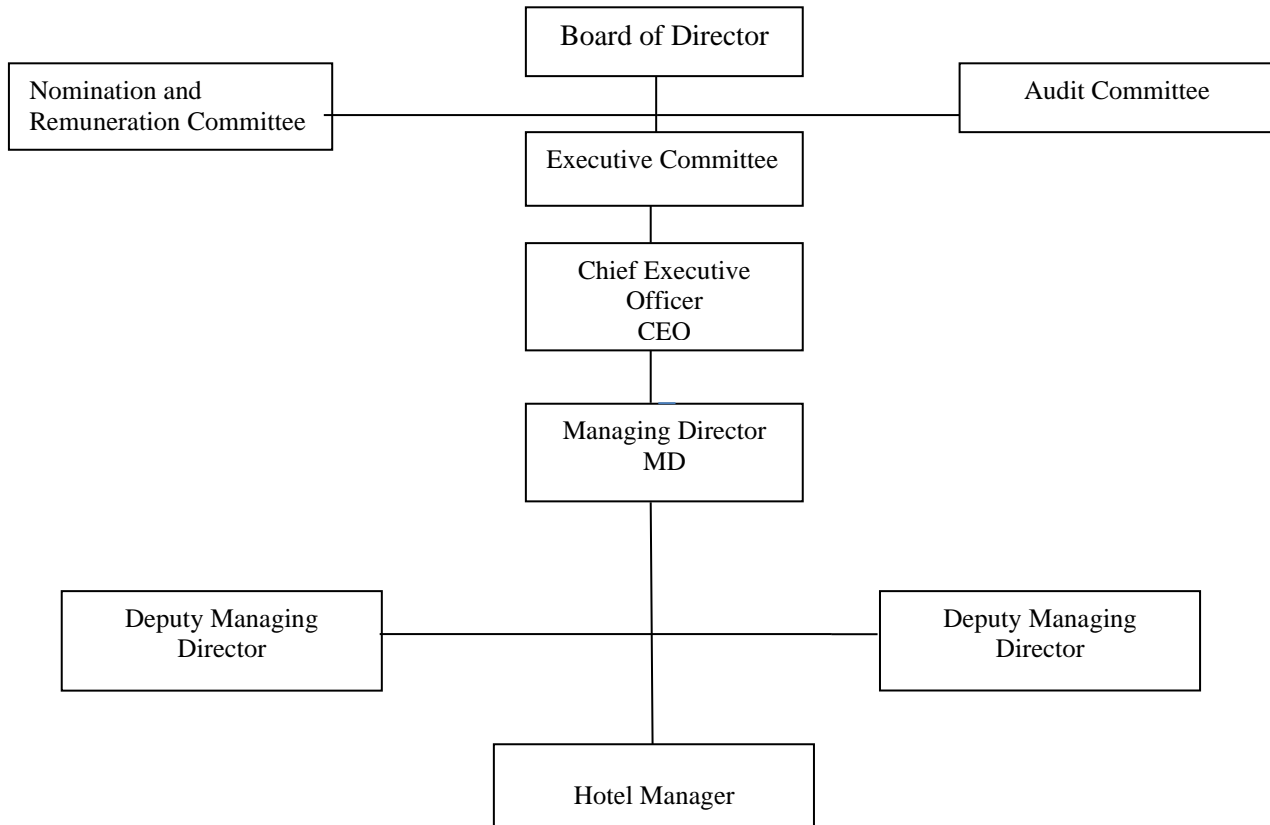
For each category rating, there are 5 categories as follows:

Category	Year 2023			
	All Listed Company	Service Group	Market Cap.1000-2000MB	ASIA 2023
Rights of shareholders and Equitable treatment of shareholders	84%	84%	82%	82%
The Role of Stakeholders	75%	74%	65%	58%
Disclosure and Transparency	86%	86%	82%	83%
Board Responsibilities	70%	71%	64%	65%

7. Corporate Governance Structure and significant information on the board, Sub-committees, executives, employees and others

The company consisting with 4 committees, those are the company committee, executive committee, audit committee and the nomination and remuneration committee.

7.1 Corporate Governance Structure as of December 31, 2023



Board of Directors presently consists of 13 members as at December 31, 2023

1. Mr. Suwat	Dusitrojawanongse	Chairman (Independent Director)
2. Mr. Surapol	Techaruvichit	Director, Chief Executive Officer
3. Mr. Surapong	Techavuvichit	Director, Managing Director
4. Mrs. Pornpun	Tanariyakul	Director, Deputy Director
5. Mrs. Oyetip	Hayrabut	Director, Deputy Director
6. Mrs.Suvimol	Techaruvichit	Director
7. Mr. Polpat	Techaruvichit	Director
8. Miss Patcha	Techaruvichit	Director
9. Dr. Chotima	Puasiri	Director (Independent Director)
10. Mrs. Ruchukorn	Siriyodhin	Director (Independent Director)
11. Gen.Chanchai	Yossundara	Director (Independent Director)
12. Miss Kesarin	Pupiphathirunkul	Director (Independent Director)
13. Mr. Dusit	Senapooitak	Director (Independent Director)

Note: On July 14, 2023, Mr. Piyawudh Senapooitaksa, who is an independent director and the Chairman of the Board, Audit Committee member and the Nomination and Remuneration Committee member, resigned from the company's directorship. with health problems, and the Board of Directors has appointed Mr. Dusit Senapooitak to be a director instead, with the remaining term of Mr. Piyawudh Senapooitak

7.2 Information of the Board

Board of directors of the Company consists of persons with knowledge, competence and experience in business relating to the Company's operations. They are not persons who are in the list and not considered by the Securities and Exchange Commission (SEC) to be the management executives nominated by the nomination and remuneration committee through the board of director for approval and will be appointed in the shareholders meeting.

- The term of office is 3 years according to the company's regulations. In the shareholders annual meeting each year one third of the committee will leave the office and they can be re-elected again.
- The Company shall consist of the directors a minimum of 7 persons, but no more than 15 persons, the Company will propose to shareholder meeting to appoint at least 3 independent directors or not less than 1/3 of total company directors according to regulations of the Security and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). The qualifications of independent Directors are in item 8.1.1 *Nomination, Development and Evaluation of the Board's Performances*.
- The ratio of directors who will represent each group of shareholders is not fixed, it depends on resolution of the Shareholder meeting
- The Shareholders' meeting shall elect directors according to the Article of Association of the Company no. 17, the shareholders shall elect the Directors according to the following criteria and methods:
 - (1) A shareholder has the vote of one share per one vote.
 - (2) Each shareholder must put all of his/her votes under (1) to elect a person or several persons as directors, but he/she is not allowed to split his/her votes.
 - (3) Those who receive the highest number of votes will be elected in descending order as directors, equaling the numbers of directors to have or to be elected at that time. In case of tie between runners-up, exceeding the numbers of directors to have or to be elected at that time, the Chairman shall make the casting vote.
- The directors are not allowed to be involved in any same business types that are competitors of the company even though to benefit others excluding if the director already notified in the shareholder's meeting before an appointment.
- The director can hold a position of the director of other company if it doesn't hinder the duty of the director. The director of the company shouldn't hold a position as a director of more than 5 listed companies.

7.2.1 Composition of the Board of Directors and Number of Directors

The Company has a structure of the Board of Directors that is diverse in terms of skills, experience, knowledge, specific competencies that are useful to the company and non-discrimination in sex which the whole group has 13 persons, consisting of:

- **Management executives** 4 members: Mr. Surapol Techaruvichit, Mr. Surapong Techaruvichit, Mrs. PornpunTanariyakul and Mrs.Oyetip Hayrabut responsible for the management of all 4 Hotels.

- **Non-management executives** 3 members: Mrs. Suvimol Techaruvichit, Mr. Polpat Techaruvichit has knowledge of real estate business, shopping center, apartment, and Miss Patcha Techaruvichit has knowledge in hotel business both domestically and internationally and new entrepreneurial knowledge.

- **Independent Directors** 6 members: Mr. Suwat Dusitrojjanawongse, Dr. Chotima Pwasiri, Mrs. Ruchukorn Siriyodhin, Gen. Chanchai Yossundara, Miss Kesarin Pupiphathirunkul and Mr. Dusit Senapoopitaksa who have knowledge of construction, accounting, business administration and economics, knowledge economics and financial sector, experienced in managing large government organizations. Everyone can support the company's organization.

- The number of female directors is seven out of the total 13 members of the Board of Directors, representing 53.85%, higher than the international standard of 30% and indicating non-gender discrimination in the organization.

Therefore, to balance and to inspect the execution of the Company, structure of board of directors consists of 9 members of non-management executives that more than a half of total members of directors and these 9 non-executive directors, the company appoints 6 independent directors. (equal to 46.15 percentage or more than 1/3 of 13 members of board of directors).

The Audit committee and the Nomination and Remuneration committee are the independent committee, the Board of directors approved Audit committee charter and Nomination and Remuneration committee charter. The duties and responsibilities of these committees can be searched for further information in *item 7.3 Committee*.

The information, expertise, and experience of the board of directors of a company may include the following:

ตารางความรู้ความชำนาญ (Board Skills Matrix)															
ความรู้ ความชำนาญเฉพาะด้าน	นายสุวัฒน์ นายสรพล นายสรพงษ์ นางสุวิมล นางพรพรรณ นางอ้อยทิพย์ ดร.โชติมา นางฤชกร น.ส.เกศรินทร์ น.ส.รัชชานา นายพลภัทร์ พล.อ.ชาญชัย นายดลิต														รวม
	1 Finance	X	X	X	X	X	X		X	X		X		X	
2 Law			X												1
3 Risk Management	X	X	X		X		X	X						X	7
4 Audit	X				X		X	X							4
5 Internal Control	X			X	X										3
6 Marketing			X			X	X			X	X			X	6
7 Digital Marketing			X			X	X			X	X				5
8 Strategic Management		X	X		X	X	X	X		X	X	X	X	X	10
9 Corporate Management	X	X	X		X	X	X	X	X	X	X		X	X	11
10 Project Management		X	X				X					X			4
11 Data Analysis		X	X				X	X	X					X	6
12 Change Management		X	X						X				X		4
13 Budgeting		X	X		X				X				X	X	6
14 Human Resource Management		X	X		X		X	X	X	X	X		X	X	9
15 Tourism	X	X	X	X	X	X	X	X		X	X	X	X	X	12
16 IT Management			X			X					X	X		X	5
17 Corporate Social Responsibility	X	X	X	X	X	X	X	X	X	X	X	X	X	X	13
18 Procurement			X	X	X	X	X							X	6
19 Accounting	X	X		X	X	X								X	6
20 Governance/Compliance	X	X	X		X	X		X					X		7
21 Professional Services		X	X										X		3
22 Construction Services	X														1
23 Insurance					X		X	X							4
24 Banking								X							1
25 Leadership	X	X	X		X	X		X				X	X	X	9
26 Commerce	X			X	X	X			X					X	6
27 Property Development		X									X				2
28 Economics	X	X	X					X	X					X	6
29 Food & Beverage		X	X	X	X	X					X				6

7.2.2 Information of the Board of Directors and Persons having controlling power over the Company

Authorized Directors

The authorized signatory to bind the company as follows:

“ Mrs. Suvimol Techaruvichit or Mr. Surapol Techaruvichit or Mr. Surapong Techaruvichit or Mrs. Pornpun Tanariyakul or Mrs. Oyetip Hayrabut jointly sign, totaling two directors together with the Company’s seal affixed.”

The Limit of the Authority of Directors: - None –

Company has the policy to separate the powers and duties of the Chairman of the Board of Directors, Chief Executive Officer and Managing Director. The three positions must not be the same person. To counterbalance the corporate governance of the company and has a policy for the chairman of the board to be an independent director. The duties and scope of work of the Board of Directors are determined, the executive committee including the charter of the subcommittees (Audit Committee and Nomination and Remuneration Committee) clearly.

Scope of duties and responsibilities of Chairman of Dir

Mr. Suwat Dusitrojawongse, Chairman of Directors of the Company has to serve as the Chairman of the Board of Directors’ Meeting and Chairman of Shareholders’ Meeting. Chairman should be able to control the Meeting to comply with the rules and regulations of the Company in respect of the Meeting and to run the Meeting to be in accordance with the Meeting Agendas as specified in the meeting invitation letter.

Scope of duties and responsibilities of Chief Executive Officer

Mr. Surapol Techaruvichit, Chief Executive Officer is the top executive of the organization who is responsible for the management of the company as well as the investment according to the policy of the company outlined in the Executive Committee and the Board of Directors. In addition to the disapproval of the related transaction (as defined in the notification of the Securities and Exchange Commission (SEC), Section 58 and close relatives) who have interests or there may be a conflict of interest in the company or subsidiary of the Company.

Scope of duties and responsibilities of Managing of Directors

Mr. Surapong Techuvichit, Managing Director is the Executive deputy under the Chief Executive Officer who supervises the management of the marketing department and the brand of the organization, according to the policy of the company outlined in the Executive Committee and the Board of Directors. In addition to the disapproval of the related transaction (as defined in the notification of the Securities and Exchange Commission (SEC), Section 58 and close relatives) who have interests or there may be a conflict of interest in the company or subsidiary of the company.

7.2.3 Roles and Duties of the Board of Directors

Authorities of the company committee are tentatively specified as follows: -

- (1) Consider and approve the organizational structure and management of the Company and its subsidiaries.
- (2) Approve policy, strategy and operational goal proposed by executive committee. To govern and share opinion for making decision in executive for achieving operational goals as established.
- (3) Consider and approve the annual operating budget, capital expenditure budget and investment projects of the Company and its subsidiaries.
- (4) Appoint Independent director, executive committee, sub-committee groups and top executives of company and approve the remuneration proposed by the Nomination and Remuneration Committee.
- (5) Consider and approve the issues of contingent liabilities, commitments and guarantees of the company and its subsidiaries.
- (6) Propose the director whose tenure will end and the new director in the Shareholders' Meeting and propose the meeting attendance remuneration, bonus for the Board members as well as dividend payment to shareholders.
- (7) Propose the appointment of company's auditor and audit fees in the Shareholders' Meeting in accordance with Audit committee's recommendation.
- (8) Consider and agree on Quarterly and Annual Financial Statements, Annual filing Form 56-1 and Form 56-2 according to the regulation of the Stock Exchange of Thailand (SET) and the Security and Exchange Commission (SEC).
- (9) Consider and approve the related transaction and conflict of interest relating to the purchase of disposal of assets according to the SEC.
- (10) Follow up the monthly and quarterly operating results and financial status of the Company and its subsidiaries
- (11) Consider and approve the agreement on purchasing, hiring servicing, renting and leasing with exceeding value of Baht 20 million
- (12) Consider the purchase of the out-of budget items which value more than Baht 20 million, and the over-budget expense exceeding 20% of approved value.
- (13) Consider on renting and leasing assets for period over 6 years.
- (14) Consider and approve on any matters presented by Executive Committee including legally-required matters to be presented to the Board.
- (15) Board may assign a director or any other persons to take action or have authority for the Board within an acceptable period of time under the Board's consideration. The Board may abrogate, change or revise the assigned person as appropriate, except for the acquisition and disposition of asset and related party transaction which shall follow the regulation of the SEC and the SET.
- (16) The Board Meeting shall be at least 1 time per 3 months with at least 50% of attendants
- (17) Any directors whose interest relating to the issue shall not be entitled to vote and shall leave the meeting
- (18) Board prepare the annual report of conflict of interest of director and related person or changing item in the report within 30 days, this report will be kept by the company secretary

❖ Committee's Meeting

The company schedules regular board meetings on the 13th day of each month, totaling 12 meetings per year. If the 13th falls on a holiday, the meeting will be rescheduled. However, if urgent matters require immediate attention, additional board meetings beyond the regular schedule will be called.

Furthermore, the company secretary prepares an annual meeting plan for the board of directors, including the audit committee, in advance for the entire year. This plan is presented in December of the preceding year to ensure that the board members are informed of the meeting dates and important agendas for each month. The process involves sending meeting invitations and notifying the agendas along with meeting documents at least 7 days in advance of the meeting date. This allows the board members to have sufficient information and exercise thorough discretion, as well as allocate adequate time to consider the issues presented by the management. It also provides enough time for the board to discuss key issues thoroughly.

The board members acknowledge that they must attend meetings regularly, except in cases of exceptional circumstances, which will be communicated to the chairman in advance. Additionally, meeting minutes are documented in writing, and reports from meetings certified by the committee are stored for review by the board and relevant stakeholders.

Shareholder Meeting participation

All board members attend shareholder meetings unless there are exceptional circumstances, which will be communicated to the chairman in advance. This is to address any questions from shareholders, particularly those directed at sub-committees, namely the audit committee and the nomination and remuneration committee. The management of the hotel and shopping center business, the accounting auditor, and legal consultants, who serve as witnesses in voting on various agenda items at shareholder meetings, also participate in every meeting.

As of December 31, 2023, the Board of Directors of 13 persons

Name	Position	Tenure
1. Mr. Piyawudh Senapooptaksa As director until 14 July 2023	Chairman, ID, AC and NRC	APR. 2023 – 14 JUL 2023
2. Mr. Suwat Dusitrojjanawongse As chairman since 14 July 2023	Chairman, ID, AC and NRC	APR. 2022 - APR. 2025
3. Mr. Surapol Techaruvichit	Director	APR 2021 - APR 2024
4. Mr. Surapong Techaruvichit	Director	APR. 2022- APR. 2025
5. Mrs. Pornpun Tanariyakul	Director, NRC	APR. 2023 - APR. 2026
6. Mrs. Oyetip Hayrabut	Director	APR 2021 - APR. 2024
7. Mrs. Suvimol Techaruvichit	Director	APR. 2022- APR. 2025
8. Mr. Polpat Techaruvichit	Director	APR. 2021- APR. 2024
9. Miss Patcha Techaruvichit	Director	APR. 2021- APR. 2024
10. Dr. Chotima Puasiri	Director, ID, AC	APR. 2023- APR. 2026
11. Mrs. Ruchukorn Siriyodhin	Director, ID, AC Chairman	APR. 2022- APR. 2025
12. Gen. Chanchai Yossundara	Director, ID, NRC Chairman	APR 2021- APR 2024
13. Miss Kesarin Pupiphathirunkul	Director, ID, AC	APR .2023 – APR 2026
14. Mr. Dusit Senapooptak As Director since 11 Aug 2023	Director, ID	AUG 2023 – APR 2026

ID = Independent Director, AC = Audit Committee, NRC = Nomination and Remuneration Committee

Secretary to The Board : Miss Sudaratana Wisnuwatanakit

7.3 Sub-committee

The Company has 3 sub-committees, namely the Audit Committee, Nomination and Remuneration Committee and Executive Committee.

- Audit Committee

: The Audit Committee was formed and appointed by company directors to be independent body supporting the company directors to perform efficient audit on the reliability of the financial statements. Nevertheless, there must be at least 1 audit committee who has sufficient knowledge and experience to review the reliability of the financial statement. The term of office of the committee member is three years. The committee members may be re-appointed for another term.

Qualifications of Audit Committee: Apart from being independent, must also possess the followings:

- Must not be assigned by the Board of Directors to make decision relating the business operation of the registered company, major company, subsidiary companies, affiliated companies or juristic persons that may have conflicts.
- Must not be director of major company, subsidiary company or affiliated of other registered company.
- Possess enough knowledge and experience and also devote enough time to carry out the duties assigned as the Audit committee.
- Should not be director in more than 5 registered companies since it might affect duties in any of the companies.

The current audit committee has completed its term of 3 years, which will expire in May 2024. During the year 2023, there were changes in the audit committee as follows: In the previous year 2022, the audit committee consisted of 3 members: Mr. Suwat Dusitrojjanawong, Mr. Piyawudh Senapoopitaksa, and Dr. Chotima Puasiri. Then, in February 2023, at the board meeting no.2/2023, Mrs. Ruchukorn Siriyodhin was appointed as an additional audit committee member, bringing the total to 4 members. Subsequently, on July 14, 2023, Mr. Piyawudh Senapoopitaksa resigned from the board, and at the board meeting no.8/2023 in August 2023, Miss Kesarin Pupiphathirunkul was appointed as the audit committee member, replacing Mr. Piyawudh. Mr. Suwat Dusitrojjanawongse, the audit committee chairman, was appointed as the chairman of the board at the board meeting in July 2023. Therefore, it is proposed that at the August 2023 board meeting, Mrs. Ruchukorn Siriyodhin be appointed as the audit committee chairman to take effect from August 11, 2023, onwards.

Audit Committee as at 31 December 2022

1. Mrs. Ruchukorn	Siriyodhin*	Chairman (Independent Director)
2. Mr. Suwat	Dusitrojjanawongse	Member (Independent Director)
3. Dr. Chotima	Puasiri*	Member (Independent Director)
4. Miss Kesarin	Pupiphathirunkul*	Member (Independent Director)
Mrs. Pornpun	Tanariyakul	Secretary

Note: : * Mrs.Ruchukorn Siriyodhin, Dr. Chotima Puasiri and Miss Kesarin Pupiphathirunkul directors who graduated in financial and accounting and holds the expertise in reviewing the Financial Statement and Mr. Suwat Dusitrojjanawongse has also attended Financial Statements for Director Course by IOD.

Duties and responsibilities report to the company committee as follows: -

- (1) Review the accuracy and adequacy of the Company's financial statements.
- (2) Review the appropriateness and effectiveness of internal control systems, and internal audit functions and determine the independence of the Internal Audit Office, as well as to approve the appointment, rotation and removal, and performance development and appraisal of the Chief Internal Audit or the Internal Auditor.
- (3) Monitor the Company's compliance with the Securities and Exchange Acts and Regulations of the SET, and any other laws relevant to the Company's business.
- (4) Recommend the Board of Directors an independent person to be the Company's auditor as well as the audit fees for appointment by the shareholders to audit the Company's financial statements.
- (5) Attend a meeting with external auditors without the presence of the Company's Management at least once a year.
- (6) Consider connected transactions or transactions with potential conflict of interests to ensure full compliance with relevant regulations and requirements of the SET for reasonableness and the best interests of the Company.
- (7) Review the Internal Audit Charter prior to submission to the Board of Directors for approval.
- (8) Approve the annual audit plan, scope of audit and internal audit budgeting.
- (9) Review the internal audit reports and follow up the significant issues from the reports.
- (10) Review the Code of Conduct prior to submission to the Board of Directors for approval.
- (11) Review jointly with the Management the risk management policy, the practice compliance with such policy, as well as the Company's risk management guidelines.
- (12) Review jointly with the Management the Management's Discussion and Analysis or MD&A section which is disclosed in the Company's annual report.
- (13) Prepare the Audit Committee's Report, signed by the Chairman of Audit Committee, Promulgated in the Company's annual report and contained the information required by the SET.
- (14) Inspect any suspiciousness reported by the company's auditor, that the Chairman, the Management or any person responsible for the company's operation commits an offence under the Securities and Exchange Act (No. 4) B.E. 2551 and report the result of preliminary inspection to the Office of the Securities and Exchange Commission and the auditor within thirty days after being informed by the auditor.
- (15) Any other tasks assigned by the Board of Directors and agreed by Audit Committee.

The Charter of Audit Committee was reviewed according to the regulations of the Security and Exchange Commission and the newly revised edition is effective as of 18 May 2011 onwards. Details Audit Committee Charter as per Enclosure no. 5 Others

The meeting of audit committee According to the Charter of the Audit Committee, there must be at least one quarterly meeting, and the outcomes of these meetings must be reported to the board of directors to inform them of audit activities, and the connected transactions, including the examination of financial statements of the company and its subsidiaries every quarter. The committee summarizes and presents these findings to the board for consideration. In 2023, the Audit Committee held a total of 5 meetings.

- Nomination and Remuneration Committee:

The company formed the Nomination and Remuneration Committee to set up criteria and process of selecting appropriate person for executive committee and top executive of the company whose tenure will end and ensure the approved Charter is followed. The committee consists of 3 directors and at least 2 must be independent directors. The term of office of each Nomination and Remuneration Committee member is 3 years and may be reappointed after term of office ends. Details of Nomination and Remuneration Committee Charter as per Attachment no..5 Others

The Current Nomination and Remuneration Committee had appointed by the resolution of the Board of Directors' Meeting No. 1/2022 held on February 14, 2022, the three directors had been re-elected for another term. It will be completed in January, 2025.

During the year 2023, the Nomination and Remuneration Committee, consisting of Mr. Suwat Dusitrojawanongse as chairman, Mr. Piyawudh Senapoopitaksa, and Mrs. Pornpun Tanariyakul as committee members and secretary, totaling 3 persons, was appointed. However, on July 14, 2023, Mr. Piyawudh Senapoopitaksa resigned from the board due to health reasons. At the board meeting no. 8/2023 on August 11, 2023, it was resolved to appoint General Chanchai Yossundara, independent director to serve as a member of the Nomination and Remuneration Committee, replacing the outgoing member. Mr. Suwat Dusitrojawanongse was appointed as the chairman of the board and proposed at the board meeting to appoint General Chanchai Yossundara as the chairman of the Nomination and Remuneration Committee. These appointments took effect from August 11, 2023, onwards.

Nomination and Remuneration Committee as at 31 December 2023

1. General Chanchai	Yossundara	Chairman (Independent Director)
2. Mr. Suwat	Dusitrojawanogse	Member (Independent Director)
3. Mrs. Pornpun	Tanariyakul	Member
<i>Mrs. Pornpun</i>	<i>Tanariyakul</i>	<i>Secretary</i>

Responsibilities of the Nomination and Remuneration Committee as follows:

- (1) To recommend the structure and composition of the Board and committee together with the qualification of its members.
- (2) To recommend policy and process to recruit knowledgeable and capable persons suitable to nature of business of the company as directors and executives' positions.
- (3) To recommend the list of nominees for the Board of Directors to be proposed to the shareholders' annual general meeting in case of vacancies by rotation and to the board in case of casual vacancies.
- (4) To recommend the list of directors for the committee members of the Company's.
- (5) To scrutinize the list of nominees for the Managing Director, Deputy Managing Director and Assistant Managing Director of the Company in case of vacancy including the establishment of the succession plan for executives.
- (6) To recommend the remuneration structure of the directors and Managing Director of the Company
- (7) To set up the performance evaluation of Management and propose to the Board.
- (8) To evaluate the performance of Managing Director and propose to the Board.
- (9) To recommend the remuneration structure of the directors and senior executives of the Company including meeting allowances, bonus, welfare and other benefits both in monetary and non-monetary terms.

The nomination and remuneration committee meeting According to the Charter of the Nomination and Remuneration Committee, there is no specified number of meetings required. Meetings are convened as deemed appropriate, with the committee gathering information on candidates who will complete their terms and individuals proposed by shareholders in advance. In the fourth quarter of each year, specifically by December 31st, the company opens opportunities for shareholders to propose individuals as committee members according to the established criteria. The committee then reports the meeting outcomes to the board of directors, detailing the screening of suitable candidates and determining remuneration. This information is summarized and presented to the board for consideration before being proposed to the shareholders' meeting for approval. In 2023, the Nomination and Remuneration Committee held a total of 2 meetings.

7.4 Executive Committee

7.4.1 Executive Committee as at December 31, 2023

1.	Mr. Surapol	Techaruvichit	Chief Executive Officer
2.	Mr. Surapong	Techaruvichit	Managing Director
3.	Mrs. Pornpun	Tanariyakul	Deputy Managing Director
4.	Mrs. Oyetip	Hayrabut	Deputy Managing Director

Duties and Responsibilities of Executive committee as follows:

- (1) Setting strategy, goal and plan and proposing to Board of Directors. Controlling the operation to be in according to the strategy and goal and appointing individuals at every level to be responsible to the goal and policy approved by the Board of Directors.
- (2) Proposing the operating result and financial status of the group of Company, inspection and summarizing important matters to propose to Board of Directors.
- (3) Administer and control individuals for operation, set salary and remuneration to all employees.
- (4) Governance to be in accordance with the government law and regulations.
- (5) Approval of procurement, service, rent and leasing with the budget not exceed than Baht 20 million.
- (6) Approve buying assets with no budget valued not exceed than Baht 20 million and expenses that over budget of not more than 20%.
- (7) Approve renting and leasing with the contract period of not more than 6 years.
- (8) Approve any other matters propose by executive directors.
- (9) Following the assigned tasks from the Board of Directors.

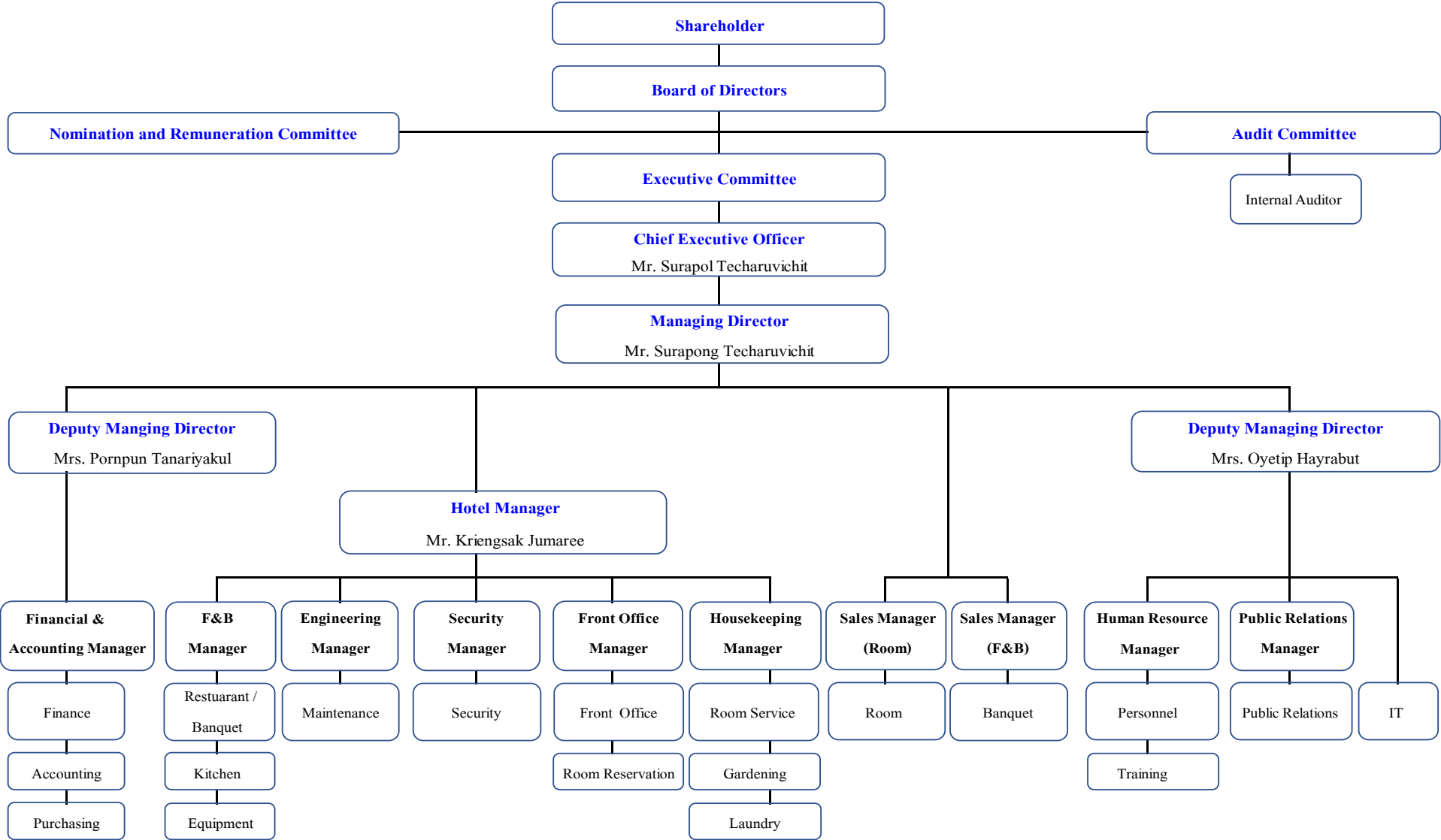
Management Team as 31 December 2023

1.	Mr. Surapol	Techaruvichit	Chief Executive Officer
2.	Mr. Surapong	Techaruvichit	Managing Director
3.	Mrs. Pornpun	Tanariyakul	Deputy Managing Director
4.	Mrs. Oyetip	Hayrabut	Deputy Managing Director
5.	Mr. Kriengsak	Jumaree	Hotel Manager
6.	(Nominating in process)		Director of Sales (Room)
7.	Miss Kornchuda	Pomchiangping	Director of Sales
8.	Miss Somsri	Tungstatpongsathorn	Financial & Accounting Manager
9.	(Nominating in process)		Housekeeping Manager
10.	Mr. Kemrut	Tepprom	Front Office Manager
11.	Mr. Krisda	Boonloi	Food and Beverage Manager
12.	Miss Patcharanee	Techaruvichit	Assistant Personnel Manager
13.	(Nominating in process)		Public Relations Manager
14.	Mr. Chairat	Thamvichit	Engineering Manager
15.	Mr. Athtiwat	Opaswatkul	Security Manager

Four executive levels below the chief executive (MD) according to the regulation of the SEC.

1.	Mr. Surapong	Techaruvichit	Managing Director
2.	Mrs. Pornpun	Tanariyakul	Deputy Managing Director
3.	Mrs. Oyetip	Hayrabut	Deputy Managing Director
4.	Mr. Kriengsak	Jumaree	Hotel Manager

Organization Charts of ASIA



7.4.2 Remuneration Policy for Executive Directors and Executives

The Company requires the Nomination and Remuneration Committee to be responsible for reviewing and giving opinions on the remuneration of the Board of Directors sub-committees and senior management of the company by considering the comparison from the operating results of some companies with the overall economic condition. will receive salary, bonus, including other welfare such as provident fund

7.4.3 Remuneration of Executives Management

(1) Remuneration in Cash

In 2023, the Company has paid salary to senior management (no bonus) as follows:

Unit: Baht

Year 2023	ASIA	ASIA PATTAYA	ASIA AIRPORT	ZEER	TOTAL
Quarter 1	1,731,600.00	172,850.00	0.00	1,439,400.00	3,343,850.00
Quarter 2	1,741,600.00	171,900.00	0.00	1,439,400.00	3,352,900.00
Quarter 3	1,747,600.00	172,200.00	60,000.00	1,439,400.00	3,419,200.00
Quarter 4	1,749,100.00	173,000.00	60,000.00	1,439,400.00	3,421,500.00
TOTAL	6,969,900.00	689,950.00	120,000.00	5,757,600.00	13,537,450.00

(2) Other remuneration (If any)

Other remuneration is the provident fund for the management, totaling - persons. The company contributes at the rate of 5% of the salary.

7.5 Employee

In 31 December 2023, the company (Asia Bangkok) has a total of 360 employees.

	<u>Year 2023</u>	<u>Year 2022</u>	<u>Year 2021</u>
1. Accounting and finance	36	36	50
2. Food and Beverage	84	84	82
3. Personnel	9	9	11
4. Public Relations	6	6	7
5. Marketing	10	14	13
6. Management	28	26	29
7. Front Office	28	26	21
8. Laundry	24	17	17
9. House Keeping	90	71	36
10. Maintenance	23	22	22
11. Security	19	17	7
12. Computer	<u>3</u>	<u>3</u>	<u>3</u>
Total	<u>360</u>	<u>331</u>	<u>298</u>

Within these 3 years the company doesn't have any serious labor dispute and any significant change in number of employees.

Net compensation of employees includes salary, overtime earning, bonus, social security fund, and provident fund.

Unit: Baht

	Year 2023	Year 2022	Year 2021
Salary	107,002,708.00	61,784,436.00	38,507,071.00
Bonus	-none-	-none-	-none-
Provident Fund	1,187,110.00	448,039.00	-none-

Provident fund: The Company has started the provident fund since 2011 for employees who have worked for at least 4 months. A part of salary of the registered employees will be contributed to the provident fund define the terms as follows:

- 6 months to 3 years working age: the registered pay for 3 percents and the company pay for 3 percents
- 3 years or more working age: the registered pay for 5 percents and the company pay for 5 percents

If employees terminate the registered state, they will earn their portion and interests as follows:

- 1 - 3 years as a fund member: the member earns 100 percents of their portion and 50 percents of company's portion.
- 3 - 5 years as a fund member: the member earns 100 percents of their portion and 75 percents of company's portion.
- 5 years or more as a fund member: the member earns 100 percents of their portion and 100 percents of company's portion.

The company has encouraged employees to participate the provident fund for retirement savings and voluntary for employees. The Company also supports the Company Board of Directors's provident fund by selecting fund managers who comply with the Investment Governance Code ("I Code") and must manage their investments responsibilities, taking into account environmental factors Social and Governance "ESG" selection by the Company and its three subsidiaries have participated in the provident fund. There are employees participating in the project as of December 31, 2023 as follows:

	Provident Fund Yes/No	Number of employees participating in PVD	Employee participation ratio PVD/Total Employees (%)
ASIA	Yes	56	15.56%
ASIA PATTAYA	Yes	5	3.25%
ASIA AIRPORT	Yes	106	48.40%
ZEER PROPERTY	Yes	99	27.11%

Remuneration consideration: The Company has proper elementary remuneration procedure by consider remuneration information of other companies of same industry and similar size and the company's turnover as well. For directors, the company will present to the shareholders' meeting as a final consideration.

Furthermore, subsidiaries' remuneration procedure is similar to the company totaling of Baht 148,179,189- Details are as follows:

	Asia Pattaya Co., Ltd. (AP)		Asia Airport Co., Ltd. (AA)		Zeer Property PLC (ZP)	
	2023	2022	2023	2022	2023	2022
Operation/service personnel (person)	144	116	214	195	324	309
Management staff (person)	10	8	5	5	8	8
Total Employee (person)	154	124	219	200	332	317
Employee's Remuneration (Salary and Bonus): Baht	32,547,504	26,637,384	43,244,628	35,790,369	72,387,057	67,812,893
Provident Fund: Baht	-	-	132,868	1,919,609	1,216,120	504,604

In addition, as the crisis situation improves and the tourism industry begins to recover in the latter half of the year, the company has increased its workforce and raised compensation to help employees increase their income.

Employee Development Policy

The Company has developed the employee with a training center by defining the standard of performance as the norm. The consideration and training will be in accordance with such standards. In addition, the training unit is always responsible for monitoring the service standards of employees in various departments.

Annually, the company's training department has organized a course of operation supervisor level, assistant level of department head and the level of department heads, divided into 3 groups as follows:

1. **Service courses (Practical)** The officer will give knowledge of each department, both the hotel and food and beverage departments on a monthly basis.
2. **New employee orientation course.** Important recommendations and information about the company are advised. Together, the duties and rights of employees are advised.
3. **Curriculum development for supervisor skills** The Company has sending employees at the chief level to train to develop skills in being a good leader with external agencies.

The employees at all levels have cooperated in each training course well and the company emphasizes the evaluation of skills and behavior of the employee. The supervisor evaluates the subordinates individually and gives an opportunity to have inter-departmental evaluations at various levels in order to know the improvement or the comments from other departments result to their department leads to higher work efficiency that is consistent with the organization's goal.

7.6 Other Important Information

7.6.1 Company Secretary and CFO and Chief Accountant Qualifications Internal Auditor

The Board of Director has appointed **Miss Sudaratana Wisnuwatanakit** as Company Secretary effective from 18 May 2011 onwards. Qualification of Company Secretary see Attach No. 1

Secretary of the Company appointed since August 2008 has responsibilities to co-ordinate between the Company and Board of Directors, Sub-Committee and the Company's shareholders, facilitate directors and related persons to always receive current information such as announcement and new regulations of the SEC and the SET, prepare and arrange Shareholder Meeting. In addition, Secretary also has to act on behalf of the Company and Board of Directors for the following:

- (1) Prepare and filing the following document:
 - a) Registry record of directors
 - b) Appointment Letter for Board of Directors' Meeting, Minutes of the Board of Directors' Meeting and the Annual Report of the Company.
 - c) Appointment Letter for Shareholders' Meeting and Minutes of Shareholders Meeting
- (2) Keep equity items reported by directors or management
- (3) Operate other task according to the Announcement of Capital Market Committee

In case that the Secretary of the Company resigned or cannot perform the duty, Board of Directors shall appoint a new secretary within 90 days starting from the date of resignation or cannot perform the duty. Board of Directors is authorized to assign any director to act on instead Secretary during that time.

CFO and Chief Accountant Qualifications

The company has appointed **Miss Somsri Tangtatpongsathorn** to be the most responsible person in the finance and accounting field and the company directly assigned her to control the company's accounting. She has performed her duties in the position Accounting and Finance Manager since July 2005, has met the qualifications specified by the SEC and the Stock Exchange of Thailand as the attachment No.1

In the year 2023, the Company's Accounting and Finance Manager participated in the training in the TLCA Professional -Development Program organized jointly with the SEC Office via Zoom system to develop knowledge in various subjects as follows:

1. No. 3/2023 " Fintech : Financial Technology"
2. No. 5/2023 " RPA (Robotic Process Automation in finance and Accounting)"
3. No. 7/2023 " Economic Update for CFO"

In case of a change in the appointment of CFO or Chief Accountant, the company must notify SET within 3 business days. If the company appoints acting personnel in the said position, the person should fully be qualified as per applicable regulation.

CFO and Chief Accountant Qualifications

The SEC's Rule	Qualifications for the individual who already holds such position in listed companies	In case listed companies appoint new CFO or Chief Accountant	
		A) The person had been CFO/Chief Accountant in Listed companies <u>and</u> is out of the position in less than 1 year	B) The person has never been CFO/Chief Accountant or is <u>out</u> of the position more than 1 year
<u>CFO</u> Education: Minimum bachelor's degree or equivalent Experience <ul style="list-style-type: none"> • Minimum 3 years in accounting or finance within the last 5 years <u>or</u> • Minimum 5 years in any field that is beneficial to the company's business within the last 7 years Training <ul style="list-style-type: none"> • Orientation 12 hours • Continuing development course in accounting knowledge 6 hours/year 	-	-	/
<u>Chief Accountant</u> <u>Registration certificate as an Accountant</u> with criteria specified by Department of Business Development Experience <ul style="list-style-type: none"> • Minimum 3 years in accounting within the last 5 years Training <ul style="list-style-type: none"> • Continuing development course in accounting knowledge 6 hours/year in compliance with Department of Business Development 	/	/	/

Internal Auditor

The company has appointed Mr. Thana Wongsangnak from Audit House Limited to serve as the Internal Audit Manager. His responsibilities include developing an internal audit plan to ensure confidence and adequacy of the internal control system through the following activities:

1. Financial Audit: To safeguard the organization's assets and ensure the accuracy and reliability of financial and managerial data.
2. Operation Audit: To improve the efficiency of operations.
3. Compliance Audit: To ensure compliance with organizational regulations, standards, and laws set forth by governmental authorities or controlling agencies.

The qualifications of the person holding the position of Head of the Company's Compliance Officer appears in Attachment 3

Supervisor of the company's operations (Compliance) -None-

7.6.2 Investor Relations and contact information

The company has appointed **Mr. Patcharapol Techaruvichit**, Assistant Chief Executive Officer as Investor Relations. He oversees investor relations activities and discloses accurate, transparent, and timely company information to interested people. The company's marketing information can be obtained from our website at www.asiahotel.co.th. For investors who are interested in financial and investment information, advanced appointment can be made to get the information from the management at tel. no. 02-217-0808 ext.5508 and email address patchrapol@asiahotel.co.th

7.6.3 Auditor Remuneration

(1) Audit Fee

The company and subsidiary companies pay the audit fee to: ANS Audit Co., Ltd.
- Audit and Consultant Office that auditor occupied, person or business related to the auditor and audit and consultant office that the auditor occupied in last fiscal year.

Unit: Baht

<u>Name</u>	<u>Audit Fee year 2023</u>	<u>Audit Fee year 2022</u>	<u>Increase/(decrease)</u>
Asia Hotel Public Co., Ltd.	1,400,000.00	1,380,000.00	20,000.00
<u>Subsidiaries</u>			
1. Asia Pattaya Hotel Co., Ltd.	850,000.00	850,000.00	0.00
2. Asia Airport Hotel Co., Ltd.	990,000.00	990,000.00	0.00
3. Zeer Property Public Co. Ltd.	1,554,000.00	1,480,000.00	74,000.00
4. Zeer Asset Co., Ltd.	82,000.00	82,000.00	0.00
5. ZEER OVERSEA LLC	330,000.00	330,000.00	0.00
6. Spa Hotel Co., Ltd.	<u>315,000.00</u>	<u>315,000.00</u>	<u>0.00</u>
Total Audit Fee	<u>5,521,000.00</u>	<u>5,427,000.00</u>	<u>94,000.00</u>

(2) Other Service Fees (Non-Audit Fee)

8. Report on Corporate Governance Performances

8.1 Summary of the Board's Performances in the Previous Year

In the year 2023, the company's board of directors held monthly meetings, totaling 12 meetings throughout the year. These meetings involved monitoring the activities and performance of both the company and its subsidiaries every month, receiving reports from the management team. This routine signifies a return to normalcy following the COVID-19 pandemic over the past 2-3 years. Furthermore, the board closely monitored reports on the renovation of the hotel buildings, including the front building of Asia Bangkok Hotel, which encompassed enhancements such as modernizing the lobby area and closing two banquet halls, namely Ratchathewi and Kingpetch, starting from the middle of 2023. The renovation process took approximately 6 months, and the renovated facilities were expected to be operational by February 2024. These upgrades were aimed at accommodating various events such as banquets and seminars, and it was anticipated that they would be well-received.

As for the renovation at Asia Pattaya Hotel, there has been an upgrade to a new seaside dining venue called "Sunny Beach House," designed in a café-style concept. It is scheduled to open by the end of February 2024, providing guests with a new dining experience by the sea.

Additionally, the board has been monitoring the progress of the equity financing project approved at the 61st Ordinary Shareholders' Meeting on April 19, 2023. The process involves coordinating with relevant financial institutions. The team has been providing regular updates on the status of the equity financing situation. Given the current market conditions, factors such as interest rates, issuance timelines, and overall market economic conditions, along with future returns, must be taken into consideration.

8.1.1 Nomination, Development and Evaluation of the Board's Performances

The appointment of directors' process, Nomination and Remuneration Committee which consists of 2 independent directors and a executive director have responsibility for the selection and screening the person who is qualified according to the Articles of Association of the Company and is a nominee who is qualified to get professional and diverse directors. They considered the structure, size, and composition of the Board of Directors, regardless of gender, age, the number to be proposed will be equal to the number of directors who complete their terms. They propose opinions to the Board of Directors for approval from the Board of Directors to present the names of such directors to the shareholders' meeting for appointment according to the following rules.

This is annually in early October, the company has given the minority shareholders the opportunity to nominate a person to be considered as a director, together with the proposal of the meeting agenda in advance. By prescribing criteria and qualifications for nominating a person as a director and proposing the agenda of the shareholders' meeting in advance on the Company's website under the topic Investor Relation. For the 2023 Annual General Meeting of Shareholders by submitting to the Secretary of the Board of Directors by December 31, 2023, in which the secretary of the Board of Directors will compile a list of names and propose to the Nomination and Remuneration Committee for screening and presenting to the Board of Directors for consideration before proposing to the shareholders' meeting for approval. During the shareholder meetings in 2024, there were no nominations for individuals to serve as directors from the shareholders.

The Shareholders' meeting shall elect directors according to the Article of Association of the Company no. 17, the shareholders shall elect the Directors according to the following criteria and methods:

- (1) A shareholder has the vote of one share per one vote.
- (2) Each shareholder must put all of his/her votes under (1) to elect a person or several persons as directors, but he/she is not allowed to split his/her votes.
- (3) Those who receive the highest number of votes will be elected in descending order as directors, equaling the numbers of directors to have or to be elected at that time. In case of tie between runners-up, exceeding the numbers of directors to have or to be elected at that time, the Chairman shall make the casting vote.

In the case the directorship is vacated by other than rotation, the board of directors shall select a person with the qualification as prescribed by law as a substitute director in the next board meeting except the term of the director is less than two months. The substitute director shall remain in the directorship for the remaining term of the substituted director.

The resolution of the board as refers to the first paragraph shall consist of a minimum of three-fourths of the votes of the remaining directors.

In addition, the company must have a director structure. Being independent directors 1/3 of the total number of directors, which defines the qualifications of independent directors. and has a succession plan of senior management Support for recruiting as follows:

(1) Independent Director

Qualifications of Independent Directors are equal as the Securities and Exchange Commission's condition as follows:

- Holding shares not exceed 1.00% of the voting shares of the company, holding company, subsidiaries company, associated company, major shareholder or person control over the company, including shares held by related persons of such independent director. The shareholding is in accordance with the Securities and Exchange Commission's Condition. Currently, **all independent directors of the company hold not more than 0.5 percent of shares, which is lower than specified.**
- Must not be nor have ever been a director with participation in management, a hired worker, an employee, an advisor with fixed salary, or a person control over the company, subsidiaries company, associated company, the same level of subsidiaries, major shareholders or a person control over the company unless having been relieved from such title for not less than 2 years before the date of appointment.
- Must not be a person related by blood or by legal registration as father, mother, spouse, sibling, and offspring including spouse of offspring of an executive or major shareholder, controlling person or person who will be nominated as executive or controlling person of the Company and subsidiary companies.
- Must not have nor ever had any business relationship with the company, holding company, subsidiaries company, associated company, major shareholder or person control over the company, to the extent that may obstruct the using of his/her independent discretion, and is not nor ever have been a shareholder or controlling person with business relationship with the company, holding company, subsidiaries company, associated company, major shareholder or controlling person unless having been relieved from such title for not less than 2 years before the date of appointment.
- Must not have nor ever been an auditor of the company, holding company, subsidiaries company, associated company, major shareholder or person control over the company and is not major shareholder, controlling person or a managing partner of the audit firm where the auditors of the company, holding company, subsidiaries company, associated company, major shareholder are working for unless having been relieved from such title for not less than 2 years before the date of appointment.
- Must not have nor ever been a provider of any professional service, including legal consultant of financial consultant, with the remuneration in excess of Baht 2 million per annum from the company, holding company, subsidiaries company, associated company, major shareholder or person control over the company and is not major shareholder, controlling person or a managing partner of such professional service provider, unless having been relieved from such title for not less than 2 years before the date of appointment.
- Must not be a director appointed as the representative of the Company director, major shareholder or any shareholder who are connected persons of the major shareholder.
- Must not operate the similar business that will compete with the business of the company or its subsidiaries or not holding shares or be a committee member, employee, staff, consultant with salary or holding more than 1% of other company's or its subsidiaries' shares with the similar business and competition.
- Must not possess any other characteristics that will prevent the independent expression of opinions in respect of the operations of the company.
- Independent Directors may be assigned by Board of Directors to make a collective decision regarding the business operation of the Company, major company, subsidiary companies, affiliated companies and sub-companies at the same level or juristic persons that may have conflicts.
- Disclose information of being independent director of other group of companies including remuneration obtained from the group in the form 56-1 and annual report (remuneration from each individual company is not required)

Nonetheless, company can not legitimate independent director to be in charge to maximum for 9 years (3 times of 3-year full term), in order to meet the Principles of Corporate Governance, the company culture has not yet supported as well as independent directors are experts in different fields, which the company is confident that each one can act freely and efficiently.

(2) Selection of Directors and executives

Nomination of the directors and executives: Assigning the nomination and remuneration committee to determine the policies and markedly nomination procedures including an initial inspection of the nominee's attribute to match up with the qualification of the committee and accuracy of selection process. Invited the nominee to take a position and request the appointment from the committee and/or approve the qualifications of the directors who is retired by rotation to serve for more term of the shareholders' meeting. The qualification is concluded by the performance evaluation of the committee while the director is in a position.

From the self-evaluation of the directors for the year 2023, this year the company has taken the self-evaluation form from the Corporate Governance unit "CG Today" of the Stock Exchange of Thailand. It is the revised version of January 2021 for the committee to assess during January 2023. All directors assess individually and as a group, as well as the self-assessments of sub-committees, which the secretary of the committee collects and presents to the Nomination and Remuneration Committee. Summarize the results presented to the board meeting for acknowledgment in order to improve and develop. According to the guidelines of the Stock Exchange of Thailand.

Self-assessment results of the entire board of all categories are 92% of all criteria, are divided to 6 categories.

Section 1 Committee Structure and Qualifications	95% out of 100%
Section 2 Roles, Duties and Responsibilities of the Board	89% out of 100%
Section 3 The Board of Directors Meetings	94% out of 100%
Section 4 Performance of the Committee	95% out of 100%
Section 5 Relationship with the Management	95% out of 100%
Section 6 Directors Development and Management Development	96% out of 100%

-Self-assessment results of the sub-committees, in total, of all categories were in the criteria of 98%, divided into 3 categories:

Section 1: The structure and qualifications of the Board of Directors in the following matters are appropriate.

Allow the Board to work efficiently	99% out of 100%
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Section 2: Meetings of the Board of Directors are carried out in the following matters:

Perform duties in meetings effectively.	99% out of 100%
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Section 3: Roles, duties, and responsibilities of the Board emphasizes

Consider, review, and practice the following matter adequately

3.1 Audit Committee	95% out of 100%
3.2 Nomination and Remuneration Committee	97% out of 100%

-Self-assessment results of the Board of Directors individually, in total, of all categories were in the criteria of 98%, divided into 3 categories:

Section 1 Board Structure and Qualifications	98% out of 100%
Section 2 Meetings of the Board of Directors	97% out of 100%
Section 3 Roles, Duties and Responsibilities of the Board	99% out of 100%

- Assessment results of CEO (Chief Executive Officer) in 2023 from all committees proposed to the Nomination and Remuneration Committee, the results are as follows:

Section 1 Progress of the Plan

Section 2 Performance Measurement

2.1 Leadership Rated	92% out of 100%
2.2 Strategic formulation	88% out of 100%
2.3 Implementation of the strategy	92% out of 100%
2.4 Financial planning and performance	93% out of 100%
2.5 Relationship with the Board of Directors	93% out of 100%
2.6 Relationship with outsiders	92% out of 100%
2.7 Management and relationship with personnel:	91% out of 100%
2.8 Succession:	84% out of 100%
2.9 Product and service knowledge,	95% out of 100%
2.10 Personnel characteristics:	94% out of 100%

Section 3 CEO Development

A summary of the results of the CEO, Chief Executive Officer's assessment of 92% from 100%

The nomination of directors and executives is independent and is not influenced by anyone including the management. After being appointed, the managing director will hold an orientation meeting for directors or executives by a briefing for 2 hours to make them understand the business and duty, guidelines on business operation, and the organization's strategic plan.

In addition, there is support for new directors or directors who want to develop in various matters to attend training with the Thai Institute of Directors. In the situation of 2023, it is not convenient to send directors to attend training.

Succession Plan

The Board designated the Nomination and Remuneration Committee to recruit and formulate a succession plan of management's highest executives, to ensure continued performances. More importantly, the company has implemented a succession plan for management level which supervised by the Nomination and Remuneration Committee.

The Company has implement the succession plan from the management level or higher. As such, the analysis of knowledge, skills, strength and weakness have to be implement for the next candidate, for those who qualified to enter the development program. As 2018, the Nomination and Remuneration Committee have already been recruit and formulate a succession plan to the board.

8.1.2 Meeting Attendance and Remuneration of Individual Directors Board's Meeting Attendance

Board's Meeting Attendance for the year 2023

Name	Position	Participate /Number of meeting	Participate 2023 AGM
1.Mr. Piyawudh Senapoopitaksa As director until 14 July 2023	Chairman ID, AC and NRC	7/7	1
2. Mr. Suwat Dusitrojjanawongse As Chairman at 14 July 2023	Chairman, ID, AC and NRC	12/12	1
3.Mr. Surapol Techaruvichit	Director	11/12	-
4. Mr. Surapong Techaruvichit	Director	12/12	1
5. Mrs.Pornpun Tanariyakul	Director, NRC	12/12	1
6. Mrs. Oyetip Hayrabut	Director	12/12	1
7. Mrs.Suvimol Techaruvichit	Director	11/12	-
8. Mr. Polpat Techaruvichit	Director	11/12	1
9. Miss Patcha Techaruvichit	Director	11/12	1
10. Dr. Chotima Puasiri	Director, ID, AC	10/12	-
11. Mrs. Ruchukorn Siriyodhin	Director, ID, AC	11/12	1
12.Gen. Chanchai Yossundara	Director, ID, NRC	12/12	1
13.Miss Kesarin Pupiphathirunkul	Director, ID	8/12	1
14.Mr. Dusit Senapoopitak As director since August 2023	Director, ID	4/4	-

Note: 1. Mr. Piyawudh Senapoopitaksa has resigned from being a director on July 14, 2023, affecting the resignation of the Audit Committee, and member of the Nomination and Remuneration Committee as well.

2. Gen. Chanchai Yossundara was appointed as a Chairman of the Nomination and Remuneration Committee in place of Mr. Piyawudh Senapoopit, who resigned on August 11, 2023.

3.Miss Kesarin Pupiphathirunkul is appointed as a Audit Committee member in replacement of Mr. Piyawudh Senapoopitaksa, who resigned, effective since August 11, 2023.

- Remuneration of Board of Director

(1) Remuneration in Cash is paid in term of meeting allowance and bonus.

- Payment of bonus to the whole committee from the previous year's operating results
- If at any time, director is not available to attend the meeting, the meeting allowance will not be given. The director shall not receive shares, debentures or rights in receipt/purchase of extra shares from the company anymore.

The company currently doesn't have the compensation policy excluding the salary and bonus which executives are the only one who received.

Nomination and Remuneration Committee has considered the remuneration and benefits to Board and Management, has compared with operating of company and economics status, give the opinion of remunerations to the Board of Directors, has considered that remuneration to directors by proposing to the Ordinary Shareholders' Meeting for approval. In the year 2022 due to the pandemic of COVID-19, affecting the hotel business greatly, the 2023 Annual General Meeting of Shareholders approve as follows:

Remunerations	Year 2023	Year 2022
Board of Directors		
1. Bonus of Board of Director		
- Chairman of Board of Director	224,000	-none-
- Vice Chairman	168,000	-none-
- Director	112,000	-none-
2. Meeting Allowance per meeting		
- Chairman of Board of Director	20,000 Baht	20,000 Baht
- Vice Chairman	15,000 Baht	15,000 Baht
- Director	10,000 Baht /person	10,000 Baht /person
Remuneration of Committee		
Remuneration of Audit Committee: Remuneration received per annum for a term of 3 years as follows:		
-Chairman of Audit Committee	60,000	-none-
- Audit Committee member	40,000	-none-
Remuneration of Nomination and Remuneration Committee: their remuneration was meeting allowance		
-Chairman of Nomination and Remuneration committee	15,000 Baht/meeting	15,000 Baht/meeting
-Nomination and Remuneration Committee member	10,000 Baht / person/meeting	10,000 Baht / person/meeting

Remuneration of Board of Director in 2023

-The company pays remuneration to the entire committee from the performance results of the year 2022, totaling 1,568,000 Baht.

- If at any time, director is not available to attend the meeting, the meeting allowance will not be given. The director shall not receive shares, debentures or rights in receipt/purchase of extra shares from the company anymore

Remuneration of Audit Committee for year 2023, the Nomination and Remuneration Committee has considered and proposed to the committee meeting and shareholder meeting for approval with annual remuneration to be paid in May yearly.

Remuneration of Nomination and Remuneration Committee for year 2023, the Nomination and Remuneration Committee has considered and proposed to the committee meeting and shareholder meeting for approval. Their remuneration was approved at the rate to be given at each meeting.

Remuneration of Subsidiary Companies: is the remuneration of director who serves as a director in subsidiary companies:

Asia Pattaya Hotel Co., Ltd. and Asia Airport Hotel Co., Ltd.

Meeting Allowance for Directors per meeting time:

Chairman of the meeting is Baht 6,000. -, Vice Chairman is Baht 4,500. - and Director is Baht 3,000.-. If at any time, director is not available to attend the meeting, the meeting allowance and another bonus will not be paid.

In 2023, the subsidiaries appointed an advisor to the Managing Director, they will receive meeting allowance at the same rate as director allowance in each meeting.

Zeer Property Public Company Limited.

The meeting allowance for the directors per time is the chairman of the board Baht 28,000 per time, the vice Chairman Baht 21,000 per time and the director Baht 14,000 per time and if any meeting is absent, it will not be received.

Director's Bonus is paid once a year, namely, the chairman receives 130,000 baht, the vice chairman is 100,000 baht, and Baht 65,000 per director.

Table shows the remuneration received by each director in fiscal year 2023

Unit : Baht

Name	Meeting Allowance	Meeting allowance for subsidiary AP, AA, ZP	Director Bonus	Bonus for Audit Committee	Bonus for Nomination/ Remuneration Director	Total Remuneration
1. Mr. Piyawudh Senapoopitaksa	140,000	42,000	224,000	40,000	10,000	456,000
2. Mr. Suwat Dusitrojjanawongse	170,000	21,000	112,000	60,000	30,000	393,000
3. Mr. Surapol Techaruvichit	110,000	193,000	112,000	0.00	0.00	415,000
4. Mrs. Suvimol Techaruvichit	110,000	72,000	112,000	0.00	0.00	294,000
5. Mr. Surapong Techaruvichit	120,000	179,000	112,000	0.00	0.00	411,000
6. Mrs. Pornpun Tanariyakul	120,000	72,000	112,000	0.00	0.00	324,000
7. Mrs. Oyetip Hayrabut	120,000	72,000	112,000	0.00	0.00	304,000
8. Mr. Polpat Techaruvichit	110,000	0.00	112,000	0.00	0.00	222,000
9. Miss Patcha Techaruvichit	110,000	0.00	112,000	0.00	0.00	222,000
10. Mrs. Chotima Pwasiri	100,000	0.00	112,000	40,000	0.00	252,000
11. Mrs. Ruchukorn Siriyodhin	110,000	0.00	112,000	0.00	0.00	222,000
12. Gen. Chanchai Yossundara	120,000	0.00	112,000	0.00	0.00	232,000
13. Miss Kesarin Pupiphathirunkul	80,000	0.00	37,333	0.00	0.00	117,333
14. Mr. Dusit Senapoopitak	40,000	0.00	0.00	0.00	0.00	40,000

(2) Other remuneration (If any)

- Other remuneration of director -none-

8.1.3 Supervision of the Subsidiaries' Operations

The Company and its subsidiaries operate two main businesses: 1. Hotel and restaurant business and 2. Shopping center business. In 2011, the Board set the policy for the management of each group separately. Later in the year 2017, the shareholders resolved to cancel the policy of separating the company's business and its subsidiaries. There were many restrictions on running business in the past. Therefore, the business of the company may be overlap in two business in the future. However, the company has not changed the control of the subsidiary in any way. The practice continues as follows:

1. **Hotel and restaurant business:** the company sends more than a half of the entire committee to be representatives in each subsidiary company. Also, the company assigns the management to plan annual operation, report the operative results in the committee conference every month, and follow up the result closely by adjusting the operative plan in every trimester. The internal control system is regulated in hotel business of the company.

As the company hold shares of two hotel business group of subsidiary company for 99-100%, regulation about committee nomination as well as voting on each agenda is not determined. However, the shareholders, the committee and the executive are the same group of people in both main and subsidiary company. Therefore, the group of people has the right to manage and operate the subsidiary company freely. The company and subsidiary company set a regulation about any related transaction, acquisition and disposal of assets, and any major items of the company for the purpose of revealing information and related items. Furthermore, information storages and accounting records of subsidiary company are determined for traceability and preparation of financial statement.

2. **Shopping Center business (rental):** The Company supervises the operations of the subsidiaries by inviting the executive directors of the subsidiary to attend the meeting with the board of directors on a quarterly basis in order to monitor the operating results and business direction of the subsidiaries. And sometimes the Board gives advice and requests to adjust the direction of the business of the subsidiary to be consistent with the overall picture of the entire business group.

8.1.4 Monitoring Compliance with Policies and Practices on Corporate Governance

In the past year The Company has followed up to ensure compliance with good corporate governance in the following matters:

(1) Prevention of conflicts of interest

As prescribed by the Company in the Company's Code of Conduct in Section 3, Code of Conduct for Directors, Executives and Employees (According to Attachment 5), the Board of Directors, Executives, and Employees must perform their duties in the best interests of the Company. In the event that any person has a stake or is involved in the item under consideration. Those persons must notify the authorities in charge of such matters and not participate in the consideration of such transactions.

The Company has implemented the policy for directors and executives who have interests in any agenda or are in the scope of having interests that may conflict with the interests of the Company. The Company's secretary will inform the meeting of directors who have a conflict of interest to temporarily leave the meeting room, and abstained from voting on that agenda, must not participate in the approval process, which is customary Board of Directors has always done without attending the Board of Directors' meeting on that agenda. The Board of Directors must have the resolution to approve the transaction before proceeding, and some things that are related to each other related transactions must obtain an opinion from the Audit Committee before proposing to the Board of Directors' meeting for approval. That is to be fair and reasonable, taking into account the best interests of the company as the main.

In 2023, no significant conflicts of interest were found.

(2) Exploitation of Insider Trading

According to the rules on securities holding of the company executives from the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand that requires the directors and executives to report when there is a change in the number of securities held. The company has a policy to supervise the management to prevent the use of internal information, both financial and non-financial information to use for personal gain by prohibiting directors and executives including spouse and underage children of such executives use insider information that has not been disclosed for trading. Transfer or accept transfer of securities issued by the company before the information is disclosed to the public for 1 month and every trading, transfer or acceptance of the securities issued by the company. The directors, as well as the executives who report to the company, must notify the company within 3 working days from the date of purchase-sale or transfer, including sending copies of such documents to the administrative office for reporting of the company.

In practice, all committees are the same understanding that if one of them transacts the company securities, committees or management executive will use the means of telephone to inform the authorities at office of management informally and in the next morning day it will be informed in written immediately. To help keep track of the form 59 notification online to the Office of the SEC within 3 days that has changed according to the regulations of the office.

During the past year, It was not found that directors and executives included their spouses. The Company's shares are traded during the period specified by the Company to refrain from trading at all. As for the policy that requires directors or executives to report to the board of directors about stock trading at least 1 day in advance of trading, that has not yet been determined. Due to the fact that the directors and executives of the Company have not changed their shareholding significantly over the past several years.

(3) Anti-corruption

Anti-corruption policies of Asia Hotel Public Company Limited and its subsidiaries are as follows:

"Asia Hotel Public Company Limited is committed to conduct business with integrity and according to the principles of corporate governance, using strategies in business competition fairly, transparently and adhered to service standards and quality of hotels and restaurants significantly and strictly complying with applicable laws. The Company has against corruption by not accept any corruption. The Company and its subsidiaries or other companies that we have power to control, including people associated with the business operations do comply with this anti-corruption policies, which covers compliance in all units in the company.

The Company has an employee training and public relations to provide the knowledge and better understanding to those involved with the company, they must not acquire or has consented to receive money or benefits from related business and does not perform any such nearby. In addition, no claim or action or accept bribes for sake of the company, family, friends and acquaintances. If the Board of Directors, executives, and employees do not comply this policy, they shall be subject to disciplinary action and penalty.

In addition, The Company has conducted evaluation on the risk of potential corruption in each process regularly as well as tried to find appropriate solutions by establishing channels for reporting the clues or lodging complaints to the Audit Committee of the Company in case of finding circumstances or acts indicating dishonest acts or misconduct of individuals. "

In 2013, the company has focused on the implementation of anti-corruption policy by participating in an alignment of private sector of Thailand against corruption (Collective Anti-Corruption) "CAC" to benefit both inside and outside of the organization. Currently, the company begins to prepare policies in accordance with the procedures. The board approved Anti-Corruptions Policy for Asia Hotel and subsidiaries and inform the staff about this act in company on 15 July 2015, and in December 21, 2016, the Company filed for being a member of private sector of Thailand Against Corruption (Collective Anti-Corruption) "CAC" to Thai Institute of Directors, the secretary of the project. In November 2017, the Company has acknowledged from the IOD that the company would have to submit additional information on certain issues that were not yet complete.

However, even though not yet certified to be a member of "CAC". The company has adhered to the Anti-Corruption policy and Policy manual. As well as various regulations that have already appeared on the company website and has been publicized to all stakeholders directly which has been consistently practiced consistently, directly, with continuous and rigorous practice as follows:

1. The company has communicated to both the directors, executives and employees level by stipulating that all processes are strictly within the legal scope.
2. The company provides a channel for reporting. If there is a violation of the policy or seeing corruption and have protection measures for complainants.

In this regard, the company has brought the manual for the anti-corruption policy and related policy aboved. Appears in Attachment 5 other topics.

In 2023, the Company complies with anti-corruption policies and procedures. have internal control Check the operation of the operations department. property check There were no cases of corruption within the organization.

(4) Whistleblowing

The company has the policy to report clues from illegal actions or code of conduct or behaviors that may imply corruption, corruption, or misconduct of individuals in the organization, both from employees and all groups of stakeholders. Including having a mechanism to protect information providers and focus on collecting clues and complaints are confidential to build confidence for the complainant and protection of complainants. Appears in Attachment 5 other topics.

In the past year, the company did not find or received any clues of any complaints.

8.2 Report on the performance of the Audit Committee in the past year

8.2.1 Performance of the Audit Committee in accordance with the Charter of the Audit Committee approved by the Board on May 13, 2011 and effective. Since May 28, 2011, as shown in Attachment 5, other topics

In 2022, the Audit Committee has performed its duties in the following matters:

1. Give opinions on the company's financial reports quarterly and annual
2. Supervise and follow up the work of the internal auditors monthly.
3. Review the internal control system Risk management work of various departments of the Company and its subsidiaries.
4. Considering and giving opinions on the performance of duties of the auditors and giving opinions on the appointment of the auditors to the Board of Directors' meeting.
5. Commenting on the Company's connected transactions and subsidiaries such as renewal of the subsidiary's space lease agreement, service contract renewal.
6. Consider the annual audit committee's self-assessment and annual corporate governance self-assessment.

Meeting Participation of Audit Committee Table

Name	Position	Participate /Number of meeting 2023	Participate /Number of meeting 2022
1.Mrs. Ruchukorn Siriyodhin has appointed AC on 24 Feb.2023	Chairman of Audit Committee	3/3	-
2..Mr. Suwat Dusitrojjanawongse	Audit Committee member	5/5	4/4
3.Mr. Piyawudh Senapoopitaksa has resigned on 14 July 2023	Audit Committee member	4/4	4/4
4. Dr. Chotima Puasiri	Audit Committee member	4/5	3/4
5.Miss Kesarin Pupiphathirunkul has appointed on 11 August 2023	Audit Committee member	1/1	-

In 2023, the Audit Committee held 5 meetings to certify quarterly and annual financial statements. However, Mr. Piyawudh Senapoopitaksa, one of the audit committee members, resigned from the board due to health issues in July 2023. Consequently, during the company's 8th/2023 Board of Directors meeting on August 11, 2023, a resolution was passed to appoint Ms. Kesarin Pupiphathirankul, an independent director, to replace Mr. Piyawudh Senapoopitaksa. Additionally, Mr. Suwat Dusitrojanawongse, the chairman of the audit committee, was appointed the chairman of the board of directors. Therefore, it was proposed that Ms. Ruchukorn Siriyodhin, an audit committee member, assume the role of chairman of the audit committee, effective from August 11, 2023, onwards.

8.3 Report on the performance of the Nomination and Remuneration Committee in the past year

8.3.1 Performance of the Nomination and Remuneration Committee in accordance with the charter of the Nomination and Remuneration Committee approved by the Board on January 13, 2010 and effective onwards, as shown in Attachment 5, other topics.

In 2023, the Nomination and Remuneration Committee held 2 meetings. During the year, Mr. Piyawudh Senapoopitaksa, the Nomination and Remuneration Committee member, resigned from the board in July 2023, leaving the committee with 2 members instead of the original 3. According to the resolution of the Board of Directors meeting no. 8/2023 on August 11, 2023, the appointment of General Chanchai Yossudara, an independent director, as a member of the Nomination and Remuneration Committee, replacing Mr. Piyawudh Senapoopitaksa who resigned, was considered. Additionally, Mr. Suwat Dusitrojanawongse, the chairman of the Nomination and Remuneration Committee, was appointed as the chairman of the board of directors, it was proposed at the committee meeting that General Chanchai Yossudara assume the role of chairman of the Nomination and Remuneration Committee due to his qualifications and relevant experience.

In 2023, the Nomination and Remuneration Committee has performed its duties in the following matters:

1. Consider retiring directors with an opinion to propose to the Board of Directors meeting
2. Consider the directors' remuneration and sub-committees' remuneration with an opinion to propose to the Board of Directors meeting.
3. Consider new director as substitute director for Mr. Piyawudh Senapoopitaksa and propose to the meeting of the appointing committee.
4. Consider the annual self-assessment of the Nomination and Remuneration Committee.
5. Consider evaluating the performance of the Chief Executive (CEO).

Meeting participation of Nomination and Remuneration Table

Name	Position	Participate /Number of meeting 2023	Participate /Number of meeting 2022
1.Gen. Chanchai Yossundara As NRC director since 11/8/2023	Chairman of Nomination & Remuneration Committee	-	-
2. Mr. Suwat Dusitrojanawongse	Nomination & Remuneration Committee Member	2/2	2/2
3. Mr. Piyawudh Senapoopitaksa as director until 14/7/2023	Nomination & Remuneration Committee Member	1/2	2/2
4. Mrs. Pornpun Tanariyakul	Nomination & Remuneration Committee Member	2/2	2/2

9. Internal Control and Connected Transactions

9.1 Internal Control

The Board of Directors sees the importance of a good internal control system. All the boards give a priority to all the risk factors in the company; therefore, they establish a Risk Management Team in order to supervise all the related risk factors. The Risk Management Team are comprised of the executives and management, the chief divisions and the chief departments. The Risk Management Team set rules, regulations and procedures to prevent and manage risks in terms of revenue, operating costs and anti- corruption, send to Audit Committee. It is also the company's policy to have internal control management system that is adequate and suitable for the internal control of the Company including the inspection for the operational control and good governance in accordance with the related laws, rule regulations and policies.

In 2023, the company established an internal audit unit by appointing Audits House Co., Ltd., with Mr. Thana Wongsangnak as the internal auditor of the company. He is responsible for conducting internal audits and evaluating the adequacy of the company's internal control systems. The main tasks of this unit are to audit the effectiveness and efficiency of internal control systems for various operations and to ensure compliance with regulations, rules, and laws related to the company's business. The qualifications of the head of the internal audit department are outlined in Attachment 3.

From the internal control system assessment for the fiscal year 2023, it was found that the company has implemented an internal control system that is adequate, appropriate, and sufficient. The company's various operations are effectively and efficiently controlled as required. The operations are conducted in compliance with relevant regulations, rules, and laws without significant weaknesses or deficiencies identified in the company's internal control system.

Audit Committee has audited according to the audit form of adequacy and suitability for internal control of the SEC of Thailand and SET by considering 5 aspects for internal control and proposed to the meeting of board of directors No. 2/024 that held on 12 February 2024. The conclusion was that the Company has adequacy and suitability for internal control of the existing operation according to 5 aspects for the internal control as follows:

1. **Control Environment:** the board of director of the company has established the operation policies, which were conducted in writing based on ethical provision and integrity. The committee has the role of surveillance, monitoring the administrative section and follow up the business performance respecting the particular objectives. The committee can also develop the internal control system continuously in accordance with their discretion and knowledge of the company. The company also has a policy to develop and preserve the competent personnel. The personnel evaluation is assessed through the performance based on the Code of Conduct.
2. **Risk Management:** The Company lends significance to the risk management by forming the risk management team to conduct the assessment on risks that might affect the Company's operation significantly from both internal and external risk factors everly quarter. The company has assessed risk factors whether it is acceptable or not and also evaluated if the risk factors can be reduced, avoided or shared to find out measures for preventing or reducing the risk by considering a chance of corruption within the company. Another prupose is to consider the situation related to risk factors for evaluating the tendency of any effect on the company.
3. **Control activities:** The Company has clearly defined the scope of duty and amount shall be authorized by each level of management executives in writing. Duties are separated to protect racketeering activities. The company has set the follow up measure according to SET and SEC regulation to inspect the related documents in order to maintain the benefits of the company. The Company continuously monitors the operations of subsidiaries and sets the direction to the person who has been appointed by the Company to be directors or management executives to follow. Moreover, Audit Committee has placed great emphasis on assessing the compliance to the rules and regulations relating to the business activities of the Company to diminish the risk in the business and maintain the fame of the Company.
4. **Information and Communication:** The Company provided effective internal and external communication, accounting and financial information system as well as providing enough useful information for the board directors for consideration and making decision. Conference proceedings and documentaries also provide if any retrospective examining is required. Communication between committees, auditors, and internal auditors is also consented besides the conference. Moreover, the company provides the notification center for any compliments and complaints through the company's website.
5. **Monitoring activities:** The Company provided the measure to follow up internal control system continuously. The auditing result will be reported to the Audit Committee and its copy will be proposed to the management executives and inspectors for acknowledgement and taking the opinion of internal auditor to improve defects or weakness found from auditing as well as reporting the follow-up result for improvement of each department to Audit Committee.

From the auditing result of internal control of the Company in many aspects above, board of directors has opinion that the Company has follows the direction set by the SEC of Thailand and SET sufficiently and suitably. Moreover, board of directors has opinion that the Company has sufficient internal control system for any transaction relating to major shareholders, directors, management executives or related persons as mentioned above.

Audit Committee has an opinion that the internal control of the Asia Hotel Public Co., Ltd. is effective enough. This helps ensure that the assets of the Company are well protected from any corruption and damage. The accounting items are recorded suitably and the resources are utilized efficiently as well.

9.2 Related Parties and Transactions

Standard and procedure of entering into connected transaction

Standard of entering into connected transaction between the Company and its subsidiaries and connected parties who have conflict of interest or may have in the future are determined to be in accordance with related regulations and/or notifications of the Securities and Exchange Commission (the SEC) and/or the Stock Exchange of Thailand (the SET).

The Company's audit committee will provide opinions regarding the necessity of entering into the transactions and the properness of the prices by considering if the transactions contain common agreements and the prices can be compared to market prices. In case that the prices cannot be compared to market prices, both parties will consider together to determine a mutually agreeing price of the transaction.

In case that the audit committee does not have expertise to consider connected transactions occurred, the Company will provide an independent specialist or auditor to give opinions regarding the said connected transactions so that the Board of Directors and/or audit committee and/or shareholders can consider. Note that persons who have conflict of interest in each transaction will not be eligible to vote for the transaction.

In addition, the Company will disclose information of connected transactions and disposal or acquisition transactions for the Company or its subsidiaries to comply with the regulations of the SEC and/or the SET as well as the accounting standards issued by Institute of Certified Accountants and Auditors of Thailand

Policy or tendency of entering into connected transaction in the future

The Company and its subsidiaries may enter into connected transactions in the future. If the transactions are common business transactions which have common business conditions, agreeing persons who may have conflict of interest, especially with a company in Asia Hotel Group, such as space rental, or service between each other, the Company has determined a policy of entering into connected transaction to contain common business agreements and standard price which can be compared with market price. In case that the transaction price cannot be compared to market price, both parties will consider for mutually agreed price. This is in accordance with the concept that the Board of Directors has determined, and Securities and Exchange Act B.E. 2535, that the Company must strictly follow the agreeing contract.

Note that in case that the Company renews or makes changes about price and condition in the contract, it must report to the Company's audit committee to consider and provide opinions regarding the fairness of the price and the properness of the transaction every quarter.

The company will follow the procedure of entering into connected transaction indicated above before entering into connected transaction which has common conditions and agreements.

In year 2023, The company and its subsidiaries had 19 connected transactions as follows: -

ASIA	Asia Hotel Public Co., Ltd.	AA	Asia Airport Hotel Co., Ltd.
AP	Asia Pattaya Hotel Co., Ltd.	ZP	Zeer Property Public Co., Ltd.
ABK	A.B.K.Enterprised Co., Ltd.	DM	DonMuang Grand Plaza Co., Ltd.
ZA	Zeer Asset Co., Ltd.	SPA	Spa Hotel Co., Ltd.
NSI	Num Seng Insurance Public Co., Ltd.		

1. Name and Relationship	AA, a subsidiary (in the proportion of shares of 100%) and ASIA, the registered company
Nature of Transaction	Inter-transaction of loan and accrued interest payable
Value (Million Baht)	Baht 25.70 Million for the year 2021 Baht 8.77 Million for the year 2022 Baht -0- Million for the year 2023
Importance and Reasons	AA had granted loan to the ASIA for supporting the operation. The interest was calculated and the current interest rate is at 4.375%. In year 2023, AA received repayment of accrued interest payable in full from ASIA.

2. Name and Relationship	AP, a subsidiary (in the proportion of shares of 99.42%) and ASIA, the registered company
Nature of Transaction	Inter-transaction of loan and accrued interest payable
Value (Million Baht)	Baht 115.57 Million for the year 2021 Baht 103.95 Million for the year 2022 Baht 61.90 Million for the year 2023
Importance and Reasons	AP had granted loan to the ASIA for supporting the operation. The Interest was calculated and the current interest rate is at 4.375%.

3. Name and Relationship	ZP, a subsidiary (in the proportion of shares of 94.85%) and ASIA, the registered company
Nature of Transaction	Inter-transaction of loan and accrued interest payable
Value (Million Baht)	Baht 94.78 Million for the year 2021 Baht 131.15 Million for the year 2022 Baht 136.69 Million for the year 2023
Importance and Reasons	ZP had granted loan to the ASIA for supporting the operation. The interest was calculated and the current interest rate is at 6.092%.

4. Name and Relationship	ASIA, a registered company, AA, AP, ZP, a subsidiary company and Namseng Insurance Public Company Limited "NSI" has 1 members on the board of directors of ASIA, AA, AP and hold shares in the ASIA, NSI (Mrs.PornpunTanariyakul)
Nature of Transaction	Made property risk insurance with the All Risk Insurance and Public Liability Insurance. The value is calculated as premium. In year 2023, ZP especially made business interruption insurance increased, to support the potential diaster because the Shopping center has high risk of unexpected accident. The period of insurance was 1 year, NSI -- The insurer and ASIA, AA, AP, ZP -- The insured
Value (Million Baht)	ASIA = Baht 0.57 million for ASIA Amount Insured: Baht 1,553.0 million AA = Baht 0.41 million for AA, Amount Insured: Baht 1,150.0 million AP = Baht 0.19 million for AP, Amount Insured: Baht 550.0 million ZP = Baht 3.34 million for ZP, Amount Insured: Baht 5,380.0 million
Importance and Reasons	It was the insurance made for supporting normal business with the general trading conditions and the remuneration can be calculated from the assets and referred values.

5. Name and Relationship	AA, a subsidiary of ASIA held share in the proportion 100% and ZP subsidiary of ASIA (in the proportion of shares of 94.85%)
Nature of Transaction	AA rented 5 th floor area from ZP to use as function room.
Value (Million Baht)	Baht 9.58 Million for the year 2021 Baht 9.58 Million for the year 2022 Baht 9.58 Million for the year 2023
Importance and Reasons	AA rented area on 5 th floor with an area of 9,072 square meters from ZP to use as function room. Rental period is 3 years from 1 st April 2022 to 31 st March 2025 by using the same rate as the other clients in nearby area.

6. Name and Relationship	AA, a subsidiary of ASIA held share in the proportion 100% and ZP subsidiary of ASIA (in the proportion of shares of 94.85%)
Nature of Transaction	AA extending rental contract period of area 39,380 square meters with ZP
Value (Million Baht)	Baht 56.43 Million as the end year 2021 Baht 56.43 Million as the end year 2022 Baht 54.31 Million as the end year 2023
Importance and Reasons	AA has leased some areas of G floor, the 6 th floor and the 9 th floor and entire area of the 10 th -17 th floor, with a total area of 39,380 square meters from ZP. The contract period will be expired on Mar 31, 2023. On Dec 18, 2009, AA renewed the lease contract for extension of the contract period for another 16 years that is from April 1, 2023 to Mar 31, 2039.

7. Name and Relation	AA (A subsidiary of ASIA holding 100% of its shares) and ZP (A subsidiary of ASIA holding 94.85% of its shares)
Nature of Transaction	Income from rental area and service fee, ZP received from AA
Value (Million Baht)	Baht 1.50 Million for the year 2021 Baht 1.50 Million for the year 2022 Baht 1.52 Million for the year 2023

Importance and Reasons

AA rented the area on 8th floor for offices space from ZP with area 520.4 square meters with a 3-year contract from 1 July 2021 – 30 June 2024 with the same rate as the other clients in the nearby area.

8. Name and Relation

AA (A subsidiary of ASIA holding 100% of its shares) and ZP (A subsidiary of ASIA holding 94.85% of its shares)

Nature of Transaction

Income from area rental AA received from ZP

Value (Million Baht)

Baht 1.55 Million for the year 2021

Baht 1.55 Million for the year 2022

Baht **1.55** Million for the year 2023

Importance and Reasons

ZP rented 6th floor area from AA for maintenance office with 3 years contract from January 1, 2022 to December 31, 2024 with the same rental rates as other clients in the nearby area.

9. Name and Relation

AA (A subsidiary of ASIA holding 100% of its shares) and ZP (A subsidiary of ASIA holding 94.85% of its shares)

Nature of Transaction

Income from Maintenance Fee ZP received from AA

Value (Million Baht)

Baht 3.29 Million for the year 2021

Baht 3.41 Million for the year 2022

Baht **3.53** Million for the year 2023

Importance and Reasons

AA hired personnel from ZP for maintenance service of electrical tools and devices in the hotel area. AA pays for the service fee to ZP monthly. The maintenance service contract was 3 years from 1 January 2021 – 31 December 2023 with the monthly rate as follows:

1 January 2021 - 31 December 2021 = 274,500 baht per month, 1 January 2022 - 31

December 2022 = 284,100 baht per month, 1 January 2023 - 31 December 2023 =

294,000 baht per month. Subsequently, the lease was renewed for another 3 years,

starting from 1 January 2024 - 31 December 2024=304,000 baht per month, 1

January 2025 - 31 December 2025 = 314,000 baht per month, 1 January 2026 - 31

December 2026 = 325,000 baht/month.

10. Name and Relation

AA (A subsidiary of ASIA holding 100% of its shares) and ZP (A subsidiary of ASIA holding 94.85% of its shares)

Nature of Transaction

Rental transaction “Asia Cha-am Hotel” running hotel business (AA is a rentee and ZP is a renter)

Value (Million Baht)

Baht 16.85 Million for the year 2021

Baht 15.16 Million for the year 2022

Baht 6.74 Million for the year 2023

Importance and Reasons

ZP is the owner of property Asia Cha-am Hotel, Petchaburi Province. The bid for rental fee and managing hotel business has been made and AA has been selected to operate the hotel business by using the name “Asia Cha-am Hotel”. The rental contract is 3 years, starting from 1 November 2022 to 31 October 2025.

11. Name and Relationship

AA (A subsidiary of ASIA holding 100% of its shares) and ZP (A subsidiary of ASIA holding 94.85% of its shares)

Nature of Transaction

Income from rental area for parking, ZP received from AA

Value (Million Baht)

Baht 0.56 Million for the year 2021

Baht 0.56 Million for the year 2022

Baht 0.56 Million for the year 2023

Importance and Reasons

AA rented parking area from ZP for the convenience of hotel clients with 3 year contract from 1 March 2022- 28 February 2025 at the monthly rate of Baht 94,000.-, Baht 94,000.- and Baht 103,000.-respectively.

12. Name and Relationship

AA (A subsidiary of ASIA holding 100% of its shares) and ZP (A subsidiary of ASIA holding 94.85% of its shares)

Nature of Transaction

Income from management service for parking income, ZP received from AA

Value (Million Baht)

Baht 1.01 Million for the year 2021

Baht 1.04 Million for the year 2022

Baht 1.08 Million for the year 2023

Importance and Reasons

AA uses the parking management service from ZP with 3 years contract period from June 1st, 2020 to May 31st, 2023 at the rate of 82,350 baht/month for the 1st year, 85,230 baht/month for the 2nd year and 88,200 baht/month for the 3rd year. Currently, the contract was renewed for another term of 3 years from 1 June 2023 to 31 May 2026 at the rate of 91,300 baht/month stable.

13. Name and Relationship

ZP, a subsidiary of ASIA, held share in proportion 94.85%. And DM, a related company. Some members of board of directors held shares in ZP and DM. These directors are Mr.Surapong Techaruvichit and Mr. Tospol Vachiradecha

Nature of Transaction

ZP rented the land and building from DM

Value (Million Baht)

Baht 33.83 Million for the year 2021

Baht 16.79 Million for the year 2022

Baht 11.93 Million for the year 2023

Importance and Reasons

It was that ZP had made subleasing the land from DM, which was the location of the ZEER project. The leasing contract period is 30 years, from year 1993-2023. The resolution of EGM in 2nd quarter of 2007 approved extension of lease agreement for another 25 years. Total remaining period is 25 years according to TAS16

14. Name and Relationship

ZP, a subsidiary of ASIA, held share in proportion 94.85%. And DM, a related company. Some members of board of directors (Mr. Amorn Techaruvichit and Mr. Surapong Techaruvichit) held shares in ZP and DM.

Nature of Transaction

Debt guarantee transaction of ZP secured by DM

Value (Million Baht)

Baht 1,125 Million for the year 2021 to guarantee for credit line

Baht 1,125 Million for the year 2022 to guarantee for credit line

Baht 1,125 Million for the year 2023 to guarantee for credit line

Importance and Reasons

It is a condition of Financial Institution that ZP is given a credit with DM security because ZP sub-leased the land and construction from DM and without any payment used as a guarantee.

15. Name and Relation

AA (A subsidiary of ASIA holding 100% of its shares) and ZA (A subsidiary of ZP holding 99.90% of its shares)

Nature of Transaction

Income from rental area for Ratchapruerk Lanna Boutique Hotel, Ampor Hangdong Chiang Mai, ZA received from AA

Value (Million Baht)

Baht 2.41 Million for the year 2021

Baht 2.35 Million for the year 2022

Baht 2.35 Million for the year 2023

Importance and Reasons

AA rented Ratchapruerk Lanna Boutique, Ampor Hangdong Chiang Mai from ZA for operate room for rent, 35 guest rooms with 3 year contract from 1 May 2022 to 30 April 2025 at the rate of Baht 280,000 per month for the 1st -2nd year and the 3rd year, ZA and AA will jointly discuss the rental rate with a maximum increase of 10% from the original rate.

16. Name and Relation

AA (A subsidiary of ASIA holding 100% of its shares) and SPA (A subsidiary of ZP holding 100.0% of its shares)

Nature of Transaction

Income from rental area for Darley Hotel, Ampor Changmoi, Chiang Mai, SPA received income from AA

Value (Million Baht)

Baht 8.37 Million for the year 2021

Baht 8.40 Million for the year 2022

Baht 8.40 Million for the year 2023

Importance and Reasons

AA rented Ratchapruerk Lanna Boutique, Ampor Hangdong Chiang Mai from ZA for operate room for rent, 76 guest rooms with 3 year contract from October 1st, 2021 to September 30th, 2024 at the monthly rate Baht 1,000,000- for 3 years through the term of contract.

17. Name and Relation

ASIA, the registered company and ABK,(Major shareholder of ASIA and common directors)

Nature of Transaction

Inter-transaction of loan and accrued interest payable

Value (Million Baht)

Baht 10.41 Million for the year 2021

Baht 8.89 Million for the year 2022

Baht -0- Million for the year 2023

Importance and Reasons

ABK had granted loan to the ASIA for supporting the operation.

In the year 2023, ABK received loan payment and accrued interest payable already.

18. Name and Relationship AA, a subsidiary (in the proportion of shares of 100%) and ASIA, the registered company
Nature of Transaction Inter-transaction of loan
Value (Million Baht) Baht -0- Million for the year 2022
 Baht **3.30** Million for the year 2023
Importance and Reasons ASIA had granted loan to the AA for supporting the operation.
 The interest was calculated and the current interest rate is at 6.025%.

19. Name and Relationship AA, a subsidiary (in the proportion of shares of 100%) and Zeer, (A subsidiary of ASIA holding 94.85% of its shares)
Nature of Transaction Inter-transaction of loan
Value (Million Baht) Baht -0- Million for the year 2022
 Baht **44.55** Million for the year 2023
Importance and Reasons AA owes ZEER a check payment of 55.69 million baht. AA has requested ZEER to reduce the debt by 20%, resulting in the remaining outstanding debt of 44.55 million baht. Additionally, they have entered into a loan agreement with a repayment period of 3 years and 3 months (39 installments). The interest was calculated and the current interest rate is at 6.092%.

Part 3

Consolidated Financial Statements

ASIA Hotel Public Co., Ltd.

As of December 31, 2023

Statement of Directors Responsibilities

The Board of Directors of Asia Hotel Public Company Limited reviewed the company financial statements for the year ended 31 December 2023 in coordination with the management and the external auditor and concluded that the company's financial report has conformed in accordance with generally accepted accounting standards including use of appropriated accounting policies applied on a consistent basis. In addition, the report is supported by reasonable judgment and estimates.

The Board of Directors is also responsible for the presentation of accurate and appropriate financial position and performance by having correct and adequate financial information. In addition, it ensures the company has relevant policy to maintain the company's net asset value and internal control system to prevent any fraud of mismanagement and maximum benefit to the shareholders.



Mr. Suwat Dusitrojjanawongse
Chairman



Mr. Surapong Techaruvichit
Managing Director

**ANS Audit Co., Ltd.**

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Independent Auditor's Report**To the Shareholders and the Board of Directors of Asia Hotel Public Company Limited****Opinion**

I have audited the consolidated and separate financial statements of Asia Hotel Public Company Limited and its subsidiaries, and of Asia Hotel Public Company Limited, respectively, which comprise the consolidated and separate statements of financial position as at December 31, 2023, the consolidated and separate statements of comprehensive income, statements of changes in shareholders' equity and statements of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying consolidated and separate financial statements referred to above present fairly, in all material respects, the consolidated and separate financial position of the Asia Hotel Public Company Limited and its subsidiaries, and of Asia Hotel Public Company Limited, respectively, as at December 31, 2023, and their financial performance and cash flows for the year then ended, in accordance with Thai Financial Reporting Standards (TFRSs).

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing (TSAs). My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the 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 judgment, were of most significance in my audit of the consolidated and separate financial statements of the current year. These matters were addressed in the context of my audit of the consolidated and separate financial statements as a whole, and in forming my opinion thereon, and I do not provide a separate opinion on these matters.

Fair value measurement of land, buildings and buildings improvement***Risk***

As described in Notes to the financial statements No. 16, with respect to land and buildings and buildings improvement are stated at revalued amount. During the year 2023, the Management engaged for an independent appraiser to reappraise their fair value. The measurement of fair value is identified as a key audit matter because land, buildings and buildings improvement are the significant amounts in the consolidated statements of financial position. In addition, the assessment of fair value required the Management to exercise judgement in respect of the key assumptions and estimates. There are therefore risks with respect to the value of land, buildings and buildings improvement.

Auditor's response

My audit procedures included the following:

- 1) Evaluating the independence external appraiser's qualifications and expertise and being the approved appraiser under the Securities and Exchange Commission of Thailand.
- 2) Evaluating the scope and objectives of the engagement of the independent appraiser, including understanding and evaluating the appropriateness and review of valuation method applied in determination of fair value and key assumptions used.
- 3) Comparing the consistency of valuation model or method used and key assumptions with those used in the prior year.
- 4) Reviewing the completeness and correctness of data prepared by Management which were used in determination of fair value.
- 5) Assessing the adequacy of the Group's disclosure in accordance with Thai Financial Reporting Standards.

Impairment of property, plant and equipment and investments in subsidiaries

Risk

As at December 31, 2023, the Group has property, plant and equipment related to a hotel of a subsidiary, Asia Airport Hotel Co., Ltd., with a net book value of Baht 389.66 million. The hotel still incurs loss in the operation which is an indication of impairment of the property, plant and equipment, which might affect to the recoverable amount of the investments in subsidiary in the separate financial statements. The provision for impairment requires significant judgment by Management.

Auditor's response

My audit procedures included the following:

- 1) Obtaining an understanding of the Group's policy to determine the allowance for impairment of property, plant and equipment and investments in subsidiary in the separate financial statements.
- 2) Considering the appropriateness of the allowance for impairment of the property, plant and equipment of the Group and investments in subsidiary in the separate financial statements by verifying Management's cash flow projection. Verification of the cash flow projection includes the assessment of significant assumptions made by the Management, such as the occupancy rate, the room rate and the growth rate which is in comparison with the current and historical data and the discount rate which is comparison with industry information as well as testing the calculations.
- 3) Verifying the mathematical accuracy of the impairment calculation.
- 4) Analyzing historical information to support the precision in the Group's forecasting process.
- 5) Assessing the adequacy of the Group's disclosure in accordance with Thai Financial Reporting Standards.

Impairment of goodwill

Risk

As described in Notes to the financial statements No. 15, with respect to goodwill as at December 31, 2023, amounting to Baht 45.70 million. These items arise from the business acquisition of the subsidiary, ZEER OVERSEA LLC. invested in a hotel business and acquired land and buildings (Quality Inn Long Beach Signal Hill). Impairment of goodwill is a significant accounting estimate required a significant judgment and assumptions of the management, therefore, I consider this matter as a key audit mater.

Auditor's Response

My audit procedures included the following:

- 1) Evaluating the discounted cash flow method (DCF) provided by the Group and the Group's assumptions applied in the value-in-use method against relevant documents as well as externally derived data.
- 2) Analyzing historical information to support the precision in the Group's forecasting process.
- 3) Testing the principles and mathematical accuracy of the DCF.
- 4) Assessing the adequacy of the Group's disclosure in accordance with Thai Financial Reporting Standards.

Other Information

Management is responsible for the other information. The other information comprises the information include in Annual Report, but does not include the consolidated and separate financial statements and my auditor's report thereon. The Annual Report for the year 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 consolidated and separate financial statements or my knowledge obtained in the audit or otherwise appears to be materially misstated.

When I read the Annual Report, if I conclude that there is a material misstatement therein, I am required to communicate the matter to 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 TFRSs, 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 consolidated and separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with TSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with TSAs, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's 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 consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. I am responsible for the direction, supervision and performance of the group audit. I remain solely responsible for my audit opinion.

I communicate with 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 consolidated and separate 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.



Sathien Vongsnan

Certified Public Accountant

Registration Number 3495

ANS Audit Co., Ltd.

Bangkok, February 12, 2024

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2023

	Notes	Unit: Baht			
		Consolidated financial statements		Separate financial statements	
		December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
ASSETS					
Current assets					
Cash and cash equivalents	6	138,272,694	180,698,192	2,487,885	5,889,874
Trade and other current receivables - net	7, 8	122,044,386	137,679,648	11,484,793	9,730,783
Short-term loan and accrued interest income to related company	8	-	-	3,301,634	-
Inventories - net	9	43,538,667	40,000,663	18,571,952	16,603,961
Other current financial assets	10	748,619	801,850	-	-
Total current assets		304,604,366	359,180,353	35,846,264	32,224,618
Non-current assets					
Other non-current financial assets					
Investments in other company - net	11	-	-	-	-
Restricted deposit with financial institution	12	4,000,000	4,000,000	-	-
Investments in subsidiary companies	13	-	-	1,140,593,700	1,140,593,700
Investment properties - net	14	49,014,138	50,806,279	-	-
Property, plant and equipment - net	15	9,385,674,443	9,577,565,949	3,087,072,809	3,085,757,773
Right-of-use assets - net	17	385,549,904	403,426,067	10,142,538	12,228,338
Goodwill	15	45,696,798	46,149,583	-	-
Intangible assets - net	18	4,789,403	5,153,792	1,327,932	377,596
Deferred tax assets	19	3,269,045	2,987,064	-	-
Other non-current assets					
Deposit for purchase of assets		11,577,001	3,426,338	9,424,638	2,079,962
Prepaid withholding income tax		4,544,920	3,388,689	2,533,882	1,574,690
Others		13,575,336	467,657	-	-
Total non-current assets		9,907,690,988	10,097,371,418	4,251,095,499	4,242,612,059
Total assets		10,212,295,354	10,456,551,771	4,286,941,763	4,274,836,677

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

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2023

		Unit: Baht			
		Consolidated financial statements		Separate financial statements	
Notes		December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
LIABILITIES AND SHAREHOLDER'S EQUITY					
Current liabilities					
Bank overdrafts and short-term loans from financial institutions	20	65,313,937	159,948,464	57,652,157	51,224,007
Trade payables		27,135,507	24,925,732	9,853,769	11,381,068
Other current payables	21	91,616,983	91,181,568	29,998,752	25,462,349
Current portion of long-term loan from financial institutions	22	223,540,013	155,161,987	39,000,000	27,000,000
Current portion of lease liabilities	8, 23	3,391,847	4,101,165	697,015	1,806,959
Current portion of deferred income	26	-	509,411	-	-
Short-term loans and accrued interest expense					
- related companies	8	-	8,890,751	198,593,562	252,755,538
Assets payable		12,991,413	13,857,478	3,802,956	506,409
Accrued income tax		11,413,142	12,055,641	-	-
Total current liabilities		435,402,842	470,632,197	339,598,211	370,136,330
Non-current liabilities					
Long-term loan from financial institutions - net	22	1,928,937,941	2,064,887,731	587,967,109	600,467,109
Long-term loan from related party	8	8,690,450	-	-	-
Lease liabilities - net	8, 23	213,964,652	217,356,499	6,024,271	6,721,285
Deferred tax liabilities	19	1,352,550,336	1,379,751,113	535,949,580	537,902,738
Non-current provisions for employee benefit	24	89,087,149	85,702,162	31,245,011	32,534,347
Guarantee for rental	25	119,884,541	132,060,956	10,765,705	10,257,205
Deferred revenue from government grants	27	7,265,360	7,964,917	2,258,661	2,640,333
Derivative liabilities	37	2,603,542	2,827,366	-	-
Other non-current financial liabilities		4,066,943	3,330,964	869,800	462,800
Total non-current liabilities		3,727,050,914	3,893,881,708	1,175,080,137	1,190,985,817
Total liabilities		4,162,453,756	4,364,513,905	1,514,678,348	1,561,122,147

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

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2023

		Unit: Baht			
		Consolidated financial statements		Separate financial statements	
Notes		December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Shareholders' equity					
Share capital					
Authorized share capital					
	Common shares Baht 1 par value 500,000,000 shares	500,000,000	500,000,000	500,000,000	500,000,000
Issued and fully paid-up					
	Common shares Baht 1 par value 320,000,000 shares	320,000,000	320,000,000	320,000,000	320,000,000
Capital surplus					
Premium on share - sale of parent's common share held					
	by subsidiaries	112,743,250	112,743,250	-	-
	Surplus on change of proportion interest in subsidiary	34,749,359	34,749,359	-	-
Retained earnings					
Appropriated					
	Legal reserve	48,534,377	45,606,933	48,534,377	45,606,933
	Unappropriated	361,522,718	350,935,438	212,684,896	150,861,419
	Other components of shareholders' equity	5,018,118,945	5,068,458,451	2,191,044,142	2,197,246,178
	Total shareholders' equity of the parent company	5,895,668,649	5,932,493,431	2,772,263,415	2,713,714,530
	Non-controlling interests	154,172,949	159,544,435	-	-
	Total shareholders' equity	6,049,841,598	6,092,037,866	2,772,263,415	2,713,714,530
	Total liabilities and shareholders' equity	10,212,295,354	10,456,551,771	4,286,941,763	4,274,836,677

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

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2023

		Unit: Baht			
		Consolidated financial statements		Separate financial statements	
Notes		2023	2022	2023	2022
	8, 30, 33				
REVENUES					
		748,041,193	487,646,605	350,899,359	185,417,693
		440,440,498	436,652,069	-	-
		1,188,481,691	924,298,674	350,899,359	185,417,693
COST OF SALES AND SERVICES					
		(433,443,709)	(344,151,189)	(168,853,091)	(124,102,397)
	15	(15,339,069)	(18,265,029)	(7,752,545)	(7,752,545)
		(355,828,908)	(320,098,107)	-	-
	15	(71,915,487)	(65,458,590)	-	-
		(876,527,173)	(747,972,915)	(176,605,636)	(131,854,942)
GROSS PROFIT					
		311,954,518	176,325,759	174,293,723	53,562,751
	21, 32	72,435,451	45,180,565	45,448,678	30,386,049
		(67,757,082)	(43,246,766)	(28,166,252)	(13,326,110)
		(181,806,560)	(136,991,225)	(74,072,813)	(49,050,836)
	15, 16	(52,051,663)	-	-	-
	35	(13,537,450)	(6,386,468)	(6,969,900)	(2,907,315)
	34	(5,712,067)	(284,000)	(3,394,667)	(230,000)
		63,525,147	34,597,865	107,138,769	18,434,539
		(149,302,464)	(149,890,762)	(50,543,043)	(60,851,510)
		7,961,836	868,226	-	992,695
		(77,815,481)	(114,424,671)	56,595,726	(41,424,276)
	19	17,245,478	2,153,646	1,953,159	5,373,480
		(60,570,003)	(112,271,025)	58,548,885	(36,050,796)

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

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED DECEMBER 31, 2023

		Unit: Baht			
		Consolidated financial statements		Separate financial statements	
Notes		2023	2022	2023	2022
Other comprehensive income (expense)					
<i>Components of other comprehensive income that will be reclassified to profit or loss</i>					
	Gain (Loss) on cash flow hedge reserve	199,401	(2,827,366)	-	-
	Income tax relating to components of other comprehensive income that will be reclassified to profit or loss	776,897	-	-	-
	Exchange differences on translating financial statement	(3,431,553)	22,523,270	-	-
<i>Components of other comprehensive income that will not be reclassified to profit or loss</i>					
	Gains on revaluation of assets	16	22,997,388	94,557,514	-
	Gains on re-measurements of defined benefit plans	24	-	47,999,015	-
	Income tax relating to components of other comprehensive income that will not be reclassified to profit or loss		(2,168,398)	(28,511,306)	-
	Other comprehensive income for the year, net of tax		18,373,735	133,741,127	-
	Total comprehensive income (expense) for the year		(42,196,268)	21,470,102	58,548,885
					(11,577,396)
Profit (Loss) attributable to:					
	Equity holders of the parent		(54,264,836)	(111,452,486)	58,548,885
	Non-controlling interests	13	(6,305,167)	(818,539)	-
			(60,570,003)	(112,271,025)	58,548,885
	Total comprehensive income (expense) attributable to:				
	Equity holders of the parent		(36,824,782)	17,097,264	58,548,885
	Non-controlling interests	13	(5,371,486)	4,372,838	-
			(42,196,268)	21,470,102	58,548,885
BASIC EARNINGS (LOSS) PER SHARE					
	Basic earnings (loss) per share (Baht)		(0.17)	(0.35)	0.18
	Number of weighted average share (Shares)		320,000,000	320,000,000	320,000,000

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

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CHANGE IN SHAREHOLDERS EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2023

Unit: Baht

Consolidated financial statements													
Equity attributable to equity holders of the Company													
Notes	Retained earnings					Other components of shareholders' equity							
	Paid-up share capital	Premium on share - sale of parent's common share held by subsidiaries	Surplus on change of proportion interest in subsidiary	Legal reserve	Unappropriated	Other comprehensive income					Total shareholders' equity of the parent company	Non-controlling interest	Total shareholders' equity
						Currency translation	Cash flow hedge reserve	Gains on revaluation of assets (Note 16)	Gains on re-measurements of defined benefit plans	Total other components of shareholders' equity			
Balance as at January 1, 2022	320,000,000	112,743,250	34,749,359	45,606,933	360,415,639	30,863,738	-	5,011,017,248	-	5,041,880,986	5,915,396,167	155,171,597	6,070,567,764
Changes in equity for the year :													
Transferred to retained earnings	-	-	-	-	101,972,285	-	-	(63,848,887)	(38,123,398)	(101,972,285)	-	-	-
Exchange differences on translating financial statement	-	-	-	-	-	19,755,347	-	1,600,642	-	21,355,989	21,355,989	1,167,281	22,523,270
Comprehensive income (expense) for the year	-	-	-	-	(111,452,486)	-	(2,679,879)	71,750,242	38,123,398	107,193,761	(4,258,725)	3,205,557	(1,053,168)
Balance as at December 31, 2022	320,000,000	112,743,250	34,749,359	45,606,933	350,935,438	50,619,085	(2,679,879)	5,020,519,245	-	5,068,458,451	5,932,493,431	159,544,435	6,092,037,866
Changes in equity for the year :													
Legal reserve	28	-	-	2,927,444	(2,927,444)	-	-	-	-	-	-	-	-
Transferred to retained earnings	16	-	-	-	67,779,560	-	-	(67,779,560)	-	(67,779,560)	-	-	-
Exchange differences on translating financial statement	-	-	-	-	-	(3,393,601)	24,406	116,076	-	(3,253,119)	(3,253,119)	(178,434)	(3,431,553)
Comprehensive income (expense) for the year	-	-	-	-	(54,264,836)	-	925,370	19,767,803	-	20,693,173	(33,571,663)	(5,193,052)	(38,764,715)
Balance as at December 31, 2023	320,000,000	112,743,250	34,749,359	48,534,377	361,522,718	47,225,484	(1,730,103)	4,972,623,564	-	5,018,118,945	5,895,668,649	154,172,949	6,049,841,598

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

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES
STATEMENTS OF CHANGE IN SHAREHOLDERS EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2023

Unit: Baht								
Separate financial statements								
	Notes	Retained earnings			Other components of shareholders' equity			
		Paid-up share capital	Legal reserve	Unappropriated	Other comprehensive income		Total other components of shareholders' equity	Total shareholders' equity
					Gains on revaluation of assets (Note 16)	Gains on re-measurements of defined benefit plans		
Balance as at January 1, 2022		320,000,000	45,606,933	156,236,779	2,203,448,214	-	2,203,448,214	2,725,291,926
Changes in equity for the year :								
Transferred to retained earnings		-	-	30,675,436	(6,202,036)	(24,473,400)	(30,675,436)	-
Comprehensive income (expense) for the year		-	-	(36,050,796)	-	24,473,400	24,473,400	(11,577,396)
Balance as at December 31, 2022		320,000,000	45,606,933	150,861,419	2,197,246,178	-	2,197,246,178	2,713,714,530
Changes in equity for the year :								
Legal reserve	28	-	2,927,444	(2,927,444)	-	-	-	-
Transferred to retained earnings	16	-	-	6,202,036	(6,202,036)	-	(6,202,036)	-
Comprehensive income for the year		-	-	58,548,885	-	-	-	58,548,885
Balance as at December 31, 2023		320,000,000	48,534,377	212,684,896	2,191,044,142	-	2,191,044,142	2,772,263,415

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

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2023

Unit: Baht

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Cash flows from operating activities :				
Net profit (loss) for the year	(60,570,003)	(112,271,025)	58,548,885	(36,050,796)
Adjustment to reconcile net profit (loss) to cash provided by (used in) operating activities				
Income tax revenue	(17,245,478)	(2,153,646)	(1,953,159)	(5,373,480)
Non-current provisions for employee benefit	11,542,021	10,976,922	4,546,398	4,153,719
Depreciation	239,276,320	243,732,120	31,710,916	33,385,691
Amortized intangible assets	1,933,803	2,009,737	171,783	203,918
Depreciation right-of-use assets	17,441,538	17,441,538	1,651,175	1,652,175
Income from debt forgiveness	(6,198,974)	-	-	-
Reversal of provision for devaluation of inventory	(1,152)	-	(1,152)	-
Reversal of impairment loss determined in accordance with TFRS 9	(7,961,836)	(868,226)	-	(992,695)
Loss on fixed assets revaluation	52,051,663	-	-	-
(Gain) Loss on measurement fair value of derivatives contract	53,231	(37,849)	-	-
Loss on sale of fixed assets	941,136	163,245	1,086,198	3,312
Loss from written off fixed assets	195,167	300,654	42,372	-
Corporate income tax deducted at source written off	2,273,880	706,700	-	-
Income on leasehold rights	(509,411)	(5,987,020)	-	-
Revenue from government grants	(699,557)	(699,558)	(381,672)	(381,672)
Financial cost - interest expense	149,302,464	149,890,762	50,543,043	60,851,510
Profit from operations before changes in operating assets and liabilities	381,824,812	303,204,354	145,964,787	57,451,682
Operating assets (increase) decrease				
Trade and other current receivables	15,201,428	(7,821,297)	(1,805,214)	(3,166,780)
Inventories	(3,536,852)	(307,651)	(1,966,839)	2,349
Other non-current assets	(13,913,666)	(2,270,439)	-	(1,962,578)

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

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2023

Unit: Baht

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Operating liabilities increase (decrease)				
Trade payables	7,209,577	13,149,601	(1,527,299)	8,014,663
Other current payables	(4,567,413)	14,034,223	682,656	5,369,757
Guarantee for rental	(12,176,415)	(1,910,440)	508,500	(565,217)
Other non-current financial liabilities	735,979	(151,356)	407,000	(239,400)
Cash received from operating activities	370,777,450	317,926,995	142,263,591	64,904,476
Cash paid for non-current provisions for employee benefit	(3,659,774)	(10,397,044)	(2,636,667)	(7,375,270)
Corporate income tax refund	9,885,915	14,815,013	-	148,873
Corporate income tax paid	(17,106,717)	(14,523,232)	(959,192)	(788,232)
Net cash provided by operating activities	359,896,874	307,821,732	138,667,732	56,889,847
Cash flow from investing activities :				
Cash paid for short-term loan to related company	-	-	(3,300,000)	-
Cash received from accrued interest income from related company	-	-	49,570	-
Cash received from sale of fixed assets	881,821	1,143,189	694,905	97,214
Cash paid for deposit for purchase of assets	(18,535,606)	-	(18,535,606)	-
Cash paid for purchase of fixed assets and intangible assets	(60,365,837)	(27,808,452)	(16,166,067)	(8,507,379)
Assets payable decrease	(12,486,609)	(10,460,351)	(4,549,130)	(2,446,492)
Net cash used in investing activities	(90,506,231)	(37,125,614)	(41,806,328)	(10,856,657)

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

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES

STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 2023

Unit: Baht

	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Cash flow from financing activities :				
Bank overdrafts and short term loans from financial institution decrease (increase)	(44,634,527)	(10,090,301)	6,428,150	(34,276,977)
Cash paid for short-term loans and accrued interest expense - related party	(9,029,093)	(2,000,000)	(152,643,412)	(249,510,100)
Cash received for short-term loans and accrued interest expense - related parties	-	-	88,000,000	248,280,000
Cash paid for financial cost	(142,790,715)	(104,778,722)	(40,536,436)	(19,614,749)
Cash paid for long-term loans	(359,694,500)	(121,247,241)	(27,000,000)	(4,000,000)
Cash received from long-term loans	252,247,503	39,609,961	26,500,000	16,857,706
Cash received from long-term loans from related party	8,690,450	-	-	-
Cash paid for lease liabilities	(3,305,901)	(7,940,588)	(1,011,695)	(921,687)
Net cash used in financing activities	(298,516,783)	(206,446,891)	(100,263,393)	(43,185,807)
Cash and cash equivalents increase (decrease) - net	(29,126,140)	64,249,227	(3,401,989)	2,847,383
Difference from currency translation	(13,299,358)	3,604,688	-	-
Cash and cash equivalents at the beginning of year	180,698,192	112,844,277	5,889,874	3,042,491
Cash and cash equivalents at the ending of year	138,272,694	180,698,192	2,487,885	5,889,874
Supplemental cash flow information:				
Non-cash transactions				
Transfer of right-of-use assets to property, plant and equipment	434,625	-	434,625	-
Revise the short-term promissory notes from financial institutions to the long-term promissory notes from financial institutions	50,000,000	50,000,000	-	50,000,000

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

ASIA HOTEL PUBLIC COMPANY LIMITED AND SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2023

1. GENERAL INFORMATION

1.1. The Company and its seven subsidiaries,

- The Company and two of its subsidiaries, Asia Pattaya Hotel Co., Ltd. and Asia Airport Hotel Co., Ltd. are involved in the hotel business, with their principal activities consisting of room service and operating restaurants.

Hotels operated by Asia Airport Hotel Co., Ltd. include:

Asia Cha Am Hotel

Ratchapruek Lanna Boutique

Darley Hotel

- A Subsidiary, Zeer Property Plc., is involved in rental shopping complex business.
- A Subsidiary, ZEER OVERSEA LLC, is involved in rental of shopping complex business.
- A subsidiary, ZEER LONG BEACH LLC, is involved in the hotel business consisting of room service (Quality Inn Long Beach Signal Hill).
- A subsidiary, Zeer Asset Co., Ltd., is involved in the rental of hotel business.
- A Subsidiary, Spa Hotel Co., Ltd., is involved in rental of shopping complex business and the rental of hotel business.

1.2. The Company was incorporated on March 24, 1964, and has been listed on the Stock Exchange of Thailand since 1989. Its office is located at 296 Phayathai Road, Rajathevee, Bangkok.

1.3. A.B.K. Enterprise Co., Ltd., the Company's major shareholder, held about 46% of the Company's share capital.

2. BASIS OF PREPARATION OF THE FINANCIAL STATEMENTS

The accompanying financial statements are prepared in accordance with Thai Financial Reporting Standards ("TFRS") including related interpretations and guidelines promulgated by the Federation of Accounting Professions ("FAP") and applicable rules and regulations of the Securities and Exchange Commission.

The presentation of the financial statements compliance Notification of the Department of Business Development, dated December 26, 2019, issued under the Accounting Act B.E. 2543.

The accompanying financial statements have been prepared in the Thai language and expressed in Thai Baht. Such financial statements have been prepared for domestic reporting purposes. For the convenience of the readers not conversant with the Thai language, an English version of the financial statements has been provided, translated based on the Thai version.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

Preparation of the financial statements in conformity with Thai Financial Reporting Standards ("TFRS") requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors believed to be reasonable under the circumstances, the results of which form the basis of making the

judgments about carrying amounts of assets and liabilities that are not readily apparent from other sources. Subsequent actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, and in the period of the revision and future periods, if the revision affects both current and future periods.

Basis of preparation of consolidation financial statements

- a) The consolidated financial statements include the financial statements of Asia Hotel Public Company Limited and its subsidiaries (together referred to as “the Group”). Details of the Company’s subsidiaries are as follows:

Company’s name	Nature of business	Incorporation	Percentage	
			of shareholding	
			2023	2022
			Percent	Percent
Subsidiaries directly held by the Company				
Asia Pattaya Hotel Co., Ltd.	Hotel and restaurant	Thailand	99.42	99.42
Asia Airport Hotel Co., Ltd.	Hotel and restaurant	Thailand	100.00	100.00
Zeer Property Plc.	Rental shopping complex and utility services	Thailand	94.85	94.85
Subsidiaries held by Zeer Property Plc.				
Zeer Asset Co., Ltd.	Rental hotel	Thailand	99.90	99.90
ZEER OVERSEA LLC	Rental shopping complex	USA	99.93	99.93
Spa Hotel Co., Ltd.	Rental shopping complex and rental hotel	Thailand	100.00	100.00
Subsidiary held by ZEER OVERSER LLC				
ZEER LONG BEACH LLC	Hotel	USA	100.00	-

On February 28, 2023, the subsidiary, ZEER OVERSEA LLC has invested in a new subsidiary registered on November 2, 2022 in USA, ZEER LONG BEACH LLC, with a shareholding percentage of 100%.

- 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 as from 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) Assets and liabilities denominated in foreign currencies in the financial statements of the subsidiary in US Dollar are translated into Thai Baht at exchange rates at the end of reporting period. Revenue and expenses are translated into Thai Baht at exchange rates using weighted average rates during the year. The difference from currency translation is presented in “Currency Translation” 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 profit or loss and within equity in the consolidated statement of financial position.

The separate financial statements present investments in subsidiaries under the cost method.

3. 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 and interpretations which are effective for fiscal years beginning on or after January 1, 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 January 1, 2024

The Federation of Accounting Professions issued a number of revised financial reporting standards, which are effective for fiscal years beginning on or after January 1, 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, providing accounting guidance for users of the standards and amendments due to TFRS 17 Insurance Contracts.

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 Revenues and expenses recognition

4.1.1. Incomes from room service and other related services are recognized when services have been rendered.

4.1.2. Incomes from food and beverage sales are recognized when food and beverage sales have been serviced.

4.1.3. Building rental income and area rental income are recognized over the lease period according to the rate specified in the agreement except for income from Long-Term contract which is recognized by the straight line method over the lease period.

4.1.4. Service income is recognized when service has been rendered.

4.1.5. Deferred income on leasehold rights is recognized as income by the straight line method over the leasehold period.

4.1.6. Dividend income is recognized in full amount when the dividend is declared.

4.1.7. Other incomes and expenses are recognized on an accrual basis.

4.1.8. Government grants are recognized at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

Government grants relating to the purchase of assets are recognized in deferred revenue from government grants and are amortized to profit or loss on a straight-line method over the expected lives of the related assets.

4.2 Cash and cash equivalents

Cash and cash equivalents represent cash on hand and deposits with bank with maturities of less than three months without restriction of usage or obligation.

4.3 Trade and other current receivable

Trade receivables are amounts due from customers for goods sold or service performed in the ordinary course of business.

Trade receivables are recognized initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognized at present value.

The Group applies TFRS 9's simplified approach to measure expected credit losses. The simplified approach requires expected lifetime losses to be recognized from initial recognition of the receivables.

4.4 Financial assets and financial liabilities

Classification and measurement of financial assets and financial liabilities

Classification

The classification of financial assets depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

The Group classifies its debt instruments in the following categories:

- those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
- those to be measured at amortized cost.

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

The equity instruments held must be irrevocably classified to two measurement categories; i) at fair value through profit or loss (FVPL), or ii) at fair value through other comprehensive income (FVOCI) without recycling to profit or loss.

Measurement

At initial recognition, where a financial asset is not at FVPL, the Group measures the financial asset at its fair value plus or minus transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

There are three measurement categories into which the Group classifies its debt instruments:

- **Amortized cost:** A financial asset will be measured at amortized cost when the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows. In addition, 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. Interest income from these financial assets is included in financial income using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented in profit or loss.

- **FVOCI:** A financial asset will be measured at FVOCI when it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets. In addition, 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. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest income and related foreign exchange gains and losses which are recognized in profit or loss.

When the financial asset is derecognized, the cumulative gain or loss previously recognized in other comprehensive income is reclassified from equity to profit or loss and recognized on other gains/(losses).

Interest income from these financial assets is included in finance income using the effective interest rate method.

Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the statement of comprehensive income.

- **FVPL:** A asset that does not meet the criteria for amortized cost or FVOCI is measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognized in profit or loss and presented net within other gains/(losses) in the period in which it arises.

Equity instruments shall be subsequently measured at fair value and the fair value change is to be recognized through profit or loss or other comprehensive income depending on the classification of such equity instrument.

Dividends from such investments continue to be recognized in profit or loss when the Group's right to receive payments is established.

Derivatives

Derivatives are recognized at fair value and remeasured at fair value at each reporting date. The gain or loss on remeasurement to fair value is recognized immediately in profit or loss, except where the derivatives qualify for cash flow hedge accounting, in which case recognition of any resultant gain or loss depends on nature of the item being hedged.

Hedging

At inception of designated hedging relationships, the Group documents the risk management objective and strategy for undertaking the risk, the economic relationship between the hedged item and the hedging instrument, including consideration of the hedge effectiveness at the inception of the hedging relationship and throughout the remaining period to determine the existence of economic relationship between the hedged item and the hedging instrument.

The full fair value of a hedging derivative is classified as a current or non-current asset or liability following the maturity of related hedged item.

Cash flow hedges

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in the other comprehensive income and accumulated in the cash flow hedges reserve. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in profit or loss.

The Group applies hedge accounting on interest rate swap that were being used to hedge the liabilities. The effective portion of the changes in fair value of the interest rate swap is recognized in a cash flow hedges reserve within shareholder's equity.

Impairment

Expected credit losses associated with financial assets carried at amortized cost and FVOCI, and assets from loan commitments and financial guarantees, are assessed without the increases in credit risk. The Company applies the general approach to the measurement of expected credit losses. In the case of trade receivables, however, the Company applies the simplified approach to measure expected credit losses.

4.5 Inventory

The Group stated inventory at the lower of cost or net realizable value.

The Company determined cost by using weighted average method and the subsidiaries determined cost by using the first-in, first-out method.

Cost comprised of product price and other direct expenses for acquiring the product.

The Group provided allowance for impairment of inventories for quality-deteriorated, damaged, obsolete stock.

4.6 Investments in subsidiary companies

Investments in subsidiary companies are accounted for in the separate financial statements using the cost method net of allowance for impairment loss (if any).

Cost of investment is calculated by weighted average method.

4.7 Investment properties

Investment properties of the Group comprise of property, plant and equipment (Apartment project) that are leased to other parties for rental income.

Investment properties are initially recognized at cost, including expenses directly associated with the asset acquisition, less accumulated depreciation and allowance for impairment (If any).

The Group has selected the cost model for accounting for its investment properties. This model is in accordance with that described in the accounting policy for property, plant and equipment.

Depreciation is charged to profit or loss on a straight-line basis over the estimated useful lives of each property. The estimated useful lives are as follows:

Building and building improvement	33 years
Furniture and fixtures	5 years
Tool and office equipment	5 years

4.8 Property, plant and equipment

Land is stated at the new revaluation.

Building and building improvement and public utility system are stated at the new revaluation less accumulated depreciation and impairment losses (if any). Equipment is stated at cost less accumulated depreciation and impairment losses (if any).

The Group depreciate its building and equipment by the straight-line method over their estimated useful lives as follows:

Buildings and Building improvements	10 - 89	years
Public utility system	5 - 54	years
Machinery and equipment	5 - 20	years
Furniture and fixtures	5 - 20	years
Furniture and ornaments	5 - 10	years
Equipment for hotel and restaurants	5 - 20	years
Tools and office equipment	5 - 20	years
Vehicles	5 - 10	years

Costs of dismantlement, removal and restoration are charged as cost of assets and calculated depreciation for the year end.

Depreciation is calculated separately for each significant parts of cost of property, plant and equipment when each of component parts has material cost compared to total cost of those assets.

Residual value of property, plant and equipment has to be measured by the amount expected to obtain from disposal of assets as if the assets had aging and expected condition at the end of its useful lives. In addition, residual value and useful lives is required to review at least at the year-end.

The revaluation of land, building and building improvement will be recorded at fair value, valued by an independent expert and depreciate according to the remaining term. The Group will provide an independent expert to revalue such assets every 5 years. However, in case there is any factor which materially effects to the asset value, the Group will provide an independent expert to revalue such assets in the occurring year.

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 assets, the increase is credited directly to the other comprehensive income and the cumulative increase is recognized equity under the heading of "Revaluation surplus on assets". However, a revaluation increase is recognized as income to the extent that it reverses a revaluation decrease in respect of the same asset previously recognized as an expense.
- When an asset's carrying amount is decreased as a result of a revaluation of the Group assets, the decrease is recognized 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 assets.

The Group recognized repairs and maintenance as building improvement when their future economic benefits are in excess of one fiscal year.

4.9 Leases

Leases - where the Group is the lessee

At inception of a contract, the Group assesses whether the 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 recognizes right-of-use asset and lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, initial direct costs and estimated costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any incentive received.

The lease liability is initially measured at the present value by discounting lease payments that are not paid at the commencement date using the interest rate implicit in the lease, if the rate can be readily determined. If that rate cannot be readily determined, the Group uses the Group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability are as follows:

- fixed payments including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee;
- the exercise price, under a purchase option that the Group is reasonably certain to exercise, whereby the exercise price is considered as lease payments in an optional renewal period; and
- payments of penalties for early termination of a lease if the Group is reasonably certain to terminate early.

To apply a cost model, the Group measures the ROU asset at cost, less accumulated depreciation and accumulated impairment loss and then makes adjustments for any remeasurement of the lease liability. The ROU asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the ROU asset or the end of the lease term. However, if the lease transfers ownership of the underlying asset to the Group by the end of the lease term or if the cost of the ROU asset reflects that the Group will exercise a purchase option, the Group depreciates the ROU asset from the commencement date to the end of the useful life of the underlying asset. The useful life of the ROU asset is determined on the same basis as those of property, plant and equipment.

The straight-line basis over the shorter of their estimated useful lives and the lease term.

Land	15, 28	years
Buildings and Building improvements	28	years
Vehicles	5	years

The lease liability is re-measured when there is a change in future lease payments arising from the following:

- a change in an index or a rate used to determine those payments
- a change in the Group's estimate of the amount expected to be payable under a residual value guarantee
- the Group changes its assessment of whether it will exercise a purchase, extension or termination option

When the lease liability is re-measured to reflect changes to the lease payments, the Group recognizes the amount of the remeasurement of the lease liability as an adjustment to the ROU asset. However, if the carrying amount of the ROU asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognizes any remaining amount of the remeasurement in profit or loss.

Short-term leases and leases of low-value assets

The Group has elected not to recognize ROU assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Leases - where the Group is the lessor

The Group determines at lease inception whether each lease is a finance lease or an operating lease. To classify each lease, the Group makes an overall assessment of whether the lease substantially transfers all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease.

When assets are leased out under a finance lease, the present value of the lease payments is recognized as a receivable. The difference between the gross receivable and the present value of the receivable is recognized as unearned finance income. Lease income is recognized over the term of the lease using the net investment method, which reflects a constant periodic rate of return. Initial direct costs are included in the initial measurement of the finance lease receivable and will be gradually reduced against the income over the lease term.

Assets leased out under operating leases are included in property, plant and equipment in the statement of financial position. They are depreciated over their expected useful lives on a basis consistent with other similar property, plant and equipment owned by the Group. Rental income (net of any incentives given to lessees) is recognized on a straight-line basis over the lease term.

4.10 Goodwill

Goodwill represents the excess of the cost of investment over the fair value of net identifiable assets of the subsidiary at the date of acquisition. Goodwill on acquisition of net assets is presented as a separate line in the consolidated financial statements.

The goodwill recognized is tested annually for impairment and carried at cost less accumulated impairment losses. The impairment of goodwill is determined by calculating the realizable value based on the value-in-use calculation. Such calculation requires the use of estimates made by management. The allowance for impairment loss on goodwill is not reversed.

As for the cost of acquiring an investment that is lower than the fair value of net identifiable assets of the subsidiary, the difference is negative goodwill and will be recognized immediately in the statement of profit or loss.

4.11 Borrowing cost

Borrowing costs are recognized as expense in the period when incurred except the borrowing cost that are directly attributable to the acquisition, construction or production of asset as part of the cost of the asset. The capitalization of borrowing costs are ceased when substantially all the activities necessary to prepare the asset for its intended use or sale are complete. The Company shall suspend capitalization of borrowing cost during extended periods in which it suspends active development of asset.

4.12 Intangible assets

Computer software is considered as intangible assets and stated at cost less accumulated amortization and impairment (if any). Intangible assets are amortized by the straight-line method over 3 - 10 years.

Trademark of a subsidiary, ZEER LONG BEACH LLC represents the right to use trademark "Quality inn" which is considered as intangible assets and stated at cost less accumulated amortization and impairment (if any). Trademark is amortized by the straight-line method over 20 years according to the term of contract.

4.13 Impairment of assets

At the end of each reporting period, the Group performs impairment reviews in respect of the property, plant and equipment, other related right-of-use assets and other intangible assets whenever events or changes in circumstances indicate that an asset may be impaired. An impairment loss is recognized 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 recognized in profit or loss or decrease appraisal surplus if those assets have been revaluated and recorded as appraisal surplus include in shareholders' equity.

In the assessment of asset impairment if there is any indication that previously recognized impairment losses may no longer exist or may have decreased, the Group estimates the asset's recoverable amount. A previously recognized 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 recognized. 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 recognized for the asset in prior years. Such reversal is recognized in profit or loss or "appraisal surplus", whichever is practical.

4.14 Transactions in foreign currencies

The Group recorded its transactions in foreign currencies converting into Thai Baht by using the exchange rates ruling on the transaction dates. The outstanding balances of accounts in foreign currencies as at the statement of financial position date are converted into Thai Baht by using the exchange rates ruling on the same day.

Gain or loss on exchange is taken into income or expense as incurred.

The financial statements of the subsidiary which were prepared in foreign currency were converted into Thai Baht. The currency translation in the statements of comprehensive income was made by using weighted average rate during the year and the currency translation in the statements of financial position was made by using the exchange rates ruling on the date of statements of financial position. Difference from currency translation will be presented under other component of equity.

When the overseas company was taken over, the Group will record the difference from currency translation as income or expense from sale of such overseas company.

4.15 Provident Fund and Employee benefit obligation

4.15.1 Provident Fund

The Group has established provident fund under the defined contribution plan. The fund's assets are separated entities which are administered by the external fund manager. The Group and employee made contribution into such provident fund. The Group's contribution payments to the provident fund were recorded as expense in the statements of income in the incurred period.

4.15.2 Employee benefits

Short-term benefits

The Group recognizes salaries, wages, bonus and social security contribution as expenses on an accrual basis.

Post-employment benefits – defined benefit plan

The employee benefits liabilities in relation to the severance payment under the labor law are recognized as a charge to results of operations over the employee's service period. It is calculated by the estimation of the amount of future benefit to be earned by the employee in return for the service provided to the Group through the service period up to the retirement age and the amount is discounted to determine the present value. The reference discount rate is the yield rate of government bonds as at the reporting date. The calculation is based on the actuarial technique using the Projected Unit Credit Method.

When the actuarial assumptions are changed, the Group recognizes gains (losses) on re-measurements of defined benefit plan in the other comprehensive income and loss in the period in which they arise.

4.16 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 recognizes deferred tax liabilities for all taxable temporary differences while they recognize 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 utilized.

The Group recognizes corporate income tax as expense for the occurring period as described in the Revenue Code.

At each reporting date, the Group reviews and reduce 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 utilized.

The Group records deferred tax directly to shareholders' equity if the tax relates to items that are recorded directly to shareholders' equity.

4.17 Segment Information

Segment information is the management views for reporting the Group's operation information which referenced from the internal information that the most authorized operation officer has consistently reviewed.

Geographical segments provide services within a particular economic environment that is subject to risks and returns that are different from those of components operating in other economic environments.

4.18 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 apply 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 measure fair value using valuation technique that are appropriate in the circumstances and maximizes 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 determine 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.

4.19 Basic earnings (loss) per share

Basic earnings (loss) per share are determined by dividing the net profit (loss) for the year by the weighted average number of shares outstanding during the year.

5. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTION AND JUDGMENT

The preparation of the financial statements in conformity with Financial Reporting Standards requires management to make judgments and estimates. Judgments and estimations will affect the amounts in the financial statements and the information presented in the Notes to financial statements. Actual results may differ from these judgments and estimates. Significant judgments and estimates are as follows:

Allowance for expected credit losses of trade receivables

In determining an allowance for expected credit losses of trade receivables, the management needs to make judgement and estimates based upon, among other things, past collection history, aging profile of outstanding debts and the forecast economic condition for groupings of various customer segments with similar credit risks. The Group's historical credit loss experience and forecast economic conditions may also not be representative of whether a customer will actually default in the future.

Allowance for obsolete, slow-moving and defective inventories

The Group maintain an allowance for obsolete, slow-moving and defective inventories to reflect impairment of inventories. The allowance is based on consideration of inventory turnover and deterioration of each category.

Fair valuation of financial assets and derivatives

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

Impairment of assets

The Group consider asset as impaired when there is an indication that an asset may be impaired. If any such indication exists when there has been a significant decline in the fair value, the Group make an estimate of the asset recoverable amount. The determination of recoverable amount is requires judgment. An impairment loss is recognized as an expense in the statement of profit or loss.

Building, equipment, investment properties and intangible assets

Management determines the estimated useful lives and residual values for the Group's building, equipment, investment properties and intangible assets. Management will revise the depreciation charge where useful lives and residual values previously estimated have changed or subject to be written down for their technical obsolescence or no longer in use.

Goodwill/Intangible assets acquired from business acquisition

In recording the initial recognition and measurement of goodwill as at the acquired date and subsequent impairment testing, the 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.

Leases

Determining the lease term with extension and termination options - The Group as a lessee

In determining the lease term, the management is required to exercise judgment in assessing whether the Group is reasonably certain to exercise the option to extend or terminate the lease, considering all relevant factors and circumstances that create an economic incentive for the Group to exercise either the extension or termination option. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to extend or to terminate.

Estimating the incremental borrowing rate - The Group as a lessor

The Group cannot readily determine the interest rate implicit in the lease, therefore, the management is required to exercise judgement in estimating its incremental borrowing rate (IBR) to discount lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment.

Lease classification - The Group as a lessor

In determining whether a lease is to be classified as an operating lease of finance lease, the management is required to exercise judgement as to whether significant risk and rewards of ownership of the leased asset has been transferred, taking into consideration terms and conditions of the arrangement.

Retirement employee benefits

The Group has commitments on retirement benefits to employees under the Thai Labour Law. The amount of provision presented in the statement of financial position represents the present value of employee benefit obligations which is determined on an actuarial basis using various assumptions. The assumptions used in determining the net period cost for employee benefits includes the discount rate, the rate of salary inflation and employee turnover and others. Any changes in these assumptions will impact the net periodic cost recorded for employee benefits. On an annual basis, the Group determines those assumptions i.e. the appropriate discount rate, which should represent the interest rate that should be used to determine the present value of future cash flows currently expected to be required to settle the employee benefits. In determining the appropriate discount rate, the Group considers the current yields on long-term government bonds.

Provisions

Provisions are recognized 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.

6. CASH AND CASH EQUIVALENTS

Cash and cash equivalents as at December 31, 2023 and 2022 are as follows:

	Unit: Thousands Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Cash on hand	2,197	2,342	1,066	1,357
Non-clearing cheques	246	128	-	-
Cash at banks				
Current account	26,987	17,685	1,298	4,119
Saving account	108,833	160,534	124	414
Fixed deposit with maturity of less than 3 months	10	9	-	-
Total cash and cash equivalents	138,273	180,698	2,488	5,890

7. TRADE AND OTHER CURRENT RECEIVABLES – NET

Trade and other current receivables - net as at December 31, 2023 and 2022 are as follows:

	Unit: Thousands Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Trade receivable				
The Company and its three subsidiaries, involved in the hotel business :				
Current accounts	13,495	11,762	7,347	6,957
Overdue 1 - 30 days	4,487	4,195	1,630	1,110
Overdue 31 - 60 days	864	568	244	196
Overdue 61 - 90 days	275	632	116	61
Overdue 91 - 365 days	775	1,053	623	62
Overdue more than 1 year	3,369	4,928	957	1,254
	23,265	23,138	10,917	9,640
<u>Less Allowance for expected credit loss</u>	(2,986)	(4,394)	(664)	(664)
Total	20,279	18,744	10,253	8,976

Unit: Thousands Baht

	Consolidated financial statements		Separate financial statements	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Subsidiary company - Zeer Property Plc. involved in				
rental shopping complex business :				
Current accounts	11,642	10,048	-	-
Overdue 1 - 30 days	15,760	17,466	-	-
Overdue 31 - 60 days	9,083	10,993	-	-
Overdue 61 - 90 days	5,649	7,095	-	-
Overdue 91 - 365 days	6,901	5,651	-	-
Overdue more than 1 year	30,474	37,478	-	-
	<u>79,509</u>	<u>88,731</u>	<u>-</u>	<u>-</u>
<u>Less</u> Allowance for expected credit loss	<u>(25,166)</u>	<u>(31,745)</u>	<u>-</u>	<u>-</u>
	<u>54,343</u>	<u>56,986</u>	<u>-</u>	<u>-</u>
Total	74,622	75,730	10,253	8,976
Post dated cheques	1,795	13,283	-	-
Trade receivable - net	<u>76,417</u>	<u>89,013</u>	<u>10,253</u>	<u>8,976</u>
Other current receivable				
Other current receivable	8,071	8,003	-	-
Prepaid expenses	10,705	5,780	685	531
Withholding tax	20,500	30,064	-	-
Others	16,654	15,128	547	224
Total other current receivable	<u>55,930</u>	<u>58,975</u>	<u>1,232</u>	<u>755</u>
<u>Less</u> Allowance for expected credit loss	<u>(10,303)</u>	<u>(10,308)</u>	<u>-</u>	<u>-</u>
Total other current receivable - net	<u>45,627</u>	<u>48,667</u>	<u>1,232</u>	<u>755</u>
Total trade and				
other current receivable - net	<u>122,044</u>	<u>137,680</u>	<u>11,485</u>	<u>9,731</u>
Change in allowance for expected credit loss				
Beginning balance	46,447	47,216	664	1,657
Decrease during the year	<u>(7,992)</u>	<u>(769)</u>	<u>-</u>	<u>(993)</u>
Ending balance	<u>38,455</u>	<u>46,447</u>	<u>664</u>	<u>664</u>

8. RELATED PARTIES TRANSACTIONS

Related parties are those parties linked to the Group and the Company as shareholders or by common shareholders or directors. Transactions with related parties are conducted at prices based on market prices or, where no market price exists, at contractually agreed prices.

Relationships with related parties that control the Company or are being controlled by the Company or have transactions with the Group were as follows:

<u>Name of entities</u>	<u>Country of Incorporation</u>	<u>Relationship</u>	<u>Related by</u>
Asia Pattaya Hotel Co., Ltd.	Thailand	Subsidiary	Direct shareholder
Asia Airport Hotel Co., Ltd.	Thailand	Subsidiary	Direct shareholder
Zeer Property Plc.	Thailand	Subsidiary	Direct shareholder
Zeer Asset Co., Ltd.	Thailand	Subsidiary	Indirect shareholder
ZEER OVERSEA LLC	USA	Subsidiary	Indirect shareholder
Spa Hotel Co., Ltd.	Thailand	Subsidiary	Indirect shareholder
ZEER LONG BEACH LLC	USA	Subsidiary	Indirect shareholder
A.B.K. Enterprise Co., Ltd.	Thailand	Related company	Common major shareholder and director
Don Muang Grand Plaza Co., Ltd.	Thailand	Related company	Common shareholder and director
Nam Seng Insurance Plc.	Thailand	Related company	Common director

Balances with related parties as at December 31, 2023 and 2022 are summarized below:

	Unit: Thousands Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Trade receivables				
Subsidiaries				
Asia Pattaya Hotel Co., Ltd.	-	-	182	25
Asia Airport Hotel Co., Ltd.	-	-	37	-
Zeer Property Plc.	-	-	125	31
Prepaid insurance expense				
Related company				
Nam Seng Insurance Plc.	-	1,864	-	233

Short-term loan and accrued interest income to related company

Short-term loan and accrued interest income to related company in the consolidated and separate financial statements as at December 31, 2023 and 2022 are as follows:

		Unit: Thousands Baht					
		Consolidated financial statements		Separate financial statements		Policy to charge the Inter-company borrowing cost (%)	
		December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Short-term loan and accrued interest income to related company							
Subsidiary							
Asia Airport Hotel Co., Ltd.							
- Loan to		-	-	3,300	-	6.025	-
- Accrued interest income		-	-	2	-		
Total		-	-	3,302	-		

Movements of the short-term loan and accrued interest income to related company are as follows:

		Unit: Thousands Baht			
		Consolidated financial statements		Separate financial statements	
		December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Short-term loan to					
Subsidiary					
Asia Airport Hotel Co., Ltd.					
Beginning balance		-	-	-	-
Increase during the year		-	-	3,300	-
Received during the year		-	-	-	-
Ending balance		-	-	3,300	-
Accrued interest income					
Subsidiary					
Asia Airport Hotel Co., Ltd.					
Beginning balance		-	-	-	-
Increase during the year		-	-	51	-
Received during the year		-	-	(49)	-
Ending balance		-	-	2	-

Unit: Thousands Baht

Consolidated financial statements		Separate financial statements	
December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022

Lease liabilities

Related company

Don Muang Grand Plaza Co., Ltd.	206,125	208,160	-	-
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Short-term loans and accrued interest expenses from related companies

Short-term loans and accrued interest expenses from related companies in the consolidated and separate financial statements as at December 31, 2023 and 2022 are as follows:

Unit: Thousands Baht					
Consolidated financial statements		Separate financial statements		Policy to charge the Inter-company borrowing cost (%)	
December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022

Short-term loans and accrued interest

expenses from related parties

Subsidiaries

Asia Pattaya Hotel Co., Ltd.

- Loans	-	-	-	23,173	-	4.375
- Accrued interest expenses	-	-	61,900	80,777		
Total	-	-	61,900	103,950		

Asia Airport Hotel Co., Ltd.

- Loans	-	-	-	-	-	-
- Accrued interest expenses	-	-	-	8,770		
Total	-	-	-	8,770		

Zeer Property Plc.

- Loans	-	-	119,500	119,500	6.092	4.375
- Accrued interest expenses	-	-	17,194	11,645		
Total	-	-	136,694	131,145		

Unit: Thousands Baht

Consolidated financial statements		Separate financial statements		Policy to charge the Inter-company borrowing cost (%)	
December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022

Short-term loans and accrued interest

expenses from related parties

Related company

A.B.K. Enterprise Co., Ltd.

- Loans	-	8,000	-	8,000	-	4.667
- Accrued interest expenses	-	891	-	891		
Total	-	8,891	-	8,891		

Total short-term loans and accrued interest

expenses from related parties	-	8,891	198,594	252,756
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The Company has loans from 3 subsidiaries, Asia Pattaya Hotel Co., Ltd., and Asia Airport Hotel Co., Ltd. in form of promissory notes, which are due at call and without collateral and Zeer Property Plc. in form of promissory notes, and are due on January to March 2024 and without collateral.

The Company has loans from a related company, A.B.K. Enterprise Co., Ltd. in form of promissory notes, and are due on May 2023 and without collateral.

Long-term loan from related party

Movements of the long-term loan related party are as follows:

Unit : Thouasands Baht

	Consolidated financial statements		Separate financial statements	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
	Director			
Long-term loan				
Beginning balance	-	-	-	-
Increase during the year	8,690	-	-	-
Ending balance	8,690	-	-	-

The subsidiary, Zeer Property Plc., has loan from director, the repayment will be made within June 26, 2025, the interest rate of LIBOR (6 months) + 1.629% per annum.

Movements of the short-term loans and accrued interest expense - related parties consisted of:

	Unit: Thousands Baht			
	Consolidated financial statements		Separate financial statements	
	September 30, 2023	December 31, 2022	September 30, 2023	December 31, 2022
Short-term loans				
Subsidiaries				
Asia Pattaya Hotel Co., Ltd.				
Beginning balance	-	-	23,173	-
Increase during the period	-	-	-	73,780
Repayment during the period	-	-	(23,173)	(50,607)
Ending balance	-	-	-	23,173
Asia Airport Hotel Co., Ltd.				
Beginning balance	-	-	-	-
Increase during the period	-	-	-	11,000
Repayment during the period	-	-	-	(11,000)
Ending balance	-	-	-	-
Zeer Property Plc.				
Beginning balance	-	-	119,500	90,000
Increase during the period	-	-	88,000	163,500
Repayment during the period	-	-	(25,000)	(134,000)
Ending balance	-	-	182,500	119,500
Related company				
A.B.K. Enterprise Co., Ltd.				
Beginning balance	8,000	10,000	8,000	10,000
Repayment during the period	(8,000)	(2,000)	(8,000)	(2,000)
Ending balance	-	8,000	-	8,000

Unit: Thousands Baht

	Consolidated financial statements		Separate financial statements	
	December 31,	December 31,	December 31,	December 31,
	2023	2022	2023	2022
Accrued interest expenses				
Subsidiaries				
Asia Pattaya Hotel Co., Ltd.				
Beginning balance	-	-	80,777	115,570
Increase during the year	-	-	10	110
Repayment during the year	-	-	(18,887)	(34,903)
Ending balance	-	-	61,900	80,777
Asia Airport Hotel Co., Ltd.				
Beginning balance	-	-	8,770	25,698
Increase during the year	-	-	-	72
Repayment during the year	-	-	(8,770)	(17,000)
Ending balance	-	-	-	8,770
Zeer Property Plc.				
Beginning balance	-	-	11,645	4,784
Increase during the year	-	-	10,333	6,861
Repayment during the year	-	-	(4,784)	-
Ending balance	-	-	17,194	11,645
Related company				
A.B.K. Enterprise Co., Ltd.				
Beginning balance	891	412	891	412
Increase during the year	138	479	138	479
Repayment during the year	(1,029)	-	(1,029)	-
Ending balance	-	891	-	891

Sales and purchases of goods and services

Transactions between the Company and related parties for the years ended December 31, 2023 and 2022 are summarized below:

	Unit: Thousands Baht				Pricing Policy
	Consolidated financial statements		Separate financial statements		
	2023	2022	2023	2022	
Income from hotel business					
Rooms revenue					
Related company					
Nam Seng Insurance Plc.	660	845	660	845	At the agreed price
Food & Beverage income					
Related company					
Nam Seng Insurance Plc.	524	864	524	864	At the agreed price
Other income					
Interest income					
Subsidiary					
Asia Airport Hotel Co., Ltd.	-	-	51	-	6.025% per annum
Other income					
Subsidiaries					
Asia Pattaya Hotel Co., Ltd.	-	-	288	107	At the agreed price
Asia Airport Hotel Co., Ltd.	-	-	95	64	At the agreed price
Zeer Property Plc.	-	-	172	127	At the agreed price
Related company					
Nam Seng Insurance Plc.	-	18	-	18	At the agreed price
Insurance premiums expenses					
Related company					
Nam Seng Insurance Plc.	3,295	4,513	423	629	As specified in agreement

Unit: Thousands Baht

	Consolidated financial		Separate financial		Pricing Policy
	statements		statements		
	2023	2022	2023	2022	
Financial cost					
Interest expenses					
Subsidiaries					
Asia Pattaya Hotel Co., Ltd.	-	-	10	110	4.125 - 6.925% per annum
Asia Airport Hotel Co., Ltd.	-	-	-	72	4.125 - 7.25% per annum
Zeer Property Plc.	-	-	10,333	6,861	4.125 - 6.092% per annum
Related company					
A.B.K. Enterprise Co., Ltd.	138	479	138	479	4.417 - 5.983% per annum
Interest expense on lease liabilities					
Related company					
Don Muang Grand Plaza Co., Ltd.	9,900	10,014	-	-	The incremental borrowing rate

9. INVENTORIES - NET

Inventories - net as at December 31, 2023 and 2022 are as follows:

	Unit: Thousands Baht			
	Consolidated financial statements		Separate financial statements	
	December 31,	December 31,	December 31,	December 31,
	2023	2022	2023	2022
Restaurant				
- Food	2,181	2,430	1,008	1,232
- Beverage	841	1,007	514	636
- Supplies	4,135	4,056	175	101
Hotel				
- Supplies	9,030	8,250	1,896	1,705
- Operating equipment	15,370	13,033	2,997	1,705
- Reserve of operating equipment	12,115	11,359	12,115	11,359
Total	43,672	40,135	18,705	16,738
<u>Less</u> Allowance for impairment				
of inventories	(133)	(134)	(133)	(134)
Inventories - net	43,539	40,001	18,572	16,604

10. OTHER CURRENT FINANCIAL ASSETS

Other current financial assets as at December 31, 2023 and 2022 are as follows:

	Unit: Thousands Baht	
	Consolidated financial statements	
	December 31, 2023	December 31, 2022
Fixed deposit	749	749
Derivative asset	-	53
Total other current financial assets	749	802

11. INVESTMENTS IN OTHER COMPANY - NET

Types of Business	Unit: Thousands Baht							
	Paid-up shared capital		% of shareholding		Cost method		Dividend income	
	December 31,	December 31,	December 31,	December 31,	December 31,	December 31,	December 31,	December 31,
	2023	2022	2023	2022	2023	2022	2023	2022
Jet Cat Tour Co., Ltd.	80,000	80,000	19.00	19.00	15,200	15,200	-	-
<u>Less</u> Allowance for expected credit loss					(15,200)	(15,200)		
Total investment in other company - net					-	-		

12. RESTRICTED DEPOSITS WITH FINANCIAL INSTITUTION

Fixed deposit of a subsidiary, Zeer Property Plc. in amount of Baht 4 million was pledged to guarantee for overdraft as stated in Note 20.

13. INVESTMENTS IN SUBSIDIARY COMPANIES

Investments in subsidiary companies as at December 31, 2023 and 2022, and dividend income for the years ended December 31, 2023 and 2022 are as follows:

		Unit: Thousands Baht							
		Paid-up capital		% of shared holding		Cost method		Dividend income	
Type of business		December 31,	December 31,	December 31,	December 31,	December 31,	December 31,	December 31,	December 31,
		2023	2022	2023	2022	2023	2022	2023	2022
Asia Pattaya Hotel Co., Ltd.	Hotel	120,000	120,000	99.42	99.42	119,300	119,300	-	-
Asia Airport Hotel Co., Ltd.	Hotel	495,000	495,000	100.00	100.00	592,499	592,499	-	-
Zeer Property Plc.	Shopping Complex for rent	225,000	225,000	94.85	94.85	428,794	428,794	-	-
Total investments in subsidiary companies						1,140,593	1,140,593	-	-

The following subsidiaries have material Non-controlling interests.

		Unit: Thousands Baht					
		Ownership interests held by NCI (percentage)		Comprehensive income (expense) attributable to Non-controlling interest		Accumulated Non-controlling interest	
Name of subsidiary	Type of business	2023	2022	2023	2022	2023	2022
Asia Pattaya Hotel Co., Ltd.	Hotel	0.58		59	(38)	7,455	7,396
Zeer Property Plc.	Shopping Complex for rent and utility services	5.15		(5,430)	4,411	146,718	152,148
Total				(5,371)	4,373	154,173	159,544

The following is summarized financial information of subsidiaries before inter-company elimination.

	Unit: Thousands Baht					
	Asia Pattaya Hotel Co., Ltd.		Zeer Property Plc.		Total	
	2023	2022	2023	2022	2023	2022
Current assets	75,689	111,771	427,180	543,096	502,869	654,867
Non-current assets	1,562,392	1,555,735	4,823,125	5,052,251	6,385,517	6,607,986
Current liabilities	(18,397)	(51,354)	(242,652)	(263,032)	(261,049)	(314,386)
Non-current liabilities	(334,368)	(340,958)	(2,158,757)	(2,377,985)	(2,493,125)	(2,718,943)
Net assets	1,285,316	1,275,194	2,848,896	2,954,330	4,134,212	4,229,524
Net assets attributable to						
Non-controlling interests	7,455	7,396	146,718	152,148	154,173	159,544
Revenues	99,950	52,807	597,011	598,984	696,961	651,791
Net Profit (loss) for the year Attributable to						
Non-controlling interests	59	(65)	(6,364)	(754)	(6,305)	(819)
Total other comprehensive income						
attributable to non-controlling interests	-	27	934	5,165	934	5,192
Total comprehensive income (expense) for the year						
attributable to non-controlling interests	59	(38)	(5,430)	4,411	(5,371)	4,373
Net cash provided by (used in)						
Operating activities	10,929	26,553	262,710	241,309	273,639	267,862
Investing activities	34,615	(30,644)	(85,815)	(34,802)	(51,200)	(65,446)
Financing activities	(41,601)	3,814	(208,536)	(141,899)	(250,137)	(138,085)
Cash and cash equivalents						
Increase(decrease) - net	3,943	(277)	(31,641)	64,608	(27,698)	64,331

14. INVESTMENT PROPERTIES - NET

Investment properties - net as at December 31, 2023 and 2022 are as follows:

	Unit: Thousands Baht			
	Consolidated financial statements			
	Building and building improvement and public utility system	Furniture and fixtures	Tool and office equipment	Total
Cost				
As at January 1, 2023	65,575	8,902	1,015	75,492
Purchase	-	78	27	105
Written off	-	(32)	(31)	(63)
As at December 31, 2023	65,575	8,948	1,011	75,534
Less Accumulated depreciation				
As at January 1, 2023	(15,112)	(8,624)	(950)	(24,686)
Depreciation for the year	(1,868)	(8)	(21)	(1,897)
Written off	-	32	31	63
As at December 31, 2023	(16,980)	(8,600)	(940)	(26,520)
Net book value				
As at December 31, 2022	50,463	278	65	50,806
As at December 31, 2023	48,595	348	71	49,014

The subsidiary uses land with its construction as collateral for loan from banks as stated in Notes 20 and 22.

The fair values of the investment properties (Apartment Project for rent) as at December 31, 2023 and 2022 were appraised by independent appraiser according to the appraisal report date February 15, 2023. The fair values have been determined based on income approach. The main assumptions used in the valuation are yield rate, inflation rate, long-term vacancy rate and long-term growth in rental rates.

	Unit: Thousands Baht	
	Consolidated financial statements	
	Fair value	
	December 31, 2023	December 31, 2022
Apartment Project	54,000	54,000

15. PROPERTY, PLANT AND EQUIPMENT – NET

For the year ended December 31, 2023, the Group have following movements in the property, plant and equipment – net:

	Consolidated financial statements															Unit: Thousands Baht
	Land			Building and building improvement and public utility system			Outside	Leasehold	Machinery	Furniture	Furniture	Equipment for	Tool and	Work	Total	
	Historical	Revaluation	Land	Historical	Revaluation	Loss from fixed	project	improvement	and	and	Furniture	hotel and	office	under		
	cost	surplus	improvement	cost	surplus	assets revaluation	improvement	improvement	equipment	fixtures	ornaments	restaurants	equipment	Vehicles		construction
Cost																
As at January 1, 2023	731,604	4,136,305	1,545	4,751,539	3,685,470	(56,354)	162,652	3,657	278,602	1,438,891	103,453	172,417	81,712	81,756	8,999	15,582,248
Revaluation (Devaluation)	-	17,783	-	-	8,844	(65,722)	-	-	-	-	-	-	-	-	-	(39,095)
Reversal of deficit on revaluation of assets (Note 16)	-	-	-	-	-	16,647	-	-	-	-	-	-	-	-	-	16,647
Purchase	-	-	-	4,066	-	-	1,124	-	4,317	4,422	489	6,525	4,783	2,041	53,726	81,493
Disposals	-	-	-	-	-	-	-	-	(5,208)	(22,120)	(3,171)	(14,251)	(10,908)	(4,444)	-	(60,102)
Written off	-	-	-	-	-	-	-	-	(8)	(81)	(187)	(1,078)	(1,138)	-	-	(2,492)
Transfer in (Transfer out)	-	-	-	15,227	-	-	246	-	1,965	10,198	-	88	129	-	(27,853)	-
Transfer from right-of-use assets	-	-	-	-	-	-	-	-	-	-	-	-	-	2,045	-	2,045
Financial statement translation	(3,271)	(702)	-	(2,862)	7	(125)	-	-	-	(263)	-	-	(1)	(14)	-	(7,231)
As at December 31, 2023	728,333	4,153,386	1,545	4,767,970	3,694,321	(105,554)	164,022	3,657	279,668	1,431,047	100,584	163,701	74,577	81,384	34,872	15,573,513
Less Accumulated depreciation																
As at January 1, 2023	-	-	1,544	2,514,314	1,416,868	-	105,821	3,613	249,544	1,297,539	100,186	163,373	74,464	77,416	-	6,004,682
Revaluation (Devaluation)	-	-	-	-	2,769	-	-	-	-	-	-	-	-	-	-	2,769
Reversal of deficit on revaluation of assets (Note 16)	-	-	-	2,977	-	-	-	-	-	-	-	-	-	-	-	2,977
Depreciation for the year																
Cost	-	-	-	88,368	-	-	13,083	42	5,875	33,610	1,138	3,443	3,398	1,167	-	150,124
Revaluated	-	-	-	-	87,255	-	-	-	-	-	-	-	-	-	-	87,255
Disposals	-	-	-	-	-	-	-	-	(5,185)	(20,778)	(3,171)	(13,833)	(10,869)	(4,444)	-	(58,280)
Written off	-	-	-	-	-	-	-	-	(8)	(81)	(184)	(1,038)	(1,130)	-	-	(2,441)
Transfer from right-of-use assets	-	-	-	-	-	-	-	-	-	-	-	-	-	1,611	-	1,611
Financial statement translation	-	-	-	(637)	-	-	-	-	-	(212)	-	-	(1)	(8)	-	(858)
As at December 31, 2023	-	-	1,544	2,605,022	1,506,892	-	118,904	3,655	250,226	1,310,078	97,969	151,945	65,862	75,742	-	6,187,839
Net book value																
As at December 31, 2023	728,333	4,153,386	1	2,162,948	2,187,429	(105,554)	45,118	2	29,442	120,969	2,615	11,756	8,715	5,642	34,872	9,385,674
As at December 31, 2022	731,604	4,136,305	1	2,237,225	2,268,602	(56,354)	56,831	44	29,058	141,352	3,267	9,044	7,248	4,340	8,999	9,577,566

Separated financial statements

Unit: Thousands Baht

	Land		Building and building improvement		Public utility system	Machinery and equipment	Furniture and fixtures	Furniture and ornaments	Equipment for hotel and restaurants	Tool and office equipment	Vehicles	Work under construction	Total
	Historical cost	Revaluation surplus	Historical cost	Revaluation surplus									
Cost													
As at January 1, 2023	159,120	2,482,971	501,299	388,784	112,180	149,132	484,819	85,425	89,799	20,141	6,032	969	4,480,671
Purchase	-	-	-	-	246	816	110	194	3,930	1,127	-	27,992	34,415
Disposals	-	-	-	-	-	(5,208)	(22,120)	(3,171)	(14,122)	(9,520)	-	-	(54,141)
Written off	-	-	-	-	-	(8)	(71)	(187)	(1,078)	-	-	-	(1,344)
Transfer in (Transfer out)	-	-	-	-	494	1,965	3,081	-	-	-	-	(5,540)	-
Transfer from right-of-use assets	-	-	-	-	-	-	-	-	-	-	2,045	-	2,045
As at December 31, 2023	159,120	2,482,971	501,299	388,784	112,920	146,697	465,819	82,261	78,529	11,748	8,077	23,421	4,461,646
Less Accumulated depreciation													
As at January 1, 2023	-	-	417,808	125,198	84,181	125,840	446,512	85,322	85,805	18,844	5,403	-	1,394,913
Depreciation for the year													
Cost	-	-	4,651	-	7,220	3,864	5,994	47	1,262	900	20	-	23,958
Revaluated	-	-	-	7,753	-	-	-	-	-	-	-	-	7,753
Disposals	-	-	-	-	-	(5,185)	(20,778)	(3,171)	(13,709)	(9,518)	-	-	(52,361)
Written off	-	-	-	-	-	(8)	(71)	(184)	(1,038)	-	-	-	(1,301)
Transfer from right-of-use assets	-	-	-	-	-	-	-	-	-	-	1,611	-	1,611
As at December 31, 2023	-	-	422,459	132,951	91,401	124,511	431,657	82,014	72,320	10,226	7,034	-	1,374,573
Net book value													
As at December 31, 2023	159,120	2,482,971	78,840	255,833	21,519	22,186	34,162	247	6,209	1,522	1,043	23,421	3,087,073
As at December 31, 2022	159,120	2,482,971	83,491	263,586	27,999	23,292	38,307	103	3,994	1,297	629	969	3,085,758

Depreciation in the statements of profit or loss for the years ended December 31, 2023 and 2022 are as follow:

	Unit: Thousands Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Depreciation - Historical Cost	150,124	158,112	23,958	25,633
Depreciation - Revaluation surplus	87,255	83,724	7,753	7,753

Building and equipment as at December 31, 2023 and 2022 in amount of Baht 1,956.46 million and Baht 1,871.04 million, respectively in consolidated financial statements and Baht 700.11 million and Baht 709.70 million, respectively in separate financial statements, have been fully depreciated but still in use.

The Group uses land with its construction as collateral for loan from a bank as stated in Notes 20 and 22

As at December 31, 2023 and 2022, the subsidiary, ZEER OVERSEA LLC., has goodwill from the invested in a hotel business (Quality Inn Long Beach Signal Hill) in amount of Baht 45.70 million and Baht 46.15 million, respectively, the management has considered and believed that no impairment was required for goodwill.

On February 28, 2023, a subsidiary, ZEER OVERSEA LLC, transferred the assets of hotel business (Quality Inn) to its subsidiary, ZEER LONG BEACH LLC, to mortgaged as collateral for its loan from an overseas financial institution in the amount of USD 6,500,000. (Note 22)

16. REAPPRAISAL

The Group recorded excess over cost of the appraised value in “revaluation surplus of assets” under “shareholders’ equity” in the statements of financial position.

The revaluation resulted in a surplus of the assets are as follows:

	Unit: Thousands Baht				
	Consolidated financial statements				
	Balance as at January 1, 2023	Increased (decreased) (amortization) during the year	Deferred tax liability decreased (increased)	Difference from foreign exchange rates	Balance as at December 31, 2023
Land	3,303,652	17,783	(612)	(492)	3,320,331
Building and building improvement and public utility system	2,796,217	7,876	(2,639)	5	2,801,459
Total excess of revaluation surplus	6,099,869	25,659	(3,251)	(487)	6,121,790
<u>Less</u> Accumulated revaluation surplus					
Revaluation	-	(2,769)	826	-	(1,943)
write-off	(981,966)	(87,549)	17,462	-	(1,052,053)
Total revaluation surplus	5,117,903	(64,659)	15,037	(487)	5,067,794
<u>Less</u> Non-controlling interest - net	(97,383)	2,926	(713)	-	(95,170)
Total revaluation surplus - net	5,020,520	(61,733)	14,324	(487)	4,972,624

In the 2nd quarter of 2023, the subsidiary-ZEER OVERSEA LLC engaged independent appraiser to reappraise land, Building and building improvement and public utility system are as follows:-

- Land, according to the appraisal report dated March 20, 2023, having the appraised value, based on the market approach method, totaling Baht 186.89 million (USD 5.28 million). The subsidiary recognized a reversal of the revaluation surplus of Baht 29.92 million in other comprehensive income for the year ended December 31, 2023.
- Building and building improvement and public utility system, according to the appraisal report dated March 20, 2023, having the appraised value, based on the depreciated replacement cost approach method, totaling Baht 58.28 million (USD 1.65 million), The subsidiary recognized reversal of loss on fixed assets revaluation from previously recognized impairment loss of Baht 13.67 million in profit or loss and recognized surplus from fixed assets revaluation of Baht 6.07 million in other comprehensive income for the year ended December 31, 2023.

In the 4th quarter of 2023, the subsidiary-Spa Hotel Co., Ltd. engaged independent appraiser to reappraise land, Building and building improvement and public utility system are as follows:-

- Land, according to the appraisal report dated December 29, 2023, having the appraised value, based on the income approach method, totaling Baht 174.87 million. The Group recognized surplus from fixed assets revaluation of Baht 47.70 million in other comprehensive income.
- Building and building improvement and public utility system, according to the appraisal report dated December 29, 2023, having the appraised value, based on the income approach method, totaling Baht 148.31 million. The Group recognized loss on fixed assets revaluation of Baht 65.72 million in profit or loss.

In the 4th quarter of 2023, the subsidiary-Zeer Asset Co., Ltd., engaged independent appraiser to reappraise land, Building and building improvement and public utility, report dated December 18, 2023. However, in the year 2023, no revaluation or devaluation has been recognized in its financial statements.

	Unit: Thousands Baht			
	Seperated financial statement			
	Balance as at January 1, 2023	Amortization during the year	Deferred tax liability decreased	Balance as at December 31, 2023
Land	1,986,378	-	-	1,986,378
Building and building improvement and public utility system	311,026	-	-	311,026
Total excess of revaluation surplus	2,297,404	-	-	2,297,404
<u>Less</u> Accumulated revaluation surplus- write-off	(100,158)	(7,753)	1,551	(106,360)
Total revaluation surplus - net	2,197,246	(7,753)	1,551	2,191,044

17. RIGHT-OF-USE ASSETS – NET

Right-of-use assets - net as at December 31, 2023 and 2022 are as follows:

	Unit: Thousands Baht	
	Consolidated financial statements	Separate financial statements
Assets - Cost		
As at January 1, 2023	455,745	17,176
Increased (decreased)	-	-
Transfer to property, plant and equipment	(2,045)	(2,045)
As at December 31, 2023	453,700	15,131
Less Accumulated depreciation		
As at January 1, 2023	(52,319)	(4,948)
Depreciation for the year	(17,442)	(1,651)
Transfer to property, plant and equipment	1,611	1,611
As at December 31, 2023	(68,150)	(4,988)
Net book value		
As at December 31, 2023	385,550	10,143
As at January 1, 2023	403,426	12,228

The recognized right-of-use assets – net relate to the following types of assets:

	Unit: Thousands Baht			
	Consolidated financial statements		Seperated financial statement	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Land	375,407	391,198	-	-
Building and building improvement	10,143	11,385	10,143	11,385
Vehicles	-	843	-	843
Total right-of-use assets	385,550	403,426	10,143	12,228

18. INTANGIBLE ASSETS - NET

Intangible assets - net as at December 31, 2023 are as follows:

Unit: Thousands Baht					
Consolidated financial statement					
Movement during the year					
Balance as at January 1, 2023	Increased	Written off	Financial statement translation	Balance as at December 31, 2023	
Cost					
Computer Software	23,201	1,597	(2,923)	-	21,875
Trademark	1,469	133	-	(19)	1,583
Total cost	24,670	1,730	(2,923)	(19)	23,458
Accumulated amortization					
Computer Software	(19,209)	(1,853)	2,777	-	(18,285)
Trademark	(307)	(81)	-	4	(384)
Total accumulated amortization	(19,516)	(1,934)	2,777	4	(18,669)
Intangible assets - net	5,154				4,789

Unit: Thousands Baht				
Seperated financial statement				
Balance as at January 1, 2023	Movement during the yaer		Balance as at December 31, 2023	
	Increased	Written off		
Cost				
Computer Software	5,591	1,130	(2,434)	4,287
Accumulated amortization				
Computer Software	(5,213)	(172)	2,426	(2,959)
Intangible assets - net	378			1,328

Amortization for the years ended December 31, 2023 and 2022 in the consolidated statement of profit or loss are Baht 1.93 million and Baht 2.01 million, respectively and in the separate statements of profit or loss are Baht 0.17 million and Bath 0.20 million, respectively.

On October 31, 2018, the subsidiary, ZEER OVERSEA LLC entered into a “Franchise Agreement” with an overseas company for using the trademark “Quality Inn”. The term of contract is 20 years from the date of starting the hotel operation and the franchise fee is as specified in the contract. On February 28, 2023, ZEER OVERSEA LLC entered into an "Assignment and assumption of franchise agreement" to transfer the trademark license to its subsidiary, ZEER LONG BEACH LLC.

19. DEFERRED TAX

Deferred tax as at December 31, 2023 and 2022 are as follows:

	Unit: Thousands Baht					
	Consolidated financial statements					
	Assets		Liabilities		Net	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Property, plant and equipment - revaluated	-	-	1,272,411	1,287,656	1,272,411	1,287,656
Non-current provisions for employee benefit	(19,049)	(17,872)	-	-	(19,049)	(17,872)
Deferred revenue - leasehold rights on leased area	-	(185)	-	-	-	(185)
Depreciation	-	-	88,455	88,273	88,455	88,273
Loss form fixed assets revaluation	(21,111)	(12,166)	-	-	(21,111)	(12,166)
Leases	-	-	20,852	22,825	20,852	22,825
Interest expense from financial institutions	(7,482)	(7,360)	-	-	(7,482)	(7,360)
Others	(1,401)	(870)	16,606	16,463	15,205	15,593
Total	(49,043)	(38,453)	1,398,324	1,415,217	1,349,281	1,376,764
Income tax offsetting	45,774	35,466	(45,774)	(35,466)	-	-
Deferred tax (assets) and liabilities - net	(3,269)	(2,987)	1,352,550	1,379,751	1,349,281	1,376,764

	Unit: Thousands Baht					
	Separate financial statements					
	Assets		Liabilities		Net	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Inventories	(27)	(27)	-	-	(27)	(27)
Property, plant and equipment - revaluated	-	-	547,761	549,311	547,761	549,311
Non-current provisions for employee benefit	(7,016)	(6,634)	-	-	(7,016)	(6,634)
Leases	(140)	(119)	-	-	(140)	(119)
Interest expense from financial institutions	(4,496)	(4,496)	-	-	(4,496)	(4,496)
Other	(132)	(132)	-	-	(132)	(132)
Total	(11,811)	(11,408)	547,761	549,311	535,950	537,903
Income tax offsetting	11,811	11,408	(11,811)	(11,408)	-	-
Deferred tax liabilities - net	-	-	535,950	537,903	535,950	537,903

Income tax expense for the years ended December 31, 2023 and 2022 are as follows:

	Unit: Thousands Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Corporate income tax expense	(11,649)	(3,013)	-	-
Deferred taxes income	28,894	5,167	1,953	5,373
Income tax revenue	17,245	2,154	1,953	5,373

Reconcile between income tax expenses and the accounting profit multiplied by the applicable tax rates are as follows:

	Unit: Thousands Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Profit (Loss) before income tax	(77,815)	(114,425)	56,596	(41,424)
Income tax rate	20%	20%	20%	20%
Current (income) expenses tax revenue as tax rate	(15,563)	(22,885)	11,319	(8,285)
Non-deductible expenses by the Revenue Code	6,843	600	188	192
Allowance by the Revenue Code	(15,198)	(264)	(13,460)	(257)
Non-taxable income	(25)	(2,682)	-	-
Income tax from loss related parties	(172)	2,296	-	-
Net loss in current year,				
not recognized as deferred tax	6,464	19,442	-	2,977
Difference from income tax rate	406	1,339	-	-
Income tax revenue	(17,245)	(2,154)	(1,953)	(5,373)
The average effective tax rate	(22%)	(2%)	(3%)	(13%)

The Group have tax losses carried forward. Due to the uncertainty of the utilization, the Management, therefore, considers not to recognize part of tax loss as deferred tax. Unrecognized tax loss are as follow:

Expiry date	Unit: Million Baht	
	Consolidated financial statements	
2024	67.81	
2025	67.79	
2026	152.97	
2027	97.16	
2028	32.32	
Total	418.05	

The Company and its subsidiaries in domestics used income tax rate of 20% for the calculation of corporate income tax for the year ended December 31, 2023 and 2022.

The subsidiary in oversea calculated income tax using the flat rate at 29.84% on net profit for the accounting periods beginning on January 1, 2018 onward.

20. BANK OVERDRAFTS AND SHORT-TERM LOANS FROM FINANCIAL INSTITUTION

Bank overdrafts and short-term loans from financial institution as at December 31, 2023 and 2022 are as follows:

	Unit: Thousands Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Bank overdrafts	35,314	33,948	27,652	11,224
Promissory notes	30,000	126,000	30,000	40,000
Total bank overdrafts and short-term loans from financial institutions	65,314	159,948	57,652	51,224

As at December 31, 2023 and 2022 the Group has short-term loans from financial institutions as follows:

	Credit line (Million Baht)				Interest Rate (Percent per annum)
	Consolidated financial statements		Separate financial statements		
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022	
Bank overdrafts	140	140	41	41	MOR, MOR+1, Fixed Deposit+1.5 and Fixed rate 15
Promissory notes	160	210	40	40	MOR-1, MLR-0.5, MLR-1.5 and MLR
Total	300	350	81	81	

The Group's bank overdrafts and short-term loans from financial institutions are guaranteed by:

- Fixed deposits at financial institutions. (Note 12).
- Mortgage of certain land with building of the Cha-am Project, and other of the Group's land with building. (Note 15).
- Certain leasehold rights over land from a related company along with Apartment Project and building of Zeer Rangsit. (Note 14, 15 and 17).
- Certain directors of the Group and those of a related company.
- Joint guaranties among certain companies within the Group.

21. OTHER CURRENT PAYABLES

Other current payables as at December 31, 2023 and 2022 are as follows:

	Unit: Thousands Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Accrued expenses	56,741	54,489	23,106	19,240
Unearned revenue	13,604	14,204	4,854	3,466
VAT payable and				
undue output tax	4,121	4,864	914	1,486
Retention	3,162	4,921	433	971
Others	13,989	12,704	692	299
Total other current payables	91,617	91,182	29,999	25,462

As at September 14, 2023 the subsidiary, Zeer Property Plc., has balance with an assets payable which was recorded as other current payables amount of Baht 1.38 million and assets payable amount of Baht 4.82 million, total of Baht 6.20 million. This payable forgave the entire debts by issuing credit note to the subsidiary, therefore the subsidiary recognized this debt forgiveness as other income in the statements of profit or loss.

22. LONG-TERM LOANS FROM FINANCIAL INSTITUTION – NET

Long-term loans from financial institution - net as at December 31, 2023 and 2022 are as follows:

	Unit: Thousands Baht			
	Consolidated financial statements		Separate financial statements	
	December 31,	December 31,	December 31,	December 31,
	2023	2022	2023	2022
Long-term loans from banks	2,161,747	2,220,050	626,967	627,467
<u>Less</u> deferred loan fee	(9,269)	-	-	-
Total	2,152,478	2,220,050	626,967	627,467
<u>Less</u> current portion of long-term				
loans from financial institutions	(223,540)	(155,162)	(39,000)	(27,000)
Total long-term loans - net	1,928,938	2,064,888	587,967	600,467

At as December 31, 2023 and 2022, the Group has long-term loans facilities from two domestic financial institutions and from one overseas financial institution as follows:

Company	Credit line (Million)		Principal Balance		Interest in agreement (Percent per annum)	Complete the principle repayment within
	Unit: Thousands Baht		Unit: Thousands Baht			
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022		
Currency : Baht						
Asia Hotel Plc.	1,350.00	1,350.00	490.50	510.50	MLR-2.125 to MLR-0.125	November, 2031
Asia Hotel Plc.	120.00	120.00	89.17	66.67	MLR-0.875	December, 2030
Asia Hotel Plc.	50.00	50.00	47.30	50.30	MLR-2.125	December, 2029
Asia Pattaya Hotel Co., Ltd.	220.00	220.00	25.20	30.20	MLR-0.125	December, 2026
Asia Pattaya Hotel Co., Ltd.	20.00	20.00	-	-	MLR-2.125	December, 2029
Asia Airport Hotel Co., Ltd.	150.00	150.00	16.50	20.50	MLR-0.125	December, 2025
Zeer Property Plc.	-	140.00	-	2.53	MLR-1.25	February, 2023
Zeer Property Plc.	950.00	950.00	599.76	660.21	MLR-1.125 to MLR-0.5	October, 2028
Zeer Property Plc.	150.00	150.00	74.63	98.52	MLR-1.125 to MLR-1	June, 2026
Zeer Property Plc.	80.00	80.00	49.91	58.41	MLR-1.125 to MLR-1	July, 2026
Zeer Property Plc.	280.00	480.00	212.33	424.05	MLR-1.625 to MLR-1.125	December, 2031
Zeer Property Plc.	50.00	-	47.08	-	MLR-2.125	December, 2029
Spa Hotel Co., Ltd.	161.00	161.00	150.66	156.27	Fixed rate at 3.5	October, 2036
Total Currency : Baht	3,581.00	3,871.00	1,803.04	2,078.16		
Currency : USD						
ZEER OVERSEA LLC	4.125	4.125	137.75	141.89	MLR-2.125 to MLR-0.125	September, 2027
ZEER LONG BEACH LLC	6.50	-	211.69	-	MLR-0.875	March, 2028
Total Currency : USD	10.625	4.125	349.44	141.89		
			2,152.48	2,220.05		

On February 28, 2023, the subsidiary, ZEER LONG BEACH LLC, entered into the long-term loan agreement with an overseas financial institution in the facility of USD 6,500,000 in order to settle the existing loan and redemption of assets pledged as collateral and working capital. Monthly interest payment at the fixed interest rate at 6.91% per annum. The principal is repaid commencing in April 2023 and will be completed within March 11, 2028. A loan fee is amount of USD 325,000.

On March 9, 2023, the subsidiary, Zeer Property Plc., has full repayment of the remaining loans balance with a domestic financial institution in facility of Baht 200 million.

On May 25, 2023, the subsidiary, Zeer Property Plc., entered into a addendum agreement with a domestic financial institution to revise the short-term promissory notes amount of Baht 50 million, due on June 30, 2023 to be the long-term promissory notes, and pay monthly interest at the rate of MLR-2.125% per annum for the 1st – 3rd year, at MLR-1.625% per annum for the 4th – 5th year and at MLR -1.125% per annum for the 6th year onwards. The principal is repaid on quarterly basis, (27 periods), commencing in June 2023 and will be completed in December 2029.

Long-term loans from the financial institution are guaranteed by:

- Mortgage of land with building of the Cha-am Project, and other of the Group's land with building. (Note 15).
- Certain leasehold rights over land from a related company along with Apartment Project and building of Zeer Rangsit and Zeer 2 Project. (Note 14, 15 and 17)
- Certain directors of the Group and those of a related company.
- Joint guaranties among certain companies within the Group.

Long-term loans from the overseas financial institution are guaranteed by :

- Mortgage of land with building of the Glendale & Glenhurst Project and certain directors of the subsidiary.
- Mortgage of land with building of the Quality Inn hotel and guaranteed by the subsidiary, ZEER OVERSEA LLC

The Group must comply with material terms of the long-term loan agreement, including maintain a certain Debt to Equity ratio (D/E) and Debt Service Coverage ratio (DSCR).

23. LEASES LIABILITIES - NET

Leases liabilities – net as at December 31, 2023 and 2022 consisted of:

	Unit: Thousands Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Leases liabilities	377,516	392,097	8,093	10,261
<u>Less</u> Deferred interest expenses	(160,159)	(170,640)	(1,372)	(1,733)
Present value of lease liabilities	217,357	221,457	6,721	8,528
<u>Less</u> Current portion of lease liabilities	(3,392)	(4,101)	(697)	(1,807)
Lease liabilities - net	213,965	217,356	6,024	6,721

Information about leases

The Company entered into rental agreement with the Bureau of Crown Property; term of agreement is 20 years end on March 2032.

The subsidiary – Zeer Property Plc. entered into rental agreement with Don Muang Grand Plaza Co., Ltd.; term of agreement is 55 years end on March 2048.

The subsidiary – Spa Hotel Co., Ltd. entered into a land rental agreement with third parties; term of agreement is 15 years end on December 2034.

The Company entered into lease agreements with a financial institution for vehicles; term of agreements are 4 years end on April 2023.

The subsidiary, Zeer Property Public Company Limited, operated as a shopping center. It has entered into a sublease agreement for land and structures thereon with Don Muang Grand Plaza Co., Ltd., (“Lessee”) (The Lessee has already leased this land from the landowner and has registered the lease with the Land Office). The first term of the agreement had a duration of 30 years (April 1993-March 2023). Later, there was a renewal of the agreement for a second term with a duration of 25 years (April 2023-March 2048). In the second agreement, the subsidiary facilitated leasehold right payment by conveying the land area of 8 Rai and the servitude area of approximately 10 Rai to the landlord. Both sublease agreements have been registered with the Department of Land, and the subsidiary has consistently met its lease payments obligations to the lessee up to the present.

For the shopping center business, the subsidiary has obtained a loan from the bank, securing it with the sub-leasehold rights from both agreements as collateral. The landlord then issued a letter of consent to transfer the leasehold rights to the bank. The parties have agreed that where any rental arrears or incidents that constitute a breach of the lease agreement, leading to the termination of the lease, the landlord will not exercise forthwith the right to terminate the lease. Instead, the landlord will promptly inform the bank in writing about the incident or circumstance, and the bank will have the right to rectify the situation and/or assume the lease rights within 90 days from the date of receiving said written notice from the landowner.

The bank and/or the party receiving the transfer of lease rights are responsible for fulfilling rental payments throughout this period.

In May 2023, the landlord issued a notice to the Lessee to terminate the lease agreement and then filed a lawsuit. Subsequently, in December 2023, the landlord informed the bank of such notice. The bank is currently in the process of exercising its rights according to the terms outlined in the letter of consent for the transfer of lease rights, as provided by the landlord.

In any circumstance, irrespective of how the bank's termination will evolve, the subsidiary, as sub-tenant, is obligated to pay rent to either the landlord or the bank as per the original agreement. Any dispute is solely between the landowner and the Lessee.

24. NON-CURRENT PROVISIONS FOR EMPLOYEE BENEFIT

Movements of the present value of non-current provisions for employee benefit for the years ended December 31, 2023 and 2022 are as follows:

	Unit: Thousand Baht			
	Post-employment benefit plan			
	Consolidated financial statements		Separate financial statements	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Non-current provisions for				
employee benefit at beginning of year	85,702	133,121	32,534	66,347
Included in profit or loss:				
Current service cost	10,080	9,654	4,024	3,686
Interest cost	1,462	1,323	522	468
Included in comprehensive income:				
Gain (losses) on re-measurements of defined benefit plans				
Financial assumptions changes	-	2,889	-	1,594
Experience adjustments	-	(50,888)	-	(32,186)
Benefit paid during the year	(8,157)	(10,397)	(5,835)	(7,375)
Non-current provisions for				
employee benefit at end of year	89,087	85,702	31,245	32,534

Employee benefit expenses in profit or loss for the years ended December 31, 2023 and 2022, are as follows:

	Unit: Thousand Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Cost of sales	5,814	5,452	1,591	1,493
Distribution costs	753	748	-	-
Administrative expenses	4,975	4,777	2,955	2,661
Total employee benefit expenses	11,542	10,977	4,546	4,154

The Group has defined benefit plan in accordance with severance payment under the labor law which entitled retired employee within work service period in various rates.

The actuarial assumption of discount rate is estimated from weighted average of yield rate of government bonds that reflects the estimated timing of benefit payments.

The actuarial assumption of mortality rate for reasonable estimation of probability of retirement in the future is estimated from mortality table from the Office of Insurance Commission.

The actuarial assumption of resignation rate is estimated based on historical data based on employee age ranges.

Principal actuarial assumptions as at December 31, 2023 and 2022 (represented by the weighted-average) are as follows:

	(Percentage (%)/annum)			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Discount rate	1.31-1.77%	1.31-1.77%	1.31%	1.31%
Salary rate increases in the future	4-5%	4-5%	4.5%	4.5%
Mortality rate	100% of Thai Mortality Ordinary Tables of 2017	100% of Thai Mortality Ordinary Tables of 2017	100% of Thai Mortality Ordinary Tables of 2017	100% of Thai Mortality Ordinary Tables of 2017
Turnover rate				
Monthly employees				
Under 31 years old	27-42%	27-42%	34%	34%
31 - 40 years old	15-30%	15-30%	22%	22%
41 - 50 years old	10-18%	10-18%	12%	12%
51 - 55 years old	4-11%	4-11%	4%	4%
Above 55 years old	0%	0%	0%	0%
Daily employees				
Under 31 years old	40-64%	40-64%	64%	64%
31 - 40 years old	40-61%	40-61%	61%	61%
41 - 50 years old	23-52%	23-52%	52%	52%
51 - 55 years old	18-27%	18-27%	27%	27%
Above 55 years old	0%	0%	0%	0%
Retire	60 years	60 years	60 years	60 years

The result of sensitivity analysis for significant assumptions that affect the present value of the non-current provisions for employee benefit as December 31, 2023 are summarized below:

	Unit: Thousand Baht			
	Change of the present value of the non-current provisions for employee benefit			
	Increase (Decrease)			
	Consolidated financial statements		Separate financial statements	
	Increase 1%	Decrease 1%	Increase 1%	Decrease 1%
Discount rate	(3,996)	4,487	(1,556)	1,750
Salary rate increases in the future	5,124	(4,662)	1,906	(1,724)
Turnover rate	(4,297)	2,323	(1,654)	914

25. GUARANTEE FOR RENTAL

Guarantee for rental as at December 31, 2023 and 2022 are as follows:

	Unit: Thousands Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Asia Hotel Plc.	10,766	10,257	10,766	10,257
Asia Airport Hotel Co., Ltd.	676	676	-	-
Asia Pattaya Hotel Co., Ltd.	181	168	-	-
Zeer Property Plc.	108,262	120,960	-	-
Total	119,885	132,061	10,766	10,257

Guarantee for rent of the Group will be returned to the lessees when the lease agreements are terminated.

26. DEFERRED REVENUE – LEASEHOLD RIGHTS ON LEASED AREA

Deferred revenue – leasehold rights on leased area as at December 31, 2023 and 2022 are as follows:

	Unit: Thousands Baht	
	Consolidated financial statements	
	December 31, 2023	December 31, 2022
Deferred income - leasehold rights on lease area	220,195	220,195
<u>Less</u> Accumulated amortization	(220,195)	(219,686)
Deferred income - leasehold rights on lease area - net	-	509
Deferred income is recognized as revenue as follow :		
Within 1 year	-	509
Total	-	509

A subsidiary, Zeer Property Plc., entered into a lease agreement with the lessees to rent the area in Zeer Rangsit Complex, for a leasehold rights period of 21-28 years. Zeer Property Plc. recognized the deferred income - leasehold rights on leased area, as income using the straight-line method over 21-28 years as per lease agreement period and the agreement will end in 2023.

27. DEFERRED REVENUE FROM GOVERNMENT GRANTS

Deferred revenue from government grants as at December 31, 2023 and 2022 are as follows:

	Unit: Thousands Baht			
	Consolidated financial statements		Separate financial statements	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Deferred revenue from government grants	10,174	10,174	3,817	3,817
<u>Less</u> Accumulated amortization	(2,909)	(2,209)	(1,558)	(1,177)
Deferred revenue from government grants - net	7,265	7,965	2,259	2,640

28. LEGAL RESERVE

Under the provisions of the Public Company Limited Act B.E. 2535, the Company is required to set aside as legal reserve at least 5% of its net income for the year until the reserve reaches an amount not less than 10% of the authorized common share capital. The legal reserve is not available for dividend distribution.

29. COMMITMENTS AND CONTINGENT LIABILITIES

As at December 31, 2023, the Group had the commitments and contingent liabilities, as follows:

29.1 Letters of guarantee issued by banks are as follows:

29.1.1 The Company: in the amount of Baht 5.87 million.

29.1.2 Subsidiary - Asia Pattaya Hotel Co., Ltd.: in the amount of Baht 1.35 million.

29.1.3 Subsidiary - Zeer Property Plc. and subsidiary: in the amount of Baht 18.71 million.

29.1.4 Subsidiary - Asia Airport Hotel Co., Ltd.: in the amount of Baht 0.69 million.

29.2 The Company guarantees liabilities of its two subsidiaries in the amount of Baht 1,471.50 million.

29.3 The subsidiary - Asia Pattaya Hotel Co., Ltd. guarantees liabilities of the Company and two subsidiaries in the amount of Baht 2,269 million.

29.4 The subsidiary - Asia Airport Hotel Co., Ltd. guaranteed liabilities of the Company and two subsidiaries in the amount of Baht 3,006 million.

29.5 The subsidiary - ZEER OVERSEA LLC. guarantees liabilities of the subsidiary, Zeer Property Plc. in the amount of Baht 960 million.

29.6 The subsidiary - Zeer Property Plc. has credit line for foreign exchange of Baht 480 million from a bank which has not been withdrawn yet.

29.7 As at December 31, 2023, the Group has future commitment are as follows:

Commitments of the Company

Renovation contracts of Hotel 1st Floor. (Lobby&bar and restaurant)	21.87
Renovation contracts of Hotel Banquet Room 3rd Floor.	11.95
Renovation contract of Hotel 2nd Floor.	0.70

Commitments of the subsidiary - Zeer Property Plc.

Construction contracts of Zeer II Project, Zeer I Project, Facade and other floors Renovation Project.	8.84
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Commitments of the subsidiary - Spa Hotel Co., Ltd.

Construction contracts of hotel and shopping complex at Chiang Mai.	0.59
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Commitments of the subsidiary - Asia Pattaya Hotel Co., Ltd.

Renovation contracts of hotel building and hotel interior design.	0.26
Construction contract of Pattaya Café.	4.16
Roof top solar photovoltaic plant.	0.90

30. INFORMATION BY SEGMENT

The Group segmental information is divided into the room service, food and beverage and rental of shopping complex and real estate and are mainly carried on both in Thailand and overseas which is operated by a subsidiary.

The financial information of the Group by segment, for the year ended December 31, 2023 and 2022 are as follows:

	Unit: Thousand Baht											
	Domestics						Oversea				Total	
	Room		Food and beverage		Rental and services		Room		Rental and services			
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
Income from hotel business	450,800	240,492	200,813	150,507	-	-	96,428	96,648	-	-	748,041	487,647
Cost of hotel business												
Cost of hotel business	(189,244)	(144,433)	(160,530)	(121,312)	-	-	(83,670)	(78,406)	-	-	(433,444)	(344,151)
Depreciation - Revaluation surplus of assets	(12,135)	(14,423)	(3,204)	(3,842)	-	-	-	-	-	-	(15,339)	(18,265)
Income from rental and service	-	-	-	-	406,533	402,956	-	-	33,908	33,696	440,441	436,652
Cost of rental and service												
Cost of rental and service	-	-	-	-	(346,089)	(310,511)	-	-	(9,740)	(9,587)	(355,829)	(320,098)
Depreciation - Revaluation surplus of assets	-	-	-	-	(71,800)	(65,459)	-	-	(115)	-	(71,915)	(65,459)
Gross profit (loss)	249,421	81,636	37,079	25,353	(11,356)	26,986	12,758	18,242	24,053	24,109	311,955	176,326

	Unit: Thousand Baht											
	Domestics						Oversea				Total	
	Room		Food and beverage		Rental and services		Room		Rental and services			
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
Others income											72,435	45,180
Distribution costs											(67,757)	(43,247)
Administrative expenses											(181,807)	(136,991)
Loss on fixed assets revaluation											(52,052)	-
Management benefit expenses											(13,537)	(6,386)
Directors' remuneration											(5,712)	(284)
Profit from operating activities											63,525	34,598
Financial cost											(149,302)	(149,891)
Reversal of impairment loss determined in accordance with TFRS 9											7,962	868
Loss before income tax											(77,815)	(114,425)
Income tax revenue											17,245	2,154
Net loss for the year											(60,570)	(112,271)
Loss attributable to												
Equity holders of the parent											(54,265)	(111,452)
Non-controlling interests											(6,305)	(819)
											(60,570)	(112,271)

Segment information on geographic of the Group as at December 31, 2023 and 2022 were as follows:

	Unit: Thousands Baht					
	Domestics		Overseas		Total	
	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022	December 31, 2023	December 31, 2022
Investment properties - net	49,014	50,806	-	-	49,014	50,806
Property, plant and equipment - net	8,744,140	8,906,049	641,534	671,517	9,385,674	9,577,566
Right-of-use assets - net	385,550	403,426	-	-	385,550	403,426
Total assets	9,456,276	9,686,562	756,019	769,990	10,212,295	10,456,552

31. PROVIDENT FUND

On January 28, 2011, the Group and employees jointly registered the provident fund according to the Provident Fund Act B.E. 2530 and the Provident Fund Act (No. 2) B.E. 2542 and appointed an authorized manager to administer the fund. The fund is accumulated by the Company and employees and will be paid to the employees when they resign according to the fund's regulations.

The Group paid for employee's provident funds for the year ended December 31, 2023 and 2022 in amount of Baht 3.29 million and Baht 1.25 million, respectively in consolidated financial statements and Baht 1.19 million and Baht 0.46 million, respectively in separate financial statements.

32. OTHER INCOME

Other income for the years ended December 31, 2023 and 2022 are as follows:

	Unit : Thousands Baht			
	Consolidated financial statements		Separate financial statements	
	2023	2022	2023	2022
Health club and car parking	4,487	3,741	4,456	3,724
Rental, service and electricity	44,751	30,062	36,814	24,123
Gain from sale of assets	-	45	-	-
Gain on compensation from insurance claim	2,787	427	-	-
Others	20,410	10,906	4,179	2,539
Total	72,435	45,181	45,449	30,386

33. EXPENSES BY NATURE

Significant expenses analyzed by nature for the years ended December 31, 2023 and 2022 are as follows:

	Unit: Thousands Baht			
	Consolidated		Separate	
	financial statements		financial statements	
	2023	2022	2023	2022
Salaries, wages and other benefits for employee				
Employees	336,793	254,121	122,930	77,924
Depreciation	169,463	177,450	25,609	27,285
Depreciation - Revaluation surplus				
Fix assets	87,255	83,724	7,753	7,753
Change in inventories(increase)decrease	(3,538)	(308)	(1,968)	2
Electricity and water	223,008	186,941	35,390	26,633
Cost of foods and beverage	77,349	61,211	34,712	25,847
Repair and maintenance	42,084	25,493	8,755	4,261
Advertising and sale promotion	34,933	18,914	15,383	5,117
Property tax	29,848	27,574	4,365	4,142

34. DIRECTORS' REMUNERATION

Directors' remuneration represents the benefits paid to the Company's directors in accordance with Section 90 of the Public Limited Companies Act, excluding salaries and related benefits payable to executive directors.

35. MANAGEMENT BENEFIT EXPENSES

Management benefit expenses focuses expenses relating to salaries, remunerations and other benefits to the directors and management, in accordance with the definitions of the Office of the Securities and Exchange Commission. Management under definition includes a chief executive officer, the next four executive levels immediately below that chief executive officer and all persons in positions comparable to these fourth executive levels.

36. CAPITAL MANAGEMENT

The Board's policy is to maintain a strong capital base so as to maintain assurance of shareholder, investor, creditor and market confidence and to sustain future development of the business. The Board monitors the return on capital which the Company defines as result from operating activities divided by total shareholders' equity, excluding Non-controlling interests and also monitors the level of dividends to ordinary shareholders.

37. FINANCIAL INSTRUMENT

Risk management policies

The Group's financial instruments principally comprise cash and cash equivalents, trade and other current receivables, short-term loans to related company, other current financial assets, other non-current financial assets, bank overdrafts and short-term loans from financial institutions, trade payables, other current payables, assets payable, lease liabilities, long-term loan from financial institutions, short-term loans from related companies, long-term loans from related party, guarantee for rental, derivative liabilities and other non-current financial liabilities. The financial risks associated with these financial instruments and how they are managed is described below.

Credit risk refers to the risk if the other parties fail to perform their obligations, resulting in a financial loss to the Group. However, there is no significant concentration of credit risk for the Group. If the other parties fail to perform their contracts, the Group provides as allowance for expected credit loss in the full amount.

In the case of financial assets, the carrying amount of the assets recorded in the statement of finance position, net of provision for allowance for expected credit losses, represents the Group's maximum exposure to credit risk.

Interest rate risk

Interest rate risk is the risk that future movements in market interest rates will affect the results of the Group's operations and its cash flows. The Group's exposure to interest rate risk relates primarily to its long-term loans from financial institutions that bear floating interest rates, which expose the Group to cash flow risk from changes in interest rates. The Group's financial assets and liabilities bear floating interest rates or fixed interest rates which are close to the market rate.

To avoid the uncertainty of floating interest rate exposure. The subsidiary, ZEER OVERSEA LLC, entered into an interest rate swap with an oversea financial institution in October 2022 in a facility of USD 4,125,000 from floating interest rate at SOFR Avarage+2.30% per annum to fixed interest rate at 4.30% per annum until September 2027.

As at 31 December 2023 and 2022, financial assets and liabilities classified by type of interest rate as follows:

	Unit: Million Baht							
	Consolidated financial statements							
	December 31, 2023				December 31, 2022			
Floating interest rate	Fixed interest rate	Non-interest bearing	Total	Floating interest rate	Fixed interest rate	Non-interest bearing	Total	
Financial assets								
Cash and cash equivalents	27.00	108.83	2.44	138.27	17.69	160.54	2.47	180.70
Trade and other current receivables - net	-	-	122.04	122.04	-	-	137.68	137.68
Other current financial assets	-	0.75	-	0.75	-	0.75	0.05	0.80
Restricted deposit with financial institution	-	4.00	-	4.00	-	4.00	-	4.00
Financial liabilities								
Bank overdrafts and short-term loans								
from financial institutions	65.31	-	-	65.31	159.95	-	-	159.95
Trade payables	-	-	27.14	27.14	-	-	24.93	24.93
Other current payables	-	-	91.62	91.62	-	-	91.18	91.18
Deferred revenue	-	-	-	-	-	-	0.51	0.51
Short-term loans and accrued interest expense								
- related companies	-	-	-	-	8.89	-	-	8.89
Assets payable	-	-	12.99	12.99	-	-	13.86	13.86
Long-term loan from financial institutions	2,152.48	-	-	2,152.48	2,220.05	-	-	2,220.05
Long-term loans from related party	8.69	-	-	8.69	-	-	-	-
Lease liabilities	-	217.36	-	217.36	-	221.46	-	221.46
Guarantee for rental	-	-	119.88	119.88	-	-	132.06	132.06
Derivative liabilities	-	2.60	-	2.60	-	2.83	-	2.83
Other non-current financial liabilities	-	-	4.07	4.07	-	-	3.33	3.33

Unit: Million Baht

	Separate financial statements							
	December 31, 2023				December 31, 2022			
	Floating interest rate	Fixed interest rate	Non- interest bearing	Total	Floating interest rate	Fixed interest rate	Non- interest bearing	Total
Financial assets								
Cash and cash equivalents	1.30	0.12	1.07	2.49	4.12	0.41	1.36	5.89
Trade and other current receivables - net	-	-	11.48	11.48	-	-	9.73	9.73
Short-term loans and accrued interest								
- related company	3.30	-	-	3.30	-	-	-	-
Financial liabilities								
Bank overdrafts and short-term loans								
from financial institutions	57.65	-	-	57.65	51.22	-	-	51.22
Trade payables	-	-	9.85	9.85	-	-	11.38	11.38
Other current payables	-	-	30.00	30.00	-	-	25.46	25.46
Short-term loans and accrued interest expense								
- related companies	198.59	-	-	198.59	252.76	-	-	252.76
Assets payable	-	-	3.80	3.80	-	-	0.51	0.51
Long-term loan from financial institutions	626.97	-	-	626.97	627.47	-	-	627.47
Lease liabilities	-	6.72	-	6.72	-	8.53	-	8.53
Guarantee for rental	-	-	10.77	10.77	-	-	10.26	10.26
Other non-current financial liabilities	-	-	0.87	0.87	-	-	0.46	0.46

Foreign currency risk

The Group primary functional currency is Baht, while sales, purchases and borrowings transactions are partly denominated in USD. The Group applies General Hedge Method to manage foreign exchange rate risk.

Fair values of financial instruments

The methods and assumptions used by the Group in estimating the fair value of financial instruments are as follows:

- For financial assets and liabilities which have short-term maturity, including cash and cash equivalents, trade and other current receivables, other current financial assets, other non-current financial assets, bank overdrafts and short-term loans from financial institutions, trade payables, other current payables, assets payable, lease liabilities, guarantee for rental and other non-current financial liabilities, their carrying amounts in the statements of financial position approximate their fair values.
- For loans to and loans from carrying interest approximate to the market rate, their carrying amounts in the statements of financial position approximates their fair values.
- The fair value of interest rate swap contract is determined using expected cash flow following contractual interest rate (fixed rate) or forward interest rate extracted from observable yield curves (floating rate). The cash flows are discounted at the rate derived from observable yield curve in original currency. All market data are derived from observable market inputs.

Derivative used for cash flow hedges reserve

As at December 31, 2023 and 2022, the fair value of derivative liabilities the Group for interest rate swap contract, which are presented as financial instruments in the financial statement position as follow:

		Consolidated financial statements				Interest rate loan	
		Derivative liabilities				contract	Interest rate swap
		December 31, 2023		December 31, 2022		(Percentage/annum)	(Percentage/annum)
Contract date	Maturity date	Unit: USD	Unit: Baht	Unit: USD	Unit: Baht		
October 17, 2022	September 1, 2027	(76,075)	(2,603,542)	(81,805)	(2,827,366)	SOFR	4.30
						Average+2.30	

As at December 31, 2023 and 2022, the fair value of derivative assets the Group for selling forward contracts are follows:

		Consolidated financial statements					
		Foreign currencies		Contract amount (Baht)		Fair value of assets (Baht)	
		December 31,	December 31,	December 31,	December 31,	December 31,	December 31,
Currency		2023	2022	2023	2022	2023	2022
USD		-	30,000	-	1,083,600	-	53,231

38. APPROVAL OF FINANCIAL STATEMENTS

These financial statements have been approved by the Company's board of directors on February 12, 2024.

Details of Directors, Management, Company Secretary and CFO as of December 31, 2023

Attachment 1

Name	Educational Background	No. of Shares Held	Family Relationship	Experience for the past 5 years
1. Mr.Piyawudh Senapoopitaksa Chairman (Independent Director) Audit Committee Member Nomination and Remuneration Committee Member Age 95 years. As director since 1968. until his resignation on July 14, 2023	Certificate of Life Insurance Certificate of Attendance DAP # 6/2003 , FSD # 4/2009 from IOD.	266,660 (0.08%)	-none-	Mar. 2018 - Jul 14, 2023 Chairman of the Board, Asia Hotel Public Company Limited. Jan. 2010 - Jul 14, 2023 Nomination and Remuneration Committee Member, ASIA May 1999- Jul 14, 2023 Audit Committee Member, Asia Hotel Public Company Limited. 1968 - Jul 14, 2023 Director, Asia Hotel Public Company Limited .
Current position in other organization in previous year Director - Parent Company Advisor - subsidiary company				1988 - Present Director, A.B.K. Enterprise Co.,Ltd Aug.2013 - Jul 14, 2023 Advisor to MD, Asia Airport Hotel Co.,Ltd. Aug.2013 -Jul 14, 2023 Advisor to MD, Asia Pattaya Hotel Co.,Ltd.
2. Mr. Suwat Dusitrojjanawongse - Chairman (Independent Director) Audit Committee Member - Nomination and Remuneration Committee Member Age 79 years. As director since year 1989.	Bachelor Degree in Economics Kinki University, Japan Certificate of Attendance DAP # 7/2004 , FSD # 4/2009 from IOD.	850,000 (0.27%)	-none-	11 Aug 2023 - Present Nomination and Remuneration Committee Member, ASIA 11 Aug 2023 - Present Audit Committee Member, ASIA 14 Jul 2023 - Present Chairman of the Board, Asia Hotel Public Company Limited. Sep 2022 - Aug 2023 Nomination and Remuneration Committee Chairman, ASIA Jan 2010 - Sep 2022 Nomination and Remuneration Committee Member, ASIA May 2008 - Aug 11, 2023 Audit Committee Chairman, Asia Hotel Public Company Limited. 1989 - Present Director, Asia Hotel Public Company Limited .
Current position in other organization in previous year Director - Company Advisor - subsidiary company				Feb 2009 - Present Director, A.B.K. Enterprise Co.,Ltd. 1983 - Present Managing Director, Thepdusit Co., Ltd. Aug.2013 - Present Advisor to MD., Asia Airport Hotel Co.,Ltd.
3. Mr.Surapol Techaruvichit Authorized Director Executive Director Chief Executive Officer As director since 8 April, 2021 Age 67 years.	MBA, San Francisco University, U.S.A. Bachelor Degree in Economics Chulalongkorn University	15,808,330 (4.94%) Mr.Surapol = 14,735,000 shares Spouse=1,073,330	Son of Mrs.Suvimol Older brother of Mr.Surapong , Mrs.Pornpun and Mrs.Oyetip Father of Mr. Polpat Techaruvichit	Apr.8, 2021 - Present Director , Asia Hotel Public Company Limited. Dec. 2020 - Present Director , Asia Pattaya Hotel Co.,Ltd. Dec. 2020 - Present Director , Asia Airport Hotel Co.,Ltd. Nov. 2020 - Present CEO, Asia Hotel Public Company Limited 1990 - Present Managing Director, Zeer Property Public Co.,Ltd.
Current position in other organization in previous year Director - parent company and related company				2016 - Present Director, Spa Hotel Co., Ltd. 2014 - Present Managing Director, A.B.K. Enterprise Co.,Ltd. 2014 - Present Managing Director, Pattaya Hotel Trading Co., Ltd. 2010 - Present Director, CTC Hainan Aviation and Tourism Co., Ltd. 1989 - Present Director, Pamatoy Co., Ltd.

Details of Directors, Management, Company Secretary and CFO as of December 31, 2023 (Continued)

Name	Educational Background	No. of Shares Held	Family Relationship	Experience for the past 5 years	
4. Mr.Surapong Techaruvichit Authorized Director Executive Director Managing Director Appointed on 18 February, 2014 Age 65 years As director since year 1984	MBA, NIDA, Bangkok Bachelor Degree in Economics Chulalongkorn University Certificate of Attendance DAP # 7/2004 and DCP # 167/2012 from IOD.	2,266,660 (0.71%)	Son of Mrs.Suvimol Younger brother of Mr.Surapol Techaruvichit Elder brother of Mrs.Pornpun and Mrs.Oyetip Father of Miss Patcha Techaruvichit	Apr.2021 - Present Feb. 2014 - Present 1992 - Present 1984 - Present 1983 - Present	Director, Zeer Property Public Company Limited Managing Director, Asia Hotel Public Company Limited Managing Director , Asia Pattaya Hotel Co.,Ltd. Managing Director , Asia Airport Hotel Co.,Ltd. Director, Asia Airport Hotel Co., Ltd . Director, Asia Hotel Public Company Limited Director , Asia Pattaya Hotel Co.,Ltd.
Current position in other organization in previous year Advisor - Travel Advisory Director - related company - parent company				2017 - Present 2016 - Present 2010 - Present 2003 - Present 1989 - Present 1988 - Present	Board Member, National Tourism Policy Board, Ministry of Tourism & Sports Board Member, Poh Teck Tung Foundation Director, CTC Hainan Aviation and Tourism Co., Ltd. Vice President, Thailand Hotel Standard Foundation Director, Pamatoy Co., Ltd. Director, A.B.K. Enterprise Co.,Ltd.
5. Mrs.Pornpun Tanariyakul Authorized Director Executive Director Deputy Managing Director As director since year 2000 Age 63 years	MBA and Bachelor Degree in Accounting Chulalongkorn University Certificate of Attendance DAP # 6/2003 from IOD.	35,727,750 (11.16%) Mrs.Pornpun = 34,723,750 shares Spouse=1,004,000 shares	Daughter of Mrs.Suvimol Techaruvichit Younger sister of Mr.Surapol, Mr. Surapong Techaruvichit and elder sister of Mrs.Oyetip Hayrabut	Aug.2022 - Present Feb.2014 - Present April.2000 - Present 1992 - Present 1988 - Present	Nomination and Remuneration Committee Member, ASIA Deputy Managing Director , ASIA Hotel Public Company Limited Deputy Managing Director , Asia Pattaya Hotel Co., Ltd. Deputy Managing Director , Asia Airport Hotel Co., Ltd. Director and Executive Director , ASIA Hotel Public Company Limited Director, Asia Airport Hotel Co., Ltd. Director, Asia Pattaya Hotel Co., Ltd.
Current position in other organization in previous year Director - company				1988 - Present 2003 - Present 2014 - 2023	Director, A.B.K. Enterprise Co.,Ltd. Managing Director , Pamatoy Co., Ltd. Director, Namseng Insurance Public Company Limited.
6. Mrs.Suvimol Techaruvichit Director Age 90 years As director since year 1966	Certificate in Commerce and Accountancy Certificate of Attendance DAP # 7/2004 from IOD.	5,619,960 (1.76%)	Mother of Mr.Surapol- Mr. Surapong Techaruvichit, Mrs.Pornpun Tanariyakul and Mrs.Oyetip Hayrabut	1992- Present 1972 - Present 1966 - Present	Director, Asia Airport Hotel Co.,Ltd. Director, Asia Pattaya Hotel Co.,Ltd. Director, Asia Hotel Public Company Limited
Current position in other organization in previous year Director - company				1989 - Present 1988 - Present	Chairman, Pamatoy Co.,Ltd. Director, A.B.K. Enterprise Co.,Ltd.

Details of Directors, Management, Company Secretary and CFO as of December 31, 2023 (Continued)

Name	Educational Background	No. of Shares Held	Family Relationship	Experience for the past 5 years	
7. Dr. Chotima Puasiri Independent Director and Audit Committee Member Age 45 years. As director since year 2008.	Phd. Business Administration Ramkhamhaeng University Master of Commerce, Marketing UNSW, Sydney, Australia & Master of Art, Management. Nottingham University, UK. Certificate of Attendance DAP # 78/2009, FSD# 16/2012 ACP# 41 /2012 from IOD	60 (0.00%)	-none-	May. 2011 - Present May. 2010 - Present Aug. 2008 - Present	Audit Committee Member, Asia Hotel Public Company Limited. Independent Director , Asia Hotel Public Company Limited. Director, Asia Hotel Public Company Limited.
Current position in other organization in previous year Director - Company				2023 - Present 2009 - Present 2008 - 2023	Executive Vice President, ERGO Insurance (Thailand) PCL. Director, N.S.B. Co., Ltd. Manager, Non-Motor Dep., Nam Seng Insurance Public Company Limited.
8. Mrs. Oyetip Hayrabut Authorized Director Deputy Managing Director, Executive Director Age 61 yrs. As director since Apr 23, 2018	MBA, Sul Ross States University, U.S.A. Bachelor Degree in Accounting Chulalongkorn University, Certificate of Attendance from IOD DCP no. 278/2019	2,040,660 (0.64%)	Daughter of Mrs.Suvimol Younger Sister of Mr.Surapol & Mr. Surapong Techaruvichit and Mrs. Pornpun Tanariyakul	Dec 2020 - Present Dec 2020 - Present Apr 2018 - Present 2014 - May 2018 2011 - Present	Director, Asia Airport Hotel Co., Ltd. Director, Asia Pattaya Hotel Co., Ltd. Director, Asia Hotel Public Company Limited Deputy to Managing Director, Asia Hotel Public Company Limited General Manager, Asia Hotel Public Company Limited
Current position in other organization in previous year Director - company				1996 - Present 1989 - Present	Director, A.B.K. Enterprise Co., Ltd. Director, Pamatoy Co., Ltd.
9. Mr. Polpat Techaruvichit Age 36 yrs. As director since Apr 23, 2018	MBA,Sasin,Chulalongkorn University Bachelor Degree in Business Administration, Mahidol University International College (MUIC), Nakorn Pathom -DCP no. 281/2019 Certificate of Attendance from IOD	1,459,000 (0.46%)	Grandson of Mrs.Suvimol Techaruvichit, Nephew of Mr. Surapong Techaruvichit Mrs. Pornpun Tanariyakul Mrs.Oyetip Hayrabut	Mar 2018 - Present 2017 - Present 2015 - Present	Director, Asia Hotel Public Company Limited Asst. to General Manager, Asia Airport Hotel Co., Ltd. Asst. to Executive Director, Zeer Property Plc. Co., Ltd.
Current position in other organization in previous year Director - company				2016 - Present 2013 - Present	Managing Director, Polsirapat Co., Ltd. Consultant of Rescue and Volunteers Dept. Poh Teck Tung Foundation

Details of Directors, Management, Company Secretary and CFO as of December 31, 2023 (Continued)

Name	Educational Background	No. of Shares Held	Family Relationship	Experience for the past 5 years	
10. Miss. Patcha Techaruvichit Age 34 yers. As director since Apr 23, 2018	Master of International Business, Swiss Hotel Management school, Switzerland Graduate Certificate: International Hotel Management, Blue Mountains Hotel Management School Australia. Bachelor in Communication Arts, Major in New Media Communication Assumption University of Thailand. Course: YECBK Season 1, (Young Entrepreneur Chamber of Commerce) -FBG #13/2018 and DCP #279/2019 Certificate of Attendance from IOD	210,600 (0.07%)	Grand daughter of Mrs.Suvimol Tacharuvichit, Daughter of Mr.Surapong Tacharuvichit, Niece of Mr. Surapol, Mrs. Pornpun Tanariyakul and Mrs. Oyetip Hayrabut	May 2018 - Present Jan 2017 - Present	Director, Asia Hotel Public Company Limited Asst. Marketing Manager, Asia Hotel Public Company Limited
Current position in other organization in previous year -none-				Nov 2016 - Present	Board member, Mater Dei Alumnae Association under The Royal Patronage of H.M. The King
11. Mrs. Ruchukorn Siriyodhin - Director (Independent Director) Age 66 years As director since Nov 13, 2020	Master Degree in Economics Thammasart University Bachelor Degree in Economics Chulalongkorn University Advance Management Program (AMP), Harward University National Defence College of Thailand class 24 Capital Market Academy Program (CMA 16) Executive Program on Justice Administration class 12 DCP no.142/2011, RCL no.20/2020 from IOD	-none-	-none-	Aug 2023 - Present Feb 2023 - Present Oct.2022- Present Aug 2022 - Present Apr 2022 - Present Nov.2020 - Present Nov.2020 - Present 2019 - Feb 2022 2019 - Sep 2021 2019 - 2020 2016 - 2018	Audit Committee Chairman, Asia Hotel Public Co., Ltd. Audit Committee Member, Asia Hotel Public Co., Ltd. Chairman of Expert Committee on Financial Institutes and Economy Ministry of Digital Economy and Society Board Member on State Enterprises Appraisal Committee, Ministry of Finance Independent Director, Standard Chartered Bank (Thai) Public Co., Ltd. Independent Director, Asia Hotel Public Co., Ltd. Director, Office of Insurance Commission Director, Board of Bank for Agriculture and Agricultural Cooperatives Director, Board of Botanical Garden Organisation Her Majesty Queen Sirikit Director, Transport Company Limited Deputy Governor, Financial Institution Stability, Bank of Thailand
Current position in other organization in previous year -none-					

Details of Directors, Management, Company Secretary and CFO as of December 31, 2023 (Continued)

Name	Educational Background	No. of Shares Held	Family Relationship	Experience for the past 5 years	
12. General Chanchai Yossundara - Director (Independent Director) Age 68 yers. As director since April 8, 2021	Master of Public Administration, Rajaphak Institue Army War Collage, Class 48 Bachelor of Science, Chulachomkiao Royal Military Academy	-none-	-none-	Aug 11, 2023 - Present Apr.8, 2021 - Present 2019 - Present 2016 - Present 2017 - 2019	Chairman of Nomination & Remuneration Committee, ASIA Hotel PLC Co., Ltd. Independent Director, Asia Hotel Public Co., Ltd. Secretary General of the Fencing Sports Association of Thailand Member of the Basic Education Institution, Suankularb Wittayalai School Vice President, Thailand Fencing Federation
Current position in other organization in previous year -none-					
13. Miss Kesarin Pupiphathirunkul - Director (Independent Director) Age 51 yers. As director since Sep 13, 2022	MBA (Finance), University of Wisconsin at Whitewater, USA. Bachelor Degree in Economics Chulalongkorn University	-none-	-none-	11 Sep.2022 - Present 11 Sep.2022 - Present 2010 - Present	Audit Committee Member, Asia Hotel Public Co., Ltd. Independent Director, Asia Hotel Public Co., Ltd. Assistant Managing Director, Classco Product Co., Ltd
Current position in other organization in previous year -none-					
14. Mr. Dusit Senapoopitak - Director (Independent Director) Age 51 yers. As director since Aug 11, 2023	M.B.A. Dhurakij Pundit University Bachelor of Business Administration: B.B.A. University of the Thai Chamber of Commerce (UTCC.)	146,000 (0.05%)	-none-	11 Aug.2023 - Present	Independent Director, Asia Hotel Public Co., Ltd.
Current position in other organization in previous year Director - company				1994 - Present	Executive, Tai Chiang Sawmill Ltd., Part.
15. Mr.Kriengsak Jumaree Hotel Manager Age 60 years	Bachelor of Political Science Ramkhamhaeng University	-	-none-	Dec. 2011-Present	Hotel Manager, Asia Hotel Public Company Limited
Current position in other organization in previous year -none-					

Details of Directors, Management, Company Secretary and CFO as of December 31, 2023 (Continued)

Name	Educational Background	No. of Shares Held	Family Relationship	Experience for the past 5 years	
16. Miss Sudaratana Wisnuwatanakit Company Secretary Age 66 years	MBA., Kasetsart University Bachelor Degree in Economics, Chulalongkorn University CSDP no. 15/2550 , BRP 4/2010, EMT 18/2010 from IOD	2,512,600 (0.79%)	-none-	May 2011 - Present 2011 - Present 2011 - Present	Company Secretary, Asia Hotel Public Company Limited Secretary to the Board, Asia Pattaya Hotel Company Limited. Secretary to the Board , Asia Airport Hotel Company Limited .
Current position in other organization in previous year -none-					
17. Miss Somsri Tangtatpongsathorn Financial & Accounting Manager Chief Finance Officer, CFO Age 56 years	Bachelor Degree in Accounting, Bangkok University	-	-none-	Jul 2005 - Present	Financial & Accounting Manager , Asia Hotel Public Company Limited
Current position in other organization in previous year -none-					

Training Course from Thai Institute of Directors.(IOD)

DAP = Directors Accreditation Program

DCP = Director Certification Program

FSD = Financial Statement for Directors

ACP = Audit Committee Program

FBG = Family Business Governance

EMT = Effective Minute Taking from IOD

RCL = Risk Management Program for Corporate Leaders

BRP = Board Report Program from IOD

CSDP= Corporate Secretary Development Program no.15/2550 by SET,/ Thai Secretary Club

Name of Directors	Company Name	ASIA	Subsidiaries		
			AP	AA	ZP
1. Mr. Suwat	Dusitrojjanawongse	X			
2. Mr. Piyawudh	Senapoopitaksa*	X			
3. Mr. Surapol	Techaruvichit	/, //	/, //	/, //	/, //
4. Mr. Surapong	Techaruvichit	/, //	/, //	/, //	/
5. Mrs. Suvimol	Techaruvichit	/	/	/	
6. Mrs. Pornpun	Tanariyakul	/, //	/, //	/, //	
7. Dr. Chotima	Puasiri	/			
8. Mrs. Oyetip	Hayarabut	/, //	/, //	/, //	
9. Mr. Polpat	Techaruvichit	/			
10. Miss. Patcha	Techaruvichit	/			
11. Mrs. Ruchukorn	Siriyodhin	/			
12. Gen. Chanchai	Yossundara	/			
13. Miss Kesarin	Pupiphathirankul	/			
14. Mr. Dusit	Senapoopitak**	/			
15. Pol.Maj.Gen Supchan	Manutham				X
16. Mr. Tosapol	Vachiradaecha				/, //
17. AM Choomsak	Sakulratana				/
18. Gen. Tawatchai	Boonsri				/
19. Mr. Anant	Gatepithaya				/
20. Mr. Somboon	Fusriboon				/
21. Mr. Grish	Attagrish				/
22. Mr. Surayuth	Panchavinin				/
23. Mr. Chanin	Pupipathirunkul				/
24. Mr. Soratat	Dusitrojjanawongse				/
25. Mr. Surapak	Senapoopitaksa				/
26. Miss Sirapat	Techaruvichit				/

Remarks : X = Chairman, / = Director, // = Executive Director

* Mr. Piyawudh Senapoopitaksa resigned from the board on 14 July 2023 and the Board of Directors Meeting No.7/2023 appointed Mr. Suwat Dusitrojjanawongse as Chairman of the board replacing who resigned.

** Mr. Dusit Senapoopitak as director one August 11, 2023, replacing Mr. Piyawudh Senapoopitak who resigned.

**Details about the head of the internal audit and the supervisor of the company's operations
(Compliance)**

Details of the head of Internal Audit

1. List of juristic persons assigned by the company to work as an internal auditor of the company

Juristic Name : Audit House Corp. Ltd.

List of persons assigned by
Audit House to work as internal audit : Mr. Thana Wongsangnak

Position in Audit House Corp, Ltd. : Mananging Director

2. Education : Master of Accounting, Utah State University, USA
: Graduate Diploma in Auding, Thammasart University
: Bachelor Of Accounting, Thammasart University

3. Experience and related training

Professional diploma/license : CIA: Certified Internal Auditor
CPA: Certified Public Accountant

Experience 1991- Present Managing Director, Audit House Coop. Ltd.

Training : Operational Auditing by the Association of Internal Auditors of Thailand
: Audit Project Management by the Association of Internal Auditors of Thailand
: Internal Quality Assessment by the Association of Internal Auditors of Thailand
: Facilitating Results Using CSA by the Association of Internal Auditors of Thailand
: Planning of Risk Based Audit by the Association of Internal Auditors of Thailand
: Risk assessment for planning internal audits
by the Federation of Accounting Professions
: Internal audit management by the Federation of Accounting Professions
: Tax Law Diploma by the Central Tax Court

Supervisor of the company's operations (Compliance) -None-

Business Asset Structure

1. Assets that use for the company and subsidiaries business on 31 December 2023.

Assets	Rights	Valued (Million Baht)	Obligation (noted 1)
1. Land including hotel/parking/office buildings totally 6-0-6 Rai located at Ratchathevi, Bangkok. <i>Managing "Asia Hotel"</i>	ASIA is a titleholder.	2,976.76	1,790.00
2. Rental rights in 4 stories building at Soi Phayanak, Ratchathevi, Bangkok. <i>Managing office building of Asia Hotel</i>	ASIA do contract with Crown Property Bureau since 1982 and continue contract with 20 years lease, ending 2032.	10.14	-
3. Land including 6 stories building and employees apartment 7 plots totally 44-0-15.8 Rai located at Pattaya, Bang La Muang, Chonburi. (obligation area 39-1-0.2 Rai) <i>Managing "Asia Pattaya Hotel"</i>	Asia Pattaya Hotel Company Limited (AP) is a titleholder own both land and building.	1,553.93	660.00
4. Land and 11 stories hotel building totally 39,380 sq. m. located at Zeer Rangsit Shopping Center on Phaholyothin Rd., Kukot, Lumluka, Pathumthani for 600 million Baht. <i>Managing "Asia Airport Hotel"</i>	Asia Airport Hotel Co., Ltd. (AA) (lessee) do contract with Zeer Property Public Co., Ltd. (ZP) (lessor) for 42 years and 5 months since 1 November 1996 to 31 March 2039 (currently 18 years 3 months in contract)	293.93	150.00
5. Rental rights in Asia Cha-am Hotel on 3 Rai 3 Ngan 46 sq. Wah on Cha-am Beach, Petchaburi with 17 stories building, 106 rooms and 4 stories building, 108 rooms. <i>Managing "Asia Cha-am Hotel"</i>	Asia Airport Hotel Co., Ltd. (AA) (lessee) do contract with Zeer Property Public Co., Ltd. (ZP) (lessor) for 3 years since 1 November 2022 to 31 October 2025.	-NONE-	29.67
6. Rental rights on land 86 Rai 1 Ngan 59 sq. Wah with Zeer Rangsit Complex building under rental contract with equipment.	Zeer Property Public Co., Ltd. (ZP) (lessee) and Don Muang Grand Plaza Co., Ltd. (DM) do contract for 55 years since 1 April 1993 to 31 March 2048 (currently 26 years 3 months in contract)	3,227.42	1,590.00 As financial institute Mortgage
7. Asset with building at Cha-am, Petchaburi which include (1) Land and hotel building with 214 rooms	Zeer Property Public Co., Ltd. is a titleholder	312.78	220.00 As financial institute Mortgage
(2) Land and commercial building at Ruamjit Rd.	Zeer Property Public Co., Ltd. is a titleholder	19.95	-

Assets	Rights	Valued (Million Baht)	Obligation (noted 1)
8. Asset with building at Chang Moi Sub-district, Muang District, Chiang Mai province as Hotel and Plaza on 2 Rai 3 Ngan 29.3 sq. Wah land. <i>Managing "Darley Hotel Chiang Mai"</i>	SPA HOTEL CO.LTD.(SPA) is a titleholder	273.91	206.00 As financial institute Mortgage
9. Asset with building at Nong Kwai Sub-district, Hangdong District, Chiang Mai province as resident 35 rooms on 2 Rai 31 sq.wah with 3 stories,1 building, 2 stories 1 building, office building <i>Managing "Ratchapruek Lanna Boutique Hotel "</i>	Zeer Assets Co., Ltd.is a titleholder	80.22	-
10. Glendale Shopping Center, Los Angeles, USA <i>Managing "Shop for rent 10 units"</i>	Zeer Oversea LLC is a titleholder	235.98	-
11. Asset with building at Quality Inn Long Beach, CA., U.S.A. on 1.83 acres or 4.5 Rai as hotel 68 rooms and 6 shops <i>Managing "Quality Inn Long Beach -Signal Hill"</i>	Zeer Oversea LLC is a titleholder	451.25	-
12. Machinery and equipment	ASIA Owner	29.44	-
13. Decorations and installments	ASIA Owner	120.97	-
14. Furniture and decorations	ASIA Owner	2.62	-
15. Hotel and restaurant supply	ASIA Owner	11.76	-
16. Office supply	ASIA Owner	8.72	-
17. Vehicle	ASIA Owner	5.64	-

Noted: (1) Financial institute Mortgage as liabilities at present

Subsidiaries and joint company investment policy

On 31 December 2023, Subsidiaries and joint companies had invested in hotels and restaurants business valued 711.80 million Baht. Also, they invested in shopping center (rental area business) (ZP) valued 428.79 million Baht. The investment proportion is 11.17% of total asset.

2. Asset Evaluation

In 2023, the Company and its subsidiaries revalue assets during the accounting period.

Details about the property appraisal list

Appraised Assets	Appraised by	Controller	Objective	Date of Appraisal
1. Glendale Boulevard, Los Angeles, California United States, Shopping Center Area size 0.8 acer (approximately 2 rai) <ul style="list-style-type: none"> - Land size 0.8 acres - Buildings, improvements and utility systems. 	Newmark Valuation & Advisory	Steve Johnson, MAI	-None-	March 20, 2023
2. Darley Hotel and Lan Suk Plaza, Chiang Mai Province, located at Chang Moi Sub-district, Mueang District, Chiang Mai Province, near Waroros Market. <ul style="list-style-type: none"> - Land area 2 – 2 – 93.3 rai - Buildings, improvements and utility systems. 	Modern Property Consultant Co., Ltd.	Mr. Wasont Kongjun	Public Propose	December 29, 2023
3. Ratchpruek Lanna Boutique Hotel, located at Nong Khwai Sub-district, Hang Dong District, Chiang Mai Province. <ul style="list-style-type: none"> - Land area 2 – 0 – 31 rai - Buildings, improvements and utility systems. 	Modern Property Consultant Co., Ltd.	Mr. Wasont Kongjun	Public Propose	December 18, 2023

Other related information

Corporate Governance Code ASIA HOTEL PUBLIC COMPANY LIMITED

The Board of Directors of Asia Hotel Public Company Limited has placed great emphasis on good corporate governance since 2004 and the rules and guidelines have been constantly improved. Subsequently, The Company has improved the Corporate Governance Policy (CG Code) that the Securities and Exchange Commission (SEC) in 2018 as a guideline for the Board of Directors which is the leader or the most responsible person of the organization to apply in the corporate governance to be reliable for shareholders and all groups of stakeholders. Therefore, as the benefit of creating sustainable value for the business in December 2019, the company has resolved to completely revise this supervision principle and to start using it from 13 December 2019 onwards.

Therefore, the principles of corporate governance of the company Consisting of principles and best practices divide into 5 categories including:-

- 1. Rights of shareholders:** Shareholders own the company, controlling it by appointing the board of directors to act as their representatives. Shareholders are eligible to make decisions on any significant corporate changes.
- 2. Equitable treatment of shareholders:** All shareholders, including those with management positions, non-executive shareholders and foreign shareholders should be treated fairly and equally. Minority shareholders whose rights have been violated should be redressed.
- 3. Role of stakeholders:** stakeholders of a company should be treated fairly in accordance with their legal rights. The board of directors should provide mechanisms to promote cooperation between the company and its stakeholders in order to create wealth, financial stability and sustainability of the firm.
- 4. Disclosure and Transparency:** The board of directors should ensure that all important information relevant to the company, both financial and non-financial, is disclosed correctly, accurately, on a timely basis and transparently through easy-to-access channels that are fair and trustworthy.
- 5. Responsibilities of the Board:** The board of directors plays an important role in corporate governance for the best interests of the company. The board is accountable to shareholders and independent of management with 8 principles of CG-Code that the Board of Directors must adhere to as follows:
The Board of Directors has 8 principles of CG-Code:

Principle 1: Establish Clear Leadership Role and Responsibilities of the Board

The Board of Directors is aware of the roles, duties, and responsibilities as leaders who must supervise the organization to have good management by defining the objectives and goals of the organization, setting strategies and operating policies accordingly as well as allocating important resources to achieve the objectives and goals laid down including monitoring the performance regularly.

To achieve sustainable value creation, the board should exercise its leadership role and pursue the following governance outcomes such as the competitiveness and performance with a long-term perspective, the ethical and responsible business, the good corporate citizenship and corporate resilience.

In addition, all directors and executives must perform their duties with duty of care and duty of loyalty and ensure that the operations are in accordance with laws, regulations and resolutions of the shareholders' meeting as well as policy or the guidelines, understanding the scope of duties and responsibilities of the Board of Directors and clearly define the scope of assignments, duties and responsibilities for the Managing Director and the management to monitor and ensure that the Managing Director and the Management perform the duties as assigned.

Guidelines in Practice

- 1.1 In evaluating the performance of the company, the board should not just consider the company's financial results but also take into account non-financial performance such as its ethical performance and impact on stakeholders, society and the environment.
- 1.2 The board assume a leadership role in creating and driving a culture of compliance and ethical conduct throughout the company, and lead by example.
- 1.3 The board ensure the creation of written policies and guidelines, such as a corporate governance policy, codes of ethics, and business conduct, applicable to all directors, executives, employees and staff of the company.
- 1.4 The board ensure effective implementation including regular communication of the company's policies and guidelines to all directors, executives, employees, and staff. The board ensures adequate mechanisms are in place for monitoring, reviewing and reporting compliance with the company's policies and guidelines annually.

Principle 2: Define objectives that Promote Sustainable Value Creation

The board will define objectives that promote sustainable value creation and governance outcomes as a framework for the operation of the company, customer, stakeholder, and social as well. The board ensures the company's objectives, goal, strategies, and plans are consistent with long-term objectives while utilizing innovation and technology effectively.

Guidelines in Practice

2.1 The board will ensure that the company has clearly defined objectives that support the company's business model. The board should ensure company-wide communication of the objectives, for instance, in the form of the company's vision and value creation.

2.2 When developing the business model for sustainable value creation, the board should take into consideration the following factors: the company's ecosystem, including changes to business conditions and opportunities, and the company's effective use of innovation and technology, the need of customers and other stakeholders; and available resources and competitiveness of the company.

2.3 The company's values reflect characteristics of good corporate governance, accountability, integrity, transparency, and due consideration of social and environmental responsibilities. The board promote a good corporate governance culture and strive to have the company's objectives embedded in company-wide decision-making and conduct through effective communication.

2.4 The board will ensure that the company's strategies and plans take into account all relevant factors influencing the value chain, including the company's ecosystem, risks, resources, competitiveness, and stakeholders. The board should ensure that a mechanism for stakeholder engagement is in place that all groups and can be analyzed to get results.

2.5 The board will promote innovation and the use of technology to enhance competitiveness, respond to stakeholder concerns and expectations, and meet social and environmental responsibilities.

2.6 The board will consider the company's targets (financial and non-financial), the board has to ensure that they are suitable to the company's business target, and they do not cause the company to engage in illegal or unethical conduct.

Principle 3: Strengthen Board Effectiveness

The board understand in leadership role and governance of the company, to determining and reviewing the board structure for hotel business and real estate business, ensure that the board consists of directors with appropriate and the necessary qualifications, knowledge skills, experience, character traits, with an appropriate gender and age balance and the proportion of executive directors and independent directors so as to ensure its leadership role in achieving the company's objective.

The Company has the selection policy to appoint independent director as chairman of the board and ensure that the policy and procedures for the selection and nomination of directors are clear and transparent resulting in the desired composition of the board. The Board appoint relevant committees to review specific matters, to screen information, and to recommend action for board approval; however, the board remains accountable for all decisions and actions.

When proposing director remuneration to the shareholders' meeting for approval, the board will consider whether the remuneration structure is appropriate for the directors' respective roles and responsibilities, linked to their individual and company performance, and provide incentives for the board to lead the company in meeting its objectives, both in the short and long term.

The board conducts an annual performance evaluation of the board, its committees, and each individual director. The evaluation results should be used to strengthen the effectiveness of the board. The board will ensure that the board and each and individual director understand their roles and responsibilities, the nature of the business, the company's operations, relevant law and standards, and other applicable obligations. The board support all directors in updating and refreshing their skills. The board ensures that it can perform its duties effectively and have access to accurate, relevant and timely information. The board appoint a company secretary with necessary qualifications, knowledge, skills and experience to support the board in performing its duties.

Guidelines in Practice

3.1 The board consider the board structure and ensure that the proportion of non-executive directors including independent directors more than the number of executive directors in order to inspect and balances in operating in the company.

3.2 The board establish a nomination and remuneration committee with all members and the chairman being independent directors. The nomination and remuneration committee is responsible for setting the nomination criteria and process of director and remuneration that are consistent with the company's strategies and long-term objectives and reflects the experience, obligations, scope of work, accountability, responsibilities of each director by comparable to industry practice that the board proposes to approval from the shareholder meeting.

3.3 The board set the criteria of the number of director positions directors can hold simultaneously in other companies and consider the effectiveness of directors who hold multiple board seats. The number of companies of which a person can simultaneously be a director should be appropriate to the natures and types of businesses involved but should not exceed five listed companies and report to public disclosure of directors assuming or holding positions at other companies.

3.4 The board, the committee's and individual directors' performance evaluation should be conducted at least once a year to facilitate consideration and improvement of the board's performance and effectiveness and resolution of any problems. The assessment criteria and process for the board's, committees' and directors' performance should be systematically set in advance.

3.5 The board will ensure that directors regularly receive sufficient and continuous training and knowledge development.

3.6 The board's meeting schedule and agenda will be set in advance and each director should receive sufficient notice to ensure attendance. There are monthly of the board meeting should be appropriate to the obligations and responsibilities of the board nature of the business at least 12 times per financial year. If there are emergency case, it will arrange extra meeting. Meeting documents should be sent to each director at least five business days before the meeting.

3.7 The board encourage the chief executive officer to invite key executives to attend board meeting to present details on the agenda items related to matters that they are directly responsible for, and to allow the board to gain familiarity with key executives and assist succession planning.

3.8 Non-executive directors are able to meet, as necessary, among themselves without the management team to debate their concerns and report the outcome of their meeting to the company's chief executive officer.

Principle 4: Ensure Effective CEO and People Management

The Board will ensure that there are a nomination and development of the Managing Director and high-level executives to have knowledge, skills, experience, and characteristics necessary to drive the organization towards the goal. The board supervises to determine the compensation structure and appropriate evaluation by understanding the structure and relationship of shareholders that may affect the management and operation of the business. Including monitoring the administration and development of personnel to have the appropriate amount of knowledge, skills, experience, and motivation.

Guidelines in Practice

4.1 The board has assigned the Nomination and Remuneration Committee to establish the criteria and procedures for nomination and appointment of the chief executive officer and high-level executives. In order to business continuity, the board ensures that development and succession plans for the chief executive officer and key executives are in place. The board promotes the continuous development and education of the chief executive officer and key executives that are relevant to their roles.

4.2 The board has assigned the Nomination and Remuneration Committee to determine the appropriate compensation structure and evaluation. Determine the compensation that is an incentive for the Managing Director, high executive, and all levels worker in accordance with the objectives and main goals of the organization and the interests of the business in the long term and the economic environment factors close to the same industry.

4.3 The board ensure that the company is properly staffed, and that human resources management aligns with the company's objectives and furthers sustainable value creation. All employees and staff must receive fair treatment.

4.4 The board ensures that the company establishes a provident fund or Asia Hotel Savings and Credit Cooperative Limited to implement a training and development program for employees that promotes financial literacy, including on retirement savings, and educates employees and staff on life appropriate investment.

Principle 5: Nurture Innovation and Responsible Business

The board priorities and promote innovation that creates value for the company and its shareholders together with benefits for its customers, other stakeholders, society, and the environment, in support of sustainable growth of the company. The board will encourage management to adopt responsible operations, and incorporate them into the company's operations plan to ensure that every department and function in the company adopts the company's objective, and strategies, applying high ethical, environmental and social standards, and contributed to the sustainable growth of the company. The management allocates and manages resources efficiently and effectively throughout all aspects of the value chain to enable the company to meet its objectives.

The board will establish a framework for governance of enterprise IT that is aligned with the company's business needs and priorities, stimulated business opportunities and performance, strengthens risk management, and supports the company's objectives.

Guidelines in Practice

5.1 The board priorities and promote a corporate culture that embraces innovation and ensure management's inclusion of innovation in corporate strategy, operational development planning, and operation monitoring.

5.2 The board nurture innovation that enhances long-term value creation for the business in the changing environment, improving operational processes and collaborating with partners.

5.3 The board ensures the company's operations reflect the company-wide implementation of high ethical, environmental and social standards to further the company's objectives and goals in support of sustainable value creation. Policies and procedures for running the business fairly and respecting and adhering to stakeholders' rights as follows:

- (1) Responsibilities to employees, and workers by considering fair treatment and respect for human rights, including a fair level of remuneration and other benefits, a level of welfare that is not less than the legal limit (but can be over the legal limit where appropriate), health care, and safety in the workplace, training support, potential development and promotion of advancement and giving chances to employees to develop other skills.
- (2) Responsibilities to customers by considering health, safety, fairness, customer information security, after-sales services, throughout the lifespan of products and services, and following up on customer satisfaction measurements to improve the quality of products and services. In addition advertising and public relations must be done responsibly, and these should not cause misunderstanding or encourage unwanted habits such as over-spending.
- (3) Responsibilities to business partners by having a fair procurement process and contract or agreement conditions, providing training, developing potential and enhancing production and service to meet standards and explaining and supervising business partners to respect human rights, and treat their workers fairly, including monitoring and assessing partners to have mutual sustainable businesses.
- (4) Responsibilities to the community by applying business knowledge and experience to develop projects that can concretely add value to the community. There should be a follow up on progress and success tracking in the long term.
- (5) Responsibilities to the environment by managing and ensuring that there is no negative impact on the environment, including raw material use, energy use (for production, transportation, or in the office), water use, renewable resources use, rehabilitating the diversity of biology, having an impact from running business, discharging and managing waste from running business, and greenhouse gas emissions.
- (6) Competing fairly by running the business transparently and not taking advantage of competitors.
- (7) Anti-fraud and corruption by ensuring that the company sets up and announces anti-fraud and corruption policies to the public. The company might work with its network and with other companies in anti-fraud and corruption. The company can also encourage business partners to be in the network.

5.4 The board ensures that management continuously reviews, adapts, and develops the company's use optimization of resources, considering internal and external factors to meet the company's objectives.

5.5 The board ensures that Innovation Technology security policies and procedures are in place.

Principle 6: Strengthen Effective Risk Management and Internal control

The board will ensure 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 law and standards under the audit committee that can act effectively and independently and an internal auditor or establish an independent internal audit function that is responsible for reviewing and improving the effectiveness of the risk management and internal control systems, and reporting review results to the audit committee.

The board will manage and monitor conflicts of interest that might occur between the company, management, directors, and shareholders and also prevent the inappropriate use of corporate assets, information, and opportunities, including preventing inappropriate transactions with related parties. The board establish a clear anti-corruption policy and practices including communication and staff training and communicate its anti-corruption efforts to stakeholders and a procedure for handling complaints and whistleblowing.

Guidelines in Practice

6.1 The board establish a risk management committee or assign responsibility to the Audit Committee to assist the board in its oversight functions related to the risk appetite of the company. The implementation of risk management policies that are consistent with the company's goals, objectives, strategies, prioritization of early warning signals of material risks and scope of the company's principal. The substantial risks are identified through consideration of internal and external factors that may be no success in the target.

6.2 The board regularly monitor the effectiveness of the company's risk management.

6.3 The board has to ensure and monitor that the company complies with relevant and applicable law and standards, whether domestic, international or foreign.

6.4 In assessing the effectiveness of the company's internal controls and risk management, the board should consider the result of internal controls and risk management at its subsidiaries and businesses in which it has a significant investment.

6.5 The board will establish an information security system, including appropriate policies and procedures, to protect confidentiality, integrity, and availability of business information, including market-sensitive information. The board should monitor the implementation of the information security policies and procedures and the adherence to confidentiality requirements by insiders, including directors, executives, employees and staff, and professional advisers, such as legal or financial advisers.

6.6 The board should ensure management and monitoring conflict of interest situations and transaction. The board should adopt ethics and conflicts of interest policy consistent with applicable law and standards (including fiduciary duties), and establish clear guidelines and procedures for disclosure and decision-making in the conflict of interest situations. For example, any party who has a vested interest in a particular transaction, should disclose that interest, and not be involved in the decision-making or voting on that agenda item.

6.7 The board ensure company-wide awareness and implementation of the company's anti-corruption policy and practices, and compliance with applicable law and standards. The board ensure that whistleblowers are protected from retaliation as a result of their good faith whistleblowing activities.

Principle 7: Ensure Disclosure and Financial Integrity

The board ensures 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. The board ensures 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. The board will monitor the company's financial liquidity and solvency in order to the confidence of finance and operation.

In addition to a financial report, the board discloses sustainability report such as reporting data on the company's compliance and ethical performance (including anti-corruption performance), its treatment of employees and other stakeholders (including fair treatment and respect for human rights), and social and environmental responsibilities.

The board ensures the establishment of a dedicated Investor Relations function responsible for regular, effective and fair communication with shareholders and other stakeholders such as analysts and potential investors.

Guidelines in Practice

7.1 The board ensure that any person (including chief financial officer, accountant, internal auditor, company secretary, Investors Relation officer) involved in the preparation and disclosure of any information of the company has relevant knowledge, skills and experience, and that sufficient resources, including staffing, are allocated.

7.2 When approving information disclosures, the board will consider all relevant factors, including for periodic financial disclosures:

- (1) The evaluation results of the adequacy, of the internal control system.
- (2) The external auditor's opinions on financial reporting, observations on the internal control system, and any other observations through other channels.
- (3) The audit committee's opinions.
- (4) Consistency with objectives, strategies and policies.

7.3 The board will ensure that information disclosures (including financial statements, annual reports, and Form 56-1) reflect the company's financial status and performance accurately and fairly. The board promote the inclusion of the management Discussion and Analysis (MD&A).

7.4 If the business has financial problems. The board will ensure that the company has sound financial mitigation plans that consider stakeholder rights including creditor rights. The board should monitor management's handling of financial risk or difficulties and seek regularly report. The board ensures that any actions to improve the company's financial position are reasonable and made for a proper purpose.

7.5 The board establishes guidelines for communicating and disclosing information to stakeholders or third parties and designates a person responsible for providing information to them including the information generally disclosed and information that affects the price of securities or the image of the company which is correct information in time and equal.

Principle 8 : Ensure Engagement and Communication with shareholders

The board knows that the shareholders have the opportunity to participate effectively in decision-making involving significant corporate matters and significant corporate decisions are considered and/ or approved by the shareholders pursuant to applicable legal requirements. Matters that require shareholder approval should be included in the agenda for shareholders' meeting and shareholders should be sufficient notice thereof. The board ensures that the shareholders' meeting is held as scheduled and conducted properly, with transparency and efficiency, and ensure inclusive and equitable treatment of all shareholders and their ability to exercise their rights. The board ensures accurate, timely and complete disclosure of shareholder resolutions and preparation of the minutes of the shareholders' meetings as well.

Guidelines in Practice

8.1 The board support participation of all shareholders through reasonable measures, including:

- (1) Establishing criteria that allow minority shareholders to propose agenda items for shareholders' meetings. The board considers shareholders' proposals to be included in the agenda, and if the board rejects a proposal, the reasons should be given at the meeting.
- (2) Establishing criteria for minority shareholders to nominate persons to serve as directors of the company.

The board ensures that measures and criteria are established and promptly disclosed to ensure shareholder engagement and participation.

8.2 The board ensures that the notice of the shareholders' meeting (including the Annual General Meeting (AGM) is accurate, complete, and sufficiently in advance for the shareholders to exercise their fights.

8.3 The board ensures that the company arranges for the notice the shareholders' meeting and related papers to be sent to shareholders and posted on the company's website at least 28 days before the meeting.

8.4 shareholders be allowed to submit questions prior to the meeting. The board should therefore ensure that there are clear criteria and a process for shareholders to submit questions. The criteria should be posted on the company's website.

8.5 The notice of the shareholders' meeting and related papers should papers should be fully translated into English and published at the Thai version.

8.6 The board set the data, time, and place of the meeting by considering the interests of shareholders, such as allocating sufficient time for debate, and choosing a convenient location

8.7 The board ensure that the company does not through its meeting attendance requirements to prerequisites prevent attendance by or places an undue burden on shareholders, including as a result as a result of identification requirements that exceed applicable legal and regulatory requirements.

8.8 In the interest of transparency and accountability, the board should promote the use of information technology to facilitate the shareholders' meetings, including for registration and vote counting.

8.9 The chairman of the board is the chairman of the shareholders' meeting with responsibility for compliance with applicable legal requirements and the company's articles of association, allocating sufficient time for consideration and debate of agenda items, and providing opportunity to all shareholders who wish to share their opinions or ask questions related to the company.

8.10 To ensure the right of shareholders to participate in company's decision-making process in relation to significant corporate matters by participating and voting at shareholder's meeting on basis of sufficient and information, directors who are shareholder should not be allowed to add items to the meeting agenda that have not been duly notified in advance.

8.11 All directors and relevant executives attend the meeting to answer questions from shareholders on company-related matters.

8.12 The attending shareholders should be informed of the number and the proportion of shareholders and share represented at the meeting in person and through proxies, the meeting method, and the voting and vote counting methods before the start of meeting.

8.13 There will not be any bundling of several items into same resolution. For example, the appointment of each director should be voted on and recorded as separate resolution.

8.14 The board promote the use of use of ballots for voting on resolutions proposed at the shareholders' meeting and designate an independent party to count or to audit the voting results for each resolution in the meeting, and to disclose such voting results at the meeting by identifying the number of "for", "against" and "abstain" votes. The voting results for each proposed resolution should be included in the minutes in the minutes of the meeting.

8.15 The board ensures that the company discloses the results of voting proposed resolutions at the shareholders' meeting through the designated Stock Exchange of Thailand channels and through the company's website by the next business day.

8.16 The board ensures that minutes of the shareholders' meeting is submitted to the stock Exchange of Thailand within 14 days from the shareholders' meeting date.

8.17 The board ensures that the company promptly prepares the minutes of the shareholders' meeting, including the following information:

- (1) attendance of directors, executives, and the proportion of attending directors;
- (2) voting and vote counting methods' meeting resolutions, and voting results ("agreed", "disagreed", "abstained") for each proposed resolution; and
- (3) questions asked and answers provided during the meeting, including the identity of the persons who asking and answering the questions.

Code of Conduct

The Company realized on the importance of good governance for benefiting the management effectively and increasing the reliability to shareholders, clients, partners, creditors and employees. The Company has established the management policy and corporate governance system for operating the company to achieve its objectives and goals in the business way to stand for corporate governance policy, have responsibility to all stakeholders including social and the country for common interest. It could be categorized as follows:

1st Category: Business Code of Conduct

1. Disclosure and Transparency

The management, accounting record and financial reported must be done correctly according to the law, equity rules and international standard. And also the information must be disclosed correctly, transparently and presently for reliability of investors, shareholders and related creditors.

2. Commitment to Business Integrity

Shareholders, employees, clients, competitors, partners and creditors must be treated fairly and correctly according to the law and enhanced the cooperation between related parties for operating the corporate business consistently and providing the benefits to all related parties fairly.

3. Risk Management

The company has established risk management policy relating to the efficiency, effectiveness and accuracy of financial reports, corruption risk management and compliance with laws, rules, regulations and orders in alignment with the good internal control practices by analyzing the risk of business transaction and determining the level of risk and control measures for minimizing the risk to the lowest level.

4. Best Practice

To promote best practice to all personnel and divisions for improving self performance and development and being the best always.

5. Corporate Social Responsibility

Do the business by considering the duties and responsibilities relating public benefits and environment for developing well being of Thai society.

6. Ethics and Integrity

Ethics and integrity are fundamental to good governance. The Company needs to promote ethical and integrity practice to directors, management and employees at every level. The business cannot be sustainable if it is not built on good, integrity and ethical values.

7. Anti-Corruption

The company supports anti-corruption by establishing its policy to all board of directors, management team and all staff in every level as well as communicating to all related parties including subsidiaries and other companies that the company has the power to control, acknowledge and conform to the company policy and legal requirement.

2nd Category: Directors, Executives and Employee's Ethics

The Company has built the integrity and ethical practice to directors, management and employees as follows:

1. Best Practice of the Company

1.1 Act with integrity, honesty and transparency by considering the highest benefits of the Company and related persons.

1.2 Perform duties with diligence, skill and care. Foresee problems and find their resolutions. Maintain working standard constantly.

1.3 Follow the rules, regulation and orders strictly according to the standard and code of conduct established by the Company.

1.4 Not engage in outside business activities or invest to compete or appear to compete with the Company's business.

1.5 Not engage in any other business activities, personal business or others that are not the Company's business activities during working hours. Be careful and avoid personal business or any other activities that may conflict or damage reputation of the Company.

1.6 Not use job or information of the Company or of stakeholders for seeking personal, family or others' beneficial interests directly or indirectly.

1.7 Must protect and not disclose confidential information of the Company, stakeholders unless it is required to do so as on duty and responsibility or to comply with judicial proceeding, by law or court order or legal process or to authorized officials according to the law.

2. Best Practice for Customers, Partners and Creditors

2.1 Must not accept or offer gifts or presents from customers, partners, contractors, vendors, service providers or government officials.

2.2 If employee accepts gift of more than nominal value, given on traditional occasions, employee must inform supervisor.

2.3 Accepting to do any task for any business activities by receiving payment directly or indirectly, employee must report to supervisor about the relationship.

2.4 Accepting or entertaining customers, partners, contractors, vendors or service providers must only be done for benefiting the Company business deal. Entertaining must not cause damages to reputation of the Company and its stakeholders.

2.5 The company has regulations regarding accepting/giving gifts which shall apply to clients, parties, creditors and related persons who relevant to the company.

3. Best Practice for Employees

3.1 Must obey and follow the supervisor's lawful orders and must not interfere with authority in management. Achieve accomplishments, improve creative thinking for assigned tasks, develop a positive attitude to supervisors and be adaptive to be able to work with supervisor.

3.2 Keep learning for self-development and improve work efficiency.

3.3 Be a good subordinate and respectful. Is consistent and fair with all subordinates. Promote subordinates and enhance their progress. Be a good listener and help consider, analyze and solve problems.

4. Best Practice for Society

4.1 Support social activities with no affect or damage to the reputation or interest of the Company or no conflict to work duties.

4.2 Use political right according to the law and avoid actions that can cause misunderstanding that the Company involved in any political parties.

3rd Category: Code of Conducts for Directors, Executives and Employees

Directors Code of Conducts

1. Setting Company Goals

Establish the Company's vision, mission, objectives, policy and strategies for long-term value added to beneficiaries. Execute to manage risks affecting on achieving objectives and goals with system and suitable pattern to the organization according to generally accepted work instructions.

2. Good Governance

Promote the good governance and moral rules according to international system. Build a good relationship to beneficiaries and society. Create reliability and confidence to related persons both in society and country level. Manage the company's operations to ensure all activities are conducted in accordance with rules, regulations and relevant laws as well as ensure that information relevant to the Company is disclosed correctly, accurately, on a timely basis and transparently.

3. Maintain Moral and Ethical Conduct

Operate the Company's business by moral and ethical principles and promote moral and ethical conduct at all levels of organization including inspect and resolve conflict of interest that may arise in the organization.

4. Duties and Responsibilities

Act honestly with fairness and integrity in all business activities for the highest benefit of shareholders and related persons in overall.

5. Company's Assets

The Company's Assets should be inspected to ensure their efficient use and protected from any damages or improper uses. All Company's assets should be used for legitimate business purpose.

6. Monitoring and Evaluation

Review and approve major strategies and policies including objectives, financial goals and plans as well as regularly monitor and evaluate implementations according to the plan.

Employee Code of Conduct

1. Duties and Responsibilities

Employees should perform their duties with integrity, honesty and care for all business activities. Should improve quality and efficiency including develop the organization for the best practice and not slander directors or other employees without true information.

2. Comply with Laws, Rules and Regulations

Employees should comply with laws, rules, regulations and related principles. Employees should not help, support or do any thing that may lead to avoidance in complying with laws or regulations.

3. Report and Financial Statement

Accounting record and financial statement should be reported correctly and truly and according to the rules and regulations of the Company. Information relevant to the Company should be disclosed correctly, accurately, on a timely basis and transparently to related persons.

4. Getting Benefits from Persons Engaging the Company's Business

Employees should not request for, accept or agree to accept money or any other benefits from customers, partners, contractors, vendors, product and service providers or any other persons engaging the Company business. Employees should not give special favor or have close relationship with any customer that lead to another misunderstanding and appeared that they are not being treated fairly and caused them not wanting to deal with the Company and damage the Company's image and reputation.

5. Information Confidentiality

Employees should not intentionally or unintentionally disclose information, documents, technologies, technical know how, rights, copyrights, patents and inventions are considered as the company confidential information to other persons, it may result in damages to business competition, images or reputation of the company.

6. Company's Assets

Employees have duties and responsibilities to use the Company's Assets efficiently. The Company's Assets should be protected from any damages or improper uses and they should be used for legitimate business purpose only.

7. Entertainment and Gifts

Employees must not offer or accept gifts, presents or entertainment from customers, partners, contractors, vendors, service providers or government officials. If employee accepts gift, given on traditional occasions, of more than nominal value, employees must inform supervisor.

8. Conflicts of Interest

Employees should not perform any activities that can create a conflict of interest to the Company's business e. g. acts or activities may cause the Company to lose or get less benefits or the Company's benefits are shared.

8.1 Competition with the Company

Employees should not involve or invest in activities that are competition with or may compete with the Company's Business.

8.2 Seek for the Company Benefits from Personal Activities

All employees should disclose their personal, family, relative or dependant's business or activities. If there is any interest that may affect the Company's business or cause the conflict of interest such as

8.2.1 Invest or share benefits with traders dealing with the Company

8.2.2 Is employed in any job title or as a consultant of trader who dealing with the Company or its customer.

8.2.3 Directly or indirectly supply products or provide service to the Company and its affiliated companies or through others.

8.3 Use Company Information for Personal Advantage

Employees shall not seek for personal or other benefits from confidential information of the Company or its affiliated companies such as the Company plan, revenue, resolution, business projection, inventions or research results, bidding information whether these information can cause damage to the Company or not.

9. Maintain the Company's Reputation

Employees should avoid any acts that may affect the Company's reputation or cause troubles to the company. Employees should maintain their honor and be accepted in society.

4th Category: Rights of Shareholders and Equitable Treatment of Stakeholders

Rights of Shareholders

- 1) Board of directors should take care and encourage shareholders to exercise their basic rights to:
 - Participate and vote in the shareholder meetings to make decisions on any of significant corporate changes and approval of transactions.
 - Elect or remove members of the board and appoint the independent external auditor.
 - Share in the profit of the company.
 - Buy, sell or transfer shares, obtain relevant and adequate information on the company in a timely manner and on a regular basis, and make decisions on any transactions that affect the company and themselves.
- 2) Shareholders should be invited for the meeting and sufficient information regarding venue, time and issues to be decided in each agenda item should be provided in advance of the meeting and the company should arrange sufficient and suitable meeting venue and time for the most members to participate in the meeting.
- 3) Under the Company's laws and regulation, Shareholders should be allowed to propose an agenda item, ask questions, ask for explanation and express their opinions.
- 4) The chairman of the meeting should participate the shareholder's meeting for answering questions or allow management or other related directors to answer the questions.
- 5) After the shareholder's meeting, relevant information regarding the decision and voting result should be provided to shareholders.

Equitable Treatment of Shareholders

- 1) Shareholders have the right to vote according to number of shares they hold and information regarding the company should be provided equally.
- 2) Shareholders should obtain relevant and adequate information on the company in a timely manner an equal way. The company should not be bias to any one or group of shareholders by providing them non-disclosure information.
- 3) Shareholders will be treated fairly and equally in the meeting.

Stakeholders will be treated fairly

The company respects the rights of stakeholders and has set a clear policy in corporate governance for ensuring that stakeholders include shareholders, employees, executives, customers, partners, creditors as well as public and society will be treated fairly according to their legal rights. The cooperation between stakeholders should be enhanced according to their roles and duties, securing the company business activities and benefiting all stakeholders fairly.

Treatment of Shareholders

The company is willful to be a good representative of shareholders to operate the business activities and provide the most satisfaction by considering long-term growth of the company including disclose the company information transparently and reliably to shareholders.

Treatment of Employees

Employees are the most valuable resource and a key to the success of the company business. The company, therefore, creates a good work culture and environment as well as enhances teamwork, treats to employees gently and respects each individual's right to privacy. Employment, appointment and transfer of employees will be considered, based on ethical conduct and human resource will be utilized to gain the most benefit for the company.

The company will treat employees equally and fairly without regard to gender, race, nationality, religion and creed.

The company has a responsibility to create a good work environment and safety for life and assets of employees and persists to follow labor law strictly.

The company shall provide safeguard and protect staff who informs corruption cases occurring in the organization by keeping it confidential, no punishing or firing that staff from the organization according to the Whistle Blowing and Protection policy for appellant.

Treatment of Customers

The company is willful to provide the satisfactory and reliable service to customers with quality rooms, foods and beverages at reasonable price as well as maintain a good relationship. The company, therefore, establish a code of conduct as follows:

- **Quality rooms, food and beverage service:** The Company is willful to raise the standard to a higher position continuously and disclose information regarding the location and service completely, correctly and accurately.

- **Customers' Confidential Information:** Directors, Executives and Employees at every level should not disclose customers' confidential information without prior permission of customers or authorized person of the company unless the information need to be disclosed to third parties pursuant to a court order according to the law.

Treatment of Competitors

The company promotes and enhances a free and fair trade competition policy, not monopolize the trade or require traders to specifically supply goods for the company only and no policy to obtain the competitors' information illegally and unethically.

Treatment of Partners

Dealing with business partners should not cause the damage of the company's reputation or conflict of the relevant laws. Equality and mutual benefits should be considered and Business partners should be selected fairly. By the way, the Company considered that partners are an important factor to create value and reliability for customers.

The Policy of the Company is not to conduct business with parties who are involved in corrupt activities.

Treatment of Creditors

The Company adheres to the contract and complies with the terms and conditions of creditors strictly for paying off capital, interest and secures the guarantee.

5th Category: Internal Control Policy

1. Corporate Organization Chart

Internal audit is a necessary and important process for the corporate organization because it is an internal control that helps executives to ensure that the internal control is performed continually and properly and it helps to search the faults, weakness for developing the existing operating system to be more efficiently. The company, therefore, establish an internal control unit as a department of the company.

2. Control Environment

To support and promote a good internal control environment as follows:

2.1 Establish policies, goals and business directions clearly and measurably and propose to Board of Directors for Approval of employee's code of conduct.

2.2 Set up a code of business ethics by evaluating business ethics of the company including good practice for directors, executives and employees for setting up a code of conduct and informing entrepreneurs, who deal with the company regarding the company policy periodically as well as informing employees to perform their duties with integrity,

ethics and morality without conflict with the code of business of the company. Announce in writing to directors, executives and employees that performances that may constitute the conflict of interest of the business are prohibited.

2.3 Create a proper corporate organizational structure and the line structure is defined by its clear chain of command, relationship between divisions in the organization and lines of authority for all levels of management. These help executives operate the business efficiently.

2.4 Has a regulation regarding room, food and beverage service, financial and accounting, human resource management and hotel and restaurant accessories procurement as practice guidelines to be used by employees to comply with the Company's regulation.

2.5 Define job description, tasks, duties, knowledge, abilities and skills of position. And provide suitable authorities and responsibilities for each job title.

2.6 Has the human resource management on recruiting the right person for the right position, developing and training personnel, promoting to a higher job position, increasing salary level including analyzing incentives or benefits to employees that whether it is reasonable.

3. Control Activities

3.1 Duties and Responsibilities are defined into 3 categories:

- 1) To approve
- 2) Record accounting items and communication information and
- 3) Maintain and collect assets separately for being audited each others.

3.2 For each type of transaction, the Company has defined the authorized persons in written for financial amount approval.

3.3 Documentation and evidences has been conducted for facilitating and sharing responsibilities including informing responsible person in case there is anything wrong.

3.4 Protect business assets from loss and improper use such as check and count assets occasionally, security guard is arranged to protect and prevent loss of assets etc.

4. Monitoring and Evaluation System

4.1 To conduct the report for comparison of the actual operation result of existing and last year and to revise it regularly

4.2 Internal audit is conducted by skilful person with knowledge and abilities and to propose the internal audit report to Board of Directors

4.3 Major defects of internal control found by internal auditor or independent accounting auditor have been reported to a high level of executives and Board of Directors to consider and revise without hesitation

4.4 Has a policy to executives that if there is any case of corruption, suspected corruption, law violation and any other abnormal acts that might significantly affect to the Company's fame and financial statement, they shall report to Board of Directors immediately.

5. Communication and Information System

5.1 Continuously support development of communication and information system

5.2 Record directors' opinion and file document into categories

5.3 Important information is collected sufficiently for making decision

5.4 Board of Directors receives letters and meeting document containing adequate information for considering the minutes of board of directors' meeting

5.5 Accounting Report is conducted according to accounting policy under the general accounting principle and suitable with the business type of the Company

6. Significant Risks Affecting Achievement of Business Operation Objectives

The business risk from internal and external factors has been managed properly. Executives and related employees have cooperated to set the risk evaluation and analysis system affecting business operations and find protection measure regularly. There is a follow up and investigation measures causing risk factors and performed according to the risk management measures as defined for minimizing risk to be at suitable level. Related employees have performed according to the risk management plan.

6th Category: Disclosure and Transparency

1. Director has the duty to conduct financial statement for reporting the financial status and operational result of the Company as specified by law and disclose adequate, reliable, and up to date information to stakeholders of the Company equally.

2. The Company develops important information carefully, apparently and transparently and it has been disclosed regularly.

3. Board of directors shall conduct a descriptive report to be supplemented with the Annual Report for explaining important and complicated matters and elucidating important policy of the Company relating operational risk management and also financial increase.

4. Board of directors shall make additional disclosure in the Annual Report regarding number of meeting attendance of each director and/or sub-director/subcommittee to compare with number of director/subcommittee meeting arranged each year.

5. There is an agency/a department to provide information and communication to shareholders, investors as well as securities analyst.
6. The Company has regularly disclosed the information as follows:
 - Objectives of the Company
 - Financial statement and report from the chairman of audit committee
 - Operational result of the Company and analysis
 - Shareholding structure and management
 - Risk Factors
 - Corporate governance policy, etc.

7th Category: Environmental, Occupational Health and Safety Policy

Environmental Policy

Regarding the environment, the Company recognizes that the environment relates to the balance and living together among humans, animals and trees. Protecting the environment is therefore, the Company's responsibility to the society and a duty of all employees with the following objectives:

- To protect from pollution
- To control air condition, wastewater and waste material from the operation to be better than the standard required by law
- To use the resource economically
- To comply with the existing and future applicable law
- To improve the environmental quality continuously

Occupational Health and Safety Policy

The Company recognizes that the occupational health and safety management system is a part of the business which is important. It is the direct responsibility of all executives and employees to ensure that the operations are in accordance with the occupational health and safety plan and comply with The Thai law and international standard and to improve the prevention of hazards that might affect to employees, clients and related persons continuously according to the objectives set up from risk assessment as follows:

- To prevent accidents caused by fire and explosion.
- To prevent chemical hazards
- To prevent injuries caused by mechanical works
- To prevent dangers from electrical works

In order that, executives shall inform all employees about objectives, provide adequate and sufficient resources for achieving defined objectives and goal, set up proper training for employees at every level to be able to perform their duties and responsibilities as well as review management policy, execute the audit periodically and support employees to share their opinions.

8th Category: Anti-Corruption Policy

The Company realized that bribery, dishonesty and corruption can damage the organization as well as the economic and social development of the country. The Company, therefore, has established the Anti-Corruption Policy and places its guidelines as follows:

1. The Board of Directors, the Management Team and the Company staff in every level must follow with Anti-Corruption Policy, good corporate governance practices and Code of Conduct of the Company by avoiding involving with any course of corruption. The Board of Directors, the Management Team and the Company staff in every level are prohibited from operating or accepting every type of corruption both in direct or indirect manner for benefiting him/herself, family members, friends and acquaintances.
2. All staff shall not be negligent in any corruption conditions involved with the Company. All staff must notify such act to supervisor, human resource manager, managing director, internal auditor, or audit committee including collaborate with investigation. Any questions or queries are needed to be consulted by supervisor, human resource manager, managing director, internal auditor, or audit committee.
3. The Company shall provide fairness and safeguard staff who denies or informs corruption cases relating the Company.
4. In every business transaction dealing with both public and private sectors, it must be processed correctly, transparently and properly. Avoid any act persuading public or private sector employees to do it improperly or illegally by proceeding in accordance with Thai law.
5. The Policy of the Company is not to conduct business with parties who are involved in corrupt activities.
6. Any person who commits the corruption is equivalent to misconduct and must be disciplined and punished according to the law.
7. The Company will provide knowledge sharing and dissemination of this Anti-Corruption Policy to all staff and other people through the Company website at www.asiahotel.co.th

ASIA HOTEL PUBLIC COMPANY LIMITED


Policy on the Anti – Corruption

"Asia Hotel Public Company Limited is committed to conduct business with integrity and according to the principles of corporate governance, using strategies in business competition fairly, transparently and adhered to service standards and quality of hotels and restaurants significantly and strictly complying with applicable laws. The Company has against corruption by not accept any corruption. The Company and its subsidiaries or other companies that we have power to control, including people associated with the business operations do comply with this anti-corruption policies, which covers compliance in all units in the company.

The Company has an employee training and public relations to provide the knowledge and better understanding to those involved with the company, they must not acquire or has consented to receive money or benefits from related business and does not perform any such nearby. In addition, no claim or action or accept bribes for sake of the company, family, friends and acquaintances. If the Board of Directors, executives, and employees do not comply this policy, they shall be subject to disciplinary action and penalty.

In addition, The Company has conducted evaluation on the risk of potential corruption in each process regularly as well as tried to find appropriate solutions by establishing channels for reporting the clues or lodging complaints to the Audit Committee of the Company in case of finding circumstances or acts indicating dishonest acts or misconduct of individuals. "

The Board of Directors Meeting No. 9/2014 held on July 15, 2014 has approved a policy on corruption, Henceforth.

Sign.....
Surapong Techaruvichit.
Managing Director

Asia Hotel Public Co., Ltd.

The Manual Supplements to The Policy on Anti-Corruption

1. Introduction

- 1.1 Asia Hotel PCL adheres to honesty with its business operations and is in compliance with the principles of good governance. It uses the strategy in the business competition with equity and adheres to the service standards and good quality of the hotel and restaurant as priority and complies with the relevant laws strictly. It has well-realized that bribery and corruption are severe threats to destroy fair and free competition, including causing damage to the country's economic and social development. It has a policy of anti-corruption by rejecting any type of corruption whatsoever. It also directs its subsidiaries or other companies with control over them, including the relevant people on the business operations to follow the policy on the anti-corruption, which covers compliance in all of its relevant units.
- 1.2 The company has participated in the project "Private Sector Collective Action Coalition against Corruption "CAC" to create a standard on doing honest business for the inside and outside benefits of the organization.
- 1.3 This policy of anti-corruption "Policy" is considered being an additional part of the policy on good governance and has been approved by its board of directors.

2. Objectives

This policy has the following objectives

1. It shows its standing point on anti-corruption in the entirety.
2. It sets the guidelines and practices to prevent the company and its employees from violating the law on bribery and anti-corruption.
3. It designates the procedure on verification and follow-up to make sure that there is compliance with this policy.
4. It encourages its employees to be vigilant and report on encountering corruption via the safe communication channel.
5. It supports the subsidiaries and other affiliates, including the relevant persons in doing business with the company against bribery and corruption.

3. Scope

- This policy is applicable with the directors, management and all employees (hereinafter the "Employees") of the company.
- The company expects its subsidiaries and other companies and affiliates to comply with this policy.

4. Definitions

Any statements or words used in this policy shall have the following meaning except being shown or explained otherwise.

Fraud means embezzlement of money or property of the company for self-interest, including withdrawing/paying money by fraudulent means and falsification or destruction of the document to derive of personal gain.

Corruption means bribery, demand, acceptance, offer and exploitation of the authority and information received from the performance of duty within the company to do something for self-benefit, friends or other people to derive of anything or benefit unsuitable for the business or by favoritism. It is for self-interest directly and indirectly, including anything in violation of the law or against the business ethics of the company or against the usual trade practices.

Corruption can be perpetrated in multiple forms, e.g.

1. Political contributions.
2. Charitable contributions and sponsorships.
3. Gifts and hospitality.

5. Duties/Responsibilities

5.1 The board of directors has assigned its audit committee to supervise the policy and the measures on anti-corruption to make sure that the company has complied with its duty according to the laws and the specified code of conduct.

5.2 All the management has the main duty to apply this policy, including following up the effectiveness of this policy, while the managing director has a duty to explain, answer and interpret the asking questions.

5.3 All of the management has a duty to communicate with its subordinates to have realization and understanding in this policy and has been trained sufficiently and regularly.

5.4 The employees shall perform the duty to be consistent with this policy. In case of doubt or encounter a violation of this policy, they shall report to the superior or via the specified channel according to policy on reporting a clue and the protection of the complainant.

6. Policies and guidelines

6.1 General provisions

6.1.1 The company has zero-tolerance policy and complies with the entire relevant laws on anti-corruption in Thailand.

6.1.2 The company shall not participate in the corruption directly and indirectly, and determined to apply the control system, rule and practice with effectiveness to use in the anti-corruption.

6.1.3 The company's employees shall not participate in the corruption and bribery with the public and private authorities, e.g. the personnel of the various companies with a joint transaction directly and indirectly to acquire or maintain or exploit a competition.

6.1.4 The company has set up guidelines on the practice and the internal audit to prevent from corruption by designating a policy on risk management and evaluation of the risk on corruption that may happen inside the organization.

6.1.5 The company has evaluated the risk on possible corruption and the support of a political activity, charitable donation and as a patron and giving a gift or expense on the entertainment by setting up the practical guidelines.

6.2 Relevant companies and persons

6.2.1 The subsidiaries and affiliates that the company has the power of control.

The company shall notify and support its subsidiaries within its power to comply with the policy on anti-corruption.

6.2.2 Business agents and middlemen.

It is prohibited the company or employees from hiring an agent or middleman in any business with the purpose for corruption.

6.2.3 Distributors/service providers and contractors.

The company shall arrange a purchase, procurement of goods/service with equity and transparency, including assessment to select the goods/service distributors and the contractors with scrutiny. However, it shall notify them on this policy, and it reserves the right to terminate the purchase and contract, on finding out that the goods distributor/service provider is involved with or have committed corruption or bribery.

6.3 Support on political activities

The company has no policy to help or support a political activity or party or group, regardless of directly or indirectly.

6.4 Donation for a charity or becoming a patron

6.4.1 The company donates for charity in the form of financial assistance or other forms (e.g. giving knowledge or time sacrifice) as part of the activity rewarding the society, including public relations and promoting good images to the company without aiming for business result in return.

6.4.2 Acting as the endorser is a method of business public relations, which is different from a charitable donation. It can be made in multiple forms, e.g. support on the activities in art, culture and education, etc.

6.4.3 The employees shall be careful to make sure that the charitable donations and patronage shall not be an excuse of a bribe, including doing it with transparency and in compliance with the applicable law.

6.4.4 In a donation for charity or as a patron, it shall prepare an application stating the name of the donee/benefactor and the objective of the donation/support with the entire appendices submitted to the authorized person of the company to approve according to the rule of the company.

6.5 Gift and Entertainment Expense

6.5.1 The company is aware of creating good relations with a business ally are an important thing to bring its continuous success.

6.5.2 Giving, presenting or receiving a gift, entertainment or any interest with the customers, trade partners or relevant persons shall comply with the rules on giving/taking of a gift or award.

7. Internal Control

7.1 The company shall maintain its internal audit system effectively is anti-corruption, which covers a mutual audit on accounting, data storing, including other business processes involved with this policy.

7.2 The internal audit system shall consist of the control the whole organization, including control and procedure on the practice as specified specifically, and designed for managing the risk of possible corruption.

7.3 Organization-wide control consists of the policy on business supervision, address on anti-corruption of the management, verification of the internal audit office, policy on human resources, bylaws of the company, authorization and division of the duties suitably, records and reports of accounting and financial data correctly and truly, and handling of the report upon encountering corruption.

8. Storing of Data

8.1 The company has a policy to comply with the standards, principles, including the laws applicable on the report of accounting and financial information.

8.2 All types of the expenditures shall include supplementary documents; including storing and preserving the data of the company shall comply with the relevant laws and regulations.

8.3 The company does not allow false recording of data with a wrong principle, invalidity, or incorrectness or window dressing as well as shall not have an extra accounting for using to support or conceal the inappropriate receipts or payments.

9. Training and Communication

9.1 Employees

All of the employees are trained on anti-corruption regularly just to be aware of this policy, especially on the various forms of the corruption, the risk of participation in it, including the method of reporting in case of encountering or suspecting to have corruption.

All of the employees shall receive a copy of this policy to make sure that they have received and understood of the company's policy on the anti-corruption. Moreover, they can read it, including the updated information from our website at www.asiahotel.co.th. We shall notify our employees for acknowledgement, if there is a change in the essential information.

Training on the knowledge about this policy shall form a part of the orientation or before taking the office of all the new employees.

9.2 The Outsiders

We shall communicate the policy on anti-corruption in the entirety to our agents, middlemen, distributors of our goods/services and the contractors for acknowledgement from the start of the business relations and thereafter as appropriate.

Nevertheless, we encourage our agents, middlemen, distributors of the goods/services and contractors to adhere to the standards on social responsibility the same as ours.

10. Reporting upon encountering corruption

In a situation that an employee has a question or evidence that there is an employee or person acting on behalf of the company has participated in corruption, they shall report it to the superior promptly, or report via the channel according to the "policy of reporting a clue and protection of the complainant." After the company has received a report, it shall take up the matter seriously, and shall not punish the whistleblower with integrity.

11. Protection of its employees

11.1 Our company can assure you that there will be no employee is demoted, punished or affected from refusing a bribe, although such the refusal may cause us to lose business or miss an opportunity to get a new business. We believe that the policy on refusing a bribe and anti-corruption entirely can help to build the value to us. Furthermore, we shall not allow anyone to intimidate or threaten or withhold the employee who intends to comply with this policy.

11.2 Nonetheless, if the employee believes that they are intimidated or threatened or withheld, shall report to the direct superior or the personnel manager promptly. In the event that it has not been remedied, they shall report via the proper channel according to our "policy on reporting a clue and the protection of the complainant."

12. Violation of the Policy

12.1 The company shall take a disciplinary action against the employee who violates this policy, including the direct superior who ignores the perpetration or with realization that there is a commission of an offense but failed to remedy it. The method of punishment shall depend on the facts, circumstances and characteristics of the offense by designating a rule punishing the employee violating the policy.

Meanwhile, the ignorance of this policy and/or the relevant laws cannot be excused for not complying with them.

12.2 The agents, middlemen, distributors of goods/services or any contractor of the company may be terminated of the contract, if violating the guidelines of this policy. In addition, when they have recognized the offense against this policy, but failed to report to the management, or has given incorrect information upon our investigators have investigated the information on the action that may be contradictory to this policy as well.

13. Relevant policy, report and record forms

The employees should read and understand the policies jointly with other manuals of the company as follows:

13.1 Policy on supervision

13.2 Policy on reporting a clue and the protection of the complainant.

13.3 Employee bylaws.

13.4 Rules on accepting/giving a gift/reward.

Relevant records are,

13.5 Rules on charitable donations and becoming a patron.

13.6 Record on an application for a donation or support.

13.7 Reporting on accepting a gift/award form.

13.8 Reporting on giving a gift/award form.

14. Supervision, follow-up and investigation

14.1 The management has to review this policy annually and present to the audit committee and the board of directors for approval. However, if there is a change, including supervision and follow-up for practice continuously or any improvement may be implemented as soon as possible.

14.2 The internal audit shall examine the internal audit system and the operations in accordance with the policy regularly to make sure that the system is effective on the anti-corruption. Nevertheless, it shall consult on the result of the audit jointly with the relevant persons to find suitable and remedial guidelines, and shall report to the management and the audit committee for acknowledgement regularly.

This manual is supplementary to the policy on anti-corruption approved by the board of directors on 11 November 2016

Asia Hotel Public Company Limited

Policy on Reporting a Clue and the Protection of the Complainant

Asia Hotel PCL has a policy of giving a clue on an offense or misconduct or behavior that may imply dishonesty, corruption or misbehavior of the people within the organization from its employees and all the vested interests. In addition, it has a mechanism in protecting the whistleblower and prioritization on collecting information, clue and complaint to be kept confidential and to build confidence to the complainant with the following details:

1) Scope of reporting a clue or filing a complaint

1.1 When there is a question or discovery of a violation of the good practice in the following matters:

- Violation on following the principles and guidelines of the policy supervising good governance.
- Violation of the rules, regulations and bylaws of the company.
- Being treated unfairly during working.
- Commission of misconduct and corruption.

1.2 Discovery of an action that causes a suspicion and bad effects to the company.

2) Channels on reporting a clue or complaint

2.1 Direct superior of the employees

2.2 Personnel manager of the company

2.3 E-mail address: acboard@asiahotel.co.th

2.4 Mrs. Ruchukorn Siriyodhin

Independent Director and Chairman of Audit Committee
Asia Hotel PCL

2.5 Mr. Surapong Techaruvichit

Managing Director
Asia Hotel PCL

3) Consideration on the clue or complaint

3.1 Details of the clue or complaint must be true, clear or sufficient to lead to finding facts for further operations.

3.2 The informant or complainant can choose not to reveal their name, address, contact telephone number, if they deem it can cause a security concern or any damage. However, the disclosure of identity can help the case to progress or inquire about the beneficial information additionally, and giving facts or relieve damage conveniently and more rapidly.

3.3 The received information shall be considered confidential and no disclosure of the name of the informant or complainant to the public without prior consent.

3.4 The informant or complainant shall be protected of their right, regardless of being an employee or a third party.

3.5 The receiver of the clue or complaint and the relevant person with the process on verifying the facts has to keep the information secret and disclose only as necessary, considering the safety and damage to the informant or complainant or cooperator in the verifying the facts and the source of information or the relevant person.

4) Relevant People Group

4.1 Informant means the person who reports a clue or complaint.

4.2 Coordinator on the complaint means the person who receives the complaint, collects the basic information and the summary on the operations is the secretary of the company.

4.3 Supervisor of the complaint means the direct superior of the complained person or the higher superior of the complained unit.

4.4 Supervisor of the disciplinary rules means the personnel department

4.5 Managing director

4.6 Audit committee

5) Procedures

5.1 After the coordinator has received a complaint, they shall proceed as follows:

- Submit the matter to the supervisor on the complaint, proceed to find facts and give an order according to the existing authority.
- Submit a copy of the matter to the personnel department for acknowledgement initially to prepare an advice according to the discipline or other matters.
- Submit a copy to the managing director and the audit committee for acknowledgement.

5.2 Gathering of facts and giving an order

- 5.2.1 The complaint supervisor shall proceed to find facts and give advice for the involved persons to behave or act suitably later. If there is a disciplinary action, it can be made in consultation with the personnel department, so it shall comply with the punishing measures as well. However, if the complaint supervisor has no power to order a punishment, it shall be presented in the hierarchical chain of command up to the authorized persons as the case maybe. Then it shall send the results on finding the facts, operations and punishment as the case maybe to the managing director via the hierarchical superiors for acknowledgement or an order
- 5.2.2 In the case the complaint is anonymous and cannot find additional information sufficiently, the complaint supervisor shall send a report on the verification of the information and comment to the managing director via the hierarchical superiors for suitable guidelines further. However, if the managing director deems it cannot proceed on the complaint, which the case can be closed, he shall inform the complaint supervisor for acknowledgement and report to the inspection committee.
- 5.2.3 In a situation that the complaint supervisor has verified the facts and found the complained person is innocent, or it is a matter of misunderstanding or has given advice to the complained person or the relevant person to have suitable behavior or practice, so the matter should be closed without any punishment. The complaint supervisor shall present such the matter to the higher hierarchical superior for approval to close the matter with a copy to the coordinator who receives the complaint and inform the complainant for acknowledgement, and report to the managing director as well as the inspection committee.

5.3 Investigation of the facts and punishment

- 5.3.1 In the case that the complaint supervisor and the personnel department have investigated it and deemed appropriate to take a disciplinary action, the personnel department shall present the matter to the managing director.
- 5.3.2 After the result of the order by the managing director, it shall notify the supervisor on the complaint to take further actions.
- 5.3.3 The punishment shall comply with the rules of the company and/or the relevant laws.

5.4 Notifying the summary to the whistleblower or complainant and remedy

- 5.4.1 The coordinator on the complaint shall notify the results on the operations to the complainant and record the results on the operations related to the complaint by presenting to the inspection committee on a quarterly basis.
- 5.4.2 The coordinator on the complaint shall follow up the result on the remedy (if any) and report to the managing director and the inspection committee for acknowledgement.

6) A bogus complaint or wrong channel

In a situation that the complaint giving a statement or any information that can be proven to be bogus or is in the wrong channel, if it is the case of a company's employee, they shall be faced with a disciplinary action. However, it is an outsider who does that to inflict damage, so the company shall consider prosecuting them as well.

7) Responsibility of the higher superior

In the case the supervisor on the complaint ignores or refuses to follow this policy, the higher superior may be faced with a disciplinary action as well.

8) Measures on protecting the rights of the whistleblower or complainant

- 8.1 The company shall keep the information and the identity of the whistleblower or complainant and the complained person confidential.
- 8.2 The company shall reveal the information only as necessary by considering the safety and damage to the informer, source of information or the relevant persons.
- 8.3 The injured person may be relieved of the damage by the suitable and fair process.
- 8.4 In the event that the complainant or cooperator on verifying the facts deems that they feel unsafe or may suffer damage, they can request the company to set up suitable and protective measures by themselves, or the company may set up protective measures by the complainant or the cooperator on the verification of the case without a request, if it is deemed the case can cause suffering or damage or danger.
- 8.5 The company shall not do anything that is unfair to the whistleblower or complainant, regardless of by reshuffling the position, job characteristics, workplace, suspension, and intimidation, working disturbance, termination or other actions that are unfair to them or the cooperator in the verifying the facts.

Procedures on Receiving/Giving a Gift or Award

This procedure is part of the Anti-Corruption Policy

Asia Hotel PCL has operated the business under the good supervision by adhering to the good governance principle and business code of conduct, with social responsibility, environment and the stakeholders from all partisans. It uses the strategy in the business competition with fairness, best product quality and service. Moreover, the company still has determination in the opposition to corruption in all forms. It also designates its directors, employees, including the relevant persons on its business, which it has the power in the control to comply with the policy on anti-corruption strictly.

Nonetheless, it has communication and public relations to create knowledge and understanding to the relevant persons not to demand or allow receiving money, things or any benefits from the vested interests. It includes not doing or making anything that can be considered as such and shall not demand, Implement or accept a bribe for the benefit of the company or self or subordinate as specified in the policy on supervision of the company business and has been practiced all along.

Procedure on Receiving a Gift or Award

Definition

A gift or award or other benefits are anything other than non-monetary things given to each other at the various opportunities for etiquette or friendship or reward or affection or remuneration or at the various occasions normally according to the tradition or culture or according to the social practice. For instance, the New Year gift, birthday gift, gift given on the occasion of taking a new position and for the retirement date, etc.

Taking Money or Reciprocal benefit

The directors, management and employees shall not accept money or any rewarding benefit personally from the customers or anyone due to working in the name of Asia Hotel.

Taking a Gift/Reward

The directors, management and employees shall avoid accepting a gift in money and in kind from the trade partners or from those involved with the business of Asia Hotel except during the festivals or a tradition. They shall report to the superiors in the hierarchical command and notify the third parties, shops and companies or trade partners to deliver them to the specified point, and shall prepare a report on receiving a gift/reward or other benefits.

The Gifts/Rewards according to the Procedure of the Company that can be accepted

1. Things that are not money.
2. Things with the maximum value of 2,000 baht from the same source.
3. Things prepared for sales promotion and stamped with the logo of such the company, e.g. a pen, hat, T-shirt.
4. Things made for giving away/during the festivals, e.g. a calendar, organizer book, gift basket.
5. Other special benefits that the company shall receive for sales promotion, but it shall comply with the guidelines on sales promotion specified by the company and approved by the management.

Rules on Giving Away a Gift

The company has no policy to give away a gift or special benefits in the various forms, e.g. the cost of reception service, various expenses for the customers, trade partners, outside agencies or anyone to acquire the business except the business entertainment according to the tradition or giving a trade discount and its project sales promotion. It includes not giving a gift or award with a value directly and indirectly to the governmental authorities to secure a business except in accordance with the festival or tradition the same as giving to the customers of the company.

It has provided the gifts during a festival and according to the tradition to its customers and trade partners or contacting authorities with the clear guidelines on each festival.

It has designated a trade discount clearly for its customers and trade partners or governmental authorities in contact. Nevertheless, such the given present, award or trade discount shall be considered being for the fair business competition and not exploiting its competitors.

The rules on Receiving/Giving a Gift or Award are approved by the board of directors on 11 November 2016

Procedures on Donation to the Charity and Becoming a Patron

This procedure is part of the Anti-Corruption Policy

Asia Hotel PCL has operated the business under the good supervision by adhering to the good governance principles and business code of conduct, with social responsibility, environment and the stakeholders from all partisans. It uses the strategy in the business competition with fairness, best product quality and service. Moreover, the company still has determination in the opposition to corruption in all forms. It also designates its directors, management and employees, including the relevant persons on its business, which it has the power in the control to comply with the anti-corruption policy strictly.

Donations or patronage has the objective for the public benefit on religion, education, sports and art and cultural activities shall be implemented with transparency and legality as well as complying with the procedures set by the company. It has verification and approval from the authorized persons to make sure that the donation or financial support is used in accordance with the objective and not an excuse for bribery.

Definition

A donation is for charity and financial support means the money that the company has paid for the public benefit as follows for religion, education promotion, sports, art and culture.

Format of Donation or Support

The company has a policy on donation or support in the following formats:

1. Cash or check
2. Room voucher
3. Food voucher
4. Things such as equipment/appliances and food, etc.

Procedures

1. The operator shall prepare a record form for donation/financial support by stating the name of the donee or financial support, objective and name of the activity or requesting project.
2. Submission of the application for the donation/patron of the financial support with the entire supplemental documents to the authorized person of the company for approval.

The company has set up the guidelines for a charitable donation and financial support for a public benefit with the following conditions:

1. It shall be transparent, legal and moral, including not doing anything causing damage to the community.
2. Making a donation and support for the project according to the objective and can be proven to have an activity to support the objective of the project to success and create benefits for the society truly, or in compliance with the objective of the operation with social responsibility.
3. The donations and support shall not be involved with a reciprocal benefit to anyone or agency except a general announcement, e.g. decorating a logo or announcement of the name at the activity venue or in the media for public relations, etc.
4. It shall comply with the procedures on the operations. However, if it is a donation or financial support, regardless of the form, it shall be approved by the board of directors or the authorized person.
5. In donating money or property of the company, it shall be made in the name of the “Company” only. With such charitable donation shall go to a foundation, public charity organization, temple, hospital, medical place or organization to benefit the society. It shall have a certificate or reliability and evidence of the donation clearly and reliably, and in compliance with the procedure of the company. Nevertheless, the company shall not use the donation as a reference or use for other purposes.
6. Spending of the company’s money or property in support of the project shall state the name of the “Company” only. Meanwhile, the spent money must have the company’s business purpose, good image and reputation, and the payment shall state the clear objective and the evidence that is accountable.

The rules on the charitable donation and being the patron are approved by the board of directors on 11 November 2016

Audit Committee Charter

The Audit Committee Charter is adopted by the Board of Directors (“Board”) of Asia Hotel Public Company Limited (“Company”) on May 13, 2011 which is effective from May 14, 2011. The Audit Committee Charter comprises of the followings:

1. Objectives

The Audit Committee is an independent entity appointed by the Company’s Board of Directors to support the Board of Directors in controlling good corporate governance in financial reporting, effectiveness internal control system, compliance with applicable laws and regulations and issue an Audit Committee Report to be presented in the company’s annual report.

2. Composition and Qualifications

- 2.1 The Board of Directors appoints the Chairman and Members of Audit Committee that consist of least three independent directors whose qualifications meet requirements of the Office of the Securities and Exchange Commission.
- 2.2 At least one member of the Audit Committee should be equipped with experiences sufficient to perform efficient audit on the reliability of the financial statements.
- 2.3 The Audit Committee appoints a person to be the Secretary to the Audit Committee.

3. Qualifications

- 3.1 Hold shares of not more than 1.00% of the voting shares of the company, holding company, subsidiary company, associated company, major shareholder or person control over the company, including shares held by related persons of such independent director as equal as the SEC’s regulator.
- 3.2 Must not be nor have ever been a director with participation in management, a hired worker, an employee, an advisor with fixed salary, or a person control over the company, subsidiaries company, associated company, the same level of subsidiaries, major shareholders or a person control over the company unless having been relieved from such title for not less than 2 years before the date of appointment.
- 3.3 Must not be a person related by blood or by legal registration as father, mother, spouse, sibling, and offspring including spouse of offspring of an executive or major shareholder, controlling person or person who will be nominated as executive or controlling person of the Company and subsidiary companies.
- 3.4 Must not have nor ever had any business relationship with the company, holding company, subsidiaries company, associated company, major shareholder or person control over the company, to the extent that may obstruct the using of his/her independent discretion, and is not nor ever have been a shareholder or controlling person with business relationship with the company, holding company, subsidiaries company, associated company, major shareholder or controlling person unless having been relieved from such title for not less than 2 years before the date of appointment.
- 3.5 Must not have nor ever been an auditor of the company, holding company, subsidiaries company, associated company, major shareholder or person control over the company and is not major shareholder, controlling person or a managing partner of the audit firm where the auditors of the company, holding company, subsidiaries company, associated company, major shareholder are working for unless having been relieved from such title for not less than 2 years before the date of appointment.
- 3.6 Must not have nor ever been a provider of any professional service, including legal consultant of financial consultant, with the remuneration in excess of Baht 2 million per annum from the company, holding company, subsidiaries company, associated company, major shareholder or person control over the company and is not major shareholder, controlling person or a managing partner of such professional service provider, unless having been relieved from such title for not less than 2 years before the date of appointment.
- 3.7 Must not be a director appointed as the representative of the Company director, major shareholder or any shareholder who are connected persons of the major shareholder.
- 3.8 Must not operate the similar business that will compete with the business of the company or its subsidiaries or not holding shares or be a committee member, employee, staff, consultant with salary or holding more than 1% of other company’s or its subsidiaries’ shares with the similar business and competition.

- 3.9 Must not possess any other characteristics that will prevent the independent expression of opinions in respect of the operations of the company.
- 3.10 Must not be assigned by Board of Directors to make a collective decision regarding the business operation of the Company, major company, subsidiary companies, affiliated companies and sub-companies at the same level or juristic persons that may have conflicts.
- 3.11 Must not be a director of the parent company, subsidiary, or subsidiary of the same level, only a listed company.
- 3.12 Must have sufficient knowledge and experience to be able to perform duties as an audit committee according to the assigned task The audit committee must be able to devote sufficient time to the performance of the audit committee.
- 3.13 The Audit Committee should not serve as a director in more than 5 other listed companies as it may result in inadequate performance of duties in any one company.

4. Term of Office

- 4.1 The term of office of the committee member is three years.
- 4.2 The committee members may be re-appointed for another term.
- 4.3 In case of any directorship falls vacant other than mandatory expiration of office term, the Board of Directors shall appoint decent person to act as substitute committee member in order to maintain the required committee composition. The said substitute committee member shall be on duty only for the remaining office term.
- 4.4 Vacating form office means to include termination of directorship, or expiration of the prescribed term of service, or resignation, or removal.

5. Roles and Responsibilities

- 5.1 Review the accuracy and adequacy of the Company's financial statements.
- 5.2 Review the appropriateness and effectiveness of internal control systems, and internal audit functions and determine the independence of the Internal Audit Office, as well as to approve the appointment, rotation and removal, and performance development and appraisal of the Chief Internal Audit or the Internal Auditor.
- 5.3 Monitor the Company's compliance with the Securities and Exchange Acts and Regulations of the SET, and any other laws relevant to the Company's business.
- 5.4 Recommend the Board of Directors an independent person to be the Company's auditor as well as the audit fees for appointment by the shareholders to audit the Company's financial statements.
- 5.5 Attend a meeting with external auditors without the presence of the Company's Management at least once a year.
- 5.6 Consider connected transactions or transactions with potential conflict of interests to ensure full compliance with relevant regulations and requirements of the SET for reasonableness and the best interests of the Company.
- 5.7 Review the Internal Audit Charter prior to submission to the Board of Directors for approval.
- 5.8 Approve the annual audit plan, scope of audit and internal audit budgeting.
- 5.9 Review the internal audit reports and follow up the significant issues from the reports.
- 5.10 Review the Code of Conduct prior to submission to the Board of Directors for approval.
- 5.11 Review jointly with the Management the risk management policy, the practice compliance with such policy, as well as the Company's risk management guidelines.
- 5.12 Review jointly with the Management the Management's Discussion and Analysis or MD&A section which is disclosed in the Company's annual report.
- 5.13 Prepare the Audit Committee's Report, signed by the Chairman of Audit Committee, promulgated in the Company's annual report and contained the information required by the SET.
- 5.14 Inspect any suspiciousness reported by the company's auditor, that the Chairman, the Management or any person responsible for the company's operation commits an offence under the Securities and Exchange Act (No. 4) B.E. 2551 and report the result of preliminary inspection to the Office of the Securities and Exchange Commission and the auditor within thirty days after being informed by the auditor.
- 5.15 Any other tasks assigned by the Board of Directors and agreed by Audit Committee.

6. Meetings

6.1 Agenda of Meeting

Secretary of the Audit Committee prepares the invitation letter for the Audit Committee meeting. Each meeting has a clearly defined date, time, location, and agenda. She has delivered the meeting documents to the Audit Committee and attendees in advance for a reasonable period of time, to have time to consider various matters or request additional information for consideration. The setting of various stories The meeting shall be in accordance with the scope of duties and responsibilities of the Audit Committee as set out above.

6.2 Number of the meeting and attendee

- (1) The Audit Committee shall hold meetings to consider the matters at least quarterly.
- (2) The members of the Audit Committee should attend every meeting of the Audit Committee. The Audit Committee shall fix the number of members required to attend a meeting to make it valid according to law.
- (3) The Audit Committee may invite the directors or management members of the company, the related person of the agenda to attend a meeting to discuss the matter.

7. Reporting

- 7.1 Report on regular activities so that the Board of Directors is kept informed of activities of the Audit Committee.
- 7.2 In performing the roles of Audit Committee, should there are be sufficient reasons to believe that there is existence of the following actions, potentially harmful to the Company's financial status and operating performance, Audit Committee has to report to the Board of Directors for appropriate corrective actions to be taken within proper period, as agree by Audit Committee.
 - (a) a transaction which causes a conflict of interest;
 - (b) any fraud, irregularity, or material defect in an internal control system;
 - (c) an infringement of the law on securities and exchange, the Exchange's regulations, or any law relating to the Company's business.

In case the Board of Directors or the Management fails to take corrective actions with the period defined in the above clause, one of the Audit Committee members may report such dishonest practice or major anomalies or defects to the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.

- 7.3 Prepare the Audit Committee's Report, signed by the Chairman of Audit Committee, promulgated in the Company's annual report and consist of at least the following information:
 - (a) an opinion on the accuracy, completeness and reliability of the Company's financial statements
 - (b) an opinion on the adequacy of the Company's internal controls system
 - (c) an opinion on the Company's compliance with regulations governing stock and stock exchange, the requirement of the Stock Exchange of Thailand or other business-related regulations
 - (d) an opinion on the suitability of an auditors
 - (e) an opinion on the transactions that may lead to conflicts of interests
 - (f) the number of the Audit Committee meetings, and the attendance of such meetings by each committee member
 - (g) an opinion or overview comment received by the Audit Committee from its performance of duties in accordance with the charter
 - (h) other issues deemed necessary to be disclosed to shareholders and general investors under the roles and responsibilities authorized by the Board of Directors.

8. Advisors

The Audit Committee may seek independent opinion from any other professional counsel when it is deemed necessary at the expense of the company.

9. Performance appraisal

The Audit committees should assess their performance through self-assessment and report the results of the assessment together with the problems and obstacles in the performance that may cause the performance to fail to achieve the objectives of the establishment of the Audit Committee to the Board of Directors every year.

This Audit Committee Charter was approved by the Board of Directors on May 13, 2011.

Nomination and Remuneration Committee Charter

1. Composition and qualifications

- 1.1 The Nomination and Remuneration Committee shall be appointed by the Board of Directors and consist of at least 3 directors and two of the members of the Nomination and Remuneration Committee shall be non-executive, independent directors.
- 1.2 The Nomination and Remuneration Committee shall elect one member to be the Chairman.

2. Term of office

- 2.1 The term of office of each Nomination and Remuneration Committee member is 3 years.
- 2.2 In order to maintain continuity, members may be re-elected.

3. Responsibilities of the Nomination and Remuneration Committee

- 3.1 To recommend the structure and composition of the Board and committee together with the qualification of its members.
- 3.2 To recommend policy and process to recruit knowledgeable and capable persons suitable to nature of business of the company as directors and executives positions.
- 3.3 To recommend the list of nominees for the Board of Directors to be proposed to the shareholders' annual general meeting in case of vacancies by rotation and to the board in case of casual vacancies.
- 3.4 To recommend the list of directors for the committee members of the Company's.
- 3.5 To scrutinize the list of nominees for the Managing Director, Deputy Managing Director and Assistant Managing Director of the Company in case of vacancy including the establishment of the succession plan for executives.
- 3.6 To recommend the remuneration structure of the directors and Managing Director of the Company
- 3.7 To set up the performance evaluation of Management and propose to the Board.
- 3.8 To evaluate the performance of Managing Director.
- 3.9 To recommend the remuneration structure of the directors and senior executives of the Company including meeting allowances, bonus, welfare and other benefits both in monetary and non-monetary terms.

4. The Nomination and Remuneration Committee meeting

- 4.1 The Nomination and Remuneration Committee meets as the committee considers appropriate.
- 4.2 Each meeting must be attended by a least 2 of the committee members to constitute a quorum.
- 4.3 Measures are approved by a majority of the committee members constituting a quorum.

5. Reporting

- 5.1 The Committee is accountable to the Board of Directors, and shall report its activities (if any) to the Board at every Board meeting.
- 5.2 The Committee will report to shareholder via annual report to specify some items as follows :
 - a) The Nomination and Remuneration Committee's name
 - b) Number of The Nomination and Remuneration Committee Meeting
 - c) Number of the attendance of each member of committee
 - d) Summary of The Nomination and Remuneration Committee's Charter and the principal of remuneration

6. Advisors

- 6.1 The Nomination and Remuneration Committee may seek professional advice from an outside advisor and the Company shall bear the cost of obtaining such advice subject to the Board's oversight.

This Nomination and Remuneration Committee Charter is effective from January 13, 2010.

Report of the Audit Committee

In 2023, the Audit Committee of Asia Hotel Public Company Limited consisted of 4 members, namely Mrs. Ruchukorn Siriyodhin, Mr. Suwat Dusitrojnanawong, Mr. Piyawudh Senapoopitaksa and Dr. Chotima Pwasiri. In July 2023, Mr. Piyawudh Senapoopitaksa resigned from the company director due to health problems. Later, the Board of Directors Meeting No. 8/2023 on 11 August 2023 appointed Miss Ketsarin Pupiphathirunkul as a member of the audit committee instead of the director who resigned. The meeting of the Board of Directors resolved to appoint Mrs. Ruchukorn Siriyodhin as Chairman of the Audit Committee. For the Audit Committee meeting in the year 2023, there will be 5 times to perform duties according to the scope and responsibilities. Summary of important points as follows

- Audit Committee verified the quarterly, annually and consolidated financial statement of the company and its subsidiaries with Auditor of the Company regarding audit result and opinion of auditor and to consult regarding accounting system every quarter before proposing to board of directors of the company.
- Audit Committee considered the report on the results of the internal control system audit and followed up on the work of the internal auditors of the company and its subsidiaries. From the inspection, no errors were found or significant defects. The Audit Committee regularly presents internal audit reports to the Board of Directors. and ensure compliance with the requirements of the Stock Exchange and the laws or regulations related to the company's business
- Audit Committees followed up the report of inter-transactions, control and check the inter-transactions of the related person or business to be in the proper way and will disclose that information into the note to the financial statement, "One Report" (Form 56-1, Annual Report) for year 2023 continuously for the efficiency and transparency.
- Audit Committee proposes the director of the company to propose to the shareholders' meeting for considering the election of Mr. Satien Vongsanun or Miss Panita Chotesaengmaneeekul or Mr. Atipong Atipongsakul the certified auditor of the ANS Audit Co., Ltd. to be an auditor of the company for the year ended as at December 31, 2024.

The Audit Committee agreed that the company has disclosed the financial reports of the company and its subsidiaries completely, clearly and reliably. There was a good and adequate internal control system for all aspects of operations with transparency, prudence, fairness in accordance with relevant laws and regulations as the expected.



Mrs. Ruchukorn Siriyodhin
Chairman of the Audit Committee
February 12, 2024

Report of the Nomination and Remuneration Committee

To Shareholders,

In 2023, there was a change to the Nomination and Remuneration Committee. In July 2023, Mr. Piyawudh Senapoopitaksa, Member of the Nomination and Remuneration Committee resigned from the company director. The Board of Directors Meeting No. 8/2023 on August 11, 2023, resolved to appoint General Chanchai Yossundara, an independent director to serve as a member of the Nomination and Remuneration Committee instead of the director who resigned. According to the charter of the Nomination and Remuneration Committee must consist of at least 2 independent directors. At the same time, it is proposed that General Chanchai Yossundara act as chairman of the Nomination and Remuneration Committee.

Nomination and Remuneration Committee consists of 2 independent directors and 1 executive director, as follows:

Name	Position	Participate in the 2023 Meeting
General Chanchai Yossundara	Chairman	-
Mr. Suwat Dusitrojjanawongse	Member	2/2
Mr. Pornpun Tanariyakul	Member	2/2

For consideration of a new director to replace those who resigned this year. The Board of Directors has resolved to appoint Mr. Dusit Senapoopitak as an independent director instead of Mr. Piyawudh Senapoopitaksa who resigned and appointed Miss Ketsarin Pupiphathirankul, an independent director, who serves as a member of the audit committee instead of Mr. Piyawudh Senapoopitaksa who resigned. In this regard, the selection of company directors, the Nomination and Remuneration Committee has considered, taking into account people who have appropriate qualifications, knowledge, abilities, skills, experience, expertise in various careers, and leadership, as well as vision and a good attitude towards the organization which is beneficial to the operations of the company to promote good corporate governance and ensure efficient management of the company.

For determining the remuneration of the Board of Directors, which includes the Director's bonus and meeting allowances for directors in 2024 due to the economic situation, the current operating results are even better than last year but there will be fluctuations. The Nomination and Remuneration Committee proposed that directors' remuneration be received at the same rate as the previous year. Taking into account suitability for assigned duties and responsibilities and performance results including the company's performance compared to the same industry and factors that may affect the business or the overall economic situation. This said remuneration has been considered and approved by the Board of Directors.

At present, the Board of Directors consists of 13 members who have different expertise, be able to supervise and keep pace with the changes in the business of the new generation. The Committee hopes that this new board will be able to push the company and its subsidiaries to achieve the goals that are firmly and sustainably.



General Chanchai Yossundara
Chairman of the Nomination and Remuneration Committee
February 12, 2024

2023
ONE REPORT
ASIA HOTEL GROUP



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